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
2008

FEB 12 2010

For calendar year 2008, or tax year beginning 10/01 , 2008, and ending 09/30 , 2009

G Check all that apply [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: THE ROBERT G. & JANE V. ENGEL FOUNDATION INC.

A Employer identification number: 22-2764445

Number and street (or P O box number if mail is not delivered to street address): 80 WEARIMUS ROAD/PO BOX 42 | Room/suite

B Telephone number (see page 10 of the instructions): ( ) -

City or town, state, and ZIP code: HO-HO-KUS, NJ 07423-0042

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,565,319.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

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 page 11 of the 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				
4	Dividends and interest from securities	51,699.	51,699.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	42,384.			
b	Gross sales price for all assets on line 6a 384,903.				
7	Capital gain net income (from Part IV, line 2)		42,384.		
8	Net short-term capital gain				
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	94,083.	94,083.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	NONE			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	5,500.	2,750.	NONE	2,750.
c	Other professional fees (attach schedule) STMT 3	5,797.	5,797.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) **	785.	785.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	3,600.	3,600.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	15,682.	12,932.	NONE	2,750.
25	Contributions, gifts, grants paid	274,000.			274,000.
26	**Total expenses and disbursements** Add lines 24 and 25	289,682.	12,932.	NONE	276,750.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-195,599.			
b	**Net investment income** (if negative, enter -0-)		81,151.		
c	**Adjusted net income** (if negative, enter -0-)			-0-	

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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	53,784.	39,131.	39,131.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	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 page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 6	836,618.	705,637.	1,365,603.
	c Investments - corporate bonds (attach schedule) STMT 7	253,023.	203,024.	160,585.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,143,425.	947,792.	1,565,319.
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)			
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 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	1,143,425.	946,792.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,143,425.	946,792.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,143,425.	946,792.	

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	1,143,425.
2	Enter amount from Part I, line 27a	2	-195,599.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	947,826.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	34.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	947,792.

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 PART IV SCHEDULE			
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	42,384.
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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? ☐ 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 page 18 of 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))
2007	301,157.	2,306,736.	0.130555
2006	245,408.	2,686,256.	0.091357
2005	209,610.	2,225,236.	0.094197
2004	227,800.	2,058,374.	0.110670
2003	222,755.	2,178,120.	0.102269

2 **Total** of line 1, column (d)	2	0.529048
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	0.105810
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,528,713.
5 Multiply line 4 by line 3	5	161,753.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	812.
7 Add lines 5 and 6	7	162,565.
8 Enter qualifying distributions from Part XII, line 4	8	276,750.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter _________ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	812.
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	
3	Add lines 1 and 2		3	812.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	812.
6	Credits/Payments			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 5,982.		
b	Exempt foreign organizations-tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	5,982.
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	5,170.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 5,170. **Refunded** ▶		11	

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 page 19 of the instructions for 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?	1c		X
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?	4b	N/A	
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 page 19 of the instructions) ▶ NJ,			
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *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)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ N/A

14 The books are in care of ▶ JANE V. ENGEL Telephone no ▶ 201-445-4248

Located at ▶ 80 WEARIMUS RD. HO-HO-KUS , NJ ZIP + 4 ▶ 07423

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ [X]

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[ ] Yes [X] 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 [X] 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 [X] 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 page 20 of the instructions)?		1b	N/A	
	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 2008?		1c		
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	[ ] Yes [X] No			
	If "Yes," list the years ▶				
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 page 20 of the instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	[ ] Yes [X] No			
b	If "Yes," did it have excess business holdings in 2008 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 2008)*		3b		X
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 2008?		4b		X

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

		Yes	No
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 page 22 of the 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 page 22 of the instructions)? **5b**	N/A	
	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? . . . . . ☐ 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**		X
	If you answered "Yes" to 6b, also 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? **7b**		X

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 page 22 of the 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
SEE STATEMENT 9		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 . . . . . ▶ NONE

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 page 23 of the 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 ▶ NONE

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 page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the 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	1,452,968.
b	Average of monthly cash balances	1b	99,025.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,551,993.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,551,993.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	23,280.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,528,713.
6	**Minimum investment return.** Enter 5% of line 5	6	76,436.

Part XI **Distributable Amount** (see page 25 of the 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	76,436.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	812.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	812.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	75,624.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	75,624.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	75,624.

Part XII **Qualifying Distributions** (see page 25 of the 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	276,750.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	276,750.
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 page 26 of the instructions)	5	812.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	275,938.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7				75,624.
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only				
b	Total for prior years 20___,20___,20___				
3	Excess distributions carryover, if any, to 2008				
a	From 2003 . . . . . . 116,787.				
b	From 2004 . . . . . . 128,085.				
c	From 2005 . . . . . . 105,327.				
d	From 2006 . . . . . . 119,657.				
e	From 2007 . . . . . . 191,056.				
f	**Total** of lines 3a through e	660,912.			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 276,750.				
a	Applied to 2007, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2008 distributable amount				75,624.
e	Remaining amount distributed out of corpus	201,126.			
5	Excess distributions carryover applied to 2008 *(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	862,038.			
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 page 27 of the instructions				
e	Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	116,787.			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	745,251.			
10	Analysis of line 9				
a	Excess from 2004 . . . 128,085.				
b	Excess from 2005 . . . 105,327.				
c	Excess from 2006 . . . 119,657.				
d	Excess from 2007 . . . 191,056.				
e	Excess from 2008 . . . 201,126.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(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 page 27 of the 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 ▶ ☐ 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number 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

LETTER, NO OTHER REQUIREMENTS

c Any submission deadlines

NONE

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

NONE

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 10				
Total . . . . ▶ **3a**				274,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	51,699.	
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			18	42,384.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b 2004 FEDERAL EXCIS					
c TAX REFUND					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				94,083.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 94,083.

(See worksheet in line 13 instructions on page 28 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 page 28 of the instructions.)
	NOT APPLICABLE

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		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

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 or fiduciary) is based on all information of which preparer has any knowledge

Jane J. Engel 12/12/10 Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Elda Di Re	Date 2/8/10	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions) 097-58-9448
Firm's name (or yours if self-employed), address, and ZIP code	ERNST & YOUNG U.S. LLP 5 TIMES SQUARE NEW YORK, NY 10036		EIN 34-6565596 Phone no 212-773-3000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE STATEMENT ATTACHED						
90,293.		121,888.					-31,595.	
		SEE STATEMENT ATTACHED						
294,610.		220,631.					73,979.	
TOTAL GAIN(LOSS)							42,384.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH #39B-07022- DIV	5,282.	5,282.
MERRILL LYNCH #39B-07023- DIV	10,402.	10,402.
MERRILL LYNCH #39B-07023- INT	5,065.	5,065.
MERRILL LYNCH #39B-07018- DIV	1,170.	1,170.
MORGAN STANLEY SB#100383-090- DIV	6,869.	6,869.
MORGAN STANLEY SB#100383-090- INT	11,171.	11,171.
MORGAN STANLEY SB#100385-090- DIV	3,016.	3,016.
MORGAN STANLEY SB#100386-090- DIV	8,724.	8,724.
TOTAL	51,699.	51,699.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG TAX PREPARATION	5,500.	2,750.		2,750.
TOTALS	5,500.	2,750.	NONE	2,750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES-ML#39B-07022	4,358.	4,358.
INVESTMENT FEES-ML#39B-07018	1,329.	1,329.
INVESTMENT FEES-ML#39B-07023	395.	395.
INVESTMENT FEES-MSSB#100383090	-95.	-95.
INVESTMENT FEES-MSSB#100385090	-95.	-95.
INVESTMENT FEES-MSSB#100386090	-95.	-95.
TOTALS	5,797.	5,797.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	785.	785.
TOTALS	785.	785.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AAA ANNUAL SERVICE FEE	191.	191.
BANK FEES	3,409.	3,409.
TOTALS	3,600.	3,600.

THE ROBERT G. & JANE V. ENGEL FOUNDATION INC. 22-2764445

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ML #39B-07022	NONE	NONE
ML #39B-07023	NONE	NONE
ML #39B-07018	NONE	NONE
MSSB #100383-090 SEE STATEMENT	148,848.	724,918.
MSSB #100385-090 SEE STATEMENT	107,608.	123,442.
MSSB #100386-090 SEE STATEMENT	449,181.	517,243.
TOTALS	705,637.	1,365,603.

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ROBERT & JANE ENGEL FOUNDATION
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Holdings

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the period shown above which may not reflect the value that could actually be obtained in the market See 'Pricing of Securities" in the Disclosures section at the end of this statement
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate
Gain / loss information is provided for informational purposes only and should not be used for tax preparation. Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$142.50			
MORGAN STANLEY BANK N A. #	14,079.34	8 00	—	0.058

	Percentage of Assets %	Market Value	Estimated Annual Income / *Accrued Income*
TOTAL CASH, DEPOSITS AND MONEY MARKET FUNDS	2.7%	$14,221.84	$8.00 / $0.00

 # Bank deposits are at Morgan Stanley Bank, N A and Morgan Stanley Trust (Members FDIC), affiliates of Morgan Stanley & Co Incorporated and Morgan Stanley Smith Barney
Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement

STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABB LTD (ABB)	276 000	$7,500 05	$20 04	$5,531.04	$(1,969 01)	—	—
ABBOTT LABORATORIES (ABT)	254 000	8 805 35	49 47	12,565.38	3,760 03	406 40	3 23
Next Dividend Payable 11/09							
ALTRIA GROUP INC (MO)	560.000	7,095 27	17 81	9,973.60	2,878 33	761 60	7.63
Next Dividend Payable 10/09/09							
AMERICAN EXPRESS CO (AXP)	139 000	4 733 23	33 90	4,712.10	(21 13)	100 08	2 12
Next Dividend Payable 11/10/09							
APPLE INC (AAPL)	103 000	13,242 69	185 35	19,091.05	5,848 36	—	—
AUTOMATIC DATA PROCESSING INC (ADP)	135 000	5,794 77	39 30	5,305.50	(489 27)	178 20	3.35
Next Dividend Payable 10/01/09							

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CLIENT STATEMENT | For the Period September 1-30, 2009

MorganStanley
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Holdings

ROBERT & JANE ENGEL FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BANK OF AMERICA CORP (BAC)	240 000	9,784 99	16 92	**4,060.80**	(5,724 19)	9.60	0.23
Next Dividend Payable 12/09							
BECTON DICKINSON & CO (BDX)	50.000	3,397 85	69 75	**3,487.50**	89 65	66.00	1 89
Next Dividend Payable 12/09							
CATERPILLAR INC (CAT)	114 000	7,240 14	51 33	**5,851 62**	(1,388 52)	191 52	3 27
Next Dividend Payable 11/09							
CHEVRON CORP (CVX)	207 000	7,193.54	70 43	**14,579.01**	7,385 47	563 04	3 86
Next Dividend Payable 12/09							
CISCO SYS INC (CSCO)	269 000	6,679 14	23 54	**6,332.26**	(346 88)	—	—
COCA COLA CO (KO)	389 000	17 240 89	53 70	**20,889.30**	3,648 41	637 96	3.05
Next Dividend Payable 10/01/09							
CONOCOPHILLIPS (COP)	309 000	12,725 67	45 16	**13,954.44**	1,228.77	580 92	4 16
Next Dividend Payable 12/09							
ENTERGY CORP NEW (ETR)	58 000	6,539 94	79 86	**4,631.88**	(1,908 06)	174 00	3 75
Next Dividend Payable 12/09							
ESTEE LAUDER CO INC CL A (EL)	181 000	4,725 92	37 08	**6,711.48**	1,985 56	99 55	1 48
Next Dividend Payable 12/09							
EXELON CORP (EXC)	78 000	6,383 00	49 62	**3,870.36**	(2,512.64)	163 80	4 23
Next Dividend Payable 12/09							
EXXON MOBIL CORP (XOM)	429.000	8,375 48	68 61	**29,433.69**	21,058 21	720 72	2 44
Next Dividend Payable 12/09							
FLUOR CORP NEW (FLR)	86 000	3,962 27	50 85	**4,373.10**	410 83	43 00	0 98
Next Dividend Payable 10/02/09							
FOMENTO ECONOMICO MEXICANO (FMX)	158 000	6,973 71	38 05	**6,011.90**	(961 81)	28 76	0 47
FRANKLIN RESOURCES INC (BEN)	53 000	5,396 80	100 60	**5,331.80**	(65 00)	44 52	0.83
Next Dividend Payable 10/09							
GENERAL ELECTRIC CO (GE)	711 000	24,314 04	16 42	**11,674.62**	(12,639 42)	284 40	2 43
Next Dividend Payable 10/26/09							
GENL DYNAMICS CORP (GD)	84 000	7,328 02	64 60	**5,426.40**	(1,901 62)	127.68	2 35
Next Dividend Payable 11/09							

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CLIENT STATEMENT | For the Period September 1-30, 2009

MorganStanley SmithBarney

Holdings

ROBERT & JANE ENGEL FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
HALLIBURTON CO (HAL)	238 000	8,253 53	27.12	6,454.56	(1,798 97)	85 68	1 32
Next Dividend Payable 12/09							
HSBC HOLDINGS PLC SPON ADR NEW (HBC)	154 000	9,691 15	57 35	8,831.90	(859.25)	338 80	3 83
INTEL CORP (INTC)	624.000	9,983 43	19 57	12,211.68	2,228 25	349 44	2 86
Next Dividend Payable 12/09							
INTUITIVE SURGICAL INC (ISRG)	21 000	4,397 41	262.25	5,507.25	1,109 84	—	—
JOHNSON & JOHNSON (JNJ)	339.000	18,190 20	60 89	20,641.71	2,451 51	664 44	3 21
Next Dividend Payable 12/09							
JPMORGAN CHASE & CO (JPM)	266 000	6,102 40	43 82	11,656.12	5,553.72	53.20	0 45
Next Dividend Payable 10/09							
MC DONALDS CORP (MCD)	200 000	5,276 87	57.07	11,414.00	6,137 13	440.00	3 85
Next Dividend Payable 12/09							
MC GRAW HILL COS INC (MHP)	197 000	6,002.60	25 14	4,952.58	(1,050 02)	177 30	3 57
Next Dividend Payable 12/09							
MEDTRONIC INC (MDT)	113 000	5,680 47	36 80	4,158.40	(1,522 07)	92 66	2.22
Next Dividend Payable 10/09							
MERCK & CO (MRK)	251 000	2,937 24	31 63	7,939.13	5,001 89	381.52	4 80
Next Dividend Payable 10/01/09							
MICROCHIP TECHNOLOGY INC (MCHP)	99 000	3,545 77	26 50	2,623.50	(922 27)	134.24	5 11
Next Dividend Payable 12/09							
MICROSOFT CORP (MSFT)	581 000	15,410 87	25 72	14,943.32	(467.55)	302 12	2 02
Next Dividend Payable 12/09							
NESTLE SPON ADR REP REG SHR (NSRGY)	292 000	6,195 16	42 69	12,465.48	6,270 32	234 77	1 88
NEWS CORP LTD CL A DEL (NWSA)	542 000	6,486 30	11 96	6,482.32	(3 98)	65.04	1 00
Next Dividend Payable 10/14/09							
NOVO NORDISK A/S ADR (NVO)	103 000	6,981 41	62 95	6,483.85	(497 56)	80 55	1 24
OCCIDENTAL PETROLEUM CORP DE (OXY)	146 000	4,223 09	78 40	11,446.40	7,223.31	192.72	1 68
Next Dividend Payable 10/15/09							

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CLIENT STATEMENT | For the Period September 1-30, 2009

Holdings

ROBERT & JANE ENGEL FOUNDATION
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PEABODY ENERGY CORP (BTU)	120.000	4,766 69	37 22	4,466.40	(300 29)	28 80	0 64
Next Dividend Payable 11/09							
PEPSICO INC NC (PEP)	280 000	11,810 80	58 66	16,424 80	4,614.00	504 00	3 06
Next Dividend Payable 12/09							
PHILIP MORRIS INTL INC (PM)	555 000	16,105 47	48 74	27,050.70	10,945 23	1,287.60	4 75
Next Dividend Payable 10/09/09							
PRAXAIR INC (PX)	80 000	4,009 18	81 69	6,535.20	2,526 02	128 00	1 95
Next Dividend Payable 12/09							
PROCTER & GAMBLE (PG)	311 000	13,981 39	57.92	18,013.12	4,031.73	547 36	3.03
Next Dividend Payable 11/09							
PRUDENTIAL FINANCIAL INC (PRU)	55 000	4,988 85	49 91	2,745.05	(2,243 80)	31.90	1 16
Next Dividend Payable 12/09							
QUALCOMM INC (QCOM)	150 000	6,135 09	44 98	6,747.00	611.91	102 00	1 51
Next Dividend Payable 12/09							
ROYAL DUTCH SHELL PLC (RDS'A)	207 000	9 900 70	57 19	11,838.33	1,937.63	591 19	4 99
Next Dividend Payable 12/09							
SCHLUMBERGER LTD (SLB)	66 000	6,488 10	59 60	3,933.60	(2,554 50)	55 44	1 40
Next Dividend Payable 10/02/09							
SYSCO CORP (SYY)	115.000	4,141 74	24 85	2,857.75	(1 283 99)	110 40	3 86
Next Dividend Payable 10/09							
TARGET CORPORATION (TGT)	244 000	7,302 58	46 68	11,389.92	4,087 34	165 92	1.45
Next Dividend Payable 12/09							
TEXAS INSTRUMENTS (TXN)	272 000	8,668 56	23 69	6,443.68	(2,224 88)	130 56	2 02
Next Dividend Payable 11/09							
TOTAL FINA ELF SA (TOT)	204.000	11,744 47	59 26	12,089.04	344 57	553 45	4 57
TRANSOCEAN LTD (RIG)	65 000	6,476 08	85 53	5,559.45	(916.63)	—	—
UNITED TECHNOLOGIES CORP (UTX)	140 000	9 535 16	60 93	8,530.20	(1,004.96)	215 60	2 52
Next Dividend Payable 12/09							
WAL MART STORES INC (WMT)	187 000	9,395 55	49 09	9,179 83	(215 72)	203.83	2 22
Next Dividend Payable 12/09							
WALGREEN CO (WAG)	305 000	8,940 36	37 47	11,428.35	2 487 99	167 75	1 46
Next Dividend Payable 12/09							

Statement 6.1

CLIENT STATEMENT | For the Period September 1-30, 2009

MorganStanley SmithBarney

Holdings

ROBERT & JANE ENGEL FOUNDATION
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	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL STOCKS	97.3%	$449,181.43	$517,243.45	$68,062.02	$13,598.03 $0.00	2.63%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL ENDING MARKET VALUE	100.0%	$449,181.43	$531,465.29	$68,062.02	$13,606.03 $0.00	2.56%

Statement 6.1

MorganStanley SmithBarney

Holdings

ROBERT & JANE ENGEL FOUNDATION
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Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate

Gain / loss information is provided for informational purposes only and should not be used for tax preparation Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	$4,040.25	$2.00	—	0.058

	Percentage of Assets %	Market Value	Estimated Annual Income / *Accrued Income*
TOTAL CASH, DEPOSITS AND MONEY MARKET FUNDS	3.2%	$4,040.25	$2.00 $0.00

 # Bank deposits are at Morgan Stanley Bank, N A and Morgan Stanley Trust (Members FDIC), affiliates of Morgan Stanley & Co Incorporated and Morgan Stanley Smith Barney.
Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement

STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AGRIUM INC (AGU)	25 000	$1,232 81	$49 79	**$1,244.75**	$11 94	$2 75	0 22
Next Dividend Payable 01/10							
AKZO NOBEL NV ADR (AKZOY)	20 000	894 45	61 88	**1,237.64**	343 19	39 78	3 21
AMDOCS LIMITED ORD (DOX)	50 000	996 43	26 88	**1,344.00**	347 57	—	—
ANGLO AMERICAN PLC ADR NEW (AAUKY)	124.000	1,292 07	15 94	**1,976.31**	684 24	—	—
AXA ADS (AXA)	106 000	3,280 62	27 05	**2,867.30**	(413.32)	48.44	1 68
BANCO SANTANDER S.A. (STD)	186.000	2,000 87	16 15	**3,003.90**	1,003 03	129 64	4 31
BARCLAYS PLC ADR (BCS)	102 000	1,283 49	23 64	**2,411.28**	1,127 79	—	—
BARRICK GOLD CORP (ABX)	22 000	604 78	37 90	**833.80**	229 02	8 80	1 05
Next Dividend Payable 12/09							
BASF SE SP ADR (BASFY)	40.000	1,633 24	53 12	**2,124.76**	491.52	75 64	3 55
BG GROUP PLC (BRGYY)	15 000	1,123 89	87 07	**1,306.05**	182 16	14.76	1 13
BNP PARIBAS SP ADR REPSTG (BNPQY)	90 000	2,490 18	41 30	**3,717.00**	1,226 82	46 71	1 25

CONTINUED

CLIENT STATEMENT | For the Period September 1-30, 2009

MorganStanley SmithBarney

Holdings

ROBERT & JANE ENGEL FOUNDATION
PO BOX 42

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description		Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CANADIAN NATURAL RESOURCES LTD (CNQ)		10 000	545.10	67.19	**671.90**	126 80	3.90	0 58
Next Dividend Payable 10/01/09								
CARNIVAL CP NEW PAIRED COM (CCL)		62.000	1,649.92	33 28	**2,063.36**	413 44	—	—
CHEUNG KONG HOLDINGS ADR (CHEUY)		185.000	2,413.50	12.70	**2,349.50**	(64.00)	52 36	2 22
CREDIT SUISSE GROUP (CS)		34 000	1,626 76	55.65	**1,892.10**	265.34	2 01	0.10
DAIMLER AG (DAI)		55 000	2,071 26	50.31	**2,767.05**	695.79	43.84	1 58
Next Dividend Payable 04/10								
DBS GROUP HOLDINGS LTD SP (DBSDY)		43 000	1,314.04	37.70	**1,621.05**	307 01	72.07	4 44
DENSO CORP LTD ADR (DNZOY)		27 000	2,350.76	118.18	**3,190.86**	840.10	40.66	1.27
EXPERIAN GP LTD ADR (EXPGY)		253 000	1,423 00	8 42	**2,130.51**	707.51	44 53	2.09
FOSTERS BREWING GRP SP ADR NEW (FBRWY)		333 000	1,176 68	4 90	**1,631.03**	454 35	61 61	3 77
Next Dividend Payable 10/16/09								
FRANCE TELECOM (FTE)		94 000	2,480 04	26.92	**2,530.48**	50 44	156.51	6 18
GOLD FIELDS LTD. SP. ADR (GFI)		147.000	1,686 82	13 78	**2,025.66**	338 84	19 40	0 95
GRUPO TELEVISA S.A.GLOBAL DEP (TV)		60 000	1,074.07	18.59	**1,115 40**	41 33	39 30	3.52
GUOCO GROUP LTD UNSPON ADR (GULRY)		74.000	870 90	21 26	**1,573.24**	702.34	35 82	2.27
HOME RETAIL GROUP PLC ADR (HMRLY)		82 000	1,520 86	17 39	**1,426.39**	(94 47)	71 50	5.01
HSBC HOLDINGS PLC SPON ADR NEW (HBC)	Purchases	76 000	2,736 46	57 35	**4,358.60**	1,622 14		
Reinvestments		1 000	33.00	57.35	57 35	24 35		
	Total	77.000	2,769 46	57 35	**4,415.95**	1,646.49	169 40	3 83
HUANENG PWR INTL SPN ADR N SHS (HNP)		40 000	1,088.01	26.64	**1,065 60**	(22 41)	22 60	2 12
JARDINE MATHESON HLDGS LTD ADR (JMHLY)		53 000	1,638 47	30 40	**1,611.20**	(27 27)	38.16	2 36
Next Dividend Payable 10/28/09								
LG DISPLAY CO LTD ADR (LPL)		84.000	997 09	14 33	**1,203.72**	206 63	10.50	0 87
LONMIN PLC SPONS ADR NEW (LNMIY)		33 000	611 13	26 77	**883.50**	272.37	18 81	2.12
LONZA GROUP AG ZUERICH ADR (LZAGY)		183.000	1,773 42	10.94	**2,002.02**	228.60	16 29	0 81
LUXOTTICA GROUP SPA SPON ADR (LUX)		46.000	957 52	25 83	**1,188.18**	230 66	10 95	0.92

CONTINUED

MorganStanley SmithBarney

Holdings

ROBERT & JANE ENGEL FOUNDATION
PO BOX 42

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
MAKITA CORPORATION LTD ADR NEW (MKTAY)	47 000	1,047 42	31.56	**1,483.32**	435.90	34.26	2 30
MTU AERO ENGINES HLDGS AG (MTUAY)	97 000	1,240 95	23 61	**2,289.87**	1,048 92	44 14	1 92
NIDEC CORP (NJ)	99 000	1,443 75	20.33	**2,012.67**	568 92	14.36	0 71
NOKIA CP ADR (NOK)	127.000	1,839 28	14 62	**1,856.74**	17 46	49 91	2.68
NORSK HYDRO AS ADR SPONSORED (NHYDY)	203 000	1,217 06	6 62	**1,344.87**	127 81	—	—
NOVARTIS AG ADR (NVS)	39 000	2,135.35	50.38	**1,964.82**	(170 53)	56.71	2 88
NSK LTD SPONSORED ADR (NPSKY)	42 000	2,664 07	62 21	**2,612.82**	(51 25)	56.91	2 17
POSCO ADS (PKX)	18 000	1,814 51	103 94	**1,870.92**	56.41	23 40	1.25
PUBLICIS GROUPE SA ADS (PUBGY)	60 000	1,728.34	40.07	**2,403.96**	675 62	41.04	1 70
RICOH LTD ADR (RICOY)	20 000	1,060 96	73 04	**1,460.88**	399.92	31.16	2.13
ROCHE HOLDINGS ADR (RHHBY)	45 000	1,877 06	40 60	**1,827.00**	(50 06)	29 93	1 63
ROYAL DUTCH SHELL PLC (RDS'A)	57.000	3,210 96	57 19	**3,259.83**	48 87	162.79	4 99
Next Dividend Payable 12/09							
SABMILLER PLC SPONS ADR (SBMRY)	126 00C	2,139 46	24 13	**3,040.88**	901.42	66 65	2 19
SECHE ENVIRONMENT SA ADR (SECVY)	73 000	788 98	18 42	**1,344.51**	555 53	18 47	1 37
SIEMENS AKTIENGESELLSCHAFT (SI)	29 000	3,071 14	92 96	**2,695.84**	(375 30)	44.43	1.64
STATOILHYDRO ASA SPONSORED ADR (STO)	110 000	2,334 79	22.54	**2,479.40**	144.61	64 35	2 59
SUMITOMO MITSUI FINL GRP ADR (SMFJY)	531.000	3,663 63	3 50	**1,856.37**	(1,807 26)	36.64	1 97
TELSTRA CP LTD GDR (TLSYY)	208 000	2 758 17	14 43	**3,001.44**	243.27	220 48	7.34
Next Dividend Payable 10/05/09							
TEVA PHARMACEUTICALS ADR (TEVA)	44 000	1,926 58	50 56	**2,224.64**	298 06	19.80	0 89
THK CO LTD UNSPONSORED ADR (THKLY)	139 000	983 80	9 76	**1,356.64**	372 84	4 59	0 33
TOKI MARINE HOLDING INS ADR (TKOMY)	94 000	3,498 05	28 70	**2,697 80**	(800 25)	39 86	1 47
TOKYO GAS CO LTD ADR (TKGSY)	47.000	1,935 72	41 66	**1,958.02**	22 30	17 20	0 87
TOMRA SYS A/S ADR NEW (TMRAY)	214.000	1,506 04	4 65	**995.74**	(510 30)	11.98	1.20
TRANSOCEAN LTD (RIG)	30 000	2,347 30	85.53	**2,565.90**	218 60	—	—
UBS AG NEW (UBS)	136 000	1,977 37	18 31	**2,490.16**	512 79	—	—
UNILEVER NV NY SH NEW (UN)	102 000	3,119 02	28 86	**2,943.72**	(175 30)	88 74	3.01
VODAFONE GP PLC ADS NEW (VOD)	144 000	3,543 33	22 50	**3,240.00**	(303 33)	173 52	5.35

CONTINUED

Statement 6.1

#22-2764445
The Robert G. & Jane V. Engel Foundation

CLIENT STATEMENT | For the Period September 1-30, 2009

MorganStanley SmithBarney

Holdings

ROBERT & JANE ENGEL FOUNDATION
PO BOX 42

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WHEELOCK & CO LTD UNSPON ADR (WHLKY)	59.000	1,201 81	32 77	1,933.66	731.85	8 50	0 43
Next Dividend Payable 10/16/09							
YUE YUEN INDL HLDGS LTD (YUEIY)	58.000	661 84	13 87	804.51	142.67	31 15	3 87

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL STOCKS	96.8%	$107,608.38	$123,442.42	$15,834.04	$2,687.71 $0.00	2.18%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL ENDING MARKET VALUE	100.0%	$107,608.38	$127,482.67	$15,834.04	$2,689.71 $0.00	2.11%

Statement 6 1

MorganStanley SmithBarney

CLIENT STATEMENT | For the Period September 1-30, 2009

Holdings

ROBERT & JANE ENGEL FOUNDATION
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The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the period shown above which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Disclosures section at the end of this statement
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.
Gain / loss information is provided for informational purposes only and should not be used for tax preparation Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$(41.00)			
MORGAN STANLEY BANK N.A. #	121,753.04	244 00	—	0.200

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Income
TOTAL CASH, DEPOSITS AND MONEY MARKET FUNDS	12.1%	$121,712.04	$244.00 $0.00

TOTAL CASH, DEPOSITS, MMFS (CREDIT)	$121,753 04
TOTAL CASH, DEPOSITS, MMFS (DEBIT)	$(41.00)

 # Bank deposits are at Morgan Stanley Bank, N A and Morgan Stanley Trust (Members FDIC), affiliates of Morgan Stanley & Co Incorporated and Morgan Stanley Smith Barney
Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement

STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALTRIA GROUP INC (MO)	1,050.000	$3 795 93	$17 81	**$18,700.50**	$14,904 57	$1,428 00	7 63
Next Dividend Payable 10/09/09							
EXXON MOBIL CORP (XOM)	1,100 000	12,957 41	68 61	**75,471.00**	62,513 59	1,848 00	2.44
Next Dividend Payable 12/09							
HEWLETT PACKARD (HPQ)	4,800 000	19,197 02	47 21	**226,608.00**	207,410 98	1,536.00	0.67
Next Dividend Payable 10/07/09							
JOHNSON & JOHNSON (JNJ)	700 000	6,790 00	60 89	**42,623.00**	35,833 00	1,372 00	3 21
Next Dividend Payable 12/09							
JPMORGAN CHASE & CO (JPM)	8,250 000	106,107 31	43 82	**361,515.00**	255,407 69	1,650 00	0 45
Next Dividend Payable 10/09							

Statement 6 1

#22-2764445
The Robert G & Jane V. Engel Foundation

CLIENT STATEMENT | For the Period September 1-30, 2009

MorganStanley SmithBarney

Holdings

ROBERT & JANE ENGEL FOUNDATION
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	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Income	Yield %
TOTAL STOCKS	72.0%	$148,847 67	$724,917.50	$576,069.83	$7,834.00 $0.00	1.08%

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Face Value	Orig. Total Cost / Adj Total Cost	Unit Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Income	Yield %
GENERAL ELECTRIC CAPITAL CORP CUSIP 36966RS72	25,000 000	$25,000 00 $25,000 00	$99 98	$24,995.25	$(4 75)	$1,325 00 $386.45	5 30
Coupon Rate 5 300%, Matures 06/15/16, Int Semi-Annually Jun/Dec 15, Yield to Maturity 5 302%, Moody AA2 S&P AA+, Issued 06/07/07							

FIXED-RATE CAPITAL SECURITIES

Security Description	Face Value	Orig. Total Cost / Adj Total Cost	Unit Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Income	Yield %
MERRILL LYNCH CAPITAL TRUST I 6.45 12/15/2066 CUSIP 590199204	1,000 000	$25,517 35 $25,517 35	$18 63	$18,630.00	$(6,887 35)	$1,612 50 —	8.65
Coupon Rate 6 450%, Matures 12/15/66, Interest Paid Quarterly Jun 15, Callable $25 00 on 12/15/11, Moody BAA3 S&P B							
USB CAPITAL XII 6.30% 2/15/2067 CUSIP 903305209	3,300 000	76,598 41 76,598 41	23 23	76,659.00	60 59	5,197 50 —	6 78
Coupon Rate 6 300%, Matures 02/15/67, Interest Paid Quarterly Aug 15, Callable $25 00 on 02/15/12, Moody A1 S&P BBB+							
AMER INTL GROUP CUSIP 026874800	3,350 000	75 908 12 75,908 12	12.03	40,300.50	(35,607.62)	5,401 88 —	13 40
Coupon Rate 6 450%, Matures 06/15/77, Interest Paid Quarterly Sep 15, Callable $25 00 on 06/15/12, Floater, Moody BA2 S&P BBB							
TOTAL FIXED-RATE CAPITAL SECURITIES		$178,023.88 $178,023.88		$135,589.50	$(42,434.38)	$12,211.88 $0.00	9.01%

	Percentage of Assets %	Orig. Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Income	Yield %
TOTAL CORPORATE FIXED INCOME	15.9%	$203,023.88 $203,023.88	$160,584.75	$(42,439.13)	$13,536.88 $386.45	8.43%

Statement 6.1

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ML #39B-07023	NONE	NONE
MSSB #100383-090 SEE STATEMENT	203,024.	160,585.
TOTALS	203,024.	160,585.

MorganStanley SmithBarney

Holdings

ROBERT & JANE ENGEL FOUNDATION
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	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL STOCKS	72.0%	$148,847.67	$724,917 50	$576,069.83	$7,834.00 $0.00	1.08%

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Face Value	Orig. Total Cost / Adj Total Cost	Unit Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
GENERAL ELECTRIC CAPITAL CORP CUSIP 36966RS72	25,000 000	$25,000 00 $25,000 00	$99 98	**$24,995.25**	$(4 75)	$1,325 00 $386.45	5 30
Coupon Rate 5.300%, Matures 06/15/16, Int Semi-Annually Jun/Dec 15, Yield to Maturity 5 302%, Moody AA2 S&P AA+, Issued 06/07/07							

FIXED-RATE CAPITAL SECURITIES

Security Description	Face Value	Orig. Total Cost / Adj. Total Cost	Unit Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
MERRILL LYNCH CAPITAL TRUST I 6.45 12/15/2066 CUSIP 590199204	1,000 000	$25 517 35 $25,517 35	$18 63	**$18,630.00**	$(6,887 35)	$1,612 50 —	8.65
Coupon Rate 6 450%, Matures 12/15/66, Interest Paid Quarterly Jun 15, Callable $25 00 on 12/15/11, Moody BAA3 S&P B							
USB CAPITAL XII 6.30% 2/15/2067 CUSIP 903305209	3,300 000	76,598 41 76,598 41	23 23	**76,659.00**	60 59	5,197.50 —	6 78
Coupon Rate 6.300%, Matures 02/15/67, Interest Paid Quarterly Aug 15, Callable $25 00 on 02/15/12, Moody A1 S&P BBB+							
AMER INTL GROUP CUSIP 026874800	3,350 000	75,908 12 75 908 12	12 03	**40,300.50**	(35,607 62)	5,401 88 —	13.40
Coupon Rate 6 450%, Matures 06/15/77, Interest Paid Quarterly Sep 15, Callable $25 00 on 06/15/12, Floater, Moody BA2 S&P BBB							
TOTAL FIXED-RATE CAPITAL SECURITIES		$178,023.88 $178,023.88		$135,589.50	$(42,434 38)	$12,211.88 $0.00	9.01%

	Percentage of Assets %	Orig. Total Cost / Adj Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL CORPORATE FIXED INCOME	15.9%	$203,023.88 $203,023.88	$160,584.75	$(42,439.13)	$13,536.88 $386.45	8.43%

Statement 7.1

#22-2764445
The Robert G. & Jane V Engel Foundation

MorganStanley
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CLIENT STATEMENT | For the Period September 1-30, 2009

ROBERT & JANE ENGEL FOUNDATION
PO BOX 42

INTERESTED PARTY COPY

Holdings

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL ENDING MARKET VALUE	100.0%	$351,871.55	$1,007,214.29	$533,630.70	$21,614.88 $386.45	2.15%

Statement 7.1

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ADJUSTMENT TO COST BASIS		34.
	TOTAL	34.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT A. ENGEL 1601 QUEENS ROAD WEST CHARLOTTE, NC 28207-243	TRUSTEE 1.	NONE	NONE	NONE
JANE V. ENGEL 80 WEARIMUS ROAD HO-HO-KUS, NJ 07423-0042	PRESIDENT 1.	NONE	NONE	NONE
JENNIFER E. YOUNG 927 TAUGANNOCK BLVD. ITHACA, NY 14850	TRUSTEE 1.	NONE	NONE	NONE
ELIZABETH HUNTER ENGEL 22 BELLEVUE AVENUE SOUTH PORTLAND, ME 04106	TRUSTEE 1.	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ADVOCACY CENTER PO BOX 164 ITHACA, NY 14851	NONE EXEMPT	GENERAL	5,000.
AKC MUSEUM OF THE DOG 1721 SOUTH MASON STREET ST. LOUIS, MO 63131	NONE EXEMPT	GENERAL	10,000.
ANIMAL REFUGE LEAGUE 449 STROUDWATER STREET WESTBROOK, ME 04092	NONE EXEMPT	GENERAL	4,000.
BIRCH ROCK CAMP 30 BELLEVUE AVENUE SOUTH PORTLAND, ME 04106	NONE EXEMPT	GENERAL	2,000.
CANCER COMMUNITY CENTER 778 MAIN STREET SOUTH PORTLAND, ME 04106	NONE EXEMPT	GENERAL	2,000.
CANCER RESOURCE CENTER OF FINGER LAKES 612 WEST STATE STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	500.
CATHEDRAL CHURCH OF ST. JOHN THE DIVINE 1047 AMSTERDAM AVENUE NEW YORK, NY 10025	NONE EXEMPT	GENERAL	15,750.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAYUGA LAKE WATERSHED NETWORK P.O. BOX 348 AURORA, NY 13026	NONE EXEMPT	GENERAL	250.
CAYUGA MEDICAL CENTER AT ITHACA 101 DATES DRIVE ITHACA, NY 14850	NONE EXEMPT	GENERAL	250.
CAYUGA NATURE CENTER 1420 TAUGHANNOCK BOULEVARD ITHACA, NY 14850	NONE EXEMPT	GENERAL	1,000.
CENTER FOR ORANGUTAN AND CHIMPANZEE CONSERVATION BOX 488 WAUCHULA, FL 33873	NONE EXEMPT	GENERAL	3,000.
CHARLOTTE COUNTRY DAY SCHOOL 1440 CARMEL ROAD CHARLOTTE, NC 28226	NONE EXEMPT	GENERAL	15,000.
COLET FOUNDATION C/O ROBERT A. ENGEL, 1601 QUEENS ROAD WEST CHARLOTTE, NC 28207-2433	NONE EXEMPT	GENERAL	500.
CORNELL PLANTATIONS ONE PLANTATION ROAD ITHACA, NY 14850	NONE EXEMPT	GENERAL	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CORNELL UNIVERSITY, LABORATORY OF ORNITHOLOGY 159 SAPSUCKER WOODS ROAD ITHACA, NY 14850	NONE EXEMPT	GENERAL	20,000.
CORNELL UNIVERSITY, OFFICE OF DEVELOPMENT 130 E. SENECA STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	2,000.
CSMA 330 E. STATE STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	1,000.
DEERFIELD ACADEMY MAIN STREET DEERFIELD, CT 01342	NONE EXEMPT	GENERAL	2,000.
ELEPHANTS WITHOUT BORDERS 153 HADLEY ROAD SUNDERLAND, MA 01375	NONE EXEMPT	GENERAL	250.
EVER AFTER MUSTANG RESCUE 463 WEST STREET BIDDEFORD, ME 04005	NONE EXEMPT	GENERAL	1,500.
FAMILY & CHILDREN'S SERVICES OF ITHACA 127 WEST STATE STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAMILY READING PARTNERSHIP 54 GUNDERMAN ROAD ITHACA, NY 14850	NONE EXEMPT	GENERAL	500.
FIRST CHURCH OF CHRIST SCIENTIST 8 HILLSIDE AVENUE MONTCLAIR, NJ 07042	NONE EXEMPT	GENERAL	250.
FIRST CHURCH OF CHRIST SCIENTIST 1048 E MOREHEAD STREET CHARLOTTE, NC 28204	NONE EXEMPT	GENERAL	500.
HANGAR THEATRE, DEVELOPMENT OFFICE P.O. BOX 205 ITHACA, NY 14851	NONE EXEMPT	GENERAL	1,750.
HISTORY CENTER 401 EAST STATE STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	500.
HOSPICARE 127 E. KIND ROAD ITHACA, NY 14850	NONE EXEMPT	GENERAL	500.
HUTCHISON SCHOOL 1740 RIDGEWAY ROAD MEMPHIS, TN 38119	NONE EXEMPT	GENERAL	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
IHS MEN'S ICE HOCKEY C/O PETER GROSSMAN, ATTORNEY, 119 E. SENECA STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	250.
ITHACA PUBLIC EDUCATION INITIATIVE P.O. BOX 4268 ITHACA, NY 14852	NONE EXEMPT	GENERAL	2,000.
JAMES A. BAKER INSTITUTE FOR ANIMAL STUDIES COLLEGE OF VETERINARY MEDICINE, CORNELL UNIVERSITY ITHACA, NY 14850	NONE EXEMPT	GENERAL	15,000.
MAINE AUDUBON SOCIETY 20 GISLAND FARM ROAD FALMOUTH, ME 04105	NONE EXEMPT	GENERAL	1,000.
MAINE STATE SOCIETY FOR PROTECTION OF ANIMALS P.O. BOX 10 SOUTH WINDHAM, ME 04082	NONE EXEMPT	GENERAL	2,000.
MEMPHIS UNIVERSITY SCHOOL 619 PARK AVENUE MEMPHIS, TN 38119	NONE EXEMPT	GENERAL	250.
MORRIS MUSEUM 6 NORMANDY HEIGHTS ROAD MORRISTOWN, NJ 07960	NONE EXEMPT	GENERAL	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD 314 W. STATE STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	500.
PRINCETON UNIVERSITY P.O. BOX 39 PRINCETON, NJ 08540	NONE EXEMPT	GENERAL	3,000.
RUNNING TO PLACES PRODUCTIONS P.O. BOX 483 ITHACA, NY 14851	NONE EXEMPT	GENERAL	250.
SCIENCENTER, DEVELOPMENT OFFICE 601 FIRST STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	4,000.
SECOND CHURCH OF CHRIST SCIENTIST 3535 CENTRAL AVENUE MEMPHIS, TN 38111	NONE EXEMPT	GENERAL	250.
SOUTHERN MAIN AGENCY ON AGING 136 U.S. RT. 1 SCARBOROUGH, ME 04074	NONE EXEMPT	GENERAL	2,000.
SPCA, TOMPKINS COUNTY CHAPTER 1640 HANSHAW ROAD ITHACA, NY 14850	NONE EXEMPT	GENERAL	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STATE THEATRE 107 WEST STATE STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	5,500.
STONELEIGH-BURNHAM SCHOOL BERNARDSTON ROAD GREENFIELD, MA 01301	NONE EXEMPT	GENERAL	3,000.
THE INTERFAITH CENTER OF NEW YORK 475 RIVERSIDE DRIVE NEW YORK, NY 10115	NONE EXEMPT	GENERAL	5,000.
THE IVY 1879 FOUNDATION P.O. BOX 1414 PRINCETON, NJ 08542	NONE EXEMPT	GENERAL	5,000.
THE KITCHEN THEATRE 116 NORTH CAYUGA STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	2,000.
THE RAPTOR TRUST 1301 WHITE BRIDGE ROAD MILLINGTON, NJ 07946	NONE EXEMPT	GENERAL	16,500.
THE RINK 1767 EAST SHORE DRIVE ITHACA, NY 14850	NONE EXEMPT	GENERAL	1,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SEEING EYE P.O. BOX 375 MORRISTOWN, NJ 07963	NONE EXEMPT	GENERAL	30,000.
TOMPKINS COUNTY PUBLIC LIBRARY 101 EAST GREEN STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	500.
VALLEY HOSPITAL FOUNDATION 223 N. VAN DIEN STREET RIDGEWOOD, NJ 07450	NONE EXEMPT	GENERAL	27,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE EXEMPT	GENERAL	24,500.
COLET FOUNDATION - CHECK VOIDED C/O ROBERT A. ENGEL 1601 QUEENS ROAD WEST CHARLOTTE, NC 28207-2433	NONE EXEMPT	GENERAL	-1,000.
		TOTAL CONTRIBUTIONS PAID	274,000.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2008

Name of estate or trust: THE ROBERT G. & JANE V. ENGEL FOUNDATION INC.

Employer identification number: 22-2764445

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-31,595.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-31,595.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	73,979.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	73,979.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-31,595.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			73,979.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			42,384.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet****, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*
- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,200			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30 go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2008

Name of estate or trust: THE ROBERT G. & JANE V. ENGEL FOUNDATION INC.

Employer identification number: 22-2764445

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE STATEMENT ATTACHED			90,293.	121,888.	-31,595.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -31,595.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D-1 (Form 1041) 2008

JSA
8F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE STATEMENT ATTACHED			294,610.	220,631.	73,979.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 73,979.

Thh Robert G. Jane V. Engel Foundation, Inc.
TIN 22-2764445
Capital Gains Losses

No Shares	Security Description	Date Acquired	Date Sold	Proceeds	Cost Basis	Gain(Loss)
97	BP PLC SPON ADR	12/30/2002	10/27/2008	4,019	3,933	86
246	CISCO SYSTEMS INC COM	7/12/2007	10/27/2008	4,123	7,252	(3,130)
37	CISCO SYSTEMS INC COM	10/25/2007	10/27/2008	620	1,154	(534)
24	INTEL CORP	12/30/2002	10/27/2008	350	383	(34)
111	ELI LILLY & CO	12/30/2002	10/27/2008	3,515	7,065	(3,551)
9	ELI LILLY & CO	3/4/2004	10/27/2008	285	651	(366)
25	RIO TINTO PLC SPNSRD ADR	9/5/2007	12/9/2008	1,865	7,171	(5,306)
11	AMERICAN FINL INC	12/30/2002	1/20/2009	208	248	(40)
22	AMERICAN FINL INC	12/30/2002	1/21/2009	416	495	(80)
7	AMERICAN FINL INC	1/14/2004	1/21/2009	132	217	(84)
38	AMERICAN FINL INC	10/28/2005	1/21/2009	718	1,396	(677)
	Total Long-Term: ACC # 39B-07022			**16,251**	**29,965**	**(13,714)**
	Total Long-Term: ACC # 39B-07023			**0**	**0**	**0**
25	DIAGEO PLC SPSD ADR NEW	5/25/2006	10/7/2008	1,492	1,648	(156)
15	DIAGEO PLC SPSD ADR NEW	2/2/2007	10/7/2008	895	1,186	(291)
6	MITSUBISHI CP SPNSRD ADR	5/3/2007	10/6/2008	212	265	(53)
10	MITSUBISHI CP SPNSRD ADR	6/15/2007	10/6/2008	353	528	(175)
53	SAP AKGSLTT SPONSORD ADR	9/13/2007	10/1/2008	2,779	3,061	(282)
27	SAP AKGSLTT SPONSORD ADR	9/28/2007	10/1/2008	1,416	1,579	(164)
18	SIEMENS AG ADR	5/25/2006	10/7/2008	1,285	1,550	(265)
120	AEGON N V NY REG SHS	2/23/2007	10/30/2008	467	2,478	(2,011)
10	AEGON N V NY REG SHS	2/26/2007	10/30/2008	39	210	(171)
65	AEGON N V NY REG SHS	2/26/2007	11/4/2008	281	1,362	(1,081)
20	AEGON N V NY REG SHS	5/3/2007	11/4/2008	86	426	(339)
28	BRITISH SKY BDCT SPD ADR	5/25/2006	11/14/2008	681	1,097	(416)
25	DAIWA SECS GROUP INC ADR	3/7/2007	11/18/2008	1,183	3,129	(1,946)
12	FRESENIUS MEDICAL CARE	5/25/2006	11/6/2008	519	450	68
29	FRANCE TELECOM ADR	7/13/2006	11/5/2008	777	624	153
70	KONINKL PHIL E NY SHS NEW	5/25/2006	10/30/2008	1,303	2,179	(877)
10	KONINKL PHIL E NY SHS NEW	5/25/2006	11/11/2008	178	311	(134)
15	KONINKL PHIL E NY SHS NEW	8/16/2006	11/11/2008	267	502	(236)
15	KONINKL PHIL E NY SHS NEW	11/8/2006	11/11/2008	267	539	(272)
15	KONINKL PHIL E NY SHS NEW	2/2/2007	11/11/2008	267	582	(316)
20	KONINKL PHIL E NY SHS NEW	5/3/2007	11/11/2008	356	815	(460)
27	NESTLE S A REP RG SH ADR	5/25/2006	11/3/2008	1,055	823	232
38	NESTLE S A REP RG SH ADR	2/2/2007	11/3/2008	1,485	1,388	97
40	SANOFI AVENTIS SPON ADR	5/25/2006	11/19/2008	1,151	1,908	(757)
5	SANOFI AVENTIS SPON ADR	8/16/2006	11/19/2008	144	228	(84)
15	SANOFI AVENTIS SPON ADR	8/16/2006	11/20/2008	408	683	(274)
15	SANOFI AVENTIS SPON ADR	11/8/2006	11/20/2008	408	634	(226)
15	SANOFI AVENTIS SPON ADR	2/2/2007	11/20/2008	408	659	(250)
20	SANOFI AVENTIS SPON ADR	5/18/2007	11/24/2008	540	945	(405)
26	SANOFI AVENTIS SPON ADR	11/21/2007	11/24/2008	702	1,132	(430)
48	SILICON MOTION TECH ADR	5/25/2006	10/31/2008	164	708	(544)
30	SILICON MOTION TECH ADR	8/16/2006	10/31/2008	103	410	(307)
10	SILICON MOTION TECH ADR	11/8/2006	10/31/2008	34	150	(116)
10	SILICON MOTION TECH ADR	5/3/2007	10/31/2008	34	238	(203)
22	ADVANCED SEMICOND SPNADR	8/1/2007	12/8/2008	33	126	(92)
182	ADVANCED SEMICOND SPNADR	8/6/2007	12/8/2008	277	1,005	(728)
37	ENCANA CORP	9/17/2007	12/8/2008	1,620	2,316	(696)
15	ENCANA CORP	9/19/2007	12/8/2008	657	945	(288)
17	ENCANA CORP	10/29/2007	12/8/2008	744	1,145	(401)
3	TECHNIP SP ADR	5/25/2006	12/8/2008	74	173	(98)
10	TECHNIP SP ADR	8/16/2006	12/8/2008	248	553	(306)
10	TECHNIP SP ADR	2/2/2007	12/8/2008	248	647	(399)
19	TECHNIP SP ADR	10/2/2007	12/8/2008	470	1,819	(1,349)
50	INFINEON TECHS AG SPDADR	9/14/2006	1/20/2009	46	618	(573)
55	INFINEON TECHS AG SPDADR	10/6/2006	1/20/2009	50	668	(617)
25	INFINEON TECHS AG SPDADR	11/8/2006	1/20/2009	23	304	(281)
30	INFINEON TECHS AG SPDADR	5/3/2007	1/20/2009	27	457	(429)
15	SECOM CO LTD ADR	5/25/2006	1/22/2009	1,204	1,560	(356)
15	SECOM CO LTD ADR	2/2/2007	1/22/2009	1,204	1,500	(296)
	ADVANCED SEMICOND SPNADR - CASH IN LIEU	VAR	VAR	2		2
	Total Long-Term. ACC # 39B-07018			**28,665**	**48,260**	**(19,595)**
50000	CATERPILLAR FIN 5 400 6-15-14	6/4/2007	7/30/2009	50,493	50,000	493
350	EXXON MOBIL CORP	4/8/1992	7/29/2009	24,210	4,123	20,087

Thh Robert G. Jane V. Engel Foundation, Inc.
TIN 22-2764445
Capital Gains Losses

No Shares	Security Description	Date Acquired	Date Sold	Proceeds	Cost Basis	Gain(Loss)
1200	HEWLETT PACKARD	4/8/1992	7/29/2009	49,411	4,799	44,612
500	JOHNSON & JOHNSON	8/17/1993	7/29/2009	29,827	4,850	24,977
1050	PHILIP MORRIS INTL INC	1/1/1990	7/29/2009	48,090	8,650	39,440
	Total Long-Term ACC # 100383-090			202,031	72,422	129,609
32	BRITISH SKY BRDCSTG GRP PLC	5/25/2006	3/12/2009	784	1,253	(470)
3	BRITISH SKY BRDCSTG GRP PLC	8/16/2006	3/12/2009	73	124	(51)
41	FRANCE TELECOM	7/13/2006	3/11/2009	885	883	3
7	FRANCE TELECOM	8/16/2006	3/11/2009	151	154	(3)
13	FRESENIUS MEDICAL CARE AG&CO	5/25/2006	3/11/2009	480	488	(8)
15	FRESENIUS MEDICAL CARE AG&CO	6/1/2006	3/11/2009	554	559	(4)
20	FRESENIUS MEDICAL CARE AG&CO	11/8/2006	3/11/2009	739	894	(155)
15	FRESENIUS MEDICAL CARE AG&CO	2/2/2007	3/11/2009	554	678	(124)
20	FRESENIUS MEDICAL CARE AG&CO	11/28/2007	3/11/2009	739	1,118	(379)
14	FRESENIUS MEDICAL CARE AG&CO	11/29/2007	3/11/2009	517	782	(264)
23	INTL PWR PLC ADS	5/25/2006	3/11/2009	611	1,173	(562)
9	NIDEC CORP	1/4/2008	3/11/2009	98	171	(72)
2	SIEMENS AKTIENGESELLSCHAFT	5/25/2006	3/11/2009	110	172	(63)
2	SIEMENS AKTIENGESELLSCHAFT	8/16/2006	3/11/2009	110	169	(59)
28	TAIWAN SMCNDCTR MFG CO LTD ADR	1/16/2008	3/11/2009	243	242	1
3	TOKI MARINE HOLDING INS ADR	5/25/2006	3/11/2009	62	109	(47)
70	UTD OVERSEAS BK LTD SPON ADR	5/25/2006	3/11/2009	767	1,348	(581)
20	UTD OVERSEAS BK LTD SPON ADR	8/16/2006	3/11/2009	219	394	(175)
40	UTD OVERSEAS BK LTD SPON ADR	5/3/2007	3/11/2009	438	1,186	(748)
35	BARCLAYS PLC ADR	5/25/2006	4/2/2009	340	1,572	(1,232)
10	BARCLAYS PLC ADR	6/1/2006	4/2/2009	97	464	(367)
5	BARCLAYS PLC ADR	7/21/2006	4/2/2009	49	225	(177)
10	BARCLAYS PLC ADR	8/29/2006	4/2/2009	97	505	(407)
25	BARCLAYS PLC ADR	11/8/2006	4/2/2009	243	1,371	(1,127)
14	BARCLAYS PLC ADR	2/2/2007	4/2/2009	136	841	(705)
12	BRITISH SKY BRDCSTG GRP PLC	8/16/2006	4/6/2009	303	498	(195)
15	BRITISH SKY BRDCSTG GRP PLC	11/8/2006	4/6/2009	379	636	(258)
15	BRITISH SKY BRDCSTG GRP PLC	2/2/2007	4/6/2009	379	669	(291)
9	CADBURY PLC SPONSORED ADR	11/20/2007	4/6/2009	275	549	(273)
24	CADBURY PLC SPONSORED ADR	11/21/2007	4/6/2009	735	1,329	(594)
202	COSAN LTD CLASS A SHARES	12/27/2007	4/6/2009	784	2,368	(1,583)
78	GRUPO TELEVISA S A GLOBAL DEP	4/1/2008	4/20/2009	1,227	1,963	(736)
23	TAIWAN SMCNDCTR MFG CO LTD ADR	1/16/2008	4/2/2009	229	199	30
2	CADBURY PLC SPONSORED ADR	11/21/2007	5/5/2009	62	111	(48)
6	CADBURY PLC SPONSORED ADR	12/4/2007	5/5/2009	187	377	(190)
3	CADBURY PLC SPONSORED ADR	12/6/2007	5/5/2009	94	189	(95)
6	CADBURY PLC SPONSORED ADR	12/7/2007	5/5/2009	187	358	(171)
40	CHEUNG KONG HOLDINGS ADR	12/1/2006	5/18/2009	424	473	(49)
14	CHEUNG KONG HOLDINGS ADR	2/2/2007	5/18/2009	148	193	(45)
8	SOCIETE GENERALE SP ADR	4/28/2008	5/18/2009	79	192	(113)
142	TAIWAN SMCNDCTR MFG CO LTD ADR	1/16/2008	5/5/2009	1,565	1,228	337
49	TAIWAN SMCNDCTR MFG CO LTD ADR	1/16/2008	5/15/2009	494	424	70
1	TAIWAN SMCNDCTR MFG CO LTD ADR	1/16/2008	5/18/2009	11	9	2
12	INTL PWR PLC ADS	5/25/2006	6/8/2009	480	612	(132)
10	INTL PWR PLC ADS	2/2/2007	6/8/2009	400	736	(336)
15	INTL PWR PLC ADS	5/3/2007	6/8/2009	600	1,310	(710)
6	CADBURY PLC SPONSORED ADR	12/7/2007	7/17/2009	215	358	(143)
16	CADBURY PLC SPONSORED ADR	3/12/2008	7/17/2009	574	840	(265)
15	CADBURY PLC SPONSORED ADR	3/14/2008	7/17/2009	539	738	(200)
15	SIGNET JEWELERS LIMITED	10/23/2006	7/27/2009	323	674	(351)
10	SIGNET JEWELERS LIMITED	10/25/2006	7/27/2009	215	461	(246)
20	SIGNET JEWELERS LIMITED	10/26/2006	7/27/2009	430	935	(505)
5	SIGNET JEWELERS LIMITED	11/8/2006	7/27/2009	108	234	(126)
10	SIGNET JEWELERS LIMITED	2/2/2007	7/27/2009	215	487	(272)
7	SIGNET JEWELERS LIMITED	5/3/2007	7/27/2009	151	378	(227)
15	SIGNET JEWELERS LIMITED	2/1/2008	7/27/2009	323	421	(98)
3	SIGNET JEWELERS LIMITED	2/5/2008	7/27/2009	65	63	1
10	SIGNET JEWELERS LIMITED	2/22/2008	7/27/2009	215	259	(44)
30	AXA ADS	5/25/2006	7/31/2009	633	1,019	(386)
5	AXA ADS	8/15/2006	7/31/2009	106	186	(81)
1	BARCLAYS PLC ADR	2/2/2007	7/31/2009	20	60	(40)
25	BARCLAYS PLC ADR	4/2/2008	7/31/2009	504	997	(493)
1	BARCLAYS PLC ADR	4/3/2008	7/31/2009	20	39	(19)
16	BNP PARIBAS SP ADR REPSTG	4/29/2008	7/31/2009	585	868	(283)
11	BNP PARIBAS SP ADR REPSTG	7/17/2008	7/31/2009	402	516	(114)
21	CHEUNG KONG HOLDINGS ADR	2/2/2007	7/31/2009	268	290	(22)

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No. Shares	Security Description	Date Acquired	Date Sold	Proceeds	Cost Basis	Gain(Loss)
49	CHEUNG KONG HOLDINGS ADR	5/3/2007	7/31/2009	625	674	(49)
13	FRANCE TELECOM	8/16/2006	7/31/2009	328	286	42
7	FRANCE TELECOM	9/14/2006	7/31/2009	176	156	20
7	GRUPO TELEVISA S A GLOBAL DEP	4/1/2008	7/31/2009	125	176	(51)
10	GRUPO TELEVISA S A GLOBAL DEP	8/4/2008	7/31/2009	179	222	(43)
16	JARDINE MATHESON HOLDGS LTD ADR	3/31/2008	7/31/2009	456	507	(51)
24	NIDEC CORP	1/4/2008	7/31/2009	432	455	(23)
24	NIDEC CORP	3/24/2008	7/31/2009	432	383	49
14	NOVARTIS AG ADR	7/18/2008	7/31/2009	638	800	(162)
12	PUBLICIS GROUPE SA ADS	4/2/2008	7/31/2009	425	472	(47)
14	ROYAL DUTCH SHELL PLC	5/25/2006	7/31/2009	733	924	(191)
13	RYANAIR HLDGS PLC ADR	7/24/2008	7/31/2009	365	438	(73)
51	SABMILLER PLC SPONS ADR	3/31/2008	7/31/2009	1,173	1,127	46
5	SIEMENS AKTIENGESELLSCHAFT	8/16/2006	7/31/2009	397	422	(26)
26	SILICON PREC IND LTD SP ADR	5/25/2006	7/31/2009	178	156	22
232	SUMITOMO MITSUI FINL GRP ADR	4/24/2008	7/31/2009	974	1,743	(769)
14	TEVA PHARMACEUTICLAS ADR	9/28/2007	7/31/2009	744	621	123
35	TOKI MARINE HOLDING INS ADR	5/25/2006	7/31/2009	1,004	1,271	(267)
37	TOMRA SYS A/S ADR NEW	3/31/2008	7/31/2009	139	283	(143)
35	UBS AG NEW	3/12/2008	7/31/2009	511	1,062	(551)
44	VODAFONE GP PLC ADS NEW	5/25/2006	7/31/2009	901	1,111	(210)
43	UNILEVER NV NY SH NEW	2/7/2008	7/31/2009	1,171	1,313	(142)
41	RYANAIR HLDGS PLC ADR	7/24/2008	9/4/2009	1,126	1,382	(256)
72	SILICON PREC IND LTD SP ADR	5/25/2006	8/28/2009	454	431	23
47	SILICON PREC IND LTD SP ADR	8/16/2006	8/28/2009	296	270	27
98	SILICON PREC IND LTD SP ADR	11/8/2006	8/28/2009	618	642	(24)
10	SILICON PREC IND LTD SP ADR	5/3/2007	8/28/2009	63	102	(39)
	HSBC HOLDINGS ADR RTS - CASH IN LIEU	VAR	VAR	6		6
	HSBC HOLDINGS PLC SPON ADR - CASH IN LIEU	VAR	VAR	6		6
	Total Long-Term: ACC # 100385-090			**38,723**	**58,546**	**(19,823)**
16	PATRIOT COAL CORP	2/15/2007	3/11/2009	49	211	(162)
7	PATRIOT COAL CORP	7/19/2007	3/11/2009	21	93	(72)
1	PATRIOT COAL CORP	8/17/2007	3/11/2009	3	15	(12)
192	WEATHERFORD INTERNATIONAL LTD	7/12/2007	3/11/2009	2,082	5,320	(3,239)
111	EMERSON ELECTRIC CO	12/30/2002	3/31/2009	3,211	2,774	437
69	EMERSON ELECTRIC CO	12/30/2002	6/25/2009	2,260	1,724	536
40	EMERSON ELECTRIC CO	3/31/2005	6/25/2009	1,310	1,301	9
	HSBC HLDGS ADR RTS - CASH IN LIEU	VAR	VAR	4		4
	Total Long-Term: ACC # 100386-090			**8,940**	**11,439**	**(2,499)**
	Total Long-Term			**294,610**	**220,632**	**73,979**
60	FREEPRT-MCMRAN CPR & GLD	5/7/2008	12/9/2008	1,248	7,047	(5,799)
66	MCDERMOTT INTL INC	1/16/2008	12/9/2008	581	3,153	(2,573)
47	MCDERMOTT INTL INC	2/7/2008	12/9/2008	414	2,036	(1,622)
5	MCDERMOTT INTL INC	5/30/2008	12/9/2008	44	306	(262)
55	NATIONAL-OILWELL VARCO	2/7/2008	1/16/2009	1,317	3,237	(1,920)
31	NATIONAL-OILWELL VARCO	5/30/2008	1/16/2009	742	2,558	(1,815)
	Total Short-Term: ACC # 39B-07022			**4,346**	**18,337**	**(13,991)**
	Total Short-Term ACC # 39B-07023			**0**	**0**	**0**
5	AKTIESELSKABET DAMPS ADR	6/18/2008	10/7/2008	93	177	(84)
5	AKTIESELSKABET DAMPS ADR	6/19/2008	10/7/2008	93	178	(85)
10	AKTIESELSKABET DAMPS ADR	6/19/2008	10/9/2008	155	357	(202)
12	AKTIESELSKABET DAMPS ADR	6/20/2008	10/9/2008	186	426	(240)
30	FORTIS (NL)-SPONS ADR	5/6/2008	10/15/2008	72	800	(728)
11	FORTIS (NL)-SPONS ADR	5/7/2008	10/15/2008	26	294	(268)
30	FORTIS (NL)-SPONS ADR	8/4/2008	10/15/2008	72	423	(351)
66	FORTIS (NL)-SPONS ADR	8/12/2008	10/15/2008	159	991	(832)
29	MITSUBISHI CP SPNDSRD ADR	3/27/2008	10/6/2008	1,023	1,694	(671)
40	SAP ADKSLTT SPONSORD ADR	2/7/2008	10/1/2008	2,097	1,870	227
285	SUMITOMO CORP SP ADR	6/18/2008	10/6/2008	2,248	3,913	(1,665)
21	SUMITOMO CORP SP ADR	6/18/2008	10/8/2008	157	288	(131)
22	TEEKAY CORP	6/18/2008	10/9/2008	448	1,067	(619)
24	TELEFONICA SA SPAIN ADR	7/18/2008	10/7/2008	1,634	1,984	(350)
15	TELEFONICA SA SPAIN ADR	8/4/2008	10/7/2008	1,021	1,157	(136)
25	ACERGY S A SPON ADR	6/18/2008	11/10/2008	162	595	(433)
19	ACERGY S A SPON ADR	6/19/2008	11/10/2008	123	461	(338)

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No. Shares	Security Description	Date Acquired	Date Sold	Proceeds	Cost Basis	Gain(Loss)
66	ACERGY S A SPON ADR	8/22/2008	11/10/2008	429	1,127	(698)
7	ACERGY S A SPON ADR	8/22/2008	11/19/2008	35	120	(85)
113	BAYERISCHE MOTORENWERKE	10/30/2008	11/20/2008	866	966	(100)
30	ENTERPRISE INNS PLC SHS	11/4/2008	12/8/2008	55	110	(55)
25	ENTERPRISE INNS PLC SHS	11/4/2008	12/10/2008	49	92	(43)
26	LDK SOLAR CO LTD ADR	6/18/2008	12/8/2008	359	1,013	(655)
90	NIDEC CORPORATION ADR	12/21/2007	12/8/2008	910	1,618	(707)
5	NIDEC CORPORATION ADR	12/26/2007	12/8/2008	51	91	(41)
20	NIDEC CORPORATION ADR	12/26/2007	12/9/2008	208	365	(157)
35	NIDEC CORPORATION ADR	12/27/2007	12/9/2008	364	643	(280)
10	NIDEC CORPORATION ADR	12/27/2007	12/10/2008	104	184	(80)
5	NIDEC CORPORATION ADR	12/28/2007	12/10/2008	52	91	(39)
13	NIDEC CORPORATION ADR	1/4/2008	12/10/2008	135	246	(111)
40	PUNCH TAVERNS PLC SHS	10/30/2008	12/8/2008	88	198	(110)
25	PUNCH TAVERNS PLC SHS	10/30/2008	12/9/2008	53	124	(71)
70	SMITH-NPHW PLC SPADR NEW	7/22/2008	12/10/2008	2,433	3,976	(1,544)
18	SMITH-NPHW PLC SPADR NEW	8/12/2008	12/10/2008	626	1,068	(443)
26	TRINA SOLAR LTD ADR	6/18/2008	12/9/2008	205	1,011	(806)
80	ALLIANZ SE SPD ADR	10/6/2008	1/8/2009	725	970	(245)
52	ALLIANZ SE SPD ADR	10/8/2008	1/8/2009	471	586	(115)
165	ALLIANZ SE SPD ADR	10/29/2008	1/8/2009	1,495	1,208	287
95	INFINEON TECHS AG SPDADR	3/26/2008	1/20/2009	87	661	(574)
54	INFINEON TECHS AG SPDADR	3/27/2008	1/20/2009	49	378	(328)
5	SECOM CO LTD ADR	8/4/2008	1/22/2009	401	459	(58)
	Total Short-Term· ACC # 39B-07018			**20,019**	**33,983**	**(13,964)**
20	ACERINOX SA UNSPON ADR	10/29/2008	3/25/2009	122	120	2
27	ACERINOX SA UNSPON ADR	10/29/2008	3/26/2009	161	162	(1)
4	BNP PARIBAS SP ADR REPSTG	4/29/2008	3/11/2009	70	217	(147)
15	DENWAY MTRS LTD UNSPON ADR	12/9/2008	3/11/2009	255	218	37
10	FRESENIUS MEDICAL CARE AG&CO	8/4/2008	3/11/2009	370	566	(196)
11	GIVAUDAN SA ADR	12/9/2008	3/11/2009	121	150	(29)
32	GOLD FIELDS LTD SP ADR	5/21/2008	3/11/2009	369	451	(82)
5	HENKEL AG & CO KGAA	7/17/2008	3/11/2009	112	179	(67)
5	HENKEL AG & CO KGAA	7/18/2008	3/11/2009	112	183	(71)
5	HENKEL AG & CO KGAA	7/21/2008	3/11/2009	112	189	(77)
10	HENKEL AG & CO KGAA	7/22/2008	3/11/2009	224	373	(149)
4	HENKEL AG & CO KGAA	7/23/2008	3/11/2009	90	153	(64)
13	NOBEL BIOCARE HOLDINGS AG ADR	10/29/2008	3/11/2009	106	109	(3)
5	PUBLICIS GROUPE SA ADS	3/31/2008	3/11/2009	125	190	(66)
10	PUBLICIS GROUPE SA ADS	4/1/2008	3/11/2009	249	389	(139)
8	ROCHE HOLDINGS ADR	8/8/2008	3/11/2009	244	351	(107)
5	RYANAIR HLDGS PLC ADR	7/24/2008	3/11/2009	115	169	(54)
38	SOCIETE GENERALE SP ADR	4/28/2008	3/11/2009	208	913	(705)
28	UTD OVERSEAS BK LTD SPON ADR	3/25/2008	3/11/2009	307	785	(478)
3	ACERINOX SA UNSPON ADR	10/29/2008	4/1/2009	17	18	(1)
46	ACERINOX SA UNSPON ADR	3/11/2009	4/1/2009	267	267	0
50	AMDOCS LIMITED ORD	10/9/2008	3/27/2009	904	1,277	(373)
55	COSAN LTD CLASS A SHARES	6/19/2008	4/6/2009	214	688	(474)
30	EXPERIAN GP LTD ADR	10/6/2008	4/15/2009	210	172	38
6	HENKEL AG & CO KGAA	7/23/2008	4/21/2009	139	230	(91)
10	HENKEL AG & CO KGAA	7/24/2008	4/21/2009	231	384	(152)
10	HENKEL AG & CO KGAA	7/25/2008	4/21/2009	231	382	(150)
15	HENKEL AG & CO KGAA	7/28/2008	4/21/2009	347	591	(244)
10	HENKEL AG & CO KGAA	7/29/2008	4/21/2009	231	383	(152)
5	HENKEL AG & CO KGAA	7/30/2008	4/21/2009	116	194	(78)
2	HENKEL AG & CO KGAA	8/1/2008	4/21/2009	46	75	(29)
14	HENKEL AG & CO KGAA	8/1/2008	4/23/2009	325	525	(200)
25	HENKEL AG & CO KGAA	6/17/2008	4/23/2009	581	869	(288)
105	MIZUHO FNCL INC SPONS ADR	5/7/2008	4/7/2009	406	1,119	(713)
35	MIZUHO FNCL INC SPONS ADR	5/15/2008	4/7/2009	135	361	(226)
9	MIZUHO FNCL INC SPONS ADR	5/16/2008	4/7/2009	35	95	(60)
26	MIZUHO FNCL INC SPONS ADR	5/16/2008	4/15/2009	101	273	(172)
38	MIZUHO FNCL INC SPONS ADR	5/30/2008	4/15/2009	148	397	(250)
70	MIZUHO FNCL INC SPONS ADR	7/23/2008	4/15/2009	272	755	(483)
24	MIZUHO FNCL INC SPONS ADR	3/11/2009	4/15/2009	93	88	6
91	DEUTSCHE TELEKOM AG 1 ORD 1ADS	10/29/2008	5/22/2009	1,036	1,307	(271)
70	DEUTSCHE TELEKOM AG 1 ORD 1ADS	3/11/2009	5/22/2009	797	829	(32)
18	FANUC LTD JAPAN UNSP ADR	11/11/2008	5/18/2009	707	567	139
79	GIVAUDAN SA ADR	12/9/2008	5/26/2009	998	1,080	(82)
25	HSBC HOLDINGS PLC SPON ADR NEW	7/18/2008	5/22/2009	1,065	1,955	(891)

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No Shares	Security Description	Date Acquired	Date Sold	Proceeds	Cost Basis	Gain(Loss)
17	HSBC HOLDINGS PLC SPON ADR NEW	9/17/2008	5/22/2009	724	1,231	(507)
20	NOVARTIS AG ADR	7/18/2008	5/5/2009	753	1,142	(389)
19	SEVEN & I HLDGS CO LTD ADR	12/9/2008	5/7/2009	855	1,209	(354)
30	SOCIETE GENERALE SP ADR	8/4/2008	5/18/2009	298	556	(258)
45	SOCIETE GENERALE SP ADR	9/17/2008	5/18/2009	447	735	(288)
6	SOCIETE GENERALE SP ADR	9/17/2008	5/22/2009	65	98	(33)
50	SOCIETE GENERALE SP ADR	10/6/2008	5/22/2009	544	842	(298)
65	TAIWAN SMCNDCTR MFG CO LTD ADR	8/4/2008	5/18/2009	686	610	75
35	ZHEJIANG	12/8/2008	5/5/2009	853	607	246
20	ZHEJIANG	12/15/2008	5/7/2009	476	347	128
5	ZHEJIANG	12/16/2008	5/7/2009	119	92	27
24	ZHEJIANG	12/18/2008	5/7/2009	571	441	130
2	ZHEJIANG	1/6/2009	5/7/2009	48	40	7
25	DENWAY MTRS LTD UNSPON ADR	12/10/2008	6/22/2009	515	377	138
10	DENWAY MTRS LTD UNSPON ADR	12/11/2008	6/22/2009	206	161	44
30	DENWAY MTRS LTD UNSPON ADR	12/11/2008	6/23/2009	585	484	101
19	DENWAY MTRS LTD UNSPON ADR	12/15/2008	6/24/2009	376	293	84
6	DENWAY MTRS LTD UNSPON ADR	12/15/2008	6/25/2009	119	92	27
8	DENWAY MTRS LTD UNSPON ADR	12/18/2008	6/25/2009	159	136	23
93	EXPERIAN GP LTD ADR	10/6/2008	6/11/2009	726	533	193
25	FANUC LTD JAPAN UNSP ADR	11/11/2008	6/22/2009	969	788	181
20	MAGNA INTL A COM	10/6/2008	6/19/2009	799	804	(5)
19	MAGNA INTL A COM	10/29/2008	6/19/2009	759	612	147
10	MAGNA INTL A COM	12/10/2008	6/19/2009	400	317	82
13	MAGNA INTL A COM	3/11/2009	6/19/2009	520	274	246
5	SECHE ENVIRONMENT SA ADR	12/12/2008	6/9/2009	68	55	13
5	SECHE ENVIRONMENT SA ADR	12/19/2008	6/9/2009	68	60	8
15	SYMRISE AG UNSPONS ADR	11/11/2008	6/9/2009	220	190	30
1	SYMRISE AG UNSPONS ADR	11/17/2008	6/9/2009	15	13	2
6	CADBURY PLC SPONSORED ADR	3/11/2009	7/17/2009	215	179	36
14	AGRIUM INC	5/15/2009	7/31/2009	645	670	(25)
11	AKZO NOBEL NV ADR	5/5/2009	7/31/2009	603	492	111
7	AMDOCS LIMITED ORD	10/9/2008	7/31/2009	166	179	(13)
8	AMDOCS LIMITED ORD	10/29/2008	7/31/2009	190	168	21
34	ANGLO AMERICAN PLC ADR NEW	3/17/2009	7/31/2009	546	270	275
71	BANCO SANTANDER S A	5/19/2009	7/31/2009	1,014	715	299
9	BANCO SANTANDER S A	5/22/2009	7/31/2009	129	92	37
8	BARRICK GOLD CORP	3/11/2009	7/31/2009	273	220	53
19	BASF SE SP ADR	5/18/2009	7/31/2009	952	730	222
4	BG GROUP PLC	3/11/2009	7/31/2009	333	276	57
3	CANADIAN NATURAL RESOURCES LTD	5/8/2009	7/31/2009	180	164	16
16	CARNIVAL CP NEW PAIRED COM	6/22/2009	7/31/2009	455	406	49
8	CREDIT SUISSE GROUP	10/6/2008	7/31/2009	375	369	6
15	DAIMLER AG	6/11/2009	7/31/2009	692	590	102
19	DBS GROUP HOLDINGS LTD SP	5/5/2009	7/31/2009	728	565	162
9	DENSO CORP LTD ADR	10/30/2008	7/31/2009	1,057	680	377
26	DEUTSCHE BOERSE AG UNSPON ADR	11/11/2008	7/31/2009	205	203	2
24	DEUTSCHE BOERSE AG UNSPON ADR	11/18/2008	7/31/2009	189	158	31
80	EXPERIAN GP LTD ADR	10/6/2008	7/31/2009	656	459	197
120	FOSTERS BREWING GRP SP ADR NEW	10/7/2008	7/31/2009	528	513	15
40	FOSTERS BREWING GRP SP ADR NEW	10/8/2008	7/31/2009	176	160	16
15	GUOCO GROUP LTD UNSPON ADR	12/10/2008	7/31/2009	282	179	103
5	GUOCO GROUP LTD UNSPON ADR	12/11/2008	7/31/2009	94	62	32
1	GUOCO GROUP LTD UNSPON ADR	12/16/2008	7/31/2009	19	12	7
25	HOME RETAIL GROUP PLC ADR	6/22/2009	7/31/2009	528	418	110
10	HSBC HOLDINGS PLC SPON ADR NEW	9/17/2008	7/31/2009	507	724	(218)
14	HSBC HOLDINGS PLC SPON ADR NEW	3/11/2009	7/31/2009	709	334	375
1	HSBC HOLDINGS PLC SPON ADR NEW	4/2/2009	7/31/2009	51	33	17
14	HUANENG PWR INTL SPN ADR N SHS	12/9/2008	7/31/2009	442	381	61
55	LG DISPLAY CO LTD ADR	4/22/2009	7/31/2009	792	705	87
12	LONMIN PLC SPONS ADR NEW	3/13/2009	7/31/2009	275	222	53
20	LONZA GROUP AG ZUERICH ADR	3/11/2009	7/31/2009	196	193	3
21	LUXOTTICA GROUP SPA SPON ADR	5/5/2009	7/31/2009	524	423	101
16	MAKITA CORPORATION LTD ADR NEW	12/8/2008	7/31/2009	395	281	114
9	MAKITA CORPORATION LTD ADR NEW	12/8/2008	8/3/2009	232	158	74
15	MAKITA CORPORATION LTD ADR NEW	12/9/2008	8/3/2009	387	281	106
5	MAKITA CORPORATION LTD ADR NEW	12/10/2008	8/3/2009	129	94	35
12	MAKITA CORPORATION LTD ADR NEW	12/12/2008	8/3/2009	310	261	49
16	MTU AERO ENGINES HLDGS AG	11/11/2008	7/31/2009	289	171	118
22	NESTLE SPON ADR REP REG SHR	3/11/2009	7/31/2009	898	697	201
11	NETEASE COM INC ADS	4/2/2009	7/31/2009	486	296	189

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No Shares	Security Description	Date Acquired	Date Sold	Proceeds	Cost Basis	Gain(Loss)
11	NETEASE COM INC ADS	4/2/2009	8/26/2009	471	296	174
9	NETEASE COM INC ADS	5/22/2009	8/26/2009	385	296	89
22	NOBEL BIOCARE HOLDINGS AG ADR	10/29/2008	7/31/2009	259	184	75
80	NORSK HYDRO AS ADR SPONSORED	6/11/2009	7/31/2009	462	498	(36)
5	PUBLICIS GROUPE SA ADS	8/4/2008	7/31/2009	177	163	14
9	RICOH LTD ADR	10/30/2008	7/31/2009	558	471	87
9	ROCHE HOLDINGS ADR	8/8/2008	7/31/2009	351	395	(43)
10	SECHE ENVIRONMENT SA ADR	1/8/2009	7/31/2009	132	122	10
23	SECHE ENVIRONMENT SA ADR	1/15/2009	7/31/2009	304	280	24
21	SKF AB ADR NEW	5/5/2009	7/31/2009	312	248	64
4	SYMRISE AG UNSPONS ADR	11/17/2008	7/31/2009	64	51	13
16	SYMRISE AG UNSPONS ADR	11/18/2008	7/31/2009	256	197	58
14	SYMRISE AG UNSPONS ADR	11/18/2008	8/4/2009	230	172	57
4	SYMRISE AG UNSPONS ADR	11/20/2008	8/4/2009	66	45	21
6	SYMRISE AG UNSPONS ADR	11/20/2008	8/10/2009	96	68	28
10	SYMRISE AG UNSPONS ADR	11/25/2008	8/10/2009	159	123	36
2	SYMRISE AG UNSPONS ADR	12/2/2008	8/10/2009	32	23	9
18	SYMRISE AG UNSPONS ADR	12/2/2008	8/11/2009	281	204	77
89	TELSTRA CP LTD GDR	10/7/2008	7/31/2009	1,299	1,406	(106)
25	THK CO LTD UNSPONSORED ADR	10/30/2008	7/31/2009	202	180	23
22	THK CO LTD UNSPONSORED ADR	11/11/2008	7/31/2009	178	156	22
10	TOTAL FINA ELF SA	10/29/2008	7/31/2009	552	555	(3)
15	TOTAL FINA ELF SA	10/29/2008	8/7/2009	816	833	(17)
28	TOTAL FINA ELF SA	3/11/2009	8/7/2009	1,523	1,343	180
6	UBS AG NEW	10/15/2008	7/31/2009	88	103	(16)
5	WHEELOCK & CO LTD UNSPON ADR	12/9/2008	7/31/2009	140	97	43
15	WHEELOCK & CO LTD UNSPON ADR	12/17/2008	7/31/2009	420	306	114
5	WHEELOCK & CO LTD UNSPON ADR	12/19/2008	7/31/2009	140	107	33
7	WOODSIDE PETE LTD SPON ADR	3/26/2009	7/31/2009	264	204	60
17	YUE YUEN HLDGS LTD	4/17/2009	7/31/2009	231	212	19
7	YUE YUEN HLDGS LTD	4/20/2009	7/31/2009	95	80	15
6	DEUTSCHE BOERSE AG UNSPON ADR	11/18/2008	8/27/2009	46	39	6
26	DEUTSCHE BOERSE AG UNSPON ADR	11/20/2008	8/27/2009	199	165	34
87	DEUTSCHE BOERSE AG UNSPON ADR	3/17/2009	8/27/2009	664	442	222
73	DEUTSCHE BOERSE AG UNSPON ADR	5/5/2009	8/27/2009	557	540	18
65	FOSTERS BREWING GRP SP ADR NEW	10/8/2008	8/27/2009	292	261	32
74	FOSTERS BREWING GRP SP ADR NEW	10/9/2008	8/27/2009	333	302	30
11	NESTLE SPON ADR REP REG SHR	3/11/2009	8/27/2009	440	349	91
14	NESTLE SPON ADR REP REG SHR	3/17/2009	8/27/2009	560	439	121
23	NESTLE SPON ADR REP REG SHR	3/17/2009	9/18/2009	986	721	265
13	NESTLE SPON ADR REP REG SHR	4/15/2009	9/18/2009	557	444	114
9	NESTLE SPON ADR REP REG SHR	5/5/2009	9/18/2009	386	310	76
15	NOBEL BIOCARE HOLDINGS AG ADR	11/3/2008	9/2/2009	211	124	87
28	NOBEL BIOCARE HOLDINGS AG ADR	11/4/2008	9/2/2009	394	253	141
33	NOBEL BIOCARE HOLDINGS AG ADR	11/4/2008	9/3/2009	470	298	172
35	NOBEL BIOCARE HOLDINGS AG ADR	12/9/2008	9/3/2009	499	267	231
32	RYANAIR HLDGS PLC ADR	10/7/2008	9/4/2009	879	545	333
14	SILICON PREC IND LTD SP ADR	3/11/2009	8/28/2009	88	73	15
48	SKF AB ADR NEW	5/5/2009	9/2/2009	695	566	129
24	WOODSIDE PETE LTD SPON ADR	3/26/2009	9/22/2009	1,054	698	356
	Total Short-Term ACC # 100385-090			**63,764**	**64,321**	**(557)**
191	CORNING INC	5/30/2008	3/11/2009	2,164	5,248	(3,084)
	Total Short-Term ACC # 100386-090			**2,164**	**5,248**	**(3,084)**
	Total Short-Term			**90,293**	**121,888**	**(31,595)**