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

2010

For calendar year 2010, or tax year beginning 10/01 **, 2010, and ending** 09/30, 2011

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

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): P.O. BOX 42 - 80 WEARIMUS ROAD

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,176,584.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	127,836.			
	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	38,975.	38,975.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	259,146.			
	b Gross sales price for all assets on line 6a 526,839.				
	7 Capital gain net income (from Part IV, line 2)		259,146.		
	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)	4,048.			ATCH 2
	12 **Total.** Add lines 1 through 11	430,005.	298,121.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	11,000.	5,500.	0.	5,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	5,213.	1,165.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	12,458.	12,458.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	28,671.	19,123.	0.	5,500.
	25 Contributions, gifts, grants paid	304,000.			304,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	332,671.	19,123.	0.	309,500.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	97,334.			
	b **Net investment income** (if negative, enter -0-)		278,998.		
	c **Adjusted net income** (if negative, enter -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	60,344.	43,579.	43,579.
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) ATCH 6	688,954.	593,363.	948,344.
c	Investments - corporate bonds (attach schedule) ATCH 7	101,425.	206,646.	184,661.
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)	850,723.	843,588.	1,176,584.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0.	
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	850,723.	843,588.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	850,723.	843,588.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	850,723.	843,588.	

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	850,723.
2	Enter amount from Part I, line 27a	2	97,334.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 8	3	3.
4	Add lines 1, 2, and 3	4	948,060.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 9	5	104,472.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	843,588.

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** 259,146.

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))
2009	318,678.	1,643,316.	0.193924
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

2	**Total** of line 1, column (d)	2	0.690536
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	0.138107
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,501,798.
5	Multiply line 4 by line 3	5	207,409.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,790.
7	Add lines 5 and 6	7	210,199.
8	Enter qualifying distributions from Part XII, line 4	8	309,500.

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 VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 22 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 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 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 2010 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 2010.)*	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 2010?	4b		X

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	2,790.
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	2,790.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,790.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 4,048.		
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	4,048.
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	1,258.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 1,258. **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		
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) ▶ ________			
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 2010 or the taxable year beginning in 2010 (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-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
NONE				

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

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 24 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	1,441,543.
b	Average of monthly cash balances	1b	83,125.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	1,524,668.
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	1,524,668.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	22,870.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,501,798.
6	**Minimum investment return.** Enter 5% of line 5	6	75,090.

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	75,090.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,790.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,790.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	72,300.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	72,300.
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	72,300.

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	309,500.
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	309,500.
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	2,790.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	306,710.

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				72,300.
2	Undistributed income, if any, as of the end of 2010				
a	Enter amount for 2009 only				
b	Total for prior years 20 08 ,20 07 ,20 06				
3	Excess distributions carryover, if any, to 2010.				
a	From 2005 . . . . . . 105,327.				
b	From 2006 . . . . . . 119,657.				
c	From 2007 . . . . . . 191,056.				
d	From 2008 . . . . . . 201,126.				
e	From 2009 . . . . . . 238,756.				
f	**Total** of lines 3a through e	855,922.			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 309,500.				
a	Applied to 2009, 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 2010 distributable amount				72,300.
e	Remaining amount distributed out of corpus	237,200.			
5	Excess distributions carryover applied to 2010 *(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	1,093,122.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	105,327.			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	987,795.			
10	Analysis of line 9.				
a	Excess from 2006 . . . 119,657.				
b	Excess from 2007 . . . 191,056.				
c	Excess from 2008 . . . 201,126.				
d	Excess from 2009 . . . 238,756.				
e	Excess from 2010 . . . 237,200.				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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 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				304,000.
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	38,975.	
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	259,146.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ATTACHMENT 12				4,048.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				302,169.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 302,169.

(See worksheet in line 13 instructions on page 29 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.)
1	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 V. Engel | 2/13/12 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Elda DiRe	Elda DiRe	1/20/12		P01269552

Firm's name ▶ ERNST & YOUNG U.S. LLP | Firm's EIN ▶ 34-6565596

Firm's address ▶ 5 TIMES SQUARE NEW YORK, NY 10036 | 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

2010

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

Employer identification number
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	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	JANE V. ENGEL 80 WEARIMUS ROAD, PO BOX 42 HO-HO-KUS, NJ 07423-0042	$ 122,836.	Person [X] Payroll [ ] Noncash [X] (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.)

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

Employer identification number 22-2764445

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	1,950 SHS KRAFT FOODS, INC. 2,000 SHS MICROSOFT CORPORATION	$ 122,836.	07/27/2011

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY SB#100383-090- DIV	9,223.	9,223.
MORGAN STANLEY SB#100383-090- INT	11,413.	11,413.
MORGAN STANLEY SB#100385-090- DIV	4,160.	4,160.
MORGAN STANLEY SB#100385-090- INT	5.	5.
MORGAN STANLEY SB#100386-090- DIV	15,274.	15,274.
MORGAN STANLEY SB#100386-090- INT	24.	24.
LESS: ACCRUED INTEREST PAID #100383-090	-1,124.	-1,124.
TOTAL	38,975.	38,975.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
2009 EXCISE TAX O/P APPLIED		4,048.
	TOTALS	4,048.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG TAX PREPARATION	11,000.	5,500.		5,500.
TOTALS	11,000.	5,500.	0.	5,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	1,165.	1,165.
2009 EXCISE TAX O/P APPLIED	4,048.	
TOTALS	5,213.	1,165.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AAA ANNUAL SERVICE FEE	77.	77.
BANK FEES	12,381.	12,381.
TOTALS	12,458.	12,458.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MSSB #100383-090 SEE STATEMENT	89,810.	341,482.
MSSB #100385-090 SEE STATEMENT	122,257.	109,294.
MSSB #100386-090 SEE STATEMENT	381,296.	497,568.
TOTALS	593,363.	948,344.

MorganStanley SmithBarney

Holdings

Active Assets Account
615-100383-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS

Morgan Stanley & Co LLC (Morgan Stanley), Citi Investment Research & Analysis (CIRA), and Standard & Poor's research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating you should read the entire research report and not infer its contents from the rating Where a particular company is covered by both Morgan Stanley and CIRA you can and should view both research reports Morgan Stanley and CIRA research reports may contain different or conflicting information about the subject companies of such research reports because they are prepared separately from each other For ease of comparison, Morgan Stanley and Standard & Poor's research ratings have been normalized to a 1 (Buy), 2 (Hold) and 3 (Sell) Please refer to the end of this statement for a summary guide describing CIRA, Morgan Stanley and Standard & Poor's ratings Morgan Stanley Smith Barney LLC is not the author of, does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor's

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
EXXON MOBIL CORP (XOM)	4/8/92	840 000	$11 779	$9,894 75	**$61,009.20**	$51,114 45 LT A	$1,579 20	2 58
Share Price $72 630, Rating Morgan Stanley 2, Citigroup 1M S&P: 1, Next Dividend Payable 12/11								
JOHNSON & JOHNSON (JNJ)	8/17/93	525 000	9 700	5,092 50	**33,437.25**	28,344 75 LT A	1,197 00	3 57
Share Price $63.690, Rating Morgan Stanley 2, Citigroup: 1L, S&P 1, Next Dividend Payable 12/11								
JPMORGAN CHASE & CO (JPM)	4/8/92	4,375 000	12 861	56,269 02	**131,775.00**	75,505 98 LT A	4,375 00	3 32
Share Price $30 120; Rating Morgan Stanley 1, Citigroup 1M, S&P 1, Next Dividend Payable 10/11								
KRAFT FOODS INC CL A (KFT)	1/1/90	1,245 000	5.364	6,678 53	41,807 10	35,128 57 LT		
	1/1/93	705 000	5 524	3,894 23	23,673 90	19,779 67 LT		
	Total	1,950 000		10,572 76	**65,481.00**	54,908 24 LT	2,262 00	3 45
Share Price. $33.580, Rating: Citigroup 1M, S&P 2, Next Dividend Payable 10/14/11								
MICROSOFT CORP (MSFT)	11/2/94	2,000 000	3 990	7,980 62	**49,780.00**	41 799 38 LT	1,600 00	3 21
Share Price $24.890, Rating Morgan Stanley 1, Citigroup. 1L, S&P 1, Next Dividend Payable 12/11								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	58 5%	$89,809.65	$341,482.45	$251,672 80 LT	$11,013.20 $0.00	3 22%

Holdings

Active Assets Account 615-100383-090

ROBERT G. AND JANE V. ENGEL FNDN
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CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CITIGROUP INC	12/6/10	20,000 000	$104 249	$20,849.80			$1,000 00	5 09
CUSIP 172967CQ2			$103 383	$20,676.51	$19,615.20	$(1,061.31) ST	$41 66	
Unit Price $98.076, Coupon Rate 5 000%; Matures 09/15/14, Int. Semi-Annually Mar/Sep 15, Yield to Maturity 5 715%, Moody BAA1 S&P A-, Issued 09/16/04								
DONNELLEY R.R. & SONS	12/6/10	20,000.000	106 116	21,223 20			1,225 00	7 06
CUSIP 257867AT8			105 402	21,080.39	17,350.00	(3,730 39) ST	255 20	
Unit Price: $86 750; Coupon Rate 6 125%, Matures 01/15/17; Int Semi-Annually Jan/Jul 15, Yield to Maturity 9 352%, Moody BA1 S&P BB+, Issued 01/08/07								
PITNEY BOWES INC	12/6/10	20,000 000	102 684	20,536 80			950 00	4 73
CUSIP 72447WAA7			102 430	20,486 09	20,046.40	(439 69) ST	356 25	
Unit Price $100.232, Coupon Rate 4 750%; Matures 05/15/18; Int Semi-Annually May/Nov 15, Yield to Maturity 4.708%; Moody A2 S&P BBB+; Issued 04/29/03								
ALCOA INC	12/6/10	20,000 000	104 402	20,880.40			1,144 00	5.69
CUSIP 013817AP6			104 042	20,808.34	20,072.60	(735.74) ST	117 57	
Unit Price: $100.363; Coupon Rate 5.720%, Matures 02/23/19, Int Semi-Annually Feb/Aug 23, Yield to Maturity 5.658%; Moody BAA3 S&P BBB-, Issued 02/23/07								
GENERAL ELECTRIC CAPITAL CORP	12/6/10	20,000.000	108.651	21,730 20			1,110 00	5 29
CUSIP 36966R4N3			108 071	21,614 16	20,968.00	(646 16) ST	508 74	
Unit Price: $104.840; Coupon Rate 5 550%; Matures 10/15/20, Int Semi-Annually Apr/Oct 15, Yield to Maturity 4 881%, Moody AA2 S&P AA+; Issued 10/01/09								
CORPORATE BONDS				**$105,220.40**			**$5,429.00**	**5.54%**
				$104,665.49	**$98,052.20**	**$(6,613.29) ST**	**$1,279.42**	

FIXED-RATE CAPITAL SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
MERRILL LYNCH CAPITAL TRUST I 6.45	5/30/07	1,000 000	$25 517	$25,517 35			$1,612 50	8 68
EXTENDABLE TO 12/15/2086			$25.517	$25,517 35	$18,570.00	$(6,947 35) LT A	—	
CUSIP 590199204								
Unit Price: $18 570, Coupon Rate 6 450%; Matures 12/15/66, Interest Paid Quarterly Jun 15, Callable $25.00 on 12/15/11, Moody BA1 S&P BB+								
AMER INTL GROUP	5/29/07	2,000 000	25 000	50,000 00				
CUSIP 026874800			25 000	50,000 00	40,620 00	(9,380.00) LT A		
	7/21/08	1,350 000	19 191	25,908 12				
			19 191	25,908 12	27,418 50	1,510.38 LT A		
	Total	3,350.000		75,908 12			5,401.88	7 93
				75,908.12	68,038 50	(7,869 62) LT	—	
Unit Price $20.310, Coupon Rate 6.450%, Matures 06/15/77, Interest Paid Quarterly Sep 15, Callable $25 00 on 06/15/12, Floater, Moody BAA2 S&P BBB								
FIXED-RATE CAPITAL SECURITIES				**$101,425.47**			**$7,014.38**	**8.10%**
				$101,425.47	**$86,608.50**	**$(14,816.97) LT**	**$0.00**	

MorganStanley
SmithBarney

Active Assets Account
615-100383-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42

INTERESTED PARTY COPY

Holdings

	Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME		$206,645.87 $206,090.96	$184,660 70	$(14,816.97) LT $(6,613.29) ST	$12,443.38 $1,279.42	6.74%
TOTAL CORPORATE FIXED INCOME (incl.accr int)	31.8%		$185,940.12			

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$295,900.61	$582,542.52	$236,855.83 LT $(6,613.29) ST	$23,466 43 $1,279.42	4 02%
TOTAL VALUE (includes accrued interest)			$583,821.94			

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position

Holdings

Fiduciary Services Active Assets Account
615-100385-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42

INTERESTED PARTY COPY

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 Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section.
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Disclosures section of this statement for additional information

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MORGAN STANLEY BANK N.A. #	$4,345.73	$5 00	—	0.120

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Interest
CASH, DEPOSITS AND MONEY MARKET FUNDS	3.8%	$4,345.73	$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	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AKZO NOBEL NV ADR (AKZOY)	5/5/09	20 000	$44 722	$894.45	$882 40	$(12.05) LT		
	2/19/10	12.000	53.685	644 22	529 44	(114 78) LT		
	3/9/10	8 000	55 096	440 77	352 96	(87.81) LT		
	4/23/10	8 000	61 510	492.08	352 96	(139 12) LT		
	9/20/10	10.000	60 256	602 56	441 20	(161 36) LT		
	Total	58.000		3,074.08	**2,558 96**	(515 12) LT	97.27	3 80
Share Price $44.120								
ANHEUSER BUSCH INBEV SA SPON (BUD)	8/12/11	10 000	54 085	540.85	529 80	(11 05) ST		
	9/15/11	15 000	51 505	772.57	794 70	22 13 ST		
	9/27/11	12 000	54 480	653 76	635 76	(18 00) ST		

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Holdings

Fiduciary Services Active Assets Account
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	37 000		1,967 18	**1,960 26**	(6 92) ST	35 89	1 83
Share Price $52 980								
ARYZTA AG ZUERICH (ARZTY)	5/2/11	50 000	27 972	1,398 59	1,071 00	(327 59) ST		
	7/1/11	20 000	26 943	538 86	428 40	(110 46) ST		
	8/12/11	30 000	23 468	704 04	642 60	(61 44) ST		
	Total	100 000		2,641 49	**2,142.00**	(499 49) ST	22 50	1 05
Share Price $21 420								
AXA ADS (AXAHY)	3/19/08	18 000	32 533	585 59	236 70	(348 89) LT A		
	3/25/08	15 000	34 631	519 46	197 25	(322 21) LT A		
	3/11/09	13 000	9 650	125 45	170 95	45 50 LT		
	4/15/09	5 000	14 682	73 41	65 75	(7 66) LT		
	8/7/09	15 000	22 829	342 44	197 25	(145 19) LT		
	Total	66 000		1,646 35	**867.90**	(778 45) LT	55 31	6 37
Share Price $13 150								
BARCLAYS PLC ADR (BCS)	4/3/08	15 000	38 875	583 13	146 70	(436 43) LT A		
	7/22/08	16 000	26 156	418 49	156 48	(262 01) LT A		
	3/11/09	71 000	3 970	281 87	694 38	412 51 LT		
	Total	102 000		1,283 49	**997.56**	(285 93) LT	36 11	3 61
Share Price $9 780								
BASF SE SP ADR (BASFY)	5/26/09	10 000	41 431	414 31	608 80	194.49 LT		
	6/15/10	5 000	57 000	285 00	304 40	19 40 LT		
	1/27/11	10 000	78 995	789 95	608 80	(181 15) ST		
	Total	25 000		1,489 26	**1,522.00**	213 89 LT (181 15) ST	57 33	3 76
Share Price $60 880								
BAYER AG SPON ADR (BAYRY)	5/13/11	25 000	82 591	2,064.77	1,370 25	(694.52) ST		
	6/8/11	15 000	80 737	1,211 05	822 15	(388 90) ST		
	Total	40 000		3,275 82	**2,192.40**	(1,083 42) ST	64 40	2 93
Share Price $54 810								
BCE INC (NEW) (BCE)	6/25/10	25 000	30 112	752 80	936 50	183 70 LT		
	8/6/10	15 000	31 492	472 38	561 90	89 52 LT		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	40 000		1,225 18	**1,498 40**	273 22 LT	86 08	5 74
Share Price. $37 460, Next Dividend Payable 10/15/11								
BG GROUP PLC (BRGYY)	3/17/09	1.000	73 695	73 70	95 40	21 70 LT		
	4/2/09	4.000	81 825	327 30	381 60	54 30 LT		
	3/26/10	7 000	85 304	597 13	667.80	70 67 LT		
	5/27/10	1 000	76 390	76 39	95.40	19 01 LT		
	9/16/11	10 000	102 700	1 027 00	954 00	(73 00) ST		
	Total	23 000		2,101 52	**2,194.20**	165 68 LT (73 00) ST	25 97	1.18
Share Price. $95 400								
BNP PARIBAS SP ADR REPSTG (BNPQY)	3/12/09	2 000	17.634	35 27	39 40	4 13 LT		
	4/15/09	8 000	24 675	197 40	157 60	(39 80) LT		
	5/7/09	27 000	32.233	870 30	531 90	(338 40) LT		
	7/8/09	3 000	32 003	96 01	59 10	(36 91) LT		
	2/10/11	20 000	38 065	761 30	394.00	(367 30) ST		
	Total	60 000		1,960 28	**1,182.00**	(410 98) LT (367 30) ST	66 42	5 61
Share Price. $19 700								
BRIDGESTONE CP ADR (BRDCY)	12/3/10	25 000	39 618	990 44	1,131 25	140 81 ST		
	12/9/10	20 000	39 631	792 61	905 00	112 39 ST		
	7/1/11	15 000	46 296	694 44	678.75	(15.69) ST		
	Total	60.000		2,477 49	**2,715.00**	237 51 ST	24 60	0 90
Share Price $45.250								
BRITISH AMER TOB SPON ADR (BTI)	6/10/11	25 000	89.086	2,227.16	2,118 25	(108 91) ST		
	6/30/11	5 000	88 024	440 12	423 65	(16 47) ST		
	8/12/11	5.000	88 950	444 75	423 65	(21 10) ST		
	Total	35 000		3 112 03	**2,965.55**	(146 48) ST	134 47	4 53
Share Price $84.730, Next Dividend Payable 10/03/11								
CANADIAN NATURAL RESOURCES LTD (CNQ)	5/8/09	10 000	27.255	272 55	292.70	20 15 LT		
	3/11/10	40 000	36 698	1 467 93	1,170 80	(297 13) LT		
	5/27/10	16 000	34.481	551 69	468.32	(83 37) LT		
	6/30/11	10.000	41.722	417 22	292 70	(124 52) ST		
	8/12/11	15 000	36 657	549 85	439.05	(110 80) ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	91 000		3,259 24	**2,663 57**	(360 35) LT (235 32) ST	33 40	1 25
Share Price $29 270; Next Dividend Payable 10/01/11								
CHINA MOBILE LTD (CHL)	10/5/10	25 000	53 190	1,329.74	1,217 75	(111 99) ST		
	11/4/10	10 000	53 190	531 90	487 10	(44 80) ST		
	8/12/11	5 000	48 038	240.19	243 55	3 36 ST		
	Total	40 000		2,101 83	**1,948.40**	(153 43) ST	73 44	3 76
Share Price $48.710; Next Dividend Payable 10/11/11								
CNOOC LTD ADS (CEO)	4/1/11	10 000	258 597	2,585 97	**1,603.00**	(982 97) ST	57 77	3 60
Share Price $160 300, Next Dividend Payable 10/07/11								
DAIMLER AG (DDAIF)	6/22/09	23 000	33 885	779.36	1,020 05	240 69 LT		
	9/3/09	14 000	43 266	605 73	620 90	15 17 LT		
	3/18/11	5 000	65 566	327 83	221 75	(106 08) ST		
	6/10/11	10 000	67 836	678 36	443 50	(234.86) ST		
	Total	52 000		2,391 28	**2,306.20**	255 86 LT (340 94) ST	—	—
Share Price $44.350								
DAIWA SECS GROUP INC SPONS ADR (DSEEY)	12/22/10	265 000	5 157	1,366 53	975 20	(391 33) ST		
	1/7/11	110 000	5 410	595 08	404 80	(190 28) ST		
	Total	375 000		1,961 61	**1,380 00**	(581 61) ST	21 00	1 52
Share Price $3 680								
DBS GROUP HOLDINGS LTD SP (DBSDY)	5/5/09	16 000	29 763	476 20	572 00	95 80 LT		
	5/18/09	27 000	31 031	837 84	965 25	127 41 LT		
	11/11/09	21.000	40 485	850 19	750 75	(99 44) LT		
	Total	64 000		2,164.23	**2,288 00**	123 77 LT	142 40	6 22
Share Price $35 750								
FANUC CORPORATION UNSP ADR (FANUY)	8/16/11	75 000	28 603	2,145.20	1,737 75	(407 45) ST		
	9/16/11	35 000	24 594	860 80	810 95	(49 85) ST		
	Total	110 000		3,006 00	**2,548 70**	(457 30) ST	34 98	1 37
Share Price $23 170								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FLETCHER BLDG LTD SPN ADR NEW (FCREY)	5/5/11	150.000	14 397	2,159 60	**1,668.00**	(491 60) ST	66 15	3 96
Share Price. $11 120								
GAZPROM O A O SPON ADR (OGZPY)	12/22/10	80 000	12 874	1,029 89	764.00	(265 89) ST		
	1/5/11	20.000	13 275	265 49	191.00	(74 49) ST		
	2/1/11	50 000	13 938	696 90	477 50	(219 40) ST		
	Total	150 000		1,992 28	**1,432 50**	(559 78) ST	30 90	2 15
Share Price: $9.550								
GLAXOSMITHKLINE PLC ADS (GSK)	7/12/10	15 000	35 073	526 09	619 35	93 26 LT		
	8/23/10	20.000	38.140	762.80	825 80	63 00 LT		
	9/20/10	10.000	40 235	402 35	412 90	10 55 LT		
	11/4/10	15 000	39 701	595 52	619 35	23 83 ST		
	5/13/11	15 000	43 947	659 21	619 35	(39 86) ST		
	Total	75 000		2,945 97	**3,096.75**	166 81 LT (16 03) ST	162.75	5 25
Share Price. $41.290; Next Dividend Payable 10/06/11								
GOLD FIELDS LTD. SP. ADR (GFI)	5/21/08	46.000	14 094	648 32	704 72	56 40 LT A		
	6/17/08	56 000	11 160	624 96	857 92	232 96 LT A		
	12/10/08	45.000	9 190	413 54	689 40	275 86 LT A		
	8/31/10	20 000	14 384	287 67	306 40	18.73 LT		
	Total	167 000		1,974 49	**2,558.44**	583 95 LT	39 75	1 55
Share Price: $15.320								
HSBC HOLDINGS PLC SPON ADR NEW (HBC)	4/2/09	20 000	33 388	667 77	760 80	93 03 LT		
	4/8/09	21.000	18 488	388.24	798 84	410 60 LT		
	9/17/09	20.000	58 982	1,179 63	760 80	(418 83) LT		
	2/10/11	10 000	57 391	573 91	380 40	(193 51) ST		
	Purchases	71.000		2,809.55	**2,700.84**	84 80 LT (193 51) ST		
Long Term Reinvestments		1 000		33 00	38 04	5 04 LT		

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Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	72 000		2,842 55	**2,738.88**	89 84 LT (193 51) ST	136 80	4 99
Share Price· $38.040								
INDRA SISTEMAS SA FGN ORD ADR (ISMAY)	3/28/11	205 000	9 986	2,047 15	1,504 70	(542 45) ST		
	4/29/11	50 000	11 379	568 93	367 00	(201 93) ST		
	Total	255 000		2,616 08	**1,871.70**	(744 38) ST	90 02	4 80
Share Price $7.340								
KIRIN BREWERY CO LTD SPONS ADR (KNBWY)	9/13/10	45 000	14 166	637 45	583 20	(54 25) LT		
	9/28/10	45 000	14.180	638 09	583 20	(54 89) LT		
	3/22/11	70 000	13 584	950 88	907 20	(43 68) ST		
	Total	160 000		2,226 42	**2,073.60**	(109 14) LT (43 68) ST	40 80	1 96
Share Price. $12.960								
MITSUBISHI CORP SPONS ADR NEW (MSBHY)	10/15/10	25 000	51 601	1,290 03	1,010 00	(280 03) ST		
	11/15/10	10 000	50 977	509 77	404 00	(105 77) ST		
	3/22/11	15 000	54 499	817 49	606 00	(211 49) ST		
	Total	50 000		2,617 29	**2,020 00**	(597 29) ST	71 10	3 51
Share Price $40 400								
MUENCHENER RUECK-UNSPONS ADR (MURGY)	9/13/10	45 000	13 441	604 83	562 50	(42 33) LT		
	9/14/10	45 000	13 554	609 93	562 50	(47 43) LT		
	10/20/10	45 000	14 997	674 85	562 50	(112 35) ST		
	11/4/10	5 000	16 338	81 69	62 50	(19 19) ST		
	2/10/11	65 000	16 542	1,075 26	812 50	(262 76) ST		
	Total	205 000		3,046 56	**2,562.50**	(89 76) LT (394 30) ST	126 90	4 95
Share Price $12 500								
MURATA MANUFACTURING CO LTD (MRAAY)	1/6/10	100 000	13 021	1,302 05	1,341 00	38 95 LT		
	4/12/10	80 000	14 420	1,153 60	1,072 80	(80 80) LT		

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Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	180.000		2,455 65	2,413.80	(41 85) LT	46 08	1 90
Share Price. $13 410								
NATL GRID TRANSCO PLC ADS (NGG)	3/7/11	45 000	47.138	2,121.21	2,232.00	110 79 ST		
	5/27/11	10 000	51 138	511 38	496 00	(15 38) ST		
	6/6/11	15 000	48 806	732.09	744 00	11 91 ST		
	8/4/11	10 000	49 380	493 80	496 00	2 20 ST		
	Total	80.000		3,858 48	3,968.00	109 52 ST	233 92	5 89
Share Price $49 600								
NESTLE SPON ADR REP REG SHR (NSRGY)	3/12/10	34 000	50 934	1,731 74	1,873 40	141 66 LT		
	4/28/10	22.000	48 405	1,064 90	1,212 20	147 30 LT		
	4/7/11	10.000	57 979	579 79	551 00	(28 79) ST		
	Total	66.000		3,376 43	3,636.60	288 96 LT (28 79) ST	116 62	3 20
Share Price $55 100								
NOVARTIS AG ADR (NVS)	6/25/10	6 000	48 670	292 02	334 62	42 60 LT		
	9/14/10	15.000	55 455	831 82	836 55	4.73 LT		
	Total	21.000		1,123 84	1,171.17	47 33 LT	42 11	3 59
Share Price. $55.770; Next Dividend Payable 04/12								
NSK LTD SPONSORED ADR (NPSKY)	8/17/09	50 000	12 658	632 89	740 00	107 11 LT		
	9/3/09	25 000	12 894	322 36	370 00	47 64 LT		
	Total	75 000		955 25	1,110 00	154 75 LT	16 58	1 49
Share Price $14 800								
PETROLEO BRAS SA ADS (PBR)	11/4/10	40 000	36 332	1,453 28	898 00	(555 28) ST	6 00	0 66
Share Price. $22.450								
PUBLICIS GROUPE SA ADS (PUBGY)	8/4/08	19 000	16 324	310 15	399 00	88 85 LT A		
	12/9/08	60 000	12.482	748 93	1,260 00	511 07 LT A		
	3/26/10	43.000	21 483	923 77	903 00	(20 77) LT		
	5/27/10	25 000	20 550	513 76	525 00	11 24 LT		
	Total	147.000		2,496 61	3,087.00	590 39 LT	58 95	1 90
Share Price $21 000								
RECKITT BENCKISER GROUP PLC (RBGPY)	4/14/11	225 000	10 316	2,321 15	2,270.25	(50 90) ST	78 30	3 44
Share Price $10.090, Next Dividend Payable 10/14/11								

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Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
REXAM PLC ADR NEW (REXMY)	12/20/10	25 000	25 644	641 09	598 00	(43 09) ST		
	1/7/11	25 000	26 974	674 35	598 00	(76 35) ST		
	2/7/11	25 000	29 745	743 62	598 00	(145 62) ST		
	4/14/11	5 000	31 000	155 00	119 60	(35 40) ST		
	5/27/11	30 000	32 595	977 85	717.60	(260 25) ST		
	7/1/11	25 000	31 502	787 56	598 00	(189 56) ST		
	Total	135 000		3,979 47	**3,229.20**	(750 27) ST	139 73	4 32
Share Price $23 920, Next Dividend Payable 10/14/11								
ROYAL DUTCH SHELL PLC (RDS'A)	11/8/06	6 000	70 570	423 42	369 12	(54 30) LT A		
	5/3/07	10 000	71 690	716 90	615 20	(101 70) LT A		
	5/23/07	5 000	75 266	376 33	307 60	(68 73) LT A		
	3/11/09	31 000	43 420	1,346 02	1,907 12	561 10 LT		
	8/31/10	20 000	53 238	1,064 75	1,230 40	165 65 LT		
	Total	72 000		3,927 42	**4,429 44**	502 02 LT	205 63	4 64
Share Price. $61.520								
SANOFI ADR (SNY)	7/8/11	30 000	39 780	1,193 39	984 00	(209 39) ST		
	7/13/11	25 000	38 878	971 96	820 00	(151 96) ST		
	7/15/11	50 000	39 264	1,963 19	1,640 00	(323 19) ST		
	8/12/11	20 000	34 325	686 49	656 00	(30 49) ST		
	Total	125 000		4,815 03	**4,100 00**	(715 03) ST	165 38	4 03
Share Price $32.800								
SCHNEIDER ELEC SA UNSP ADR (SBGSY)	3/18/11	130 000	16 195	2,105 32	1,409 20	(696 12) ST		
	6/10/11	40 000	16 238	649 50	433 60	(215 90) ST		
	Total	170 000		2,754 82	**1,842.80**	(912 02) ST	58 48	3 17
Share Price $10 840								
SHIN ETSU CHEM CO LTD ADR (SHECY)	4/28/10	124 000	14 260	1,768 21	**1,499 16**	(269 05) LT	33 73	2 24
Share Price $12.090								
SIEMENS AKTIENGESELLSCHAFT (SI)	5/4/07	8 000	122 293	978 34	718 32	(260 02) LT A		
	9/1/09	6 000	82 975	497 85	538 74	40 89 LT		
	9/18/09	5 000	97 086	485 43	448 95	(36 48) LT		

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Holdings

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	12/2/09	3 000	101.273	303 82	269 37	(34 45) LT		
	1/26/11	5 000	128 922	644 61	448.95	(195 66) ST		
	6/7/11	5.000	132 658	663.29	448 95	(214 34) ST		
	Total	32 000		3,573.34	**2,873.28**	(290 06) LT (410.00) ST	86 27	3 00
Share Price· $89 790								
SUMITOMO METAL INDS LTD ADR (SMMLY)	4/7/10	53 000	30 462	1,614 49	1,121 48	(493.01) LT		
	3/22/11	10 000	22 195	221 95	211 60	(10 35) ST		
	Total	63.000		1,836 44	**1,333.08**	(493 01) LT (10 35) ST	21 99	1 64
Share Price: $21.160								
TELEFONICA SA ADR (TEF)	11/5/10	30 000	26 281	788 43	573 60	(214 83) ST		
	12/8/10	30 000	22 794	683 83	573 60	(110.23) ST		
	Total	60 000		1,472.26	**1,147.20**	(325.06) ST	95 58	8.33
Share Price. $19.120								
TEVA PHARMACEUTICALS ADR (TEVA)	11/26/07	4 000	43 868	175 47	148 88	(26.59) LT A		
	3/11/09	11.000	43.250	475 75	409.42	(66 33) LT		
	2/12/10	8 000	58 880	471 04	297 76	(173 28) LT		
	Total	23.000		1,122 26	**856.06**	(266.20) LT	18 08	2 11
Share Price· $37.220								
UNILEVER NV NY SH NEW (UN)	2/7/08	17 000	30 544	519 24	535.33	16.09 LT A		
	3/18/08	16 000	32 294	516 70	503 84	(12.86) LT A		
	3/28/08	34 000	33 517	1,139 59	1,070.66	(68.93) LT A		
	3/11/09	10.000	17 990	179 90	314.90	135 00 LT		
	Total	77 000		2,355 43	**2,424.73**	69.30 LT	80 23	3.30
Share Price $31.490								
VODAFONE GP PLC ADS NEW (VOD)	1/26/11	40 000	29 007	1,160.29	1,026.40	(133 89) ST		
	8/4/11	55 000	27 585	1,517 16	1,411 30	(105 86) ST		
	9/23/11	29 000	25 000	724 99	744 14	19 15 ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	124 000		3,402 44	3,181.84	(220 60) ST	175 21	5 50
Share Price $25.660; Next Dividend Payable 02/12								
WESFARMERS LTD UNSPONS ADR (WFAFY)	2/12/10	147 000	12 897	1,895 93	2 227 05	331 12 LT		
	6/3/10	20 000	12 428	248 55	303 00	54 45 LT		
	10/21/10	35 000	16 670	583 45	530 25	(53 20) ST		
	4/8/11	15 000	17 177	257 66	227 25	(30 41) ST		
	Total	217.000		2,985 59	3,287.55	385 57 LT (83 61) ST	153 20	4 66
Share Price $15 150, Next Dividend Payable 10/18/11								
WHEELOCK & CO LTD UNSPON ADR (WHLKY)	12/8/10	45 000	40 277	1,812 47	1,322 55	(489 92) ST		
	5/3/11	25 000	42 397	1,059 92	734 75	(325 17) ST		
	Total	70 000		2,872.39	2,057.30	(815 09) ST	11 06	0 53
Share Price $29 390, Next Dividend Payable 10/17/11								
WPP PLC ADR (WPPGY)	12/8/10	20 000	60 281	1 205 61	921 00	(284 61) ST	31 10	3 37
Share Price. $46 050								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	96 2%	$122,256.97	$109,293 93	$1 44 LT $(12,964 48) ST	$3,708.74 $0.00	3.39%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$122,256.97	$113,639 66	$1.44 LT $(12,964.48) ST	$3,713.74 $0.00	3.27%

TOTAL VALUE (includes accrued interest) $113,639.66

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position

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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 Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosure section
New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011 These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns Please refer to the Disclosures section of this statement for additional information.

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$121.44			
MORGAN STANLEY BANK N.A. #	16,557.15	20.00	—	0 120

	Percentage of Assets %	Market Value	Estimated Annual Income / *Accrued Interest*
CASH, DEPOSITS AND MONEY MARKET FUNDS	3.2%	$16,678.59	$20.00 $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	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABBOTT LABORATORIES (ABT)	12/30/02	248 000	$34 667	$8,597 35	**$12,682.72**	$4,085 37 LT A	$476 16	3 75
Share Price. $51.140; Next Dividend Payable 11/11								
AIR PROD & CHEM INC (APD)	10/27/10	35 000	84 392	2,953.73	2,672 95	(280 78) ST		
	5/23/11	28 000	90 538	2,535 07	2,138 36	(396 71) ST		
	Total	63 000		5,488 80	**4,811.31**	(677 49) ST	146 16	3 03
Share Price· $76.370, Next Dividend Payable 11/14/11								
ALTRIA GROUP INC (MO)	12/30/02	252.000	9 659	2,433 95	6,756 12	4,322.17 LT A		
	5/27/08	79 000	22 399	1,769 51	2,117 99	348 48 LT A		
	6/4/09	92.000	17 050	1,568 59	2,466 52	897 93 LT		

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ROBERT G. AND JANE V. ENGEL FNDN
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	423 000		5,772 05	**11,340.63**	5 568 58 LT	693 72	6 11
Share Price· $26 810, Next Dividend Payable 10/11/11								
AMERICAN EXPRESS CO (AXP)	12/30/02	36 000	31 188	1 122 78	1,616 40	493 62 LT A		
	1/14/04	36 000	42 246	1,520 84	1,616 40	95 56 LT A		
	Total	72.000		2,643 62	**3,232.80**	589 18 LT	51 84	1 60
Share Price: $44.900, Next Dividend Payable 11/11								
APACHE CORP (APA)	7/7/11	47 000	126 106	5,926 98	**3,771.28**	(2 .55 70) ST	28 20	0 74
Share Price $80 240; Next Dividend Payable 11/11								
APPLE INC (AAPL)	2/7/08	24 000	121.498	2,915 95	9,151 68	6,235 73 LT A		
	10/27/08	16 000	95.967	1 535 47	6,101 12	4,565 65 LT A		
	6/3/09	9 000	140 088	1,260 79	3,431 88	2,171 09 LT		
	Total	49 000		5,712 21	**18,684.68**	12,972 47 LT	—	—
Share Price $381 320								
ARCOS DORADOS HLDGS INC CL-A (ARCO)	5/23/11	132 000	22 003	2 904 40	**3,061 08**	156.68 ST	15 71	0 51
Share Price. $23.190, Next Dividend Payable 10/05/11								
AUTOMATIC DATA PROCESSING INC (ADP)	3/13/06	68 000	42 998	2,923 86	3,206 20	282 34 LT A		
	10/20/06	46 000	42.782	1,967 96	2 168 90	200 94 LT A		
	Total	114 000		4,891 82	**5,375.10**	483 28 LT	164 16	3 05
Share Price $47 150, Next Dividend Payable 10/01/11								
BECTON DICKINSON & CO (BDX)	6/4/09	34 000	67 350	2,289 89	2,492 88	202 99 LT		
	7/14/09	16 000	69 248	1,107 96	1,173 12	65 16 LT		
	Total	50 000		3,397 85	**3,666 00**	268 15 LT	82 00	2 23
Share Price. $73.320; Next Dividend Payable 12/11								
BLACKROCK INC (BLK)	9/2/11	16 000	159 039	2,544 63	**2,368.16**	(176 47) ST	88 00	3 71
Share Price. $148 010, Next Dividend Payable 12/11								
CATERPILLAR INC (CAT)	7/11/06	29 000	73 065	2,118.88	2,141 36	22 48 LT A		
	5/7/09	31 000	37 928	1,175 77	2,289.04	1,113 27 LT		
	5/23/11	51 000	101 212	5,161 82	3,765 84	(1,395 98) ST		
	Total	111 000		8,456 47	**8,196.24**	1,135 75 LT (1,395 98) ST	204 24	2 49
Share Price $73 840, Next Dividend Payable 11/11								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CHEVRON CORP (CVX)	12/30/02	165.000	33 265	5,488.73	15,277 35	9,788 62 LT A		
	10/26/04	15 000	53 777	806.65	1,388 85	582 20 LT A		
	11/27/09	8.000	78 579	628.63	740 72	112.09 LT		
	5/23/11	24 000	101 359	2,432 61	2 222 16	(210.45) ST		
	Total	212 000		9,356.62	**19,629.08**	10,482 91 LT (210 45) ST	661 44	3 36
Share Price· $92.590; Next Dividend Payable 12/11								
COCA COLA CO (KO)	12/30/02	254 000	43 350	11,010 90	17,160 24	6,149.34 LT A		
	6/3/09	67.000	48 988	3,282 19	4,526 52	1,244.33 LT		
	Total	321 000		14,293 09	**21,686.76**	7,393 67 LT	603 48	2 78
Share Price $67 560, Next Dividend Payable 10/01/11								
CONOCOPHILLIPS (COP)	8/31/04	65.000	36 757	2,389 17	4,115 80	1,726 63 LT A		
	10/26/04	42.000	43 049	1,808 07	2,659 44	851 37 LT A		
	12/21/04	30 000	44 064	1,321 93	1,899 60	577 67 LT A		
	12/22/04	54.000	43 354	2,341.13	3,419 28	1,078.15 LT A		
	4/21/05	10 000	51 949	519 49	633 20	113 71 LT A		
	5/7/09	52.000	43 991	2,287 51	3,292 64	1,005.13 LT		
	Total	253.000		10,667 30	**16,019 96**	5,352 66 LT	667 92	4 16
Share Price $63.320, Next Dividend Payable 12/11								
ESTEE LAUDER CO INC CL A (EL)	12/30/02	67.000	26 110	1,749 37	**5,885 28**	4,135 91 LT A	50 25	0 85
Share Price $87.840, Next Dividend Payable 12/11								
EXXON MOBIL CORP (XOM)	4/8/92	328 000	11 780	3,863 68	23,822 64	19,958 96 LT A		
	2/5/04	23 000	40 329	927 56	1,670 49	742 93 LT A		
	6/4/09	12 000	72 968	875 62	871 56	(4 06) LT		
	8/4/09	33.000	70 300	2,319 90	2,396 79	76 89 LT		
	2/22/10	42 000	65 553	2,753 23	3,050 46	297 23 LT		
	Total	438 000		10,739 99	**31,811.94**	21,071 95 LT	823 44	2 58
Share Price. $72.630, Next Dividend Payable 12/11								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
FRANKLIN RESOURCES INC (BEN)	5/30/08	43 000	101 826	4,378 54	**4,112.52**	(266 02) LT A	43 00	1 04
Share Price $95 640, Next Dividend Payable 10/14/11								
FREEPORT MCMORAN CP&GLD (FCX)	11/30/09	88 000	41 709	3,670 37	2,679 60	(990 77) LT		
	2/23/10	12 000	37 349	448 19	365 40	(82 79) LT		
	2/28/11	61 000	52 560	3,206 15	1,857 45	(1,348 70) ST		
	5/23/11	49 000	47 199	2,312 75	1,492 05	(820 70) ST		
	Total	210 000		9 637 46	**6,394.50**	(1,073 56) LT (2,169 40) ST	210 00	3 28
Share Price $30 450, Next Dividend Payable 11/11								
GENERAL ELECTRIC CO (GE)	4/8/92	480 000	34 209	16,420 15	7,305 60	(9,114 55) LT A		
	1/10/03	1 000	25 900	25 90	15 22	(10 68) LT A		
	Total	481 000		16,446 05	**7,320.82**	(9,125 23) LT	288 60	3 94
Share Price $15.220, Next Dividend Payable 10/25/11								
GENL DYNAMICS CORP (GD)	5/7/08	58 000	90 240	5,233.92	3,299 62	(1,934 30) LT A		
	5/30/08	18.000	92.533	1 665 60	1,024 02	(641 58) LT A		
	5/7/09	8 000	53 563	428 50	455 12	26 62 LT		
	Total	84 000		7 328 02	**4,778.76**	(2,549 26) LT	157 92	3 30
Share Price $56 890, Next Dividend Payable 11/11								
HSBC HOLDINGS PLC SPON ADR NEW (HBC)	9/27/04	24 000	79 145	1 899 49	912 96	(986 53) LT A		
	9/28/04	39 000	79 340	3,094 27	1,483 56	(1,610 71) LT A		
	12/21/04	8.000	84 826	678 61	304 32	(374 29) LT A		
	12/22/04	18 000	85 065	1,531 17	684 72	(846 45) LT A		
	12/23/04	11 000	85 197	937 17	418 44	(518 73) LT A		
	7/6/05	9 000	79 833	718 50	342 36	(376 14) LT A		
	4/8/09	45 000	18 488	831 94	1 711 80	879 86 LT		
	Total	154 000		9,691 15	**5,858.16**	(3 832 99) LT	292 60	4 99
Share Price $38 040								
INTEL CORP (INTC)	12/30/02	475 000	15 970	7,585 71	10,134 12	2,548 41 LT A		
	9/20/06	5 000	19 610	98 05	106 67	8 62 LT A		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	480 000		7,683 76	10,240.80	2,557.03 LT	403 20	3 93
Share Price. $21.335; Next Dividend Payable 12/11								
INTL BUSINESS MACHINES CORP (IBM)	1/20/10	42.000	130.333	5,473 97	7,344.54	1,870 57 LT		
	3/11/10	39.000	127 453	4,970 68	6,819 93	1,849 25 LT		
	Total	81 000		10,444 65	14,164.47	3,719 82 LT	243 00	1.71
Share Price: $174.870; Next Dividend Payable 12/11								
INTUITIVE SURGICAL INC (ISRG)	5/7/08	7 000	293 644	2,055 51	2,549.96	494 45 LT A		
	4/3/09	9 000	97 076	873 68	3,278 52	2,404 84 LT		
	3/8/11	1 000	330.900	330 90	364 28	33 38 ST		
	Total	17 000		3,260 09	6,192.76	2,899 29 LT 33 38 ST	—	—
Share Price: $364.280								
JOHNSON & JOHNSON (JNJ)	12/30/02	103 000	53 638	5,524 67	6,560 07	1,035 40 LT A		
	3/4/04	87 000	53.069	4,617 04	5,541.03	923 99 LT A		
	3/31/09	29.000	53 133	1,540 87	1,847 01	306 14 LT		
	6/4/09	32 000	55 860	1,787 52	2,038 08	250 56 LT		
	Total	251 000		13,470.10	15,986.19	2,516.09 LT	572 28	3 57
Share Price $63.690, Next Dividend Payable 12/11								
JPMORGAN CHASE & CO (JPM)	4/8/92	115 000	12.862	1,479 08	3,463 80	1,984 72 LT A		
	12/2/04	30 000	38 582	1,157.46	903 60	(253 86) LT A		
	1/13/09	79.000	25.292	1,998 04	2,379.48	381 44 LT A		
	6/2/09	42 000	34.948	1,467 82	1,265.04	(202 78) LT		
	1/24/11	35 000	45 021	1,575 74	1,054 20	(521 54) ST		
	Total	301.000		7,678 14	9,066.12	1,909 52 LT (521.54) ST	301 00	3 32
Share Price $30.120; Next Dividend Payable 10/11								
KRAFT FOODS INC CL A (KFT)	10/22/10	168 000	31 842	5,349 51	5,641.44	291.93 ST	194 88	3 45
Share Price. $33 580, Next Dividend Payable 10/14/11								
MC DONALDS CORP (MCD)	12/30/02	80 000	15 550	1,244 01	7,025 60	5,781 59 LT A		
	6/3/09	48.000	60 693	2,913 26	4,215 36	1,302 10 LT		
	11/27/09	66 000	63 644	4,200 52	5,796 12	1,595 60 LT		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	194 000		8,357 79	**17,037.08**	8,679 29 LT	543 20	3 18
Share Price $87 820, Next Dividend Payable 12/11								
MC GRAW HILL COS INC (MHP)	12/30/02	159 000	30 470	4,844 74	**6,519.00**	1,674 26 LT A	159 00	2 43
Share Price. $41.000, Next Dividend Payable 12/11								
MEDTRONIC INC (MDT)	7/19/07	69 000	51 986	3,587 05	2,293 56	(1,293 49) LT A		
	10/25/07	44 000	47 578	2,093 42	1,462 56	(630 86) LT A		
	Total	113 000		5,680 47	**3,756.12**	(1,924 35) LT	109 61	2 91
Share Price $33 240, Next Dividend Payable 10/11								
MERCK & CO INC NEW COM (MRK)	4/8/92	174 000	8 054	1,401 45	5,689 80	4,288 35 LT A		
	6/5/09	13 000	26 269	341 50	425 10	83 60 LT		
	7/1/09	34 000	28 019	952 66	1,111 80	159 14 LT		
	Total	221 000		2,695 61	**7,226.70**	4,531 09 LT	335 92	4 64
Share Price $32 700, Next Dividend Payable 10/07/11								
NESTLE SPON ADR REP REG SHR (NSRGY)	12/30/02	292 000	21 216	6,195 16	**16,089.20**	9,894 04 LT A	515 96	3 20
Share Price $55 100								
NEWS CORP LTD CL A DEL (NWSA)	12/30/02	198 000	10.705	2,119 59	3,065 04	945 45 LT A		
	7/6/05	127 000	16 092	2,043 72	1,965 96	(77 76) LT A		
	Total	325 000		4,163 31	**5,031 00**	867 69 LT	61 75	1 22
Share Price $15 480, Next Dividend Payable 10/19/11								
NOVO NORDISK A/S ADR (NVO)	5/6/08	13 000	68 325	888 23	1,293 76	405 53 LT A		
	5/7/08	32 000	66 841	2,138 92	3,184 64	1,045 72 LT A		
	5/8/08	5 000	67 062	335 31	497 60	162 29 LT A		
	5/9/08	5 000	67 396	336 98	497.60	160 62 LT A		
	5/12/08	6 000	67.740	406 44	597 12	190 68 LT A		
	Total	61 000		4 105 88	**6,070.72**	1,964 84 LT	82 84	1 36
Share Price $99 520								
OCCIDENTAL PETROLEUM CORP DE (OXY)	10/20/04	7 000	28 514	199 60	500 50	300 90 LT A		
	10/21/04	38 000	28 751	1,092 53	2 717 00	1,624 47 LT A		
	12/2/04	14 000	28 316	396 43	1,001 00	604 57 LT A		
	12/21/04	56 000	29.475	1,650 60	4,004 00	2,353 40 LT A		
	5/23/11	29 000	99.188	2 876 45	2,073 50	(802 95) ST		
	9/2/11	15 000	84 327	1 264 90	1,072 50	(192 40) ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	159 000		7,480 51	**11,368.50**	4,883 34 LT (995 35) ST	292 56	2.57
Share Price: $71.500; Next Dividend Payable 10/15/11								
PEPSICO INC NC (PEP)	12/30/02	196.000	42 181	8,267.56	**12,132 40**	3,864 84 LT A	403.76	3 32
Share Price· $61 900; Next Dividend Payable 12/11								
PHILIP MORRIS INTL INC (PM)	12/30/02	280 000	22 009	6,162 46	17,466 40	11,303 94 LT A		
	4/10/08	38.000	49 014	1,862 52	2,370 44	507.92 LT A		
	5/27/08	42 000	51 590	2,166 78	2,619 96	453 18 LT A		
	1/13/09	64 000	42 461	2,717.48	3,992 32	1,274 84 LT A		
	3/31/09	22 000	36 240	797 27	1,372.36	575 09 LT		
	Total	446 000		13,706 51	**27,821.48**	14,114 97 LT	1,373 68	4 93
Share Price $62 380, Next Dividend Payable 10/11/11								
PRAXAIR INC (PX)	3/9/05	10 000	48 079	480 79	934 80	454 01 LT A		
	3/10/05	27 000	47 880	1,292.75	2,523 96	1,231 21 LT A		
	3/24/06	22 000	55 658	1,224.48	2,056 56	832 08 LT A		
	11/25/09	23 000	82 862	1,905 82	2,150 04	244 22 LT		
	Total	82 000		4,903 84	**7,665.36**	2,761 52 LT	164 00	2 :3
Share Price $93 480, Next Dividend Payable 12/11								
PROCTER & GAMBLE (PG)	12/30/02	198 000	43 500	8,613 01	12,509 64	3,896 63 LT A		
	1/14/04	68 000	50 160	3,410 88	4,296 24	885 36 LT A		
	Total	266 000		12,023.89	**16,805.88**	4,781 99 LT	558 60	3 32
Share Price· $63.180; Next Dividend Payable 11/11								
QUALCOMM INC (QCOM)	11/30/06	89.000	36 511	3,249 47	4,328 07	1,078.60 LT A		
	5/23/08	61 000	47 305	2,885 62	2 966 43	80 81 LT A		
	Total	150.000		6,135 09	**7,294.50**	1,159 41 LT	129 00	1 76
Share Price $48 630, Next Dividend Payable 12/11								
RIO TINTO PLC SPON ADR (RIO)	10/22/10	94.000	64 107	6,026 09	4,143 52	(1,882 57) ST		
	3/1/11	26 000	70 193	1,825.01	1,146 08	(678 93) ST		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	120 000		7,851.10	**5,289 60**	(2,561 50) ST	140 16	2 64
Share Price· $44.080								
ROCHE HOLDINGS ADR (RHHBY)	1/21/10	7 000	44 630	312 41	281 54	(30 87) LT		
	1/25/10	118 000	43 600	5,144.80	4,745 96	(398 84) LT		
	1/28/10	66 000	43 107	2,845.08	2,654 52	(190 56) LT		
	2/23/10	8 000	41 510	332.08	321 76	(10 32) LT		
	Total	199 000		8,634 37	**8,003.78**	(630 59) LT	224 87	2 80
Share Price. $40.220								
ROYAL DUTCH SHELL PLC (RDS'A)	12/30/02	65 000	44 071	2,864 61	3,998 80	1,134 19 LT A		
	6/27/05	31 000	64 558	2,001 31	1,907 12	(94 19) LT A		
	10/27/08	64 000	46 208	2,957 34	3,937 28	979 94 LT A		
	3/31/09	8 000	44 835	358 68	492 16	133 48 LT		
	2/22/10	20 000	55 674	1,113 47	1,230 40	116 93 LT		
	6/1/11	18 000	70 738	1 273 28	1,107 36	(165 92) ST		
	Total	206 000		10,568 69	**12,673 12**	2,270 35 LT (165 92) ST	588 34	4 64
Share Price $61.520								
TARGET CORPORATION (TGT)	12/30/02	133 000	29 929	3,980 51	6,522 32	2 541 81 LT A		
	2/28/11	83 000	52 300	4,340 86	4 070 32	(270 54) ST		
	Total	216 000		8,321 37	**10,592.64**	2 541 81 LT (270 54) ST	259 20	2 44
Share Price $49 040; Next Dividend Payable 12/11								
TEXAS INSTRUMENTS (TXN)	11/30/06	34 000	29 675	1,008 96	906 10	(102 86) LT A		
	9/5/07	86 000	35 312	3,036 85	2,291 90	(744 95) LT A		
	10/25/07	74 000	31 190	2,308 07	1,972 10	(335 97) LT A		
	10/25/10	45 000	28 917	1,301 27	1,199 25	(102 02) ST		
	Total	239 000		7,655 15	**6,369.35**	(1,183 78) LT (102 02) ST	162 52	2 55
Share Price. $26.650, Next Dividend Payable 11/11								

CONTINUED

Holdings

Fiduciary Services Active Assets Account
615-100386-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
TIME WARNER CABLE INC NEW (TWC)	9/2/11	41 000	63 986	2,623 41	**2,569.47**	(53 94) ST	78 72	3 06
Share Price $62.670, Next Dividend Payable 12/11								
TOTAL FINA ELF SA (TOT)	3/1/05	6 000	58 398	350 39	263 22	(87 17) LT A		
	3/10/05	74.000	59.222	4,382 46	3,246 38	(1,136.08) LT A		
	4/21/05	14.000	55 926	782 97	614 18	(168 79) LT A		
	10/10/05	62.000	63 259	3,922.04	2,719.94	(1,202.10) LT A		
	12/2/05	6 000	63.407	380 44	263 22	(117.22) LT A		
	10/27/08	42.000	45.861	1,926.17	1,842 54	(83.63) LT A		
	2/22/10	13.000	58 160	756 08	570.31	(185 77) LT		
	3/1/11	15 000	60 305	904.58	658 05	(246 53) ST		
	6/1/11	23.000	57 033	1,311 76	1,009 01	(302 75) ST		
	9/2/11	26 000	47 704	1,240 30	1,140 62	(99 68) ST		
	Total	281 000		15,957.19	**12,327.47**	(2,980 76) LT (648 96) ST	771 63	6.25
Share Price· $43.870; Next Dividend Payable 10/13/11								
UNITED TECHNOLOGIES CORP (UTX)	5/16/06	8 000	65 158	521 26	562 88	41.62 LT A		
	9/20/06	50.000	64.330	3,216 50	3,518 00	301 50 LT A		
	10/25/07	43.000	75.727	3,256 24	3,025 48	(230 76) LT A		
	5/23/11	31.000	85 895	2,662 74	2,181 16	(481 58) ST		
	Total	132 000		9,656 74	**9,287.52**	112.36 LT (481.58) ST	253.44	2.72
Share Price: $70 360, Next Dividend Payable 12/11								
WAL MART STORES INC (WMT)	12/30/02	130 000	50 250	6,532 51	6,747 00	214 49 LT A		
	7/6/05	15 000	49 461	741 91	778 50	36 59 LT A		
	3/31/09	12 000	52 349	628 19	622.80	(5 39) LT		
	5/14/09	23 000	49 468	1,137 77	1,193 70	55 93 LT		
	6/4/09	7 000	50 739	355 17	363 30	8 13 LT		
	Total	187 000		9,395 55	**9,705.30**	309 75 LT	273.02	2 81
Share Price. $51 900, Next Dividend Payable 12/11								
WALGREEN CO (WAG)	12/30/02	249 000	28.911	7,198 96	8,189 61	990 65 LT A		
	6/3/09	56.000	31 096	1,741 40	1,841 84	100 44 LT		

CONTINUED

MorganStanley
SmithBarney

Holdings

Fiduciary Services Active Assets Account
615-100386-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42

INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	305.000		8,940 36	**10,031.45**	1,091 09 LT	274 50	2.73
Share Price: $32.890, Next Dividend Payable 12/11								
WALT DISNEY CO HLDG CO (DIS)	3/11/10	104 000	33 663	3,500 97	3,136 64	(364.33) LT		
	3/1/11	26 000	43 116	1,121 02	784 16	(336 86) ST		
	Total	130 000		4,621 99	**3,920 80**	(364 33) LT (336 86) ST	52 00	1 32
Share Price $30 160, Next Dividend Payable 01/12								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	96 8%	$381,296.30	$497,568.00	$128,713.40 LT $(12,441.71) ST	$15,271.48 $0 00	3.07%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$381,296.30	$514,246.59	$128,713.40 LT $(12,441.71) ST	$15,291.48 $0 00	2.97%

TOTAL VALUE (includes accrued interest) $514,246 59

A - You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney Account Another financial institution has provided Morgan Stanley Smith Barney the transaction detail for this position.

Security Mark at Right

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MSSB #100383-090 SEE STATEMENT	206,646.	184,661.
TOTALS	206,646.	184,661.

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

DESCRIPTION	AMOUNT
ADJUSTMENT TO COST BASIS - 100385-090	3.
TOTAL	3.

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

DESCRIPTION	AMOUNT
ADJ TO COST BASIS - 100386-090	190.
ADJ TO COST BASIS OF DONATED SECURITIES	104,282.
TOTAL	104,472.

Jane V. Engel Foundation
Stock Contribution
YE 9/30/2011
EIN· 22-2764445

Stock	Date of Contribution	Average	Quantity	FMV Contribution - Average Price	Carryover Cost Basis	Adjustment to Fund Balance
Microsoft	7/27/2011	27.595	2,000	55,190.00	7,981.00	
Kraft	7/27/2011	34.69	1,950	67,645.50	10,573.00	
				122,835.50	**18,554.00**	**104,281.50**

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	0.	0.	0.
JANE V. ENGEL 80 WEARIMUS ROAD HO-HO-KUS, NJ 07423-0042	PRESIDENT	0.	0.	0.
JENNIFER E. YOUNG 927 TAUGANNOCK BLVD. ITHACA, NY 14850	TRUSTEE	0.	0.	0.
ELIZABETH HUNTER ENGEL 22 BELLEVUE AVENUE SOUTH PORTLAND, ME 04106	TRUSTEE	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	250.
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	2,000.
BIRCH ROCK CAMP 30 BELLEVUE AVENUE SOUTH PORTLAND, ME 04106	NONE EXEMPT	GENERAL	1,500.
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	250.

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	15,500.
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	3,500.
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. ENGEL 1601 QUEENS ROAD WE CHARLOTTE, NC 28207-2433	NONE EXEMPT	GENERAL	500.
CORNELL PLANTATIONS ONE PLANTATION ROAD ITHACA, NY 14850	NONE EXEMPT	GENERAL	23,000.
CORNELL UNIVERSITY, LABORATORY OF ORNITHOLOGY 159 SAPSUCKER WOODS ROAD ITHACA, NY 14850	NONE EXEMPT	GENERAL	19,000.
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	6,000.

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
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	1,500.
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	250.
HANGAR THEATRE, DEVELOPMENT OFFICE P.O. BOX 205 ITHACA, NY 14851	NONE EXEMPT	GENERAL	500.
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.
ITHACA PUBLIC EDUCATION INITIATIVE P.O. BOX 4268 ITHACA, NY 14852	NONE EXEMPT	GENERAL	11,500.
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	1,000.
MEMPHIS UNIVERSITY SCHOOL 619 PARK AVENUE MEMPHIS, TN 38119	NONE EXEMPT	GENERAL	250.

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
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	750.
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	250.
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.

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
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	4,250.
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	4,000.
THE IVY 1879 FOUNDATION P.O. BOX 1414 PRINCETON, NJ 08542	NONE EXEMPT	GENERAL	2,500.

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
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	14,000.
THE RINK 1767 E. SHORE DRIVE ITHACA, NY 14850	NONE EXEMPT	GENERAL	1,000.
THE SEEING EYE P.O. BOX 375 MORRISTOWN, NJ 07963	NONE EXEMPT	GENERAL	50,000.
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.

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
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE EXEMPT	GENERAL	23,500.
CINEMAPOLIS 120 E. GREEN STREET ITHACA, NY 14851	NONE EXEMPT	GENERAL	250.
HEALING HEARTS EQUINE RESCUE P.O. BOX 773 ITHACA, NY 14852	NONE EXEMPT	GENERAL	1,500.
MAINE CANCER FOUNDATION P.O. BOX 553 970 BAXTER BOULEVARD - SUITE 204 DRYDEN, NY 13053	NONE EXEPMT	GENERAL	800.
RACKER CENTERS 3226 WILKINS ROAD SOUTH PORTLAND, ME 04106	NONE EXEMPT	GENERAL	500.
SOUTH PORTLAND LAND TRUST P.O. BOX 2312 ITHACA, NY 14850	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
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	4,000.
BAKER INSTITUTE FOR ANIMAL HEALTH COLLEGE OF VETERINARY MEDICINE, CORNELL UNIVERSITY ITHACA, NY 14850	NONE EXEMPT	GENERAL	10,000.
CAPE ELIZABETH LAND TRUST PO BOX 265 CCB CAPE ELIZABETH, ME 04107	NONE EXEMPT	GENERAL	1,000.
DORIANTHIA CHAPTER #19 PHOES, PO BOX 6684 ITHACA, NY 14851	NONE EXEMPT	GENERAL	250.
LUCKY PUP DOG RESCUE PO BOX 461 KENNEBUNKPORT, ME 04046	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
TOMPKINS LEARNING PARTNERS 124 WEST BUFFALO STREET ITHACA, NY 14850	NONE EXEMPT	GENERAL	250.
UNION COLLEGE PARENT FUND ABBE HALL, 807 UNION STREET SCHENECTADY, NY 12308	NONE EXEMPT	GENERAL	250.
		TOTAL CONTRIBUTIONS PAID	304,000.

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

ATTACHMENT 12

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
2009 EXCISE TAX O/P APPLIED			18	4,048.	
TOTALS				4,048.	

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

2010

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 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	447.
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 2009 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	447.

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 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	258,699.
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 2009 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	258,699.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2010**

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			447.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			258,699.
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			259,146.

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 2010 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 2010 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

2010

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			37,259.	36,812.	447.
1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b					447.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2010**

JSA
0F1221 1 000

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			489,580.	230,881.	258,699.

6b **Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b	258,699.

JSA
0F1222 1 000

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

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					VAR	VAR
489,580.		230,881.					258,699.	
		SEE STATEMENT ATTACHED					VAR	VAR
37,259.		36,812.					447.	
TOTAL GAIN(LOSS)							259,146.	

JSA
0E1730 1 000

The Robert G & Jane V Engel Foundation Inc
EIN. 22-2764445
Realized Gain/Loss Statement
Tax Year Ending 9/30/2011

No Shares	Security Description	Date Acquired	Date Sold	Proceeds	Cost Basis		Gain(Loss)
	MorganStanley SmithBarney A/C 100383-090						
3475	HEWLETT PACKARD	4/8/1992	7/27/2011	127,002 26	13,897 85		113,104 41
3875	JPMORGAN CHASE & CO	4/8/1992	7/27/2011	157,927 21	49,838 27		108,088 94
	Subtotal Long-Term			**284,929 47**	**63,736 12**		**221,193 35**
MorganStanley SmithBarney A/C 100385-090							
7	MTU AERO ENGINES HLDGS AG	3/11/2009	9/30/2010	200 80	90 58		110 22
22	MTU AERO ENGINES HLDGS AG	5/18/2009	9/30/2010	631 07	383 13		247 94
28	TOMRA SYS A/S ADR NEW	4/1/2008	9/30/2010	162 74	212 71		(49 97)
27	TOMRA SYS A/S ADR NEW	4/2/2008	9/30/2010	156 93	206 72		(49 79)
15	CARNIVAL CP NEW PAIRED COM	6/22/2009	10/19/2010	587 52	380 92		206 60
10	TOKYO GAS CO LTD ADR	9/24/2009	10/6/2010	442 31	411 86		30 45
22	CARNIVAL CP NEW PAIRED COM	6/22/2009	11/4/2010	974 64	558 68		415 96
3	CARNIVAL CP NEW PAIRED COM	7/27/2009	11/4/2010	132 91	83 30		49 61
11	CARNIVAL CP NEW PAIRED COM	7/27/2009	11/15/2010	464 47	305 42		159 05
11	CARNIVAL CP NEW PAIRED COM	9/3/2009	11/15/2010	464 47	321 62		142 85
9	HOME RETAIL GROUP ADR	7/20/2009	11/5/2010	121 51	174 63		(53 12)
28	HOME RETAIL GROUP ADR	7/27/2009	11/5/2010	378 02	560 30		(182 28)
28	JARDINE MATHESON HLDGS LTD ADR	4/3/2008	11/24/2010	1,269 10	858 37		410 73
15	MAKITA CORPORATION LTD ADR NEW	12/12/2008	11/16/2010	531 91	325 70		206 21
10	NSK LTD SPONSORED ADR	8/17/2009	11/4/2010	817 48	632 89		184 59
4	TOKI MARINE HOLDING INS ADR	8/16/2006	11/4/2010	114 80	157 20		(42 40)
20	TOKI MARINE HOLDING INS ADR	11/8/2006	11/4/2010	574 01	716 40		(142 39)
25	TOKI MARINE HOLDING INS ADR	2/2/2007	11/4/2010	717 52	927 50		(209 98)
4	TOMRA SYS A/S ADR NEW	4/2/2008	11/12/2010	22 82	30 62		(7 80)
20	TOMRA SYS A/S ADR NEW	8/4/2008	11/12/2010	114 12	142 34		(28 22)
25	TOMRA SYS A/S ADR NEW	8/5/2008	11/12/2010	142 65	172 98		(30 33)
45	TOMRA SYS A/S ADR NEW	8/6/2008	11/12/2010	256 78	319 44		(62 66)
25	TOMRA SYS A/S ADR NEW	10/29/2008	11/12/2010	142 65	116 77		25 88
20	TOMRA SYS A/S ADR NEW	10/16/2009	11/12/2010	114 12	106 27		7 85
20	TOMRA SYS A/S ADR NEW	10/27/2009	11/12/2010	114 12	101 44		12 68
56	TOMRA SYS A/S ADR NEW	10/28/2009	11/12/2010	319 54	277 75		41 79
35	GRUPO TELEVISA S.A. GLOBAL DEP	8/4/2008	12/8/2010	852 00	775 32		76 68
25	GRUPO TELEVISA S.A. GLOBAL DEP	3/11/2009	12/8/2010	608 57	298 75		309 82
37	GRUPO TELEVISA S.A. GLOBAL DEP	10/12/2009	12/8/2010	900 68	698 02		202 66
25	ANGLO AMERICAN PLC ADR NEW	3/17/2009	1/7/2011	631 91	198 87		433 04
65	DENSO CORP LTD ADR	10/30/2008	1/14/2011	1,164 95	614 26		550 69
16	EXPERIAN GP LTD ADR	10/6/2008	1/14/2011	195 27	91 77		103 50
14	EXPERIAN GP LTD ADR	3/11/2009	1/14/2011	170 87	78 26		92 61
55	EXPERIAN GP LTD ADR	3/11/2009	1/26/2011	680 67	307 45		373 22
25	LUXOTTICA GROUP SPA SPON ADR	5/5/2009	1/26/2011	761 87	503 14		258 73
1	ROYAL DUTCH SHELL PLC	5/25/2006	1/13/2011	67 50	66 01		1 49
4	ROYAL DUTCH SHELL PLC	11/8/2006	1/13/2011	270 01	282 28		(12 27)
40	YUE YUEN INDL HLDGS LTD	4/20/2009	1/6/2011	704 38	456 44		247 94
18	YUE YUEN INDL HLDGS LTD	4/20/2009	1/19/2011	313 09	205 40		107 69
5	AXA ADS	8/16/2006	2/1/2011	106 12	186 10		(79 98)
10	AXA ADS	11/8/2006	2/1/2011	212 23	390 80		(178 57)
10	AXA ADS	2/2/2007	2/1/2011	212 23	430 40		(218 17)
10	AXA ADS	5/3/2007	2/1/2011	212 23	464 30		(252 07)
5	AXA ADS	3/19/2008	2/1/2011	106 12	162 67		(56 55)
	BANCO SANTANDER S A	5/22/2009	2/10/2011	11 61	0 00		11 61
65	LONZA GROUP AG ZUERICH ADR	3/11/2009	2/14/2011	518 97	627 25		(108 28)
6	LUXOTTICA GROUP SPA SPON ADR	5/5/2009	2/10/2011	177 51	120 75		56 76
15	LUXOTTICA GROUP SPA SPON ADR	7/20/2009	2/10/2011	443 77	333 63		110 14
22	LUXOTTICA GROUP SPA SPON ADR	11/19/2009	2/10/2011	650 87	559 46		91 41
1	RICOH LTD ADR	10/30/2008	1/31/2011	71 10	52 29		18 81
17	RICOH LTD ADR	11/11/2008	1/31/2011	1,208 67	907 77		300 90
2	RICOH LTD ADR	3/11/2009	1/31/2011	142 20	100 90		41 30
15	CPFL ENERGIA S A	12/11/2009	3/18/2011	1,183 19	968 70		214 49
15	DENSO CORP LTD ADR	10/30/2008	3/28/2011	234 13	141 75		92 38
40	THK CO LTD UNSPONSORED ADR	11/11/2008	3/28/2011	476 23	283 11		193 12
37	TOKYO GAS CO LTD ADR	9/24/2009	3/7/2011	1,622 22	1,523 86		98 36
15	TOKYO GAS CO LTD ADR	3/3/2010	3/7/2011	657 65	672 20		(14 55)
36	ADVANTEST CORP NEW	10/13/2009	4/8/2011	643 45	982 62		(339 17)
9	ADVANTEST CORP NEW	10/14/2009	4/8/2011	160 86	248 28		(87 42)
10	CANADAIAN NATURAL RESOURCES LTD	5/8/2009	4/7/2011	488 22	272 55		215 67
10	CPFL ENERGIA S A	12/11/2009	4/25/2011	911 48	645 80		265 68
5	MAKITA CORPORATION LTD ADR NEW	12/12/2008	4/8/2011	219 13	108 57		110 56
25	NOVARTIS AG ADR	7/18/2008	4/21/2011	1,436 59	1,427 88		8 71
56	TELESTRA CORP LTD SPON ADR	10/30/2008	4/1/2011	807 72	788 79		18 93
19	TELESTRA CORP LTD SPON ADR	12/16/2008	4/1/2011	274 05	221 01		53 04
32	TELESTRA CORP LTD SPON ADR	3/11/2009	4/1/2011	461 55	320 00		141 55
45	TELESTRA CORP LTD SPON ADR	8/27/2009	4/1/2011	649 06	636 86		12 20
5	TEVA PHARMACEUTICALS ADR	9/28/2007	3/31/2011	250 86	221 61		29 25
44	THK CO LTD UNSPONSORED ADR	11/11/2008	4/11/2011	501 04	311 42		189 62
71	THK CO LTD UNSPONSORED ADR	12/15/2009	4/11/2011	808 50	670 76		137 74
3	BG GROUP PLC	3/11/2009	5/3/2011	379 13	207 03		172 10
7	BG GROUP PLC	3/17/2009	5/3/2011	884 63	515 87		368 76
14	BNP PARIBAS SP ADR REPSTG	7/17/2008	5/13/2011	530 69	656 39		(125 70)
6	BNP PARIBAS SP ADR REPSTG	3/12/2009	5/13/2011	227 44	105 80		121 64
2	CPFL ENERGIA S A	12/11/2009	5/5/2011	174 92	129 16		45 76
13	CPFL ENERGIA S A	3/11/2010	5/5/2011	1,137 01	808 87		328 14
5	HSBC HOLDINGS PLC SPON ADR NEW	4/2/2009	5/13/2011	263 64	166 94		96 70
25	UNILEVER NV NY SH NEW	2/7/2008	4/29/2011	822 93	763 59		59 34
30	BNP PARIBAS SP ADR REPSTG	3/12/2009	6/23/2011	1,088 59	529 01		559 58

The Robert G & Jane V Engel Foundation Inc.
EIN. 22-2764445
Realized Gain/Loss Statement
Tax Year Ending 9/30/2011

No Shares	Security Description	Date Acquired	Date Sold	Proceeds	Cost Basis		Gain(Loss)
32	DENSO CORP LTD ADR	3/11/2009	6/6/2011	554 41	311 40		243 01
16	DENSO CORP LTD ADR	4/2/2009	6/6/2011	277 20	176 04		101 16
7	DENSO CORP LTD ADR	6/24/2009	6/6/2011	121 28	86 83		34 45
124	EXPERIAN GP LTD ADR	3/11/2009	5/27/2011	1,558 48	693 16		865 32
10	HSBC HOLDINGS PLC SPON ADR NEW	4/2/2009	6/23/2011	479 76	333 88		145 88
27	MAKITA CORPORATION LTD ADR NEW	3/17/2009	6/6/2011	1,112 81	613 16		499 65
10	NOVARTIS AG ADR	7/18/2008	6/10/2011	610 15	571 15		39 00
4	NOVARTIS AG ADR	3/11/2009	6/10/2011	244 06	136 32		107 74
12	NOVARTIS AG ADR	2/12/2010	6/10/2011	732 18	642 62		89 56
35	NSK LTD SPONSORED ADR	8/17/2009	6/6/2011	637 12	443 03		194 09
2	ADVANTEST CORP NEW	10/14/2009	7/20/2011	37 17	55 17		(18 00)
28	ADVANTEST CORP NEW	11/19/2009	7/20/2011	520 36	659 00		(138 64)
11	ADVANTEST CORP NEW	1/5/2010	7/20/2011	204 43	301 72		(97 29)
16	ADVANTEST CORP NEW	2/12/2010	7/20/2011	297 35	380 94		(83 59)
22	ADVANTEST CORP NEW	4/16/2010	7/20/2011	408 84	579 60		(170 76)
93	LONZA GROUP AG ZUERICH ADR	3/11/2009	7/13/2011	765 83	897 45		(131 62)
25	LONZA GROUP AG ZUERICH ADR	8/12/2009	7/13/2011	205 87	248 72		(42 85)
59	LONZA GROUP AG ZUERICH ADR	10/20/2009	7/13/2011	485 85	639 17		(153 32)
2	TEVA PHARMACEUTICALS ADR	9/28/2007	7/8/2011	98 80	88 64		10 16
3	TEVA PHARMACEUTICALS ADR	11/26/2007	7/8/2011	148 21	131 61		16 60
7	ANGLO AMERICAN PLC ADR NEW	3/17/2009	8/4/2011	148 46	55 68		92 78
35	ANGLO AMERICAN PLC ADR NEW	5/22/2009	8/4/2011	742 30	448 25		294 05
17	ANGLO AMERICAN PLC ADR NEW	9/3/2009	8/4/2011	360 54	271 09		89 45
57	DENSO CORP LTD ADR	6/24/2009	8/9/2011	921 99	707 03		214 96
24	DENSO CORP LTD ADR	7/8/2009	8/9/2011	388 20	313 45		74 75
20	GLAXOSMITHKLINE PLC ADS	7/12/2010	8/9/2011	809 69	701 45		108 24
100	BANCO SANTANDER S A	5/22/2009	9/2/2011	863 47	1,000 19		(136 72)
88	BANCO SANTANDER S A	6/11/2009	9/2/2011	759 85	1,000 68		(240 83)
4	BANCO SANTANDER S A	11/6/2009	9/2/2011	34 54	26 57		7 97
19	TEVA PHARMACEUTICALS ADR	11/26/2007	9/23/2011	665 83	833 50		(167 67)
	Subtotal Long-Term			**53,854 35**	**45,163 76**		**8,690 59**
MorganStanley SmithBarney A/C 100386-090							
126	BANK OF AMERICA CORP	11/4/2003	10/21/2010	1,432 00	4,804 34		(3 372 34)
80	BANK OF AMERICA CORP	1/14/2004	10/21/2010	909 21	3,167 95		(2,258 74)
34	BANK OF AMERICA CORP	10/20/2006	10/21/2010	386 41	1,812 70		(1 426 29)
64	FLUOR CORP NEW	5/1/2006	10/21/2010	3,197 31	3,048 12		149 19
18	FLUOR CORP NEW	9/20/2006	10/21/2010	899 24	696 06		203 18
4	FLUOR CORP NEW	2/7/2008	10/21/2010	199 83	218 09		(18 26)
103	MICROSOFT CORP	12/30/2002	10/21/2010	2,596 40	2,719 72		(123 32)
83	PEABODY ENERGY CORP	2/15/2007	10/21/2010	4,316 53	3,150 54		1 165 99
31	PEABODY ENERGY CORP	7/19/2007	10/21/2010	1,612 20	1,386 25		225 95
6	PEABODY ENERGY CORP	8/17/2007	10/21/2010	312 04	229 90		82 14
137	ALTRIA GROUP INC	12/30/2002	12/1/2010	3,308 49	1,323 22		1,985 27
38	APPLE INC	7/19/2007	12/1/2010	12,007 03	5,325 47		6,681 56
2	APPLE INC	2/7/2008	12/1/2010	631 95	243 00		388 95
21	AUTOMATIC DATA PROCESSING INC	3/13/2006	12/1/2010	964 09	902 96		61 13
54	CATERPILLAR INC	7/11/2006	12/1/2010	4,684 42	3,945 49		738 93
27	CHEVRON CORP	12/30/2002	12/1/2010	2,218 82	898 16		1,320 66
60	CISCO SYS INC	10/25/2007	12/1/2010	1,157 97	1,871 99		(714 02)
11	CISCO SYS INC	2/7/2008	12/1/2010	212 30	253 01		(40 71)
68	COCA COLA CO	12/30/2002	12/1/2010	4,358 04	2,947 80		1,410 24
56	CONOCOPHILLIPS	8/31/2004	12/1/2010	3,441 70	2,058 37		1,383 33
50	ESTEE LAUDER CO INC CL A	12/30/2002	12/1/2010	3,830 93	1,305 50		2,525 43
33	EXXON MOBIL CORP	4/8/1992	12/1/2010	2,341 34	388 72		1,952 62
27	FOMENTO ECONOMICO MEXICANO	4/10/2008	12/1/2010	1,541 13	1,191 71		349 42
10	FRANKLIN RESOURCES INC	5/30/2008	12/1/2010	1,166 38	1,018 26		148 12
23	FREEPORT MCMORAN CP&GLD	11/30/2009	12/1/2010	2,374 93	1,918 60		456 33
35	GENERAL ELECTRIC CO	4/8/1992	12/1/2010	564 89	1,197 30		(632 41)
3	HALLIBURTON CO	6/6/2006	12/1/2010	116 94	110 68		6 26
68	HALLIBURTON CO	7/11/2006	12/1/2010	2,650 65	2,525 84		124 81
62	INTEL CORP	12/30/2002	12/1/2010	1,329 25	990 14		339 11
72	MCDONALD'S CORP	12/30/2002	12/1/2010	5,696 90	1,119 61		4,577 29
30	MERCK & CO INC NEW COM	4/8/1992	12/1/2010	1,043 68	241 63		802 05
24	MICROCHIP TECHNOLOGY INC	1/11/2007	12/1/2010	825 58	861 19		(35 61)
76	MICROSOFT CORP	12/30/2002	12/1/2010	1,968 36	2,006 78		(38 42)
15	NOVO NORDISK A/S ADR	4/30/2008	12/1/2010	1,509 72	1,031 15		478 57
15	NOVO NORDISK A/S ADR	5/1/2008	12/1/2010	1,509 72	1,027 96		481 76
3	NOVO NORDISK A/S ADR	5/2/2008	12/1/2010	301 94	201 55		100 39
1	NOVO NORDISK A/S ADR	5/5/2008	12/1/2010	100 65	68 27		32 38
8	NOVO NORDISK A/S ADR	5/6/2008	12/1/2010	805 18	546 60		258 58
31	OCCIDENTAL PETROLEUM CORP DE	10/20/2004	12/1/2010	2,761 74	883 93		1,877 81
29	PEPSICO INC NC	12/30/2002	12/1/2010	1,876 84	1,223 26		653 58
109	PHILIP MORRIS INTL INC	12/30/2002	12/1/2010	6,224 88	2,398 96		3,825 92
21	PRAXAIR INC	3/9/2005	12/1/2010	1,933 64	1,011 16		922 48
39	ROYAL DUTCH SHELL PLC	12/30/2002	12/1/2010	2,418 73	1,718 76		699 97
33	TARGET CORPORATION	12/30/2002	12/1/2010	1,890 53	987 64		902 89
78	TEXAS INSTRUMENTS	11/30/2006	12/1/2010	2,547 43	2,314 68		232 75
39	UNITED TECHNOLOGIES CORP	5/16/2006	12/1/2010	3,023 22	2,541 16		482 06
89	FOMENTO ECONOMICO MEXICANO	4/10/2008	2/25/2011	4,968 21	3,928 23		1,039 98
86	HALLIBURTON CO	7/11/2006	2/25/2011	3,986 01	3,194 44		791 57
57	HALLIBURTON CO	9/20/2006	2/25/2011	2,641 89	1,613 10		1,028 79
24	HALLIBURTON CO	2/7/2008	2/25/2011	1,112 37	809 47		302 90
66	SCHLUMBERGER LTD	8/28/2008	2/25/2011	6,006 82	6,488 10		(481 28)
2	SYSCO CORP	11/2/2004	2/25/2011	55 65	68 38		(12 73)

The Robert G & Jane V Engel Foundation Inc
EIN. 22-2764445
Realized Gain/Loss Statement
Tax Year Ending 9/30/2011

No Shares	Security Description	Date Acquired	Date Sold	Proceeds	Cost Basis		Gain(Loss)
27	SYSCO CORP	11/3/2004	2/25/2011	751 34	928 63		(177 29)
47	SYSCO CORP	12/2/2004	2/25/2011	1,307 88	1,665 94		(358 06)
17	SYSCO CORP	12/21/2004	2/25/2011	473 06	637 04		(163 98)
22	SYSCO CORP	12/22/2004	2/25/2011	612 20	841 75		(229 55)
198	CISCO SYS INC	2/7/2008	5/23/2011	3,218 84	4,554 14		(1,335 30)
253	MICROSOFT CORP	12/30/2002	5/23/2011	6,098 97	6,680 47		(581 50)
149	MICROSOFT CORP	2/24/2004	5/23/2011	3,591 89	4,003 90		(412 01)
6	ABBOTT LABORATORIES	12/30/2002	7/7/2011	320 74	208 00		112 74
56	JOHNSON & JOHNSON	12/30/2002	7/7/2011	3,796 67	3,003 70		792 97
32	JOHNSON & JOHNSON	12/30/2002	9/2/2011	2,063 23	1,716 40		346 83
69	MICROCHIP TECHNOLOGY INC	1/11/2007	9/2/2011	2,195 41	2,300 09		(104 68)
6	MICROCHIP TECHNOLOGY INC	6/9/2008	9/2/2011	190 91	193 35		(2 44)
217	NEWS CORP LTD CL A DEL	12/30/2002	9/2/2011	3,592 39	2,322 99		1,269 40
55	PRUDENTIAL FINANCIAL INC	3/27/2007	9/2/2011	2,610 64	4,988 85		(2,378 21)
	Subtotal Long-Term			**150,796 28**	**121,981 15**		**28,815 13**
	Total Long-Term			**489,580.10**	**230,881.03**		**258,699.07**
	MorganStanley SmithBarney A/C 100385-090						
39	CHECKPOINT SOFTWARE TECH LTD	11/20/2009	10/14/2010	1,524 21	1,265 59		258 62
15	CHECKPOINT SOFTWARE TECH LTD	1/5/2010	10/14/2010	586 23	505 93		80 30
60	DANISCO A/S UNSPONSORED ADR+C236	8/5/2010	10/11/2010	656 39	608 43		47 96
10	NESTLE SPONSORED ADR REP REG SHR	3/12/2010	10/5/2010	543 38	509 34		34 04
10	CARNIVAL CP NEW PAIRED COM	6/15/2010	11/15/2010	422 25	373 49		48 76
60	DANISCO A/S UNSPONSORED ADR	8/5/2010	11/5/2010	642 14	608 43		33 71
33	HOME RETAIL GROUP ADR	3/16/2010	11/5/2010	445 53	559 61		(114 08)
25	BCE INC (NEW)	6/25/2010	11/5/2010	830 29	752 80		77 49
15	HONDA MOTOR COMPANY LTD ADR	6/15/2010	12/2/2010	561 59	455 21		106 38
25	HONDA MOTOR COMPANY LTD ADR	6/15/2010	12/8/2010	927 44	758 68		168 76
10	HONDA MOTOR COMPANY LTD ADR	7/9/2010	12/8/2010	370 98	296 60		74 38
50	VIVENDI SA SPONSORED ADR	9/14/2010	12/21/2010	1,376 24	1,270 32		105 92
20	VIVENDI SA SPONSORED ADR	10/11/2010	12/21/2010	550 49	567 53		(17 04)
5	ARCH CAPITAL GROUP LTD	3/31/2010	1/6/2011	436 52	382 38		54 14
88	YUE YUEN INDL HLDGS LTD	3/22/2010	1/19/2011	1,530 64	1,472 22		58 42
35	ANHEUSER BUSCH INBEV SA SPON	6/15/2010	1/27/2011	1,977 03	1,813 55		163 48
1	APERAM NEW YORK REGISTRY SHS	12/13/2010	2/14/2011	41 73	60 13		(18 40)
10	RICOH LTD ADR	6/16/2010	1/31/2011	710 98	740 82		(29 84)
20	SWISSCOM AG ADR	7/13/2010	1/27/2011	883 05	741 12		141 93
20	SWISSCOM AG ADR	8/11/2010	1/27/2011	883 05	730 63		152 42
5	SWISSCOM AG ADR	8/31/2010	1/27/2011	220 76	194 62		26 14
12	ARCH CAPITAL GROUP LTD	3/31/2010	3/15/2011	1,082 99	917 72		165 27
5	ARCH CAPITAL GROUP LTD	7/9/2010	3/15/2011	451 25	385 42		65 83
65	KAO CORP SPONS ADR	11/12/2010	3/28/2011	1,626 33	1,697 24		(70 91)
25	KOC HLDG AS UNSPON ADR	9/30/2010	3/3/2011	485 91	600 55		(114 64)
55	THK CO LTD UNSPONSORED ADR	1/28/2011	4/11/2011	626 30	718 80		(92 50)
5	CPFL ENERGIA S A	10/5/2010	5/5/2011	437 31	369 11		68 20
45	EXPERIAN GP LTD ADR	6/16/2010	5/27/2011	565 58	425 71		139 87
5	MAKITA CORPORATION LTD ADR NEW	8/23/2010	6/6/2011	206 08	145 00		61 08
4	NOVARTIS AG ADR	6/25/2010	6/10/2011	244 05	194 68		49 37
10	TOYOTA MOTOR CP ADR NEW	1/13/2011	6/10/2011	809 86	854 89		(45 03)
30	VODAFONE GP PLC ADS NEW	1/26/2011	6/10/2011	783 55	870 22		(86 67)
25	WILLIS GROUP HOLDINGS PLC	9/13/2010	6/23/2011	985 65	782 00		203 65
15	ACCENTURE PLC IRELAND CL A	2/11/2011	7/12/2011	916 28	785 54		130 74
30	ARCELORMITTAL NY REG	12/13/2010	7/7/2011	1,046 75	1,068 28		(21 53)
130	COMMERCIAL INTL BNK LTD SP ADR	9/30/2010	7/13/2011	562 88	1,020 50		(457 62)
10	ACCENTURE PLC IRELAND CL A	2/11/2011	8/4/2011	584 91	523 70		61 21
20	ACCENTURE PLC IRELAND CL A	4/21/2011	8/4/2011	1,169 83	1,122 90		46 93
1	ANGLO AMERICAN PLC ADR NEW	10/14/2010	8/4/2011	21 21	22 99		(1 78)
15	WILLIS GROUP HOLDINGS PLC	9/13/2010	8/4/2011	575 27	469 20		106 07
20	WILLIS GROUP HOLDINGS PLC	1/6/2011	8/4/2011	767 03	704 02		63 01
19	ANGLO AMERICAN PLC ADR NEW	10/14/2010	9/22/2011	323 94	436 73		(112 79)
40	ANGLO AMERICAN PLC ADR NEW	12/2/2010	9/22/2011	681 99	924 98		(242 99)
15	TOYOTA MOTOR CP ADR NEW	1/13/2011	9/2/2011	1,040 55	1,282 34		(241 79)
	Subtotal Short-Term			**32,116 42**	**30,989 95**		**1,126 47**
	MorganStanley SmithBarney A/C 100386-090						
185	BANK OF AMERICA CORP	11/25/2009	10/21/2010	2,102 54	2,976 65		(874 11)
10	INTL BUSINESS MACHINES CORP	1/20/2010	12/1/2010	1,439 77	1,303 33		136 44
22	KRAFT FOODS INC CL A	10/22/2010	12/1/2010	670 98	700 53		(29 55)
25	WALT DISNEY CO HLDG CO	3/11/2010	12/1/2010	929 23	841 58		87 65
	Subtotal Short-Term			**5,142 52**	**5,822 09**		**(679 57)**
	Total Short-Term			**37,258.94**	**36,812.04**		**446.90**