Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2012
Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
THE JESSE H AND SUSAN R OPPENHEIMER FOUNDATION

A Employer identification number 74-6032845

Number and street (or P O box number if mail is not delivered to street address) 312 E HERMOSA
Room/suite

B Telephone number (see instructions) 210-826-5809

City or town, state, and ZIP code SAN ANTONIO TX 78212

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 5,332,669

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	88,481	88,481		
4	Dividends and interest from securities	65,084	65,084		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-31,299			
b	Gross sales price for all assets on line 6a 1,448,521				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	122,266	153,565	0	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) STMT 1	13,910	13,910		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	20,091	697		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (att. sch) STMT 3	3	3		
24	**Total operating and administrative expenses.** Add lines 13 through 23	34,004	14,610	0	0
25	Contributions, gifts, grants paid	247,290			247,290
26	**Total expenses and disbursements.** Add lines 24 and 25	281,294	14,610	0	247,290
27	Subtract line 26 from line 12.				
a	**Excess of revenue over expenses and disbursements**	-159,028			
b	**Net investment income** (if negative, enter -0-)		138,955		
c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing			
	2	Savings and temporary cash investments	217,915	427,185	427,185
	3	Accounts receivable ▶ 8			
		Less allowance for doubtful accounts ▶	4	8	8
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S and state government obligations (attach schedule) STMT 4	1,454,238	1,151,471	1,231,197
	b	Investments – corporate stock (attach schedule) SEE STMT 5	2,623,586	2,558,537	3,013,485
	c	Investments – corporate bonds (attach schedule) SEE STMT 6	597,308	596,822	625,795
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 7	36,396	36,396	34,999
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	4,929,447	4,770,419	5,332,669
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,929,447	4,770,419	
	30	**Total net assets or fund balances** (see instructions)	4,929,447	4,770,419	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,929,447	4,770,419	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,929,447
2	Enter amount from Part I, line 27a	2	-159,028
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,770,419
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	4,770,419

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE WORKSHEET			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-31,299
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	-50,908

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [X] Yes [ ] No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
2010			
2009			
2008			
2007			

2	**Total** of line 1, column (d)	2	
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	2,779
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	2,779
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	2,779
6	Credits/Payments.				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,080		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	11,080
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,301
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,800 Refunded ▶			11	5,501

Part VII-A Statements Regarding Activities

				Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities				
c	Did the foundation file **Form 1120-POL** for this year?	N/A	1c		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______				
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______				
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?		4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV		7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation		8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SUSAN R OPPENHEIMER Telephone no ▶ 210-826-5809
312 E HERMOSA
Located at ▶ SAN ANTONIO TX ZIP+4 ▶ 78212

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN R OPPENHEIMER 711 NAVARRO, STE 620	SAN ANTONIO TX 78205	TRUSTEE 4.00	0	0	0
J DAVID OPPENHEIMER 711 NAVARRO, STE 620	SAN ANTONIO TX 78205	TRUSTEE 4.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5,130,533
b	Average of monthly cash balances	1b	275,265
c	Fair market value of all other assets (see instructions)	1c	8
d	**Total** (add lines 1a, b, and c)	1d	5,405,806
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,405,806
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	81,087
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,324,719
6	**Minimum investment return.** Enter 5% of line 5	6	266,236

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	266,236
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,779		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,779
3	Distributable amount before adjustments Subtract line 2c from line 1			3	263,457
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	263,457
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	263,457

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	247,290
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	247,290
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	247,290

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					263,457
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				246,921	
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010					
e From 2011					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 247,290					
a Applied to 2011, but not more than line 2a				246,921	
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					369
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5					
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					263,088
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a					
10 Analysis of line 9.					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines.

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors·

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 8				247,290
Total			▶ 3a	247,290
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	88,481	
4 Dividends and interest from securities			14	65,084	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	-31,299	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		122,266	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 122,266

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

DAA

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Susan R. Oppenheimer 7/6/13

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
DAVID ZURBRIGGEN	D Zurbriggen, CPA	6/18/13	

Firm's name ▶	FINDLING, MILAM & PYLE	PTIN	P00104993
Firm's address ▶	3011 NACOGDOCHES ROAD, BUILDING 2	Firm's EIN ▶	74-1470214
	SAN ANTONIO, TX 78217	Phone no	210-824-3224

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2012**

For calendar year 2012, or tax year beginning , and ending

Name: THE JESSE H AND SUSAN R OPPENHEIMER FOUNDATION

Employer Identification Number: 74-6032845

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	860 SH BAXTER INTERNATIONAL INC	P	09/29/11	01/02/12
(2)	1,100 SH ORACLE CORPORATION	P	02/09/10	01/03/12
(3)	500 SH ORACLE CORPORATION	P	07/22/10	01/03/12
(4)	360 SH ORACLE CORPORATION	P	04/08/11	01/03/12
(5)	770 SH ORACLE CORPORATION	P	07/12/11	01/03/12
(6)	800 SH TE CONNECTIVITY LTD	P	07/07/11	01/23/12
(7)	400 SH INTL FLAVORS & FRAGRANCES INC	P	12/02/10	02/08/12
(8)	380 SH INTL FLAVORS & FRAGRANCES INC	P	05/03/11	02/08/12
(9)	860 SH PEPSICO INC	P	07/20/01	02/21/12
(10)	900 SH CSX CORP	P	04/30/10	03/12/12
(11)	1,290 SH CSX CORP	P	07/21/10	03/12/12
(12)	360 SH CSX CORP	P	04/08/11	03/12/12
(13)	460 SH TIFFANY & CO	P	06/22/11	03/19/12
(14)	700 SH XILINX INC	P	03/02/10	02/28/12
(15)	1,410 SH XILINX INC	P	07/12/11	02/28/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	42,777		48,779	-6,002
(2)	29,094		25,724	3,370
(3)	13,225		12,100	1,125
(4)	9,522		12,045	-2,523
(5)	20,366		25,094	-4,728
(6)	27,772		30,765	-2,993
(7)	22,333		21,674	659
(8)	21,216		23,950	-2,734
(9)	54,295		32,702	21,593
(10)	18,618		17,112	1,506
(11)	26,685		21,745	4,940
(12)	7,447		9,202	-1,755
(13)	31,209		35,745	-4,536
(14)	26,309		18,645	7,664
(15)	52,995		48,180	4,815

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-6,002
(2)				3,370
(3)				1,125
(4)				-2,523
(5)				-4,728
(6)				-2,993
(7)				659
(8)				-2,734
(9)				21,593
(10)				1,506
(11)				4,940
(12)				-1,755
(13)				-4,536
(14)				7,664
(15)				4,815

1325 06/18/2013 10 16 AM

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2012

For calendar year 2012, or tax year beginning , and ending

Name: THE JESSE H AND SUSAN R OPPENHEIMER FOUNDATION

Employer Identification Number: 74-6032845

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	460 SH BOEING CO	P	05/10/11	04/02/12
(2)	350 SH BOEING CO	P	08/31/11	04/02/12
(3)	1,495 SH REPUBLIC SERVICES INC	P	03/13/12	05/02/12
(4)	90 SH APACHE CORP	P	04/08/11	05/29/12
(5)	280 SH APACHE CORP	P	07/12/11	05/29/12
(6)	230 SH CHECK POINT SOFTWARE TECHNOLO	P	04/08/11	06/25/12
(7)	860 SH CHECK POINT SOFTWARE TECHNOLO	P	05/24/11	06/25/12
(8)	1,010 SH INTERNATIONAL PAPER CO	P	07/07/11	06/18/12
(9)	845 SH INTERNATIONAL PAPER CO	P	01/03/12	06/18/12
(10)	700 SH DANAHER CORPORATION	P	01/21/11	07/19/12
(11)	170 SH DANAHER CORPORATION	P	04/08/11	07/19/12
(12)	265 SH DANAHER CORPORATION	P	02/24/12	07/19/12
(13)	900 SH JOHNSON CONTROLS INC	P	10/20/10	07/19/12
(14)	200 SH JOHNSON CONTROLS INC	P	12/01/10	07/19/12
(15)	360 SH JOHNSON CONTROLS INC	P	07/12/11	07/19/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	34,530		36,894	-2,364
(2)	26,273		23,483	2,790
(3)	40,757		45,818	-5,061
(4)	7,489		11,720	-4,231
(5)	23,298		34,110	-10,812
(6)	11,158		11,825	-667
(7)	41,720		45,688	-3,968
(8)	29,126		30,768	-1,642
(9)	24,368		25,330	-962
(10)	35,032		32,617	2,415
(11)	8,508		8,753	-245
(12)	13,262		14,174	-912
(13)	23,380		30,410	-7,030
(14)	5,196		7,576	-2,380
(15)	9,352		14,875	-5,523

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-2,364
(2)				2,790
(3)				-5,061
(4)				-4,231
(5)				-10,812
(6)				-667
(7)				-3,968
(8)				-1,642
(9)				-962
(10)				2,415
(11)				-245
(12)				-912
(13)				-7,030
(14)				-2,380
(15)				-5,523

Form **990-PF**

Capital Gains and Losses for Tax on Investment Income

2012

For calendar year 2012, or tax year beginning , and ending

Name
THE JESSE H AND SUSAN R OPPENHEIMER FOUNDATION

Employer Identification Number
74-6032845

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	640 SH JOHNSON CONTROLS INC	P	09/01/11	07/19/12
(2)	1,460 SH FIDELITY NATL INF SVCS INC	P	02/28/12	08/06/12
(3)	1,100 SH HALLIBURTON CO	P	12/16/09	09/07/12
(4)	300 SH HALLIBURTON CO	P	04/29/10	09/07/12
(5)	250 SH HALLIBURTON CO	P	04/08/11	09/07/12
(6)	300 SH V F CORP	P	05/03/12	09/06/12
(7)	1,005 SH AGILENT TECHNOLOGIES INC	P	02/09/12	10/02/12
(8)	580 SH COACH INC	P	06/23/11	10/01/12
(9)	600 SH UNITED PARCEL SERVICE	P	05/19/10	10/16/12
(10)	220 SH UNITED PARCEL SERVICE	P	07/12/11	10/16/12
(11)	500 SH SIGMA-ALDRICH CORP	P	05/12/10	11/19/12
(12)	200 SH SIGMA-ALDRICH CORP	P	05/03/11	11/19/12
(13)	135 SH SIGMA-ALDRICH CORP	P	09/01/11	11/19/12
(14)	600 SH OCCIDENTAL PETROLEUM CORP	P	04/26/10	12/21/12
(15)	150 SH OCCIDENTAL PETROLEUM CORP	P	04/08/11	12/21/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	16,626		20,124	-3,498
(2)	45,664		46,033	-369
(3)	37,004		32,871	4,133
(4)	10,092		9,903	189
(5)	8,410		12,039	-3,629
(6)	45,418		46,472	-1,054
(7)	39,015		45,583	-6,568
(8)	32,145		34,554	-2,409
(9)	43,579		38,870	4,709
(10)	15,979		16,154	-175
(11)	35,123		28,534	6,589
(12)	14,049		13,822	227
(13)	9,483		8,694	789
(14)	46,734		53,165	-6,431
(15)	11,684		15,499	-3,815

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				-3,498
(2)				-369
(3)				4,133
(4)				189
(5)				-3,629
(6)				-1,054
(7)				-6,568
(8)				-2,409
(9)				4,709
(10)				-175
(11)				6,589
(12)				227
(13)				789
(14)				-6,431
(15)				-3,815

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2012

For calendar year 2012, or tax year beginning , and ending

Name
THE JESSE H AND SUSAN R OPPENHEIMER FOUNDATION

Employer Identification Number
74-6032845

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	100,000 PV FEDERAL NATL MTG ASSN 5%	P	09/04/07	08/02/12
(2)	100,000 PV FEDERAL NATL MTG ASSN 4.3	P	12/21/04	09/15/12
(3)	100,000 PV NAPERVILLE ILL 5.25%	P	01/26/06	12/01/12
(4)	FROST NATIONAL BANK, TRUSTEE			
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	100,000		100,000	
(2)	100,000		100,000	
(3)	100,000		100,000	
(4)	204			204
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				
(2)				
(3)				
(4)				204
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MASTRAPAQUA ASSET MGMT- INV MANG	$ 8,771	$ 8,771	$	$
FROST NATIONAL BANK - INV MANGMN	5,139	5,139		
TOTAL	$ 13,910	$ 13,910	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
2011 EXCISE TAX PAYMENTS	$ 8,314	$	$	$
2012 ESTIMATE TAX PAYMENTS	11,080			
FOREIGN TAX	697	697		
TOTAL	$ 20,091	$ 697	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
MISCELLANEOUS	3	3		
TOTAL	$ 3	$ 3	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100,000 BELLINGHAM WA 5.25% 12/01/14	$ 100,490	$ 100,329	COST	$ 108,231
150,000 DALLAS TEXAS CONVENTION CENT	154,010	153,076	COST	165,108
100,000 FED FARM CR 3.75% 02/05/14	101,878	100,994	COST	103,876
100,000 FED HOME LN 2.5% 4/27/16	100,000	100,000	COST	106,642
100,000 FED NATL MTG 4.375% 09/15/12	100,014		COST	
100,000 FED NATL MTG 5% 03/15/16	100,259	100,201	COST	114,435
100,000 FED NATL MTG 5% 08/02/12	100,113		COST	
100,000 INDIANA 5.35% 07/15/15	100,235	100,004	COST	100,152
100,000 LEWISTON MA 4.8% 04/15/16	97,048	97,048	COST	107,393
100,000 NAPERVILLE ILL 5.25%	100,220		COST	
100,000 NORTH TEXAS TOLLWAY AUTH 2.3	100,253	100,101	COST	101,145
100,000 OREGON ST 5.125% 04/01/16	99,718	99,718	COST	107,867
100,000 SUPERIOR WISCONSIN SCHOOL DI	100,000	100,000	COST	105,848
100,000 WILL CO ISD #88 4.8% 10/01/1	100,000	100,000	COST	110,500
TOTAL	$ 1,454,238	$ 1,151,471		$ 1,231,197

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
990 SH ABBOTT LABORATORIES	$	$ 60,614	COST	$ 64,845
635 SH ACCENTURE PLC CL A		40,199	COST	42,228
655 SH ALLERGAN INC	48,592	48,592	COST	60,083
855 SH AMGEN INC	42,147	53,665	COST	73,701
405 SH ANADARKO PETROLEUM CORP		28,908	COST	30,096
370 SH APACHE CORP	45,831		COST	
60 SH APPLE INC		34,246	COST	61,930
860 SH BAXTER INTERNATIONAL INC	48,779		COST	
810 SH BOEING CO	60,377		COST	
2,220 SH BROADCOM CORP CL A	77,077	77,077	COST	73,726
840 SH CATERPILLAR INC	59,529	59,529	COST	75,271
1,090 SH CHECK POINT SOFTWAE TECHNOL	57,513		COST	
700 SH CHEVRON CORPORATION	849	849	COST	75,698
2,395 SH CISCO SYSTEM INC		45,356	COST	47,060

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
580 SH COACH INC	$ 34,554	$	COST	$
1,695 SH COMCAST CORPORATION CL A		56,528	COST	63,325
1,200 SH COVIDIEN PLC	55,880	55,880	COST	69,288
2,550 SH CSX CORP	48,059		COST	
1,375 SH CVS CAREMARK CORP		59,622	COST	66,481
870 SH DANAHER CORPORATION	41,370		COST	
900 SH DISNEY (WALT) COMPANY HOLDING		42,128	COST	44,811
1,305 SH DOW CHEMICAL CO		43,035	COST	42,190
1,250 SH DU PONT E I DE NEMOURS & CO	59,401	59,401	COST	56,223
210 SH ECOLAB INC		14,565	COST	15,099
2,260 SH E M C ORP	54,403	54,403	COST	57,178
510 SH FLUOR CORP		30,009	COST	29,957
950 SH GENUINE PARTS CO	28,459	47,160	COST	60,401
1,650 SH HALLIBURTON CO	54,813		COST	
2,070 SH HOME DEPOT INC	57,861	57,861	COST	128,030
1,290 SH HONEYWELL INTERNATIONAL INC	61,195	61,195	COST	81,876
780 SH INT'L FLAVORS & FRAGRANCES IN	45,624		COST	
3,290 SH INTEL CORP	69,907	69,907	COST	67,840
1,010 SH INTERNATIONAL PAPER CO	30,768		COST	
430 SH INTL BUSINESS MACHINES CORP	75,170	75,170	COST	82,367
1,010 SH INTUIT INC		58,928	COST	60,070
2,100 SH JOHNSON & JOHNSON	72,985		COST	
1,420 SH KLA-TENCOR CORP	47,572	47,572	COST	67,819
1,310 SH MARSH & MCLENNAN COS INC		45,116	COST	45,156
985 SH MERCK & CO INC		43,090	COST	40,326
1,700 SH MICROCHIP TECHNOLOGY INC	47,598	45,215	COST	55,403
2,775 SH MICROSOFT CORP		78,310	COST	74,119
3,380 MICROSOFT CORP	122,099	122,099	COST	90,279
820 MONSANTO	59,068	59,068	COST	77,613
720 SH NATIONAL-OILWELL VARCO INC	51,241	51,241	COST	49,212
1,320 SH NIKE INC CL B	60,425	60,425	COST	68,112
900 SH NOVARTIS AG	50,818	50,818	COST	56,970
750 SH OCCIDENTAL PETROLEUM CORP	68,664		COST	
2,730 SH ORACLE CORPORATION	74,962			
690 SH PARKER HANNIFIN CORP	48,369	48,369	COST	58,691
860 SH PEPSICO INC	32,702		COST	
560 CH PRAXAIR INC	50,387	50,387	COST	61,292

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
1,025 SH PRICE T ROWE GROUP INC	$ 53,904	$ 53,904	COST	$ 66,745
945 SH QUALCOMM INC		63,887	COST	58,457
865 SH SCHLUMBERGER LIMITED	55,239	55,239	COST	59,943
1,010 SH SAP AG	59,421	59,421	COST	81,184
835 SH SIGMA-ALDRICH CORP	51,049		COST	
1,430 SH STARBUCKS CORP	38,834	38,834	COST	76,691
1,200 SH STARWOOD HOTELS & RESORTS	54,853	54,853	COST	68,832
695 SH TARGET CORP		44,816	COST	41,123
800 SH TE CONNECTIVITY LTD	30,765		COST	
470 SH THERMO FISHER SCIENTIFIC INC		28,821	COST	29,977
775 SH 3M CO	66,998	66,998	COST	71,959
460 SH TIFFANY & CO	35,745		COST	
365 SH UNION PACIFIC CORP		45,346	COST	45,888
820 SH UNITED PARCEL SERVICE CL B	55,024		COST	
850 SH UNITED TECHNOLOGIES CORP	75,795	75,795	COST	69,709
450 SH VISA INC CL A	34,086	34,086	COST	68,211
2,110 SH XILINX INC	66,825		COST	
TOTAL	$ 2,623,586	$ 2,558,537		$ 3,013,485

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
100,000 CREDIT SUISSE FIRST BOSTON	$ 98,414	$ 98,414	COST	$ 110,981
100,000 GENERAL ELECTRIC CO 5%	100,492	100,032	COST	100,381
100,000 HEWLETT-PACKARD CO 1.25%	99,815	99,815	COST	99,999
100,000 MORGAN STANLEY 5.3% 03/01/13	100,026	100,000	COST	100,546
100,000 PROCTER & GAMBLE CO 4.95%	99,170	99,170	COST	107,407
100,000 VERIZON COMMUNICATIONS INC 3	99,391	99,391	COST	106,481
TOTAL	$ 597,308	$ 596,822		$ 625,795

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
5,000 ISRAEL ST DLR 4%	$ 5,000	$ 5,000	COST	$ 4,999
ISRAEL BOND 02/01/14	6,396	6,396	COST	5,000
25,000 ISRAEL ST 3RD JUBILEE 5.05%	25,000	25,000	COST	25,000
TOTAL	$ 36,396	$ 36,396		$ 34,999

Federal Statements

Form 990-PF, Part XV, Line 1b - Managers Who Own 10% or More Stock

Name of Manager	Amount
NONE	$
TOTAL	$ 0

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Relationship	Address / Status	Purpose	Amount
ACCESS ATLANTA GA 30305	N/A	3525 PIEDMONT RD NE PUBLIC	OPERATING FUND	1,000
ALAMO COLLEGES FOUNDATION SAN ANTONIO TX 78204-1450	N/A	201 W SHERIDAN PUBLIC	OPERATING FUND	2,000
ALS ASSOCIATION ALBER LEA MN 56007-6651	N/A	P O BOX 6051 PUBLIC	OPERATING FUND	50
AMERICAN FEDERATION OF POLICE TITUSVILLE FL 32780	N/A	6350 HORIZON DR PUBLIC	OPERATING FUND	50
AMERICAN JEWISH WORLD SERVICE NEW YORK NY 10018	N/A	45 WEST 36TH ST PUBLIC	OPERATING FUND	1,000
AMERICAN PARKINSON DISEASE STATEN ISLAND NY 10305	N/A	135 PARKINSON AVE PUBLIC	OPERATING FUND	50
AMERICAN RED CROSS SAN ANTONIO TX 78219	N/A	3642 EAST HOUSTON ST PUBLIC	HURRICANE SANDY RELIEF	5,000
AMERICAN RED CROSS WASHINGTON DC 20006	N/A	2025 E ST PUBLIC	OPERATING FUND	100
AMERICANS FOR PEACE NOW WASHINGTON DC 20037-1269	N/A	2100 M ST NW, STE 619 PUBLIC	OPERATING FUND	1,040
AMNESTY INTERNATIONAL NEW YORK NY 10001	N/A	5 PENN PLAZA PUBLIC	OPERATING FUND	2,500
ANIMAL DEFENSE LEAGUE OF SAN ANTONIO TX 78217	N/A	11300 NACOGDOCHES ROAD PUBLIC	OPERATING FUND	500
ATLANTA SYMPHONY ATLANTA GA 30309-3552	N/A	WOODRUFF ART CENTER PUBLIC	OPERATING FUND	3,000
BEAVER COUNTRY DAY SCHOOL CHESTNUT HILL MA 02467	N/A	7981 HAMMOND ST PUBLIC	OPERATING FUND	1,000
BEST FRIENDS ANIMAL KANAB UT 84741-5000	N/A	5001 ANGEL CANYON DR PUBLIC	OPERATING FUND	1,000
CAMBRIDGE IN AMERICA NEW YORK NY 10017	N/A	292 MADISON AVE PUBLIC	OPERATING FUND	1,000
CANINE COMPANIONS OCEANSIDE CA 92047	N/A	124 RANCHO DEL ORO DR PUBLIC	OPERATING FUND	1,000
CARE MERRRIFIELD VA 22116-9753	N/A	P O BOX 1870 PUBLIC	OPERATING FUND	100

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
CARLOS MUSEUM ATLANTA GA 30322	N/A	571 SKILGO CIRCLE NW PUBLIC	OPERATING FUND	300
CENTER FOR DEFENSE INFORMATION WASHINGTON DC 20005	N/A	1100 G STREET, NW PUBLIC	OPERATING FUND	200
CENTER ON WRONGFUL CONVICTIONS CHICAGO IL 60611	N/A	375 E CHICAGO AVE PUBLIC	OPERATING FUND	500
CHRISTUS SANTA ROSA SAN ANTONIO TX 78209	N/A	P O BOX 91259 PUBLIC	OPERATING FUND	200
CLASSICAL KUSC LOS ANGELES CA 90080	N/A	P O BOX 80354 PUBLIC	OPERATING FUND	2,500
COMMUNITIES IN MIND DALLAS TX 75225	N/A	3533 GREENBRIER PUBLIC	OPERATING FUND	25,000
DEFENDERS OF WILDLIFE WASHINGTON DC 20036-4604	N/A	1130 17TH ST NW PUBLIC	OPERATING FUND	2,000
DISABLED AMERICAN VETERANS CINCINNATI OH 45250-0301	N/A	P O BOX 14301 PUBLIC	OPERATING FUND	1,000
DOCTORS WITHOUT BORDERS NEW YORK NY 10001-5004	N/A	333 7TH AVE PUBLIC	OPERATING FUND	5,500
EASTER SEALS SAN ANTONIO TX 78229	N/A	2203 BABCOCK RD PUBLIC	OPERATING FUND	100
EMORY UNIVERSITY ATLANTA GA 30322	N/A	735 GATEWOOD RD PUBLIC	HILLEL HOUSE OPERATING FUND	200
ENVIRONMENTAL DEFENSE FUND ATLANTA GA 30309	N/A	1280 PEACHTREE ST NE PUBLIC	OPERATING FUND	1,000
FIDELCO GUIDE DOG BLOOMFIELD CT 06002	N/A	103 VISION WAY PUBLIC	OPERATING FUND	500
FRIENDS OF LA PHILHARMONIC LOS ANGELES CA 90012-3034	N/A	151 S GRAND AVE PUBLIC	OPERATING FUND	2,500
HEIFER INTERNATIONAL LITTLE ROCK AR 72203-8058	N/A	P O BOX 8058 PUBLIC	OPERATING FUND	1,000
HIGH MUSEUM INSTITUTE ATLANTA GA 30309	N/A	1280 PEACHTREE ST NE PUBLIC	OPERATING FUND	1,000
HOSPICE HYANNIS MA 02601	N/A	259 NORTH ST PUBLIC	OPERATING FUND	250

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
HUMAN RIGHTS WATCH TOMS RIVER NJ 08754-9946	P O BOX 4803 N/A	PUBLIC	OPERATING FUND	2,500
INTERNATIONAL RESCUE COMMITTEE NEW YORK NY 10168	122 E 42ND ST N/A	PUBLIC	OPERATING FUND	1,500
JEWISH FEDERATION OF SAN ANTONIO TX 78231	12599 NW MILITARY HWY N/A	PUBLIC	OPERATING FUND	9,000
JUVENILE DIABETIS RESEARCH WASHINGTON DC 20090-7151	P O BOX 97151 N/A	PUBLIC	OPERATING FUND	500
KEYSTONE SCHOOL SAN ANTONIO TX 78212	119 E CRAIG PL N/A	PUBLIC	OPERATING FUND	1,000
KIPP UNIVERSITY PREP HS SAN ANTONIO TX 78201	731 FREDERICKSBURG RD N/A	PUBLIC	OPERATING FUND	1,000
KLRN SAN ANTONIO TX 78291-0009	P O BOX 9 N/A	PUBLIC	OPERATING FUND	14,000
LONDON SCHOOL OF NEW YORK NY 78214	424 WEST 33RD ST, #470 N/A	PUBLIC	CENTENNIAL FUND	1,000
MACULAR DEGENERATION RESEARCH CLARKSBURG MD 20871	22512 GATEWAY CENTER DR N/A	PUBLIC	OPERATING FUND	200
MARCH OF DIMES SAN ANTONIO TX 78216	7400 BLANCO RD N/A	PUBLIC	OPERATING FUND	50
MCNAY ART MUSEUM SAN ANTONIO TX 78209	6000 NORTH NEW BRAUNFELS N/A	PUBLIC	OPERATING FUND	10,000
MISSION ROAD MINISTRIES SAN ANTONIO TX 78214	8706 MISSION RD N/A	PUBLIC	OPERATING FUND	1,100
NATIONAL JEWISH HEALTH DENVER CO 80206	1400 JACKSON ST N/A	PUBLIC	OPERATING FUND	500
NATIONAL PARKS CONSERVATION WASHINGTON DC 20001	777 6TH ST NW, STE 700 N/A	PUBLIC	OPERATING FUND	15,000
NATIONAL RESOURCE DEFENSE FUND JACKSON WY 83001	P O BOX 2705 N/A	PUBLIC	OPERATING FUND	2,500
NORTHERN ROCKIES CONSERVATION FUND JACKSON WY 83001	185 N CENTER ST N/A	PUBLIC	OPERATING FUND	100
NORTHWESTERN UNIVERSITY EVANSTON IL 60208	2020 RIDGE AVE N/A	PUBLIC	OPERATING FUND	500

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Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
OXFAM AMERICA ALBERT LEA MN 56007-9865	P O BOX 7011 N/A	PUBLIC	OPERATING FUND	2,500
PBS KOCTV SANTA ANA CA 92799-5113	P O BOX 25113 N/A	PUBLIC	OPERATING FUND	2,000
PLANNED PARENTHOOD OF LOS ANGELES CA 90060	400 W 30 ST N/A	PUBLIC	OPERATING FUND	1,000
PLANNED PARENTHOOD OF AMERICA WASHINGTON DC 20090-7166	P O BOX 97166 N/A	PUBLIC	OPERATING FUND	4,000
PLANNED PARENTHOOD OF SAN ANTONIO SAN ANTONIO TX 78205	1711 N TRINITY ST N/A	PUBLIC	OPERATING FUND	2,000
PROJECT HOPE MILLWOOD VA 22646-0255	255 CARTER HALL LANE N/A	PUBLIC	OPERATING FUND	200
PUBLIC CONVERSATIONS PROJECT WATERTOWN MA 02472	46 KONDAZIAN ST N/A	PUBLIC	OPERATING FUND	10,000
SALVATION ARMY SAN ANTONIO TX 78212	P O BOX 12568 N/A	PUBLIC	OPERATING FUND	100
SAN ANTONIO HUMANE SOCIETY SAN ANTONIO TX 78220	4804 FREDERICKSBERG RD N/A	PUBLIC	OPERATING FUND	500
SAN ANTONIO SYMPHONY SAN ANTONIO TX 78205	130 E TRAVIS N/A	PUBLIC	OPERTING FUND	5,000
SOS CHILDREN'S VILLAGE WASHINGTON DC 20036	1001 CONNECTICUT AVE NW N/A	PUBLIC	OPERATING FUND	500
SOUTHERN POVERTY LAW MONTGOMERY AL 36177-9621	P O BOX 548 N/A	PUBLIC	OPERATING FUND	5,000
SPECIAL OLYMPICS SAN ANTONIO TX 78216	10223 MCCALLISTER FREEWAY N/A	PUBLIC	OPERATING FUND	500
ST ALCUIN SCHOOL DALLAS TX 75230	6144 CHURCHILL WAY N/A	PUBLIC	OPERATING FUND	10,000
TEAMABILITY SAN ANTONIO TX 78201	1711 N TRINITY ST N/A	PUBLIC	OPERATING FUND	250
TEMPLE BETH-EL SAN ANTONIO TX 78212-5896	211 BELKNAP N/A	PUBLIC	LANDSMAN FUND	500
TEMPLE BETH-EL SAN ANTONIO TX 78212	211 BELKNAP N/A	PUBLIC	ENDOWMENT CAMPAIGN	15,000

Federal Statements

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Relationship	Address / Status	Purpose	Amount
TEMPLE BETH-EL SAN ANTONIO TX 78212	N/A	211 BELKNAP PUBLIC	OPERATING FUND	3,600
TEXAS BIOMEDICAL RESEARCH INSTITUTE SAN ANTONIO TX 78245-0549	N/A	P O BOX 76059 PUBLIC	OPERATING FUND	1,900
TEXAS PARKS AND WILDLIFE DEPARTMENT PORT ARTHUR TX 77640-6835	N/A	601 CHANNELVIEW DR PUBLIC	OPERATING FUND	500
TEXAS PUBLIC RADIO SAN ANTONIO TX 78229	N/A	8401 DATAPOINT, STE 800 PUBLIC	OPERATING FUND	6,000
TMI SAN ANTONIO TX 78257	N/A	20955 TEJAS TRAIL PUBLIC	OPERATING FUND	5,000
TRINITY UNIVERSITY SAN ANTONIO TX 78212-7200	N/A	ONE TRINITY PLACE PUBLIC	OPERATING FUND	1,000
UNICEF NEWARK NJ 07101-9819	N/A	P O BOX 27798 PUBLIC	OPERATING FUND	1,000
UNION OF CONCERNED CAMBRIDGE MA 02238-9105	N/A	TWO BRATTLE SQUARE PUBLIC	OPERATING FUND	2,500
UNITED SERVICE ORGANIZATION WASHINGTON DC 20090-6322	N/A	P O BOX 96322 PUBLIC	OPERATING FUND	500
UNITED WAY SAN ANTONIO TX 78205	N/A	700 S ALAMO ST PUBLIC	OPERATING FUND	11,000
US HOLOCAST MUSEUM WASHINGTON DC 20090-0989	N/A	P O BOX 90988 PUBLIC	OPERATING FUND	1,000
UT HEALTH SCIENCE CENTER SAN ANTONIO TX 78229-3900	N/A	7703 FLOYD CURL DRIVE PUBLIC	DEAF EDUCATION/HEARING SCIENCE PROGR	10,000
UT HEALTH SCIENCE CENTER SAN ANTONIO TX 78229-3900	N/A	7703 FLOYD CURL DRIVE PUBLIC	GREEHEY CHILD CANCER	1,000
UT HEALTH SCIENCE CENTER SAN ANTONIO TX 78229	N/A	7703 FLOYD CURL DRIVE PUBLIC	CTRC CABINET	16,000
WILDERNESS SOCIETY WASHINGTON DC 20077-7762	N/A	P O BOX 97231 PUBLIC	OPERATING FUND	1,000
WITTE MUSEUM SAN ANTONIO TX 78209-6396	N/A	3801 BROADWAY PUBLIC	OPERATING FUND	1,000
WOUNDED WARRIORS HAGERSTOWN MD 21741-5050	N/A	P O BOX 5050 PUBLIC	OPERATING FUND	650

Statement 8 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
TOTAL				247,290