

OPPENHEIMER HOLDINGS INC

Form DEF 14A

March 28, 2011

Table of Contents

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14A
(RULE 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- Preliminary proxy statement
- Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
- Definitive proxy statement
- Definitive additional materials
- Soliciting material pursuant to § 240.14a-12

OPPENHEIMER HOLDINGS INC.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, If Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined.)

(4) Proposed maximum aggregate value of transaction:

(5) Total Fee Paid:

- o Fee paid previously with preliminary materials:
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

TABLE OF CONTENTS

PROXY STATEMENT SUMMARY

OPPENHEIMER HOLDINGS INC.

QUESTIONS AND ANSWERS ABOUT THE MATTERS TO BE ACTED UPON
THE MEETING

SOLICITATION OF PROXIES

CLASS A STOCK AND CLASS B STOCK

APPOINTMENT AND REVOCATION OF PROXIES

MATTER NO. 1 ELECTION OF DIRECTORS

REPORT OF THE AUDIT COMMITTEE

REPORT OF THE COMPENSATION COMMITTEE

REPORT OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

MATTER NO. 2 APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

MATTER NO. 3 EMPLOYEE SHARE PLAN

MATTER NO. 4 ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION,
INCLUDING CHANGE OF CONTROL PROVISIONS

MATTER NO. 5 ADVISORY (NON-BINDING) VOTE FREQUENCY OF AN ADVISORY VOTE ON
EXECUTIVE COMPENSATION

EXECUTIVE COMPENSATION AND RELATED INFORMATION COMPENSATION DISCUSSION
AND ANALYSIS

Summary Compensation Table For the Year Ended December 31, 2010

Options Exercised and Stock Vested For the Year Ended December 31, 2010

Nonqualified Deferred Compensation Table For the Year Ended December 31, 2010

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

STOCKHOLDER PROPOSALS

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

WHERE YOU CAN FIND MORE INFORMATION

OTHER INFORMATION

Table of Contents

OPPENHEIMER HOLDINGS INC.

125 Broad Street
New York, NY 10004

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 9, 2011

To our Stockholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of OPPENHEIMER HOLDINGS INC., a Delaware corporation (the Company), will be held at 300 Madison Avenue, New York, NY 10017 in the Auditorium on Monday, May 9, 2011, at the hour of 4:30 P.M. (New York time) for the following purposes:

1. To elect eight directors;
2. To ratify the appointment of PricewaterhouseCoopers LLP as auditors of the Company and authorize the Audit Committee to fix the auditors' remuneration;
3. To authorize the issue of up to 500,000 shares of Class A non-voting common stock to the Oppenheimer & Co. Inc. Employee Share Plan;
4. To approve, in an advisory (non-binding) vote, the Company's executive compensation as disclosed in the accompanying proxy statement;
5. To approve an advisory (non-binding) proposal to determine whether the stockholder vote to approve the Company's executive compensation (Matter 4 above) should occur every 1, 2 or 3 years; and
6. To transact such other business as is proper at such meeting or any adjournment thereof.

Holders of Class A non-voting stock of the Company are entitled to attend and speak at the Annual Meeting of Stockholders. Holders of Class A non-voting common stock are not entitled to vote with respect to the matters referred to above.

Only holders of Class B voting common stock of record at the close of business on March 21, 2011 are entitled to vote at the Annual Meeting of Stockholders and any adjournments thereof. Holders of Class B voting common stock who are unable to attend the meeting in person are requested to date, sign and return the enclosed form of proxy for use by holders of Class B voting common stock.

A copy of the Company's 2010 Annual Report to Stockholders, which contains its financial statements for the year ended December 31, 2010, accompanies this Notice and the attached proxy statement.

By Order of the Board of Directors,

Dennis P. McNamara
Secretary

New York, New York
March 25, 2011

Table of Contents

OPPENHEIMER HOLDINGS INC.

PROXY STATEMENT

SUMMARY

This summary highlights selected information appearing elsewhere in this proxy statement and does not contain all the information that you should consider in making a decision with respect to the proposals described in this proxy statement. You should read this summary together with the more detailed information in this proxy statement as well as our 2010 Annual Report to Stockholders in their entirety.

Unless otherwise provided in this proxy statement, references to the Company, Oppenheimer Holdings, we, us, and our refer to Oppenheimer Holdings Inc., a Delaware corporation.

OPPENHEIMER HOLDINGS INC.

The Company is a holding company which, through its subsidiaries, is a leading middle-market investment bank and full service investment firm. Through our operating subsidiaries, we provide a broad range of financial services, including retail securities brokerage, institutional sales and trading, investment banking (both corporate and public finance), research, market-making, and investment advisory and asset management services. We own, directly or through subsidiaries, Oppenheimer & Co. Inc., a New York-based securities broker-dealer, Oppenheimer Asset Management, a New York-based investment advisor, Freedom Investments Inc., a discount securities broker-dealer based in New Jersey, Oppenheimer Trust Corporation, a New Jersey limited purpose bank, Oppenheimer Multifamily Housing and Healthcare Finance, Inc. (formerly Evanston Financial Corporation), a Federal Housing Administration approved mortgage corporation based in Pennsylvania, and OPY Credit Corp., a dealer in syndicated loans. The Company also has subsidiaries operating in the United Kingdom, Israel and Hong Kong. The telephone number and address of our registered office is (212) 668-8000 and 125 Broad Street, New York, NY 10004.

This proxy statement is dated March 25, 2011 and is first being mailed to stockholders on or about March 29, 2011.

Set forth below in a question and answer format is general information regarding the Annual Meeting of Stockholders, or the Meeting, to which this proxy statement relates.

QUESTIONS AND ANSWERS ABOUT THE MATTERS TO BE ACTED UPON

Q. What is the purpose of the Meeting?

A. The purpose of the Meeting is to elect eight directors, to ratify the appointment of our auditors and authorize the Audit Committee to fix the auditors' remuneration, to authorize the issue of up to 500,000 shares of Class A non-voting common stock to the Oppenheimer & Co. Inc. Employee Share Plan, to approve, in an advisory (non-binding) vote, the Company's executive compensation (say-on-pay), to approve an advisory (non-binding) proposal to determine whether the stockholder vote to approve executive compensation should occur every 1, 2 or 3 years, and to transact such other business as is proper at the Meeting.

Q. Where will the Meeting be held?

A. The Meeting will be held at 300 Madison Avenue, New York, NY 10017 in the Auditorium on Monday, May 9, 2011, at the hour of 4:30 P.M. (New York time).

Q. Who is soliciting my vote?

- A.** Our management is soliciting your proxy to vote at the Meeting. This proxy statement and form of proxy were first mailed to our stockholders on or about March 29, 2011. Your vote is important. We encourage you to vote as soon as possible after carefully reviewing this proxy statement and all information accompanying this proxy statement.

Table of Contents

Q. Who is entitled to vote at the Meeting?

A. The record date for the determination of stockholders entitled to receive notice of the Meeting is March 21, 2011. In accordance with the provisions of the General Corporation Law of the State of Delaware, or the DGCL, we will prepare a list of the holders of our Class B voting common stock, or the Class B Stockholders, as of the record date. Class B Stockholders named in the list will be entitled to vote their Class B voting common stock, or Class B Stock, on the matters to be voted on at the Meeting.

Q. What am I voting on?

A. The Class B Stockholders are entitled to vote on the following proposals:

(1) The election of R. Crystal, W. Ehrhardt, M.A.M. Keehner, A.G. Lowenthal, K.W. McArthur, A.W. Oughtred, E.K. Roberts and B. Winberg as directors;

(2) The ratification of the appointment of PricewaterhouseCoopers LLP as our auditors for 2011 and the authorization of the Audit Committee to fix the auditors' remuneration;

(3) The issue of up to 500,000 shares of Class A non-voting common stock to the Oppenheimer & Co. Inc. Employee Share Plan;

(4) The approval, in an advisory (non-binding) vote, of the Company's executive compensation;

(5) The vote in an advisory (non-binding) proposal to determine whether the stockholder vote to approve executive compensation (Matter 4 above) should occur every 1, 2 or 3 years; and

(6) Any other business as may be proper to transact at the Meeting.

Q. What are the voting recommendations of the Board of Directors?

A. The Board of Directors recommends the following votes:

FOR the election of the nominated directors;

FOR the ratification of the appointment of PricewaterhouseCoopers LLP as our auditors for 2011 and the authorization of our Audit Committee to fix the auditors' remuneration;

FOR the issue of up to 500,000 shares of Class A non-voting common stock to the Oppenheimer & Co. Inc. Employee Share Plan.;

FOR the approval, in an advisory (non-binding) vote, of the Company's executive compensation; and

FOR a vote in an advisory (non-binding) proposal that a stockholder vote to approve executive compensation (Matter 4 above) should occur every 3 years.

Q. Will any other matters be voted on?

A.

The Board of Directors does not intend to present any other matters at the Meeting. The Board of Directors does not know of any other matters that will be brought before our Class B Stockholders for a vote at the Meeting. If any other matter is properly brought before the Meeting, your signed proxy card gives authority to A.G. Lowenthal and Elaine K. Roberts, as proxies, with full power of substitution, to vote on such matters at their discretion.

Q. How many votes do I have?

A. Class B Stockholders are entitled to one vote for each share of Class B Stock held as of the close of business on the record date.

Q. What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A. Many stockholders hold their shares through a broker or bank rather than directly in their own names. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record If your shares are registered directly in your name with our transfer agent, you are considered, with respect to those shares, the *stockholder of record*, and these proxy materials are being sent directly

Table of Contents

to you by us. You may vote the shares registered directly in your name by completing and mailing the proxy card or by written ballot at the Meeting.

Beneficial Owner If your shares are held in a stock brokerage account or by a bank, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your bank or broker, which is considered the stockholder of record of those shares. As the beneficial owner, you have the right to direct your bank or broker how to vote and are also invited to attend the Meeting. However, since you are not the stockholder of record, you may not vote those shares in person at the Meeting unless you bring with you a legal proxy from the stockholder of record. Your bank or broker has enclosed a voting instruction card providing directions for how to vote your shares.

Q. How do I vote?

A. If you are a Class B Stockholder of record, there are two ways to vote:

By completing and mailing your proxy card to our transfer agent no later than two business days prior to the commencement of the Meeting; or

By written ballot at the Meeting.

If you are a Class B Stockholder and you return your proxy card but you do not indicate your voting preferences, the proxies will vote your shares **FOR** Proposals 1, 2, 3, 4 and with respect to Proposal 5, the proxy will vote for the advisory (non-binding) say-on-pay vote to be presented every 3 years and will use their discretion on any other matters that are submitted for stockholder vote at the Meeting.

Class B Stockholders who are not stockholders of record and who wish to file proxies should follow the instructions of their intermediary with respect to the procedure to be followed. Generally, Class B Stockholders who are not stockholders of record will either: (i) be provided with a proxy executed by the intermediary, as the stockholder of record, but otherwise uncompleted and the beneficial owner may complete the proxy and return it directly to our transfer agent; or (ii) be provided with a request for voting instructions by the intermediary, as the stockholder of record, and then the intermediary must send to our transfer agent an executed proxy form completed in accordance with any voting instructions received by it from the beneficial owner and may not vote in the event that no instructions are received.

Q. Can I change my vote or revoke my proxy?

A. A Class B Stockholder who has given a proxy has the power to revoke it prior to the commencement of the Meeting by depositing an instrument in writing executed by the Class B Stockholder or by the stockholder's attorney-in-fact either (i) at our registered office at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof or (ii) with our Secretary on the day of the Meeting or any adjournment thereof or in any other manner permitted by law. A stockholder who has given a proxy has the power to revoke it after the commencement of the Meeting as to any matter on which a vote has not been cast under the proxy by delivering written notice of revocation to our Secretary. A stockholder who has given a proxy may also revoke it by signing a form of proxy bearing a later date and returning such proxy to our Secretary prior to the commencement of the Meeting.

Q. How are votes counted?

A.

We will appoint an Inspector of Election at the Meeting. The Inspector of Election is typically a representative of our transfer agent. The Inspector of Election will collect all proxies and ballots and tabulate the results.

Q. Who pays for soliciting proxies?

- A.** We will bear the cost of soliciting proxies from our Class B Stockholders. It is planned that the solicitation will be initially by mail, but proxies may also be solicited by our employees. These persons will receive no additional compensation for such services but will be reimbursed for reasonable out-of-pocket expenses. Arrangements will also be made with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation materials to the beneficial owners of shares held of record by these persons, and we will reimburse them for their reasonable out-of-pocket expenses. The cost of such solicitation, estimated to be approximately \$2,000, will be borne by us.

Table of Contents

Q. What is the quorum requirement of the Meeting?

- A. A quorum for the consideration of Matters 1, 2, 3, 4 and 5 shall be Class B Stockholders present in person or by proxy representing not less than a majority of the outstanding Class B Stock.

Q. What are broker non-votes?

- A. Broker non-votes occur when holders of record, such as banks and brokers holding shares on behalf of beneficial owners, do not receive voting instructions from the beneficial holders at least ten days before the Meeting. Broker non-votes and abstentions will not affect the outcome of the matters being voted on at the Meeting, assuming that a quorum is obtained.

Q. What vote is required to approve each proposal?

- A. Matter No. 1, election of directors. The election of the directors nominated requires the affirmative vote, in person or by proxy, of a simple majority of the Class B Stock voted at the Meeting if a quorum, or a majority of the Class B Stock, is present.

Matter No. 2, appointment of auditors. The ratification of the appointment of the auditors and the authorization of the Audit Committee to fix the auditors' remuneration requires the affirmative vote, in person or by proxy, of a simple majority of the Class B Stock voted at the Meeting if a quorum, or a majority of the Class B Stock, is present.

Matter No. 3, approval of the issue of up to 500,000 shares of Class A non-voting common stock to the Oppenheimer & Co. Inc. Employee Share Plan. This requires the affirmative vote, in person or by proxy, of a simple majority of the Class B Stock voted at the Meeting if a quorum, or a majority of the Class B Stock, is present.

Matter No. 4, the approval, in an advisory (non-binding) vote, of the Company's executive compensation. This requires the affirmative vote, in person or by proxy, of a simple majority of the Class B Stock voted at the Meeting if a quorum, or a majority of the Class B Stock, is present.

Matter No. 5, a vote in an advisory (non-binding) proposal that a shareholder vote to approve executive compensation (Matter 4 above) should occur every 1, 2 or 3 years. This requires the affirmative vote, in person or by proxy, of a simple majority of the Class B Stock voted at the Meeting if a quorum, or a majority of the Class B Stock, is present.

Mr. Albert G. Lowenthal, our Chairman and Chief Executive Officer, owns 96.4% of the Class B Stock and intends to vote all of such Class B Stock in favor of each of Matters 1, 2, 3, 4 and intends to vote for 3 years with respect to Matter 5. See *Security Ownership of Certain Beneficial Owners and Management* .

Q. Who can attend the Meeting?

- A. All registered Class A and Class B Stockholders, their duly appointed representatives, our directors and our auditors are entitled to attend the Meeting.

Q. What does it mean if I get more than one proxy card?

- A. It means that you own shares in more than one account. You should vote the shares on each of your proxy cards.

- Q. I own my shares indirectly through my broker, bank, or other nominee, and I receive multiple copies of the annual report, proxy statement, and other mailings because more than one person in my household is a beneficial owner. How can I change the number of copies of these mailings that are sent to my household?**
- A. If you and other members of your household are beneficial owners, you may eliminate this duplication of mailings by contacting your broker, bank, or other nominee. Duplicate mailings in most cases are wasteful for us and inconvenient for you, and we encourage you to eliminate them whenever you can. If you have eliminated duplicate mailings, but for any reason would like to resume them, you must contact your broker, bank, or other nominee.
- Q. Multiple stockholders live in my household, and together we received only one copy of this proxy statement and annual report. How can I obtain my own separate copy of these documents for the Meeting?**
- A. You may pick up copies in person at the Meeting or download them from our Internet web site, www.opco.com (click on the link to the Investor Relations page). If you want copies mailed to you and are a beneficial owner, you must request them from your broker, bank, or other nominee. If you want copies mailed to you and are a stockholder

Table of Contents

of record, we will mail them promptly if you request them from our corporate office by phone at (212) 668-8000 or by mail to 125 Broad Street, New York, NY 10004, Attention: E.K. Roberts. We cannot guarantee you will receive mailed copies before the Meeting.

Q. Where can I find the voting results of the Meeting?

A. We are required to file the voting results in a Current Report on Form 8-K which you can find within four business days of the Meeting on the EDGAR website at www.sec.gov.

Q. Who can help answer my questions?

A. If you have questions about the Meeting or if you need additional copies of the proxy statement or the enclosed proxy card you should contact:

E.K. Roberts
125 Broad Street
New York, NY 10004
(212) 668-8000

You may also obtain additional information about us from documents filed with the SEC by following the instructions in the section entitled *Where You Can Find More Information*.

Table of Contents

THE MEETING

SOLICITATION OF PROXIES

This proxy statement is forwarded to our Class A Stockholders and Class B Stockholders in connection with the solicitation of proxies by our management from the Class B Stockholders for use at our Annual Meeting of Stockholders to be held on Monday, May 9, 2011, at the hour of 4:30 P.M. (New York time) at 300 Madison Avenue, New York, NY 10017 in the Auditorium and at any adjournments thereof for the purposes set forth in the Notice of Meeting, which accompanies this proxy statement. This proxy statement is dated March 25, 2011 and is first being mailed to stockholders on or about March 29, 2011.

The record date for the determination of stockholders entitled to receive notice of the Meeting is March 21, 2011. In accordance with the provisions of the DGCL, we will prepare a list of the Class B Stockholders as of the record date. Class B Stockholders named in the list will be entitled to vote the Class B Stock on all matters to be voted on at the Meeting.

It is planned that the solicitation will be initially by mail, but proxies may also be solicited by our employees. The cost of such solicitation, estimated to be approximately \$2,000, will be borne by us.

No person is authorized to give any information or to make any representations other than those contained in this proxy statement and, if given or made, such information or representations should not be relied upon as having been authorized by us. The delivery of this proxy statement shall not, under any circumstances, create an implication that there has not been any change in the information set forth herein since the date of this proxy statement. Except as otherwise stated, the information contained in this proxy statement is given as of March 1, 2011.

We have distributed copies of our 2010 Annual Report to Stockholders, the Notice of Meeting, this proxy statement, and form of proxy for use by the Class B Stockholders to intermediaries such as clearing agencies, securities dealers, banks and trust companies or their nominees for distribution to our non-registered stockholders whose shares are held by or in the custody of such intermediaries. Intermediaries are required to forward these documents to non-registered Class B Stockholders. The solicitation of proxies from non-registered Class B Stockholders will be carried out by the intermediaries, or by us if the names and addresses of Class B Stockholders are provided by the intermediaries. Non-registered Class B Stockholders who wish to file proxies should follow the instructions of their intermediary with respect to the procedure to be followed. Generally, non-registered Class B Stockholders will either: (i) be provided with a proxy executed by the intermediary, as the registered stockholder, but otherwise uncompleted and the non-registered holder may complete the proxy and return it directly to our transfer agent; or (ii) be provided with a request for voting instructions by the intermediary, as the registered stockholder, and then the intermediary must send to our transfer agent an executed proxy form completed in accordance with any voting instructions received by it from the non-registered holder and may not vote in the event that no instructions are received.

CLASS A STOCK AND CLASS B STOCK

We have authorized and issued Class A Stock and Class B Stock which are equal in all respects except that the holders of Class A Stock, as such, are not entitled to vote at meetings of our stockholders except as entitled to vote by law or pursuant to our Certificate of Incorporation. Class A Stockholders are not entitled to vote the Class A Stock owned or controlled by them on the matters identified in the Notice of Meeting to be voted on.

Generally, Class A Stockholders are afforded the opportunity to receive notices of all meetings of stockholders and to attend and speak at such meetings. Class A Stockholders are also afforded the opportunity to receive all informational

documentation sent to the Class B Stockholders.

Class B Stockholders are entitled to one vote for each share of Class B Stock held as of the record date for the Meeting.

Table of Contents

APPOINTMENT AND REVOCATION OF PROXIES

Albert G. Lowenthal and Elaine K. Roberts (the Management Nominees) have been appointed by the Board of Directors to serve as the proxies for the Class B Stockholders at the Meeting.

Class B Stockholders have the right to appoint persons, other than the Management Nominees, who need not be stockholders, to represent them at the Meeting. To exercise this right, the Class B Stockholder may insert the name of the desired person in the blank space provided in the form of proxy accompanying this proxy statement or may submit another form of proxy.

Proxies must be deposited with our transfer agent, Bank of New York Mellon Shareholder Services, at its address 480 Washington Blvd. AIMS 074-29-135, Jersey City, NJ 07310, no later than two business days prior to the commencement of the Meeting in order for the proxies to be used at the Meeting. If you do not deposit your proxy with the transfer agent at least 48 hours prior to the commencement of the Meeting, your proxy will not be used.

Class B Stock represented by properly executed proxies will be voted by the Management Nominees on any ballot that may be called for, unless the Class B Stockholder has directed otherwise, (i) for the election of the nominated Directors (Matter 1 in the Notice of Meeting), (ii) for the ratification of the appointment of auditors and authorization of the Audit Committee to fix the remuneration of the auditors (Matter 2 in the Notice of Meeting), (iii) for the issue of up to 500,000 shares of Class A non-voting common stock to the Oppenheimer & Co. Inc. Employee Share Plan (Matter 3 in the Notice of Meeting), (iv) for the approval, in an advisory (non-binding) vote, of the Company's executive compensation (Matter 4 in the Notice of Meeting), and (v) for a vote in an advisory (non-binding) proposal that a stockholder vote to approve executive compensation should occur every 3 years (Matter 5 in the Notice of Meeting).

Each form of proxy confers discretionary authority with respect to amendments or variations to matters identified in the Notice of Meeting to which the proxy relates and other matters which may properly come before the Meeting. Management knows of no matters to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if matters which are not known to management should properly come before the Meeting, the proxies will be voted on such matters in accordance with the best judgment of the person or persons voting the proxies.

A Class B Stockholder who has given a proxy has the power to revoke it prior to the commencement of the Meeting by depositing an instrument in writing executed by the Class B Stockholder or by the stockholder's attorney-in-fact either at our registered office at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or with our Secretary on the day of the Meeting or any adjournment thereof or in any other manner permitted by law. A Class B Stockholder who has given a proxy may also revoke it by signing a form of proxy bearing a later date and returning such proxy to our Secretary prior to the commencement of the Meeting. In addition, a Class B Stockholder who has given a proxy has the power to revoke it after the commencement of the Meeting as to any matter on which a vote has not been cast under the proxy by delivering written notice of revocation to our Secretary.

Abstentions and broker non-votes will have no effect with respect to the matters to be acted upon at the Meeting, assuming that a quorum is obtained.

Table of Contents

MATTER NO. 1 ELECTION OF DIRECTORS

Director Nomination Process

Our Bylaws provide that our Board of Directors consists of no less than three and no more than eleven directors to be elected annually. The term of office for each director is from the date of the meeting of stockholders at which the director is elected until the close of the next annual meeting of stockholders or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with our Bylaws.

The Nominating and Corporate Governance Committee of the Board, having been advised that Mr. J.L. Bitove does not wish to stand for re-election to the Board of Directors for personal reasons, has recommended and the directors have determined that eight directors are to be elected at the Meeting. Management does not contemplate that any of the nominees named below will be unable to serve as a director, but, if such an event should occur for any reason prior to the Meeting, the Management Nominees reserve the right to vote for another nominee or nominees in their discretion. The following sets out information with respect to the proposed nominees for election as directors as recommended by the Nominating and Corporate Governance Committee, in accordance with the Nominating and Corporate Governance Committee Charter (available at www.opco.com). The Nominating and Corporate Governance Committee has reported that it is satisfied that each of the nominees is fully able and fully committed to serve the best interests of our stockholders. The election of the directors nominated requires the affirmative vote of a simple majority of the Class B Stock voted at the Meeting.

OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF THE DIRECTORS NOMINATED FOR ELECTION.

Director Nominees and Executive Officers

The following table, and the notes thereto, provide information regarding our director nominees and executive officers.

Nominees for Election as a Director

R. Crystal	Mr. Crystal joined the Board in 1992. At present, he is Counsel to Seyfarth Shaw LLP (law firm), and previously was Counsel to Thelen LLP and a Partner at predecessor Brown Raysman Millstein
Age: 70	Felder& Steiner LLP (law firm) 2001 – 2008, practicing real estate law. Mr. Crystal’s legal
<i>Independent</i>	background brings strong governance, legal and business skills to our Board, important to the oversight of the Company’s legal concerns, governance policies and procedures and enterprise and operational risk management. Mr. Crystal is Chairman of the Nominating and Corporate Governance Committee. Mr. Crystal is Mr. Lowenthal’s first cousin.

Board and Committees

Board
Nominating and Corporate Governance

Attendance

Overall attendance: 100%
9 of 9
2 of 2

Table of Contents

W. Ehrhardt Mr. Ehrhardt joined the Board in 2008. He is a retired senior audit partner formerly with Deloitte & Touche, New York with over 30 years of professional experience primarily in the banking and securities and insurance industries. Clients served include The Equitable Companies Inc., Marsh & McLennan, First Boston Corporation and Merrill Lynch. In addition, Mr. Ehrhardt participated in numerous firm-wide initiatives relating to audit practice and related quality control matters and served as Partner in Charge of the Tri-State Financial Services Assurance and Advisory Practice. Mr. Ehrhardt is a Certified Public Accountant and a member of the AICPA. Mr. Ehrhardt brings strong accounting and financial skills and experience to the Company which is important to the oversight of the Company's financial reporting and enterprise and operational risk management. Mr. Ehrhardt is Chairman of the Audit Committee and a member of the Compensation Committee.

Age: 67

Independent

Board and Committees

Board
Audit
Compensation

Attendance**Overall attendance: 100%**

9 of 9
5 of 5
6 of 6

M.A.M. Keehner Mr. Keehner joined the Board in 2008. At present, he is an Adjunct Professor of Finance and Economics and a Faculty Leader at the Sanford C. Bernstein & Co. Center for Leadership and Ethics at Columbia Business School, and a consultant. Mr. Keehner has a long history of financial services industry management and professional experience. Previously, Mr. Keehner served in various capacities at Kidder, Peabody Group for more than 20 years, leaving in 1994 as a member of its Executive and Audit Committees and Board of Directors, as well as Executive Managing Director of Kidder, Peabody and Co., Inc., in charge of its domestic brokerage system. Earlier positions included President of Kidder, Peabody International Corporation, and President and CEO of KP Exploration Inc., Kidder's oil and gas exploration arm. Mr. Keehner's industry and academic backgrounds bring strong industry, finance and governance skills to our Board, important to the oversight of the Company's financial reporting and enterprise and operational risk management. Mr. Keehner is Chairman of our Compensation Committee and a member of our Audit and Nominating and Corporate Governance Committees.

Age: 67

Independent

Board and Committees

Board
Audit
Compensation
Nominating and Corporate Governance

Attendance**Overall attendance: 100%**

9 of 9
5 of 5
6 of 6
2 of 2

A.G. Lowenthal Mr. Lowenthal joined the Board in 1985. Mr. Lowenthal is Chairman of the Board and Chief Executive Officer of the Company, positions he has held since 1985. Mr. Lowenthal has worked in the securities industry since 1967. Mr. Lowenthal's extensive experience in the securities industry and as Chief Executive of our Company gives him unique insights into the Company's challenges, opportunities and operations. Since his arrival at the Company,

Age: 65

Not independent

Mr. Lowenthal has built the Company through acquisition and organic growth taking stockholders' equity from \$5.0 million to \$497.6 million at December 31, 2010. Mr. Lowenthal is Mr. Crystal's first cousin.

Board and Committees

Attendance

Board

Overall attendance: 100%

9 of 9

Table of Contents

K.W. McArthur Mr. McArthur joined the Board in 1996. Mr. McArthur is our Lead Director. Mr. McArthur is President and Chief Executive Officer of Shurway Capital Corporation (a private investment company). Mr. McArthur is a member of the Institute of Chartered Accountants of British Columbia. Mr. McArthur has a long history of securities industry experience, serving as CFO of a major Canadian investment dealer for 20 years. Between July 1989 and January 1993, Mr. McArthur was a Senior Vice-President of Nesbitt Thomson Inc. and between January 1992 and July 1993, Mr. McArthur was a Senior Vice-President of Bank of Montreal Investment Counsel Limited. Mr. McArthur was a member of the Independent Review Committee for BMO Mutual Fund for 15 years until June 30, 2010 and was a member of the Pension Investment Committee for Canada Post for 10 years until December 31, 2010. Mr. McArthur's strong accounting skills and experience in the securities industry are important to the oversight of the Company's financial reporting and enterprise and operational risk management. Mr. McArthur is a member of the Audit Committee.

Age: 75

Independent

Board and Committees**Attendance****Overall attendance: 100%**Board
Audit9 of 9
5 of 5

A.W. Oughtred Mr. Oughtred joined the Board in 1979. Mr. Oughtred, now retired, was Counsel, from January 1, 2009 to May 31, 2009 and prior to December 31, 2008 a Partner at Borden Ladner Gervais LLP (law firm). Mr. Oughtred practiced corporate law. Mr. Oughtred brings strong governance, legal, business and financial industry knowledge to our Board, important to the oversight of the Company's financial reporting, enterprise and operational risk management and governance policy. Mr. Oughtred is a director of CI Financial Corp., the shares of which are listed on the Toronto Stock Exchange, Asian Coast Development (Canada) Ltd. and Belmont House. Mr. Oughtred is certified as an Institute of Corporate Directors (Canada) certified director (ICD.D). Mr. Oughtred is a member of the Nominating and Corporate Governance Committee.

Age: 68

Independent

Board and Committees**Attendance****Overall attendance: 100%**Board
Nominating and Corporate Governance9 of 9
2 of 2

E.K. Roberts Ms. Roberts joined the Board in 1977. Ms. Roberts is President, Treasurer and Chief Financial Officer of the Company, positions she has held since 1977. Ms. Roberts is a member of the Institute of Chartered Accountants of Ontario. Ms. Roberts' many years with the Company bring an inside perspective to Board discussions as well as a strong connection to management, important to the oversight of the Company's financial reporting and enterprise and operational risk management.

Age: 59

Not independent

Board and Committees**Attendance**

Board

Overall attendance: 100%
9 of 9

10

Table of Contents

B. Winberg Mr. Winberg joined the Board in 1979. Mr. Winberg is President of Rockport Holdings Limited (a real estate development company). Mr. Winberg has broad business experience with his main focus being real estate development at the present time. In the past, Mr. Winberg was also involved in the savings and loan business in Ontario and brings our Board valuable insight from his many years in business, important to the oversight of the Company’s financial reporting and enterprise and operational risk management. Mr. Winberg is a member of the Audit and Compensation Committees.

Age: 86

Independent

Board and Committees

Attendance

Overall attendance: 90%

Board	8 of 9
Audit	4 of 5
Compensation	6 of 6

Notes:

- (1) There is no Executive Committee of the Board of Directors. Messrs. Ehrhardt, Keehner, McArthur and Winberg are members of the Audit Committee. Messrs. Bitove, Crystal, Keehner and Oughtred are members of the Nominating and Corporate Governance Committee. Messrs. Ehrhardt, Keehner and Winberg are members of the Compensation Committee.
- (2) None of the nominees has been involved in any events within the past 10 years that could be considered material to an evaluation of the director except for Mr. Lowenthal who, with Oppenheimer & Co. Inc., a subsidiary, in June 2003 agreed with the NYSE to a stipulation of facts and related censure, as disclosed in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2003.

Board Leadership Structure

The Board believes that the Company’s Chief Executive Officer is best situated to serve as Chairman of the Board because he is the director most familiar with the Company’s business strategy, history and capabilities, and most capable of effectively identifying strategic priorities and leading the discussion and execution of strategy. Independent directors and management add different perspectives and roles in strategy development. The Company’s independent directors bring experience, oversight and expertise from outside the Company and, in some cases, outside the industry, while the Chief Executive Officer brings Company-specific and industry-specific experience and expertise. The Board believes that the combined role of Chairman and Chief Executive Officer facilitates the strategy development and execution, and enhances the flow of information flow between management and the Board, which are essential to effective governance.

One of the key responsibilities of the Board of Directors is to develop strategic direction and hold management accountable for the execution of strategy once it is developed. The Board believes the combined role of Chairman and Chief Executive Officer, together with an independent Lead Director having the duties described below, is in the best interest of stockholders because it provides the appropriate balance between strategy development and independent oversight of management for our Company.

Lead Director

Kenneth McArthur, an independent director who serves on the Audit Committee, was selected by the Board to serve as the Lead Director for all meetings of the non-management directors held in executive session. The role of the Lead Director is to assure the independence of the Board from management. The Lead Director has the responsibility of presiding at all executive sessions of the Board, consulting with the Chairman and Chief Executive Officer on Board and committee meeting agendas, acting as a liaison between management and the non-management directors, including maintaining frequent contact with the Chairman and Chief Executive Officer and advising him on the efficiency of the Board meetings, facilitating teamwork and communication between the non-management directors and management, as well as additional responsibilities that may be assigned to the Lead Director by the Board.

Executive Sessions

Pursuant to the Company's Corporate Governance Guidelines, non-management directors of the Board meet on a regularly scheduled basis and otherwise as the independent directors determine without the presence of management. The Lead Director, Mr. K.W. McArthur, chairs these sessions. An executive session took place, in camera, at every

Table of Contents

scheduled Board meeting held in 2010. To ensure strong communication with the CEO, the independent directors may meet with the CEO alone as the independent directors determine.

Board of Directors and Committee Meetings Held

During 2010, the following numbers of Board and committee meetings were held:

Board of Directors	9
Audit Committee	5
Compensation Committee	6
Nominating and Corporate Governance Committee	2

There is no Executive Committee of the Board of Directors.

Meeting Attendance

Last year there were nine meetings of the Board. We are pleased that all but one of our then nine directors attended 100% of the total meetings of the Board and committees of the Board of which the director was a member. Due to ill health, one director attended 90% of the total meetings of the Board and committees of the Board of which the director was a member.

In addition to participation at Board and committee meetings, our directors discharge their responsibilities throughout the year through personal meetings and other communications, including considerable telephone contact with the Chairman and Chief Executive Officer and each other regarding matters of interest and concern to the Company. It is our policy that our directors attend our stockholders meetings and at the last Annual Meeting of Stockholders held on May 10, 2010, all of the then nine directors attended.

Risk Management

The Board, as a whole and also at the committee level, has an active role in overseeing the management of the Company's risks. The Board regularly reviews information regarding the Company's credit, liquidity and operations, as well as the risks associated with each. The Company's Compensation Committee is responsible for overseeing the Company's executive compensation arrangements and assuring that financial incentives for management and employees are appropriate and do not provide incentives to increase risks undertaken by the Company. The Audit Committee oversees management of financial risks. The Company has a number of internal risk-oversight committees. Representatives of the Risk Management Committee report to the Audit Committee at each regularly scheduled quarterly meeting. The Nominating and Corporate Governance Committee manages risks associated with the governance of the Company, including the composition, responsibilities and independence of the Board of Directors and ethical and regulatory issues including conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board of Directors is regularly informed through committee reports about such risks.

Corporate Governance

Our Class A Stock is listed on the NYSE. We are subject to the corporate governance listing standards of the NYSE, the applicable rules of the Securities and Exchange Commission (the "SEC"), the provisions of the Sarbanes-Oxley Act of 2002 and the applicable rules of the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank").

Our Nominating and Corporate Governance Committee and our Board of Directors continue to monitor regulatory changes and best practices in corporate governance and consider amendments to our practices and policies as appropriate.

Our Corporate Governance Guidelines, and all committee charters, as well as our Code of Conduct and Business Ethics for Directors, Officers and Employees and our Whistleblower Policy, are posted on our website at www.opco.com.

Table of Contents

Mandate and Duties of the Board of Directors

The fundamental responsibility of the Board of Directors is to supervise the management of our business with a view to maximizing stockholder value and ensuring corporate conduct in a legal and ethical manner through a system of corporate governance and internal controls appropriate to our business. The Board of Directors has adopted a statement of Corporate Governance Guidelines to which it adheres. We have a Code of Conduct and Business Ethics for Directors, Officers and Employees which is posted on our website www.opco.com. No waivers were granted in 2010 or to date in 2011 under the Code of Conduct and Business Ethics for any Directors, Officers or Employees.