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

2009

For calendar year 2009, or tax year beginning 10/01 **, 2009, and ending** 09/30, 2010

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] 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) | Room/suite: P.O. BOX 42 - 80 WEARIMUS ROAD

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) ▶ $ 1,392,591.

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)	110,500.			
	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	39,244.	39,244.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	91,188.			
	b Gross sales price for all assets on line 6a 315,628.				
	7 Capital gain net income (from Part IV, line 2)		91,188.		
	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)	5,170.			ATCH 2
	12 Total. Add lines 1 through 11	246,102.	130,432.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	500.	0.	0.	500.
	b Accounting fees (attach schedule) ATCH 4	10,500.	5,250.	0.	5,250.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	6,094.	924.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	12,102.	12,052.		50.
	24 Total operating and administrative expenses. Add lines 13 through 23	29,196.	18,226.	0.	5,800.
	25 Contributions, gifts, grants paid	314,000.			314,000.
	26 Total expenses and disbursements Add lines 24 and 25	343,196.	18,226.	0.	319,800.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-97,094.			
	b Net investment income (if negative, enter -0-)		112,206.		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	39,131.	60,344.	60,344.
	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 16 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) ATCH 7	705,637.	688,954.	1,234,058.
	c Investments - corporate bonds (attach schedule) ATCH 8	203,024.	101,425.	98,189.
	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)	947,792.	850,723.	1,392,591.
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	947,792.	850,723.	
	30 Total net assets or fund balances (see page 17 of the instructions)	947,792.	850,723.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	947,792.	850,723.	

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	947,792.
2	Enter amount from Part I, line 27a	2	-97,094.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9	3	25.
4	Add lines 1, 2, and 3	4	850,723.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	850,723.

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	91,188.
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))
2008	275,938.	1,528,713.	0.180503
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

2 **Total** of line 1, column (d)	2	0.607282
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	0.121456
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,643,316.
5 Multiply line 4 by line 3	5	199,591.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,122.
7 Add lines 5 and 6	7	200,713.
8 Enter qualifying distributions from Part XII, line 4	8	319,800.

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 or determination 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	1,122.
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	1,122.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,122.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 5,170.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,170.
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	4,048.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 4,048. **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 2009 or the taxable year beginning in 2009 (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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 2009? **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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? [ ] 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 2009 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 2009.)* **3b** No: X

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4a** No: 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 2009? **4b** No: 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		
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 "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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
ATTACHMENT 10		0.	0.	0.

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

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	1,524,780.
b	Average of monthly cash balances	1b	143,561.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	1,668,341.
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	0.
3	Subtract line 2 from line 1d	3	1,668,341.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	25,025.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,643,316.
6	**Minimum investment return.** Enter 5% of line 5	6	82,166.

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	82,166.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,122.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,122.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	81,044.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	81,044.
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	81,044.

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	319,800.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	319,800.
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	1,122.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	318,678.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				81,044.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004 ... 128,085.				
b From 2005 ... 105,327.				
c From 2006 ... 119,657.				
d From 2007 ... 191,056.				
e From 2008 ... 201,126.				
f Total of lines 3a through e	745,251.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 319,800.				
a Applied to 2008, 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 2009 distributable amount				81,044.
e Remaining amount distributed out of corpus	238,756.			
5 Excess distributions carryover applied to 2009 (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	984,007.			
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 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
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 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	128,085.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	855,922.			
10 Analysis of line 9				
a Excess from 2005 ... 105,327.				
b Excess from 2006 ... 119,657.				
c Excess from 2007 ... 191,056.				
d Excess from 2008 ... 201,126.				
e Excess from 2009 ... 238,756.				

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 2009, 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 28 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*				
ATTACHMENT 11				
Total . . . . ▶ **3a**				314,000.
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	39,244.	
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	91,188.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 12				5,170.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				135,602.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 135,602.

(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 29 of the instructions)
	NOT APPLICABLE

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

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?

		Yes	No
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

Signature of officer or trustee: [signature] Date: 12/10/11 Title: Trustee

Paid Preparer's Use Only

Preparer's signature	[signature] Date 2/8/11	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P01269552
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

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047 **2009**

Name of the organization	Employer identification number
THE ROBERT G. & JANE V. ENGEL FOUNDATION INC.	22-2764445

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Employer identification number 22-2764445

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JANE V. ENGEL 80 WEARIMUS ROAD, PO BOX 42 HO-HO-KUS, NJ 07423-0042	$ 110,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY SB#100383-090- DIV	7,982.	7,982.
MORGAN STANLEY SB#100383-090- INT	13,541.	13,541.
MORGAN STANLEY SB#100385-090- DIV	2,948.	2,948.
MORGAN STANLEY SB#100385-090- INT	4.	4.
MORGAN STANLEY SB#100386-090- DIV	14,749.	14,749.
MORGAN STANLEY SB#100386-090- INT	20.	20.
TOTAL	39,244.	39,244.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
2008 EXCISE TAX O/P APPLIED		5,170.
	TOTALS	5,170.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
HARWOOD LLOYD LLC	500.			500.
TOTALS	500.	0.	0.	500.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG TAX PREPARATION	10,500.	5,250.		5,250.
TOTALS	10,500.	5,250.	0.	5,250.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	924.	924.
2008 EXCISE TAX O/P APPLIED	5,170.	
TOTALS	6,094.	924.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
AAA ANNUAL SERVICE FEE	54.	54.	
BANK FEES	11,998.	11,998.	
NJ FILING FEES	50.		50.
TOTALS	12,102.	12,052.	50.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MSSB #100383-090 SEE STATEMENT	134,992.	544,621.
MSSB #100385-090 SEE STATEMENT	111,378.	124,177.
MSSB #100386-090 SEE STATEMENT	442,584.	565,260.
TOTALS	688,954.	1,234,058.

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						
288,431.		199,687.					88,744.	
		SEE STATEMENT ATTACEHD						
27,197.		24,753.					2,444.	
TOTAL GAIN(LOSS)							91,188.	

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

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MSSB #100383-090 SEE STATEMENT	101,425.	98,189.
TOTALS	101,425.	98,189.

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

DESCRIPTION		AMOUNT
ADJUSTMENT TO COST BASIS		25.
	TOTAL	25.

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

ATTACHMENT 10

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 1.00	0.	0.	0.
JANE V. ENGEL 80 WEARIMUS ROAD HO-HO-KUS, NJ 07423-0042	PRESIDENT 1.00	0.	0.	0.
JENNIFER E. YOUNG 927 TAUGANNOCK BLVD. ITHACA, NY 14850	TRUSTEE 1.00	0.	0.	0.
ELIZABETH HUNTER ENGEL 22 BELLEVUE AVENUE SOUTH PORTLAND, ME 04106	TRUSTEE 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

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

ATTACHMENT 11

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	500
AKC MUSEUM OF THE DOG 1721 SOUTH MASON ROAD 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 THE FINGER LAKES 612 WEST STATE STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	500

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CATHEDRAL CHURCH OF ST JOHN THE DIVINE 1047 AMSTERDAM AVENUE NEW YORK, NY 10025	NONE EXEMPT	GENERAL	15,750
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	500
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	5,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLET FOUNDATION C/O ROBERT A ENGELST 1601 QUEENS ROAD WE CHARLOTTE, NC 28207-2433	NONE EXEMPT	GENERAL	500
CORNELL PLANTATIONS ONE PLANTATION ROAD ITHACA, NY 14850	NONE EXEMPT	GENERAL	25,000
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	500
DEERFIELD ACADEMY MAIN STREET DEERFIELD, CT 01342	NONE EXEMPT	GENERAL	3,500

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EVER AFTER MUSTANG RESCUE 463 WEST STREET BIDDEFORD, ME 04005	NONE EXEMPT	GENERAL	1,500
FAMILY & CHILDREN'S SERVICES OF ITHACA 127 W STATE STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	1,300
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	250
HANGAR THEATRE, DEVELOPMENT OFFICE P O BOX 205 ITHACA, NY 14851	NONE EXEMPT	GENERAL	1,000
HISTORY CENTER 401 E STATE STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	500

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOSPICARE 127 E KIND ROAD ITHACA, NY 14850	NONE EXEMPT	GENERAL	700
HUTCHISON SCHOOL 1740 RIDGEWAY ROAD MEMPHIS, TN 38119	NONE EXEMPT	GENERAL	5,000.
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	9,000
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

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAINE STATE SOCIETY FOR PROTECTION OF ANIMALS P.O BOX 10 SOUTH WINDHAM, ME 04082	NONE EXEMPT	GENERAL	1,000
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	9,000
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	5,000
RUNNING TO PLACES PRODUCTIONS P O BOX 483 ITHACA, NY 14851	NONE EXEMPT	GENERAL	500

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SCIENCENTER, DEVELOPMENT OFFICE 601 FIRST STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	3,000
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
STATE THEATRE 107 W STATE STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	5,000
STONELEIGH-BURNHAM SCHOOL BERNARDSTON ROAD GREENFIELD, MA 01301	NONE EXEMPT	GENERAL	3,000

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
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	500
THE RAPTOR TRUST 1390 WHITE BRIDGE ROAD MILLINGTON, NJ 07946	NONE EXEMPT	GENERAL	16,000
THE RINK 1767 E SHORE DRIVE ITHACA, NY 14850	NONE EXEMPT	GENERAL	1,500
THE SEEING EYE P O BOX 375 MORRISTOWN, NJ 07963	NONE EXEMPT	GENERAL	50,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOMPKINS COUNTY PUBLIC LIBRARY 101 E GREEN STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	1,000
VALLEY HOSPITAL FOUNDATION 223 N. VAN DIEN STREET RIDGEWOOD, NJ 07450	NONE EXEMPT	GENERAL	42,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE EXEMPT	GENERAL	24,500
CINEMAPOLIS 120 E GREEN STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	250
HEALING HEARTS EQUINE RESCUE P O BOX 773 ITHACA, NY 14852	NONE EXEMPT	GENERAL	1,000
MAINE CANCER FOUNDATION P O BOX 553 970 BAXTER BOULEVARD - SUITE 204 DRYDEN, NY 13053	NONE EXEPMT	GENERAL	1,000

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RACKER CENTERS 3226 WILKINS ROAD SOUTH PORTLAND, ME 04106	NONE EXEMPT	GENERAL	250
SOUTH PORTLAND LAND TRUST P O BOX 2312 ITHACA, NY 14850	NONE EXEMPT	GENERAL	500
TC3 FOUNDATION P O BOX 520 170 NORTH STREET BRONX, NY 10460	NONE EXEMPT	GENERAL	250.
TEACH FOR AMERICA 5855 EXECUTIVE CENTER DRIVE - SUITE 200 NEW YORK, NY 10025	NONE EXEMPT	GENERAL	3,750
		TOTAL CONTRIBUTIONS PAID	314,000

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

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
2008 EXCISE TAX O/P APPLIED			18	5,170.	
TOTALS				5,170.	

ATTACHMENT 12

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 instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

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	2,444.
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 2008 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	2,444.

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	88,744.
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 2008 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	88,744.

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			2,444.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			88,744.
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			91,188.

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 $2,300 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 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 31
32 Add lines 30 and 31 32
33 Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 33
34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) 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

2009

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 ATTACEHD			27,197.	24,753.	2,444.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 2,444.

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

Schedule D-1 (Form 1041) 2009

JSA
9F1221 4 000

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			288,431.	199,687.	88,744.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 88,744.

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)
MorganStanley SmithBarney A/C 100383-090							
1050	ALTRIA GROUP INC	1/1/1990	8/31/2010	23,060	3,796		19,264
260	EXXON MOBIL CORP	4/8/1992	8/31/2010	15,078	3,063		12,015
25000	GECC 5 300 6-15-16	6/4/2007	8/31/2010	26,594	25,000		1,594
1325	HEWLETT PACKARD	4/8/1992	8/31/2010	50,100	5,299		44,800
175	JOHNSON & JOHNSON	8/17/1993	8/31/2010	9,771	1,698		8,074
1029	UBS CAP XII 6 30% 6 300 2-15-67	5/30/2007	8/31/2010	25,269	25,738		(469)
600	UBS CAP XII 6 30% 6 300 2-15-67	5/30/2007	8/31/2010	14,739	15,008		(268)
100	UBS CAP XII 6 30% 6 300 2-15-67	5/30/2007	8/31/2010	2,457	2,501		(45)
100	UBS CAP XII 6 30% 6 300 2-15-67	5/30/2007	8/31/2010	2,457	2,501		(45)
100	UBS CAP XII 6 30% 6 300 2-15-67	5/30/2007	8/31/2010	2,458	2,501		(44)
71	UBS CAP XII 6 30% 6 300 2-15-67	5/30/2007	8/31/2010	1,745	1,776		(31)
629	UBS CAP XII 6 30% 6 300 2-15-67	7/21/2008	8/31/2010	15,430	12,858		2,572
300	UBS CAP XII 6 30% 6 300 2-15-67	7/21/2008	8/31/2010	7,359	6,132		1,227
100	UBS CAP XII 6 30% 6 300 2-15-67	7/21/2008	8/31/2010	2,455	2,044		411
100	UBS CAP XII 6 30% 6 300 2-15-67	7/21/2008	8/31/2010	2,456	2,044		412
100	UBS CAP XII 6 30% 6 300 2-15-67	7/21/2008	8/31/2010	2,456	2,044		412
71	UBS CAP XII 6 30% 6 300 2-15-67	7/21/2008	8/31/2010	1,744	1,451		292
	Subtotal Long-Term			205,623	115,454		90,170
MorganStanley SmithBarney A/C 100385-090							
23	FRANCE TELECOM	9/14/2006	10/12/2009	611	512		99
3	FRANCE TELECOM	5/3/2007	10/12/2009	80	88		(8)
12	SABMILLER PLC SPONS ADR	3/31/2008	10/15/2009	319	265		54
1	TELSTRA CP LTC GDR	10/7/2008	10/13/2009	14	16		(1)
7	TELSTRA CP LTC GDR	10/8/2008	10/13/2009	101	100		1
24	TOKI MARINE HOLDING INS ADR	5/25/2006	10/20/2009	640	872		(232)
21	TOKI MARINE HOLDING INS ADR	8/16/2006	10/20/2009	560	825		(266)
21	VODAFONE GP PLC ADS NEW	5/25/2006	10/19/2009	465	530		(66)
9	VODAFONE GP PLC ADS NEW	6/9/2006	10/19/2009	199	222		(23)
9	VODAFONE GP PLC ADS NEW	7/12/2006	10/19/2009	199	213		(14)
17	VODAFONE GP PLC ADS NEW	8/16/2006	10/19/2009	376	355		21
14	NIDEC CORP	3/24/2008	11/13/2009	292	223		69
39	NIDEC CORP	8/4/2008	11/13/2009	813	689		124
6	NIDEC CORP	8/4/2008	11/13/2009	118	106		12
30	SABMILLER HOLDINGS ADR	3/31/2008	11/11/2009	829	663		166
44	UBS AG NEW	10/15/2008	12/1/2009	706	759		(53)
44	EXPERIAN GP LTD ADR	10/6/2008	1/14/2010	427	252		174
31	PUBLICIS GROUPE SA ADS	8/4/2008	1/25/2010	644	506		138
10	PUBLICIS GROUPE SA ADS	8/4/2008	1/26/2010	205	163		41
11	VODAFONE GP PLC ADS NEW	8/16/2006	1/5/2010	253	230		23
6	CHEUNG KONG HOLDINGS ADR	5/3/2007	1/28/2010	72	83		(11)
66	CHEUNG KONG HOLDINGS ADR	5/4/2007	1/28/2010	790	915		(125)
35	CHEUNG KONG HOLDINGS ADR	7/13/2007	1/28/2010	419	495		(76)
50	CHEUNG KONG HOLDINGS ADR	7/13/2007	2/19/2010	589	708		(118)
16	MTU AERO ENGINES HLDGS AG	11/11/2008	2/5/2010	386	171		215
3	MTU AERO ENGINES HLDGS AG	11/18/2008	2/5/2010	72	32		40
4	MTU AERO ENGINES HLDGS AG	11/18/2008	2/8/2010	96	43		53
55	THK CO LTD UNSPONSORED ADR	11/11/2008	2/8/2010	531	389		141
9	GUOCO GROUP LTD UNSPON ADR	12/16/2008	3/26/2010	184	108		76
10	GUOCO GROUP LTD UNSPON ADR	12/17/2008	3/26/2010	204	117		87
6	GUOCO GROUP LTD UNSPON ADR	1/6/2009	3/26/2010	122	71		51
40	HUANENG PWR INTL SPN ADR N SHS	12/9/2008	3/9/2010	966	1,088		(122)
12	VODAFONE GP PLC ADS NEW	8/16/2006	3/25/2010	264	251		13
35	VODAFONE GP PLC ADS NEW	11/8/2006	3/25/2010	770	883		(113)
30	VODAFONE GP PLC ADS NEW	5/3/2007	3/25/2010	660	859		(199)
5	WHEELOCK & CO LTD UNSPON ADR	12/19/2008	3/8/2010	144	107		38
5	WHEELOCK & CO LTD UNSPON ADR	12/22/2008	3/8/2010	144	111		33
15	WHEELOCK & CO LTD UNSPON ADR	12/23/2008	3/8/2010	433	332		101
5	WHEELOCK & CO LTD UNSPON ADR	12/30/2008	3/8/2010	144	111		33
10	WHEELOCK & CO LTD UNSPON ADR	1/16/2009	3/8/2010	289	197		91
10	WHEELOCK & CO LTD UNSPON ADR	1/21/2009	3/8/2010	289	181		108
9	WHEELOCK & CO LTD UNSPON ADR	1/21/2009	3/9/2010	259	163		96
65	FOSTERS BREWING GRP SP ADR NEW	10/9/2008	4/7/2010	321	265		55
268	FOSTERS BREWING GRP SP ADR NEW	3/11/2009	4/7/2010	1,322	911		411
4	GUOCO GROUP LTD UNSPON ADR	1/6/2009	3/31/2010	83	48		36
5	GUOCO GROUP LTD UNSPON ADR	1/9/2009	3/31/2010	104	59		45
20	GUOCO GROUP LTD UNSPON ADR	1/16/2009	3/31/2010	417	238		179
20	GUOCO GROUP LTD UNSPON ADR	3/11/2009	3/31/2010	417	230		187
32	FRANCE TELECOM	5/3/2007	4/22/2010	732	938		(206)
3	SIEMENS AKTIENGESELLSCHAFT	8/16/2006	5/20/2010	266	253		12
7	SIEMENS AKTIENGESELLSCHAFT	5/4/2007	5/20/2010	620	856		(236)
37	AMDOCS LIMITED ORD	10/29/2008	6/25/2010	1,002	778		225
13	AMDOCS LIMITED ORD	3/11/2009	6/25/2010	352	219		133
28	CREDIT SUISSE GROUP	10/6/2008	6/25/2010	1,078	1,292		(214)
3	LG DISPLAY CO LTD ADR	4/22/2009	5/27/2010	53	38		14
63	LG DISPLAY CO LTD ADR	5/22/2009	5/27/2010	1,110	728		382
3	MTU AERO ENGINES HLDGS AG	11/18/2008	6/16/2010	91	32		59
15	MTU AERO ENGINES HLDGS AG	11/20/2008	6/16/2010	454	140		313
2	MTU AERO ENGINES HLDGS AG	3/11/2009	6/16/2010	60	26		35
55	SUMITOMO MITSUI FINL GRP ADR	4/24/2008	6/25/2010	160	413		(254)
165	SUMITOMO MITSUI FINL GRP ADR	4/25/2008	6/25/2010	478	1,274		(796)
14	JARDINE MATHESON HLDGS LTD ADR	3/31/2008	7/12/2010	547	443		104
5	JARDINE MATHESON HLDGS LTD ADR	4/2/2008	7/12/2010	195	153		43
6	JARDINE MATHESON HLDGS LTD ADR	4/3/2008	7/12/2010	235	184		51
22	LONMIN PLC SPONS ADR NEW	3/13/2009	6/28/2010	511	407		104
15	MTU AERO ENGINES HLDGS AG	3/11/2009	6/28/2010	439	194		245

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)
5	SUMITOMO MITSUI FINL GRP ADR	4/25/2008	6/28/2010	14	39		(24)
8	BASF SE SP ADR	5/18/2009	8/11/2010	456	307		148
22	BASF SE SP ADR	5/26/2009	8/11/2010	1,253	911		341
4	POSCO ADS	8/7/2009	8/11/2010	416	412		4
4	HOME RETAIL GROUP ADR	6/22/2009	9/13/2010	53	67		(14)
30	HOME RETAIL GROUP ADR	6/23/2009	9/13/2010	394	506		(112)
11	HOME RETAIL GROUP ADR	7/20/2009	9/13/2010	144	213		(69)
10	MTU AERO ENGINES HLDGS AG	3/11/2009	9/13/2010	293	129		163
27	ROCHE HOLDINGS ADR	8/8/2008	9/27/2010	899	1,185		(285)
18	ROCHE HOLDINGS ADR	10/6/2008	9/27/2010	600	692		(93)
12	SABMILLER HOLDINGS ADR	3/11/2009	9/14/2010	365	158		206
34	SABMILLER HOLDINGS ADR	4/2/2009	9/14/2010	1,033	552		481
111	SUMITOMO MITSUI FINL GRP ADR	4/25/2008	9/15/2010	338	857		(519)
90	SUMITOMO MITSUI FINL GRP ADR	5/2/2008	9/15/2010	274	778		(504)
105	SUMITOMO MITSUI FINL GRP ADR	3/11/2009	9/15/2010	320	302		18
13	TOMRA SYS A/S ADR NEW	3/31/2008	9/3/2010	74	99		(26)
27	TOMRA SYS A/S ADR NEW	4/1/2008	9/3/2010	153	205		(52)
	Subtotal Long-Term			33,801	32,540		1,261
MorganStanley SmithBarney A/C 100386-090							
15	TRANSOCEAN LTD	7/11/2006	11/24/2009	1,271	1,197		73
276	ABB LTD	10/1/2007	11/25/2009	5,293	7,500		(2,207)
42	FOMENTO ECONOMICO MEXICANO	4/10/2008	12/8/2009	1,991	1,854		137
64	ESTEE LAUDER CO INC CL A	12/30/2002	1/21/2010	3,418	1,671		1,747
42	EXELON CORP	2/7/2008	1/15/2010	2,036	3,195		(1,158)
36	EXELON CORP	5/23/2008	1/15/2010	1,746	3,188		(1,443)
195	GENERAL ELECTRIC CO	4/8/1992	1/25/2010	3,196	6,671		(3,475)
11	TRANSOCEAN LTD	7/11/2006	1/15/2010	1,007	878		129
4	TRANSOCEAN LTD	9/20/2006	1/15/2010	366	249		117
16	TRANSOCEAN LTD	7/19/2007	1/15/2010	1,465	1,825		(360)
19	TRANSOCEAN LTD	2/7/2008	1/15/2010	1,739	2,327		(588)
30	ENTERGY CORP NEW	2/7/2008	2/3/2010	2,380	3,160		(781)
28	ENTERGY CORP NEW	5/23/2008	2/3/2010	2,221	3,380		(1,159)
82	INTEL CORP	12/30/2002	2/22/2010	1,703	1,310		394
38	MC GRAW HILL COS INC	12/30/2002	2/22/2010	1,323	1,158		165
55	PEPSICO INC NC	12/30/2002	2/22/2010	3,434	2,320		1,114
45	PROCTER & GAMBLE	12/30/2002	2/22/2010	2,859	1,958		902
78	TARGET CORPORATION	12/30/2002	2/22/2010	3,964	2,334		1,630
67	AMERICAN EXPRESS CO	12/30/2002	3/11/2010	2,669	2,090		580
14	APPLE INC	7/19/2007	3/11/2010	3,141	1,962		1,179
5	INTUITIVE SURGICAL INC	5/7/2008	3/11/2010	1,786	1,468		318
	Subtotal Long-Term			49,007	51,694		(2,687)
	Total Long-Term			**288,431**	**199,687**		**88,744**
	MorganStanley SmithBarney A/C 100385-090						
17	SECHE ENVIRONMENT SA ADR	1/15/2009	10/15/2009	335	207		128
7	SECHE ENVIRONMENT SA ADR	1/22/2009	10/15/2009	138	76		62
48	TELSTRA CP LTC GDR	10/30/2008	10/13/2009	693	676		17
	BNP PARIBAS SP ADR RESTG	SALE OF FORGEIN RIGHTS		87			87
40	NIDEC CORP	3/12/2009	11/19/2009	785	425		359
2	SABMILLER HOLDINGS ADR	3/11/2009	11/11/2009	55	26		29
40	ANGLO AMERICAN PLC ADR NEW	3/17/2009	12/10/2009	819	318		501
	AXA ADS	SALE OF FORGEIN RIGHTS		61			61
127	NOKIA CP ADR	4/20/2009	12/1/2009	1,703	1,839		(136)
58	STATOIL ASA ADR	8/10/2009	12/11/2009	1,403	1,231		172
10	UBS AG NEW	3/23/2009	12/1/2009	160	118		42
7	AGRIUM INC	5/15/2009	1/22/2010	423	335		88
3	AGRIUM INC	5/22/2009	1/22/2010	181	152		29
22	BARRICK GOLD CORP	3/11/2009	1/14/2010	886	605		282
3	SECHE ENVIRONMENT SA ADR	1/22/2009	1/19/2010	52	32		20
16	SECHE ENVIRONMENT SA ADR	3/11/2009	1/19/2010	278	165		113
27	UBS AG NEW	3/23/2009	1/5/2010	433	319		114
31	UBS AG NEW	4/15/2009	1/5/2010	498	340		158
24	UBS AG NEW	9/17/2009	1/5/2010	385	442		(57)
28	CHEUNG KONG HOLDINGS ADR	3/11/2009	2/19/2010	330	213		117
11	LONMIN PLC SPONS ADR NEW	3/13/2009	2/5/2010	298	204		94
4	POSCO ADS	8/7/2009	2/5/2010	440	412		28
36	SABMILLER PLC SPONS ADR	3/11/2009	2/12/2010	945	475		470
30	SECHE ENVIRONMENT SA ADR	3/11/2009	1/28/2010	481	309		172
12	AGRIUM INC	5/22/2009	3/19/2010	837	609		227
3	AGRIUM INC	6/8/2009	3/19/2010	209	136		73
107	NORSK HYDRO AS ADR SPONSORED	6/11/2009	3/8/2010	776	667		110
96	NORSK HYDRO AS ADR SPONSORED	7/27/2009	3/8/2010	696	550		146
52	STATOIL ASA ADR	8/10/2009	3/12/2010	1,219	1,104		115
9	DEUTSCHE BK AG REG SHS	12/2/2009	4/22/2010	647	663		(16)
36	FRANCE TELECOM	8/28/2009	4/22/2010	823	942		(119)
18	LG DISPLAY CO LTD ADR	4/22/2009	4/22/2010	369	231		139
9	TRANSOCEAN LTD	9/3/2009	4/22/2010	810	673		137
10	DAIMLER AG	6/11/2009	4/28/2010	499	393		106
4	DAIMLER AG	6/11/2009	5/20/2010	189	157		32
4	DAIMLER AG	6/22/2009	5/20/2010	189	136		53
17	DEUTSCHE BK AG REG SHS	12/2/2009	5/6/2010	1,024	1,252		(228)
11	TRANSOCEAN LTD	9/3/2009	4/30/2010	808	823		(15)
10	TRANSOCEAN LTD	9/17/2009	4/30/2010	735	851		(117)
6	CREDIT SUISSE GROUP	9/17/2009	6/25/2010	231	334		(104)
10	NSK LTD SPONSORED ADR	8/17/2009	6/3/2010	720	633		87
3	LONMIN PLC SPONS ADR NEW	10/20/2009	6/28/2010	70	86		(16)

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)
17	LONMIN PLC SPONS ADR NEW	10/20/2009	7/12/2010	370	486		(115)
9	LONMIN PLC SPONS ADR NEW	11/19/2009	7/12/2010	196	256		(60)
1	POSCO ADS	9/3/2009	8/11/2010	104	92		12
4	POSCO ADS	9/3/2009	8/24/2010	420	369		51
1	POSCO ADS	9/18/2009	8/24/2010	105	106		(1)
27	FOXCONN INTL HLDGS LTD ADR	1/5/2010	9/1/2010	342	686		(345)
8	FOXCONN INTL HLDGS LTD ADR	1/22/2010	9/1/2009	101	185		(84)
19	FOXCONN INTL HLDGS LTD ADR	1/25/2010	9/1/2009	240	436		(196)
4	POSCO ADS	9/18/2010	8/30/2009	413	424		(11)
5	ROCHE HOLDINGS ADR	7/9/2010	9/27/2009	167	178		(11)
35	SMITH & NEPHEW PLC ADR	2/12/2010	9/10/2009	1,489	1,792		(303)
5	SMITH & NEPHEW PLC ADR	6/28/2010	9/10/2009	213	242		(29)
104	SUMITOMO MITSUI FINL GRP ADR	1/15/2010	9/15/2009	317	342		(25)
	Subtotal Short-Term			27,197	24,753		2,444
	Total Short-Term			**27,197**	**24,753**		**2,444**

MorganStanley SmithBarney

Holdings

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STOCKS

COMMON STOCKS

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Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
EXXON MOBIL CORP (XOM)	840.000	$9,894.75	**$51,903.60**	$42,008.85	$1,478.40	2.84
Share Price: $61.790; Rating. Morgan Stanley: 2, Citigroup- 1M, S&P: 1; Next Dividend Payable 12/10						
HEWLETT PACKARD (HPQ)	3,475.000	13,897.85	**146,193.25**	132,295.40	1,112.00	0.76
Share Price- $42 070, Rating: Morgan Stanley: 1, Citigroup: 1M, S&P: 1; Next Dividend Payable 10/06/10						
JOHNSON & JOHNSON (JNJ)	525 000	5,092.50	**32,529.00**	27,436.50	1,134.00	3.48
Share Price: $61.960, Rating- Morgan Stanley: 2, Citigroup: 1L, S&P: 2; Next Dividend Payable 12/10						
JPMORGAN CHASE & CO (JPM)	8,250.000	106,107.31	**313,995.00**	207,887.69	1,650.00	0.52
Share Price: $38.060; Rating: Morgan Stanley: 1, Citigroup: 1M, S&P: 1; Next Dividend Payable 10/10						

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	**71.9%**	**$134,992.41**	**$544,620.85**	**$409,628.44**	**$5,374.40** **$0.00**	**0.99%**

CORPORATE FIXED INCOME

FIXED-RATE CAPITAL SECURITIES

Security Description	Face Value	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MERRILL LYNCH CAPITAL TRUST I 6.45 EXTENDABLE TO 12/15/2086 CUSIP 590199204	1,000 000	$25,517 35 $25,517.35	**$24,020.00**	$(1,497 35)	$1,612.50 —	6 71
Unit Price: $24.020, Coupon Rate 6.450%; Matures 12/15/66, Interest Paid Quarterly Jun 15; Callable $25.00 on 12/15/11; Moody BAA3 S&P BB						
AMER INTL GROUP CUSIP 026874800	3,350.000	75,908 12 75,908 12	**74,169.00**	(1,739 12)	5,401.86 —	7 28
Unit Price: $22.140, 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						

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	Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	13.0%	$101,425.47 $101,425.47	$98,189.00	$(3,236.47)	$7,014.38 $0.00	7.14%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$236,417.88	$757,064.04	$406,391.97	$12,401.38 $0.00	1.64%
TOTAL VALUE (includes accrued interest)			$757,064.04			

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Holdings

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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.
If you hold structured products, please refer to the Special Considerations Regarding Structured Products section of the Disclosure section.
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.
From January through September, realized gain/loss information will be shown only for trades settling in the current month, and/or certain adjustments (to previously closed lots) made in the current month. From October through December, in order to provide information for year-end investment planning, complete year to date realized gain/loss detail will be displayed for trades settling through the last business day of the year.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$1,665.28			
MORGAN STANLEY BANK N.A. #	2,612.12	5.00	—	0.180

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	3.3%	$4,277.40	$5.00 $0.00

 # Bank deposits are at Morgan Stanley Bank, N.A. and Morgan Stanley Private Bank, National Association (Members FDIC), affiliates of 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	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ADVANTEST CORP NEW (ATE)	124.000	$3,207.33	$2,477.02	$(730.34)	$10.04	0.40
Share Price: $19.976						
AKZO NOBEL NV ADR (AKZOY)	58.000	3,074 08	3,584.40	510.32	86.54	2.41
Share Price: $61.800						
ANGLO AMERICAN PLC ADR NEW (AAUKY)	84 000	973 89	1,669.08 -	695.19	8.82	0 52
Share Price: $19.870; Next Dividend Payable 10/07/10						
ANHEUSER BUSCH INBEV SA SPON (BUD)	35.000	1,813.55	2,056.25	242.70	13.51	0.65
Share Price. $58.750						

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ARCH CAPITAL GROUP LTD (ACGL)	22.000	1,685.52	1,843.60	158.08	—	—
Share Price: $83 800						
AXA ADS (AXAHY)	106.000	3,280.62	1,842.28	(1,438.34)	62.01	3.36
Share Price: $17.380						
BANCO SANTANDER S.A. (STD)	188.000	2,027.44	2,380.08	352.64	155 66	6.54
Share Price: $12 660						
BARCLAYS PLC ADR (BCS)	102.000	1,283.49	1,922.70	639.21	28 15	1.46
Share Price: $18 850						
BASF SE SP ADR (BASFY)	15.000	699.31	947.25	247.94	24.26	2.56
Share Price: $63.150						
BCE INC (NEW) (BCE)	65.000	1,977.97	2,112.50	134.53	116.87	5.53
Share Price: $32.500; Next Dividend Payable 10/15/10						
BG GROUP PLC (BRGYY)	23.000	1,797.41	2,033.43	236.02	22.38	1.10
Share Price. $88 410						
BNP PARIBAS SP ADR REPSTG (BNPQY)	90.000	2,490.18	3,189.60	699.42	62.10	1 94
Share Price: $35.440						
CANADIAN NATURAL RESOURCES LTD (CNQ)	76.000	2,564.72	2,629.60	64.88	22.42	0 85
Share Price: $34.600; Next Dividend Payable 10/01/10						
CARNIVAL CP NEW PAIRED COM (CCL)	72.000	2,023.41	2,749.32	725.90	28.80	1.04
Share Price: $38.185; Next Dividend Payable 12/10						
CHECK POINT SOFTWARE TECH LTD (CHKP)	54.000	1,771.52	1,994.22	222.70	—	—
Share Price. $36.930						
CPFL ENERGIA S A (CPL)	40.000	2,552.53	2,815.60	263.07	201 24	7 14
Share Price: $70.390						
DAIMLER AG (DDAIF)	37.000	1,385.09	2,342.10	957.01	—	—
Share Price: $63.300						
DANISCO A/S UNSPONSORED ADR (DNSCY)	120.000	1,216.85	1,356.00	139.15	13.20	0.97
Share Price: $11.300						

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Security Mark at Right

Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description		Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DBS GROUP HOLDINGS LTD SP (DBSDY)		64.000	2,164.23	**2,745.60**	581.37	102.66	3.73
Share Price: $42.900							
DENSO CORP LTD ADR (DNZOY)		27 000	2,350.76	**3,179.52**	828.76	29.46	0.92
Share Price· $117 760							
EXPERIAN GP LTD ADR (EXPGY)		254.000	1,596.35	**2,755.90**	1,159.55	51.31	1.86
Share Price: $10.850							
GLAXOSMITHKLINE PLC ADS (GSK)		65.000	2,392.69	**2,568.80**	176.11	128.77	5.01
Share Price: $39.520, Next Dividend Payable 10/07/10							
GOLD FIELDS LTD. SP. ADR (GFI)		167.000	1,974.49	**2,550.09**	575.60	26.55	1 04
Share Price: $15.270							
GRUPO TELEVISA S.A.GLOBAL DEP (TV)		97.000	1,772.09	**1,835.24**	63.15	113 10	6 16
Share Price: $18.920							
HOME RETAIL GROUP ADR (HMRTY)		70.000	1,294.54	**898.80**	(395.74)	60.83	6.76
Share Price: $12.840							
HONDA MOTOR COMPANY LTD ADR (HMC)		50.000	1,510 48	**1,779.50**	269.02	21.90	1.23
Share Price: $35.590							
HSBC HOLDINGS PLC SPON ADR NEW (HBC)	**Purchases**	76.000	2,736.46	**3,844.84**	1,108.38		
Reinvestments		1 000	33.00	50.59	17 59		
	Total	77.000	2,769 46	**3,895.43**	1,125.97	130 90	3.36
Share Price: $50.590							
JARDINE MATHESON HLDGS LTD ADR (JMHLY)		28.000	858.37	**1,283.80**	425.43	31.92	2.48
Share Price: $45.850; Next Dividend Payable 10/20/10							
KIRIN BREWERY CO LTD SPONS ADR (KNBWY)		45 000	637 45	**642.60**	5.15	9 45	1.47
Share Price: $14.280							
LONZA GROUP AG ZUERICH ADR (LZAGY)		242.000	2.412 59	**2,069.10**	(343.49)	22 99	1 11
Share Price. $8 550							

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
LUXOTTICA GROUP SPA SPON ADR (LUX) *Share Price: $27.280*	68.000	1,516.98	**1,855.04**	338.06	37.47	2 01
MAKITA CORPORATION LTD ADR NEW (MKTAY) *Share Price: $31.940*	52.000	1,192.42	**1,660.88**	468.46	25.90	1 55
MTU AERO ENGINES HLDGS AG (MTUAY) *Share Price: $28.450*	29.000	473 71	**825.05**	351.34	12.62	1.52
MUENCHENER RUECK-UNSPONS ADR (MURGY) *Share Price: $13.810*	90.000	1,214.76	**1,242.90**	28.14	48.42	3 89
MURATA MANUFACTURING CO LTD (MRAAY) *Share Price: $52.500*	45.000	2,455.65	**2,362.50**	(93.15)	15.44	0 65
NESTLE SPON ADR REP REG SHR (NSRGY) *Share Price: $53 430*	66.000	3,305.98	**3,526.38**	220.40	59.20	1.67
NOVARTIS AG ADR (NVS) *Share Price: $57.670; Next Dividend Payable 04/11*	76.000	4,096.49	**4,382.92**	286.43	125.63	2.86
NSK LTD SPONSORED ADR (NPSKY) *Share Price: $67.580*	32.000	2,031.18	**2,162.56**	131.38	24.61	1.13
PUBLICIS GROUPE SA ADS (PUBGY) *Share Price: $23.660*	147.000	2,496.61	**3,478.02**	981.41	43.51	1.25
RICOH LTD ADR (RICOY) *Share Price: $70.100*	30.000	1,801.78	**2,103.00**	301.22	50.70	2 41
ROYAL DUTCH SHELL PLC (RDS'A) *Share Price· $60.300; Next Dividend Payable 12/10*	77.000	4,275.71	**4,643.10**	367.39	219.91	4.73
SHIN ETSU CHEM CO LTD ADR (SHECY) *Share Price· $48.750*	31.000	1,768.21	**1,511.25**	(256.96)	30.94	2.04
SIEMENS AKTIENGESELLSCHAFT (SI) *Share Price: $105.400*	22.000	2,265.44	**2,318.80**	53.36	35.90	1.54
SUMITOMO METAL INDS LTD ADR (SMMLY) *Share Price: $25.180*	53.000	1,614.49	**1,334.54**	(279 95)	25.18	1 88

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Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SWISSCOM AG ADR (SCMWY)	45.000	1,666.37	1,811.70	145.33	67.01	3.69
Share Price: $40.260						
TELSTRA CORP LTD SPON ADR (TLSYY)	152.000	1,966.66	1,928.88	(37.78)	193.19	10.01
Share Price: $12.690; Next Dividend Payable 10/04/10						
TEVA PHARMACEUTICALS ADR (TEVA)	52.000	2,397.62	2,743.00	345.38	32.24	1.17
Share Price: $52 750; Next Dividend Payable 11/10						
THK CO LTD UNSPONSORED ADR (THKLY)	155.000	1,265.29	1,439.95	174.66	5.12	0.35
Share Price: $9.290						
TOKI MARINE HOLDING INS ADR (TKOMY)	49.000	1,801.10	1,316.14	(484.96)	23.37	1 77
Share Price· $26.860						
TOKYO GAS CO LTD ADR (TKGSY)	62.000	2,607.92	2,806.12	198.20	55.68	1.98
Share Price. $45.260						
TOMRA SYS A/S ADR NEW (TMRAY)	270.000	1,687.04	1,582.20	(104.84)	18.36	1.16
Share Price· $5 860						
UNILEVER NV NY SH NEW (UN)	102.000	3,119.02	3,047.76	(71.26)	105.57	3.46
Share Price: $29.880						
VIVENDI SA SPONSORED ADR (VIVDY)	50.000	1,270.32	1,364.00	93.68	65 55	4.80
Share Price: $27.280						
WESFARMERS LTD UNSPONS ADR (WFAFY)	167.000	2,144.48	2,646.95	502.47	86.51	3.26
Share Price: $15.850; Next Dividend Payable 10/12/10						
WILLIS GROUP HOLDINGS PLC (WSH)	40.000	1,251.20	1,232.80	(18.40)	41.60	3.37
Share Price: $30.820; Next Dividend Payable 10/15/10						
YUE YUEN INDL HLDGS LTD (YUEIY)	146.000	2,134.06	2,701.00	566.94	78.26	2 89
Share Price: $18.500						

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	96.7%	$111,378.90	$124,176.85	$12,797.91	$3,113.73 $0.00	2.51%

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Holdings

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CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$126.50			
MORGAN STANLEY BANK N.A. #	22,530.34	41.00	—	0 180

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	3.9%	$22,656.84	$41.00 $0.00

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STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABBOTT LABORATORIES (ABT) *Share Price: $52.240; Next Dividend Payable 11/10*	254.000	$8,805.35	$13,268.96	$4,463.61	$447.04	3.36
ALTRIA GROUP INC (MO) *Share Price: $24.020, Next Dividend Payable 10/12/10*	560.000	7,095 27	13,451.20	6,355.93	851.20	6.32
AMERICAN EXPRESS CO (AXP) *Share Price: $42.030; Next Dividend Payable 11/10*	72 000	2,643.62	3,026.16	382.54	51 84	1.71
APPLE INC (AAPL) *Share Price: $283.750*	89 000	11,280.68	25,253.75	13,973.07	—	—

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Holdings

Access Active Assets Account 615-100386-090

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AUTOMATIC DATA PROCESSING INC (ADP)	135.000	5,794.77	**5,674.05**	(120.72)	183.60	3.23
Share Price: $42.030; Next Dividend Payable 10/01/10						
BANK OF AMERICA CORP (BAC)	425.000	12,761.64	**5,568.56**	(7,193.10)	17.00	0.30
Share Price: $13.102; Next Dividend Payable 12/10						
BECTON DICKINSON & CO (BDX)	50.000	3,397.85	**3,705.00**	307.15	74.00	1 99
Share Price: $74.100; Next Dividend Payable 12/10						
CATERPILLAR INC (CAT)	114.000	7,240.14	**8,969.52**	1,729.38	200.64	2 23
Share Price: $78.680; Next Dividend Payable 11/10						
CHEVRON CORP (CVX)	215.000	7,822.17	**17,425.75**	9,603.58	619.20	3 55
Share Price: $81.050; Next Dividend Payable 12/10						
CISCO SYS INC (CSCO)	269.000	6,679.14	**5,891.10**	(788 04)	—	—
Share Price: $21.900						
COCA COLA CO (KO)	389.000	17,240.89	**22,764.28**	5,523.39	684.64	3.00
Share Price: $58.520; Next Dividend Payable 10/01/10						
CONOCOPHILLIPS (COP)	309.000	12,725.67	**17,745.87**	5,020.20	679.80	3.83
Share Price: $57.430; Next Dividend Payable 12/10						
ESTEE LAUDER CO INC CL A (EL)	117.000	3,054.88	**7,397.91**	4,343.03	64.35	0 86
Share Price: $63.230; Next Dividend Payable 12/10						
EXXON MOBIL CORP (XOM)	471.000	11,128.71	**29,103.09**	17,974.38	828.96	2.84
Share Price: $61.790; Next Dividend Payable 12/10						
FLUOR CORP NEW (FLR)	86.000	3,962.27	**4,259.58**	297.31	43.00	1.00
Share Price· $49.530; Next Dividend Payable 10/04/10						
FOMENTO ECONOMICO MEXICANO (FMX)	116.000	5,119.94	**5,884.68**	764.74	72.50	1.23
Share Price: $50.730						
FRANKLIN RESOURCES INC (BEN)	53.000	5,396.80	**5,665.70**	268.90	46.64	0.82
Share Price: $106.900; Next Dividend Payable 10/08/10						
FREEPORT MCMORAN CP&GLD (FCX)	73.000	6,037.16	**6,233.47**	196.31	87.60	1 40
Share Price: $85.390; Next Dividend Payable 11/10						
GENERAL ELECTRIC CO (GE)	516.000	17,643.35	**8,385.00**	(9,258.35)	247.68	2.95
Share Price: $16.250; Next Dividend Payable 10/25/10						

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Holdings

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ROBERT G. AND JANE V. ENGEL FNDN
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
GENL DYNAMICS CORP (GD)	84 000	7,328.02	5,276.04	(2,051.98)	141.12	2.67
Share Price: $62.810; Next Dividend Payable 11/10						
HALLIBURTON CO (HAL)	238.000	8,253.53	7,870.66	(382.87)	85.68	1.08
Share Price: $33.070; Next Dividend Payable 12/10						
HSBC HOLDINGS PLC SPON ADR NEW (HBC)	154.000	9,691.15	7,790.86	(1,900.29)	261.80	3.36
Share Price: $50.590						
INTEL CORP (INTC)	542.000	8,673.90	10,406.40	1,732.50	341 46	3.28
Share Price: $19.200; Next Dividend Payable 12/10						
INTL BUSINESS MACHINES CORP (IBM)	91.000	11,747.98	12,206.74	458.76	236.60	1.93
Share Price: $134.140; Next Dividend Payable 12/10						
INTUITIVE SURGICAL INC (ISRG)	16.000	2,929.19	4,539.84	1,610 65	—	—
Share Price: $283.740						
JOHNSON & JOHNSON (JNJ)	339.000	18,190.20	21,004.44	2,814.24	732.24	3.48
Share Price: $61.960; Next Dividend Payable 12/10						
JPMORGAN CHASE & CO (JPM)	266 000	6,102.40	10,123.96	4,021.56	53.20	0 52
Share Price· $38.060; Next Dividend Payable 10/10						
MC DONALDS CORP (MCD)	266.000	9,477.39	19,819.66	10,342.27	649.04	3.27
Share Price: $74.510; Next Dividend Payable 12/10						
MC GRAW HILL COS INC (MHP)	159.000	4,844.74	5,256.54	411.80	149.46	2 84
Share Price. $33.060; Next Dividend Payable 12/10						
MEDTRONIC INC (MDT)	113.000	5,680.47	3,794.54	(1,885.93)	101.70	2.68
Share Price: $33.580; Next Dividend Payable 10/10						
MERCK & CO INC NEW COM (MRK)	251.000	2,937.24	9,239.31	6,302.07	381 52	4.12
Share Price: $36.810, Next Dividend Payable 10/07/10						
MICROCHIP TECHNOLOGY INC (MCHP)	99.000	3,545.77	3,113.55	(432.22)	135.83	4 36
Share Price: $31.450; Next Dividend Payable 12/10						
MICROSOFT CORP (MSFT)	581.000	15,410.87	14,228.69	(1,182.18)	371 84	2.61
Share Price: $24.490, Next Dividend Payable 12/10						

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NESTLE SPON ADR REP REG SHR (NSRGY) *Share Price: $53.430*	292.000	6,195 16	**15,601.56**	9,406.40	261.92	1.67
NEWS CORP LTD CL A DEL (NWSA) *Share Price: $13.060; Next Dividend Payable 10/13/10*	542.000	6,486.30	**7,078.52**	592.22	81.30	1.14
NOVO NORDISK A/S ADR (NVO) *Share Price: $98.440*	103.000	6,981.41	**10,139.32**	3,157.91	100.84	0 99
OCCIDENTAL PETROLEUM CORP DE (OXY) *Share Price: $78.300; Next Dividend Payable 10/15/10*	146.000	4,223.09	**11,431.80**	7,208.71	221.92	1.94
PEABODY ENERGY CORP (BTU) *Share Price: $49.010; Next Dividend Payable 11/10*	120.000	4,766.69	**5,881.20**	1,114.51	33.60	0.57
PEPSICO INC NC (PEP) *Share Price: $66 440, Next Dividend Payable 12/10*	225.000	9,490.82	**14,949.00**	5,458.18	432.00	2.88
PHILIP MORRIS INTL INC (PM) *Share Price· $56.020, Next Dividend Payable 10/08/10*	555.000	16,105.47	**31,091.10**	14,985.63	1,420.80	4 56
PRAXAIR INC (PX) *Share Price: $90.260; Next Dividend Payable 12/10*	103.000	5,915.00	**9,296.78**	3,381.78	185.40	1 99
PROCTER & GAMBLE (PG) *Share Price: $59.970; Next Dividend Payable 11/10*	266.000	12,023.89	**15,952.02**	3,928.13	512.58	3 21
PRUDENTIAL FINANCIAL INC (PRU) *Share Price: $54.180; Next Dividend Payable 12/10*	55.000	4,988.85	**2,979.90**	(2,008.95)	38.50	1.29
QUALCOMM INC (QCOM) *Share Price: $45.132; Next Dividend Payable 12/10*	150.000	6,135.09	**6,769.87**	634.78	114.00	1 68
ROCHE HOLDINGS ADR (RHHBY) *Share Price: $34.130*	199.000	8,634 37	**6,791.87**	(1,842.50)	230.84	3 39
ROYAL DUTCH SHELL PLC (RDS'A) *Share Price: $60.300; Next Dividend Payable 12/10*	227.000	11,014.17	**13,688.10**	2,673.93	648.31	4.73
SCHLUMBERGER LTD (SLB) *Share Price: $61.610; Next Dividend Payable 10/01/10*	66 000	6,488.10	**4,066.26**	(2,421.84)	55.44	1 36
SYSCO CORP (SYY) *Share Price: $28 520; Next Dividend Payable 10/22/10*	115.000	4,141.74	**3,279.80**	(861.94)	115.00	3.50

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Holdings

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ROBERT G. AND JANE V. ENGEL FNDN
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
TARGET CORPORATION (TGT)	166.000	4,968.15	8,871.04	3,902 89	166.00	1 87
Share Price. $53.440; Next Dividend Payable 12/10						
TEXAS INSTRUMENTS (TXN)	272.000	8,668 56	7,382.08	(1,286.48)	141.44	1.91
Share Price: $27.140; Next Dividend Payable 11/10						
TOTAL FINA ELF SA (TOT)	217.000	12,500 55	11,197.20	(1,303.35)	567.02	5.06
Share Price: $51.600						
UNITED TECHNOLOGIES CORP (UTX)	140.000	9,535.16	9,972.20	437.04	238.00	2.38
Share Price: $71.230; Next Dividend Payable 12/10						
WAL MART STORES INC (WMT)	187.000	9,395 55	10,008.24	612.69	226.27	2.26
Share Price. $53.520, Next Dividend Payable 12/10						
WALGREEN CO (WAG)	305.000	8,940.36	10,217.50	1,277 14	213.50	2 08
Share Price: $33.500; Next Dividend Payable 12/10						
WALT DISNEY CO HLDG CO (DIS)	129.000	4,342.55	4,269.90	(72.65)	45.15	1.05
Share Price: $33.100; Next Dividend Payable 01/11						

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	96.1%	$442,584.18	$565,260.12	$122,675.92	$14,891.01 $0.00	2.63%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$442,584.18	$587,916.96	$122,675.92	$14,932.01 $0.00	2.54%

TOTAL VALUE (includes accrued interest) $587,916.96

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