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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation THE CHARLES ENGELHARD FOUNDATION C/O ENGELHARD HANOVIA		A Employer identification number 22-6063032
Number and street (or P O box number if mail is not delivered to street address) OLYMPIC TOWERS 645 FIFTH AVENUE	Room/suite 712	B Telephone number (see instructions) (212) 935-2430
City or town, state, and ZIP code NEW YORK, NY 10022		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 89,225,058.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	471,826.	1,218,432.		ATCH 1
4 Dividends and interest from securities	241,067.	420,669.		ATCH 2
5a Gross rents				
b Net rental income or (loss)	44,159.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	7,325,294.			
7 Capital gain net income (from Part IV, line 2)		6,335,157.		
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)	6,009.	21,111.		ATCH 3
12 Total. Add lines 1 through 11	763,061.	7,995,369.		
13 Compensation of officers, directors, trustees, etc.	198,058.	99,029.		99,029.
14 Other employee salaries and wages	41,861.	20,930.		20,930.
15 Pension plans, employee benefits	48,226.	24,113.		24,113.
16a Legal fees (attach schedule) ATCH 4	65,500.	26,150.		39,350.
b Accounting fees (attach schedule) ATCH 5	85,197.	358,492.		42,599.
c Other professional fees (attach schedule) *				
17 Interest				
18 Taxes (attach schedule) (see instructions) *	259,322.	12,789.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 8	185,528.	92,792.		92,764.
24 Total operating and administrative expenses Add lines 13 through 23	883,692.	634,295.		318,785.
25 Contributions, gifts, grants paid	8,266,629.			8,793,463.
26 Total expenses and disbursements. Add lines 24 and 25	9,150,321.	634,295.	0	9,112,248.
27 Subtract line 26 from line 12	-8,387,260.			
a Excess of revenue over expenses and disbursements		7,361,074.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions

*ATCH 6 JSA ** ATCH 7

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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	2,518,607.	7,181,728.	7,181,728.
	2	Savings and temporary cash investments			
	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 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), *	1,761,269.	1,544,160.	1,544,160.
	b	Investments - corporate stock (attach schedule) ATCH 10	5,233,696.	4,617,955.	4,617,955.
	c	Investments - corporate bonds (attach schedule) ATCH 11	23,191,255.	21,368,522.	21,368,522.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 12	64,993,724.	54,333,774.	54,333,774.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ ATCH 13)	100,575.	178,919.	178,919.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	97,799,126.	89,225,058.	89,225,058.	
Liabilities	17	Accounts payable and accrued expenses	114,230.	207,833.	
	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 ▶ ATCH 14)	4,904,267.	4,320,833.	
23	Total liabilities (add lines 17 through 22)	5,018,497.	4,528,666.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ X and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	92,780,629.	84,696,392.	
	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			
	30	Total net assets or fund balances (see instructions)	92,780,629.	84,696,392.	
	31	Total liabilities and net assets/fund balances (see instructions)	97,799,126.	89,225,058.	

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	92,780,629.
2	Enter amount from Part I, line 27a	2	-8,387,260.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 15	3	306,127.
4	Add lines 1, 2, and 3	4	84,699,496.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 16	5	3,104.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	84,696,392.

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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	6,335,157.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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 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))
2010	10,164,620.	87,550,241.	0.116100
2009	10,427,898.	80,327,052.	0.129818
2008	12,244,872.	121,454,107.	0.100819
2007	11,624,183.	141,423,884.	0.082194
2006	10,748,106.	121,943,643.	0.088140
2 Total of line 1, column (d)			2 0.517071
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 0.103414
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 92,222,327.
5 Multiply line 4 by line 3			5 9,537,080.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 73,611.
7 Add lines 5 and 6			7 9,610,691.
8 Enter qualifying distributions from Part XII, line 4 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			8 9,112,248.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	147,221.
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	147,221.
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	147,221.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	195,080.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	195,080.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	47,859.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 47,859. 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?		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)?		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?		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?		X
If "Yes," attach a detailed description of the activities		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY, _____		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of MARY OGORZALY Telephone no 212-935-2430 Located at 645 5TH AVENUE NEW YORK, NY ZIP + 4 10022			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2011, 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ☐ X	1c	
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No		
If "Yes," list the years N/A		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) ☐ N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2011 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 2011) ☐ N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ X	4a	
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 2011? ☐ X	4b	

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b

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)

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

If "Yes" to 6b, file Form 8870

6 b

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 17		198,058.	41,861.	0

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

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

Total number of other employees paid over \$50,000 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 18		489,844.
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	93,734,216.
b	Average of monthly cash balances	1b	-107,488.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	93,626,728.
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	
3	Subtract line 2 from line 1d	3	93,626,728.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,404,401.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	92,222,327.
6	Minimum investment return. Enter 5% of line 5	6	4,611,116.

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

1	Minimum investment return from Part X, line 6	1	4,611,116.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	147,221.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	147,221.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,463,895.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,463,895.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,463,895.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	9,112,248.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	9,112,248.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,112,248.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,463,895.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 5,000,613.				
b From 2007 5,063,005.				
c From 2008 6,176,328.				
d From 2009 6,465,131.				
e From 2010 5,996,434.				
f Total of lines 3a through e	28,701,511.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 9,112,248.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				4,463,895.
e Remaining amount distributed out of corpus	4,648,353.			
5 Excess distributions carryover applied to 2011 . (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:	33,349,864.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	5,000,613.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	28,349,251.			
10 Analysis of line 9				
a Excess from 2007 5,063,005.				
b Excess from 2008 6,176,328.				
c Excess from 2009 6,465,131.				
d Excess from 2010 5,996,434.				
e Excess from 2011 4,648,353.				

Form 990-PF (2011)

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2011

(b) 2010

(c) 2009

(d) 2008

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)(ii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

N/A

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 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**b** The form in which applications should be submitted and information and materials they should include**c** Any submission deadlines**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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 19				
Total			▶ 3a	8,793,463.
b Approved for future payment ATTACHMENT 20				
Total			▶ 3b	11,452,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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				14	471,826.	
4 Dividends and interest from securities				14	241,067.	
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	44,159.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a _____						
b OTHER PORTFOLIO INCOME				14	6,009.	
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					763,061.	
13 Total Add line 12, columns (b), (d), and (e)						763,061.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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)	
		TITAN PARTNERS LP				P	VAR 853,030.	VAR
		TITAN PARTNERS LP				P	VAR 5,054,271.	VAR
		OAK-TREE HIGH YIELD FUND LP				P	VAR 321,390.	VAR
		OAK-TREE HIGH YIELD FUND LP				P	VAR 62,307.	VAR
37,791.		SEE ATTACHED 37,667.				P	VAR 124.	VAR
3,097,744.		SEE ATTACHED 3,029,260.				P	VAR 68,484.	VAR
228,442.		SEE ATTACHED 225,516.				P	VAR 2,926.	VAR
1,575,982.		SEE ATTACHED 1,566,476.				P	VAR 9,506.	VAR
527,284.		SEE ATTACHED 534,543.					VAR -7,259.	VAR
1,858,051.		SEE ATTACHED 1,887,673.				P	VAR -29,622.	VAR
TOTAL GAIN (LOSS)							<u>6,335,157.</u>	



THE CHARLES ENGELHARD FDN

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Short Term Non Covered								
JPM SHORT DURATION BOND FD - SEL	4812C1330	3,426.274	Various	06/17/11	37,791.80	37,667.43	124.37	
Total Short Term Non Covered					37,791.80	37,667.43	124.37	

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions



THE CHARLES ENGELHARD FDN

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income
Long Term Non Covered								
JPM SHORT DURATION BOND FD - SEL	4812C1330	190,605.565	Various	06/17/11	2,102,379.38	2,047,620.38	54,759.00	
VANGUARD INTL EQUITY INDEX F	922042742	23,000.000	09/22/09	08/25/11	995,364.97	981,640.00	13,724.97	
TT WRLD ST ETF								
Total Long Term Non Covered					3,097,744.35	3,029,260.38	68,483.97	

* O indicates Ordinary Income Gain/Loss

F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P.Morgan

Part IV Statement



C. ENGELHARD - INVEST GRADE CORP MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Short Term Non Covered								
BNP PARIBAS SA 2 1/8% DEC 21 2012	05567LD95	5,000 000	07/26/10	06/20/11	5,076.35	5,023.50	52.85	
DTD 12/21/2009								
BANK OF AMERICA CORP SR NOTES 7 5/8% JUN 01 2019	06051GDZ9	60,000,000	04/13/11	06/20/11	69,829.20	70,216.80	-387.60	
DTD 06/02/2009								
GENERAL ELEC CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017	36962G3H5	45,000,000	02/17/11	06/20/11	50,096.25	49,087.35	1,008.90	
DTD 09/24/2007								
TOTAL CAPITAL SA 2.3% MAR 15 2016	89152UAE2	30,000,000	10/06/10	06/20/11	30,229.20	30,186.00	43.20	
DTD 09/15/2010								
WAL MART STORES INC 4 1/4% APR 15 2021	931142DD2	30,000,000	04/13/11	06/20/11	31,026.00	29,934.90	1,091.10	
DTD 04/18/2011								
BB&T CORPORATION MTN 3 2% MAR 15 2016	05531FAG8	12,000 000	02/28/11	06/21/11	12,274.68	11,983.32	291.36	
DTD 03/07/2011								
RABOBANK NEDERLAND 2 1/8% OCT 13 2015	21685WBL0	30,000 000	Various	06/21/11	29,910.00	29,083.80	772.80	53.40
DTD 10/13/2010								
Total Short Term Non Covered					228,441.68	225,515.67	2,872.61	53.40

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P.Morgan

Part IV Statement



C. ENGELHARD - INVEST GRADE CORP MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTES 6% JUN 15 2012 DTD 6/7/2002	36962GYY4	110,000.000	10/22/09	02/17/11	117,107.10	119,076.10	-1,969.00	
BB&T CORP NOTES 4 3/4% OCT 1 2012 DTD 9/24/2002	054937AD9	65,000.000	10/22/09	02/28/11	68,380.65	68,017.95	362.70	
BP CAPITAL MARKETS PLC 5 1/4% NOV 07 2013 DTD 11/07/2008	05565QBF4	45,000 000	10/19/09	03/08/11	49,094.10	49,365.00	-270.90	
NATIONSBANK CORP SUB NOTES 7.80% SEP 15 2016 DTE 9/24/96	638585AU3	95,000 000	10/26/09	04/07/11	108,053.00	102,564.85	5,488.15	
NATIONSBANK CORP SUB NOTES 7.80% SEP 15 2016 DTE 9/24/96	638585AU3	45,000 000	10/26/09	04/07/11	51,205.95	48,583.35	2,622.60	
NATIONSBANK CORP SUB NOTES 7.80% SEP 15 2016 DTE 9/24/96	638585AU3	60,000.000	10/26/09	04/13/11	68,364.60	64,777.80	3,586.80	
CREDIT SUISSE FB USA INC NOTES 6 1/8% NOV 15 2011 DTD 11/6/2001	22541LAB9	15,000.000	10/20/09	04/21/11	15,477.45	16,358.40	-880.95	
BOTTLING GROUP LLC 6.95% MAR 15 2014 DTD 10/24/2008	10138MAH8	45,000 000	10/27/09	04/26/11	52,022.25	52,222.95	-200.70	

* O indicates Ordinary Income Gain/Loss F Indicates Foreign Exchange Gain/Loss on Capital transactions

J.P.Morgan

Part IV Statement



C. ENGELHARD - INVEST GRADE CORP MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
AT&T CORP 6.7% NOV 15 2013 DTD 11/17/2008	00206RAP7	75,000.000	10/27/09	06/20/11	84,317.25	84,828.00	-510.75	
ALLSTATE LF GLB FN TRST MEDIUM TERM NOTES 5 3/8% APR 30 2013 DTD 04/30/2008	02003MBQ6	5,000.000	10/20/09	06/20/11	5,401.25	5,344.80	56.45	
BHP BILLION FIN USA LTD 5 1/2% APR 01 2014 DTD 03/25/2009	055451AG3	25,000.000	10/20/09	06/20/11	27,927.00	27,557.00	370.00	
BANK OF NEW YORK MELLON MEDIUM TERM NOTE 4.95% NOV 01 2012 DTD 11/01/2007	06406HBE8	45,000.000	10/19/09	06/20/11	47,624.40	48,638.70	-1,014.30	
BOEING COMPANY NOTES 5 1/8% FEB 15 2013 DTD 2/11/2003	097023AT2	45,000.000	10/19/09	06/20/11	48,278.70	48,656.70	-378.00	
CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009	12572QAD7	25,000.000	10/26/09	06/20/11	27,834.50	27,335.00	499.50	
CATERPILLAR FINANCIAL SE MEDIUM TERM NOTE 7.15% FEB 15 2019 DTD 02/12/2009	14912L4E8	25,000.000	10/22/09	06/20/11	31,215.25	29,439.25	1,776.00	
CITIGROUP INC NOTES 6 1/8% NOV 21 2017 DTD 11/21/2007	172967EM9	20,000.000	10/22/09	06/20/11	22,158.80	20,282.00	1,876.80	

* O indicates Ordinary Income Gain/Loss

F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P. Morgan

Part IV Statement



C. ENGELHARD - INVEST GRADE CORP MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
CONOCOPHILLIPS NOTES 5 3/4% FEB 01 2019 DTD 02/03/2009	20825CAR5	25,000.000	10/22/09	06/20/11	29,107.50	27,339.50	1,768.00	
JOHN DEERE CAPITAL CORP 5.10% JAN 15 2013 DTD 1/10/2003	244217BK0	50,000.000	10/26/09	06/20/11	53,359.50	53,495.00	-135.50	
ELECTRONIC DATA SYSTEMS NOTES 6% B AUG 1 2013 DTD 6/30/2003	285661AD6	5,000.000	10/22/09	06/20/11	5,508.50	5,556.20	-47.70	
GOLDMAN SACHS GROUP INC NOTES 5 1/4% OCT 15 2013 DTD 10/14/2003	38141GDQ4	45,000.000	10/21/09	06/20/11	48,146.40	47,988.90	157.50	
HONEYWELL INTERNATIONAL 5.4% MAR 15 2016 DTD 03/14/2006	438516AP1	5,000.000	11/05/09	06/20/11	5,741.40	5,405.55	335.85	
HOUSEHOLD FINANCE CORP NOTES 7% MAY 15 2012 DTD 5/22/2002	441812JY1	30,000.000	11/02/09	06/20/11	31,652.40	32,801.10	-1,148.70	
KIMBERLY CLARK CORP 6 1/4% JUL 15 2018 DTD 7/28/98	494368AT0	5,000.000	10/21/09	06/20/11	5,921.50	5,712.10	209.40	
MERRILL LYNCH & CO MEDIUM TERM NOTE 6.05% AUG 15 2012 DTD 8/15/2007	59018YJ36	50,000.000	10/22/09	06/20/11	52,740.00	53,521.50	-781.50	

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P. Morgan

Part IV Statement



C. ENGELHARD - INVEST GRADE CORP MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
MORGAN STANLEY NOTES 4 3/4% APR 1 2014 DTD 3/30/2004	61748AAE6	35,000.000	Various	06/20/11	36,575.35	35,494.95	1,080.40	
NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009	66989GAA8	50,000 000	10/22/09	06/20/11	56,048.50	53,234.00	2,814.50	
NUCOR CORPORATION NOTES 5 3/4% DEC 01 2017 DTD 12/03/2007	670346AG0	5,000.000	10/21/09	06/20/11	5,825.30	5,466.10	359.20	
ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008	68389XAC9	5,000.000	10/22/09	06/20/11	5,802.05	5,508.00	294.05	
STATE STREET CORP SR NOTES 4.3% MAY 30 2014 DTD 05/22/2009	857477AE3	5,000.000	10/21/09	06/20/11	5,380.60	5,226.60	154.00	
US BANCORP SR NOTES 4.2% MAY 15 2014 DTD 05/14/2009	91159HGR5	5,000.000	10/27/09	06/20/11	5,393.65	5,221.55	172.10	
VERIZON COMMUNICATIONS 4.35% FEB 15 2013 DTD 02/12/2008	92343VAJ3	30,000.000	10/27/09	06/20/11	31,640.70	31,485.30	155.40	
WELLS FARGO COMPANY SR NOTES 4 3/8% JAN 31 2013 01/31/2008	949746NY3	60,000.000	10/21/09	06/20/11	63,046.20	62,422.80	623.40	

* O indicates Ordinary Income Gain/Loss

F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P.Morgan

Part IV Statement

C. ENGELHARD - INVEST GRADE CORP MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
WYETH	983024AM2	15,000 000	02/11/10	06/20/11	17,356 20	16,320 30	1,035.90	
5.45% APR 01 2017								
DTD 03/27/2007								
PACCAR INC	69373UAA5	5,000 000	10/28/09	06/21/11	5,724.70	5,712.60	12 10	
NOTES 6 7/8% FEB 15 2014								
DTD 02/13/2009								
PRINCIPAL LIFE INC FDG	74254PYE6	20,000 000	10/22/09	06/22/11	21,502 00	21,045.60	456.40	
MEDIUM TERM NOTE 5.3% APR 24 2013								
DTD 04/24/2008								
EATON CORP	278058DD1	5,000.000	10/28/09	06/23/11	5,708 10	5,331.65	376.45	
NOTES 5.6% MAY 15 2018								
DTD 05/20/2008								
NATIONAL CITY CORP	635405AQ6	5,000.000	10/26/09	06/23/11	5,460.15	5,106.30	353.85	
4.9% JAN 15 2015								
DTD 01/12/2005								
MERRILL LYNCH & CO	59018YJ36	20,000 000	10/22/09	08/15/11	20,586 00	21,408.60	-822.60	
MEDIUM TERM NOTE 6.05% AUG 15 2012								
DTD 8/15/2007								
MERRILL LYNCH & CO	59018YJ36	20,000.000	10/22/09	08/16/11	20,594.20	21,408 60	-814.40	
MEDIUM TERM NOTE 6 05% AUG 15 2012								
DTD 8/15/2007								
BNP PARIBAS SA	05567LD95	20,000.000	07/26/10	09/12/11	19,695.60	20,094 00	-398.40	
2 1/8% DEC 21 2012								
DTD 12/21/2009								

* O indicates Ordinary Income Gain/Loss

F indicates Foreign Exchange Gain/Loss on Capital transactions



C. ENGELHARD - INVEST GRADE CORP MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
ELECTRONIC DATA SYSTEMS NOTES 6% B AUG 1 2013 DTD 6/30/2003	285661AD6	60,000 000	10/22/09	09/13/11	64,440.60	66,674.40	-2,233.80	
SHELL INTERNATIONAL FIN 4% MAR 21 2014 DTD 3/23/2009	822582AF9	45,000,000	10/22/09	11/08/11	48,563 55	47,202 75	1,360 80	
CREDIT SUISSE FB USA INC NOTES 6 1/8% NOV 15 2011 DTD 11/6/2001	22541LAB9	80,000,000	10/20/09	11/15/11	80,000.00	87,244.80	-7,244.80	
Total Long Term Non Covered					1,575,982.90	1,566,476.60	9,506.30	

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions



C. ENGELHARD FDN - 1-5 GOVT/CR MIP

Corrected Copy 03/13/2012

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Short Term Non Covered								
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	2,134.630	06/30/10	01/06/11	2,134.63	2,222.18	-87.55	
TRUST SER 2007-DF CL A4A 5.56%								
JUN 06 2014 DTD 09/20/2007								
HYUNDAI AUTO RECEIVABLES TR 2008-A	44920XAD4	3,306.790	03/08/10	01/18/11	3,306.79	3,423.56	-116.77	
NT CL A-3 4.93% DUE 12/17/2012								
FNMA Pool 5 5% 09/25/17	31392EFL9	543.060	03/01/10	01/25/11	543.06	582.94	-39.88	
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	2,169.510	06/30/10	02/08/11	2,169.51	2,258.49	-88.98	
TRUST SER 2007-DF CL A4A 5.56%								
JUN 06 2014 DTD 09/20/2007								
FHLMC 5% 09/01/18	3128H7UF7	1,481.700	04/22/10	02/15/11	1,481.70	1,577.08	-95.38	
FHLMC GOLD 5.5% 12/01/18	312963Q20	970.140	11/16/10	02/15/11	970.14	1,049.57	-79.43	
HYUNDAI AUTO RECEIVABLES TR 2008-A	44920XAD4	3,153.400	03/08/10	02/15/11	3,153.40	3,264.75	-111.35	
NT CL A-3 4.93% DUE 12/17/2012								
FNMA Pool 5.5% 09/25/17	31392EFL9	508.740	03/01/10	02/25/11	508.74	546.10	-37.36	
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	2,216.170	06/30/10	03/07/11	2,216.17	2,307.07	-90.90	
TRUST SER 2007-DF CL A4A 5.56%								
JUN 06 2014 DTD 09/20/2007								
FHLMC 5% 09/01/18	3128H7UF7	2,076.140	04/22/10	03/15/11	2,076.14	2,209.79	-133.65	
FHLMC GOLD 5.5% 12/01/18	312963Q20	1,006.030	11/16/10	03/15/11	1,006.03	1,088.40	-82.37	
FNMA 5% 04/15/15	31359MA45	50,000.000	04/22/10	03/14/11	56,333.10	55,187.95	1,145.15	
FNMA Pool 5.5% 01/01/18	31400GJS5	2,652.680	02/17/11	03/25/11	2,652.68	2,830.08	-177.40	
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	2,462.630	06/30/10	04/06/11	2,462.63	2,563.64	-101.01	
TRUST SER 2007-DF CL A4A 5.56%								
JUN 06 2014 DTD 09/20/2007								

* O indicates Ordinary Income Gain/Loss

F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P. Morgan

Part IV Statement

Corrected Copy 03/13/2012

C. ENGELHARD FDN - 1-5 GOVT/CR MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Short Term Non Covered								
FHLMC 5% 09/01/18	3128H7UF7	2,878.200	04/22/10	04/15/11	2,878.20	3,063.48	-185.28	
FHLMC GOLD 5.5% 12/01/18	312963Q20	2,599.600	11/16/10	04/15/11	2,599.60	2,812.44	-212.84	
FNMA Pool 5.5% 01/01/18	31400GJS5	2,058.200	02/17/11	04/25/11	2,058.20	2,195.84	-137.64	
FNMA Pool 5% 02/01/19	31404DW61	809.790	03/28/11	04/25/11	809.79	863.44	-53.65	
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	1,947.010	06/30/10	05/09/11	1,947.01	2,026.87	-79.86	
TRUST SER 2007-DF CL A4A 5.56%								
JUN 06 2014 DTD 09/20/2007								
FHLMC GOLD 5.5% 12/01/18	312963Q20	943.060	11/16/10	05/16/11	943.06	1,020.27	-77.21	
FNMA Pool 5.5% 01/01/18	31400GJS5	2,027.730	02/17/11	05/25/11	2,027.73	2,163.33	-135.60	
FNMA Pool 5% 02/01/19	31404DW61	815.200	03/28/11	05/25/11	815.20	869.21	-54.01	
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	1,774.350	06/30/10	06/06/11	1,774.35	1,847.13	-72.78	
TRUST SER 2007-DF CL A4A 5.56%								
JUN 06 2014 DTD 09/20/2007								
FHLMC GOLD 5.5% 12/01/18	312963Q20	979.940	11/16/10	06/15/11	979.94	1,060.17	-80.23	
US TREAS 7.25% 05/15/16	912810DW5	100,000.000	08/11/10	06/17/11	127,460.94	130,414.46	-2,953.52	
CREDIT SUISSE FB USA INC	22541LAR4	10,000.000	07/02/10	06/20/11	10,897.30	10,738.80	158.50	
NOTES 4 7/8% JAN 15 2015								
DTD 12/15/2004								
FHLMC GOLD 5% 09/01/19	3128MMAK9	93,335.992	06/10/11	06/21/11	99,694.51	100,336.19	-641.68	
FNMA Pool 5.5% 01/01/18	31400GJS5	93,006.875	02/17/11	06/21/11	99,081.39	99,226.71	-145.32	
FNMA Pool 5.5% 01/01/18	31400GJS5	1,662.490	02/17/11	06/27/11	1,662.49	1,773.67	-111.18	
FNMA Pool 5% 02/01/19	31404DW61	813.180	03/28/11	06/27/11	813.18	867.05	-53.87	
FHLMC GOLD 5.5% 12/01/18	312963Q20	985.550	11/16/10	07/15/11	985.55	1,066.24	-80.69	
FNMA Pool 5% 02/01/19	31404DW61	4,367.660	03/28/11	07/25/11	4,367.66	4,657.02	-289.36	

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

C. ENGELHARD FDN - 1-5 GOVT/CR MIP

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Short Term Non Covered								
FHLMC GOLD 5.5% 12/01/18	312963Q20	974.380	11/16/10	08/15/11	974.38	1,054.16	-79.78	
FNMA Pool 5% 02/01/19	31404DW61	738.480	03/28/11	08/25/11	738.48	787.40	-48.92	
FHLMC GOLD 4.5% 06/01/21	3128M1Q85	2,388.270	08/24/11	09/15/11	2,388.27	2,538.28	-150.01	
FHLMC GOLD 5.5% 12/01/18	312963Q20	3,215.530	11/16/10	09/15/11	3,215.53	3,478.80	-263.27	
FNMA Pool 5% 02/01/19	31404DW61	2,528.780	03/28/11	09/26/11	2,528.78	2,696.31	-167.53	
FHLMC GOLD 4.5% 06/01/21	3128M1Q85	2,437.750	08/24/11	10/17/11	2,437.75	2,590.87	-153.12	
FHLMC GOLD 5.5% 12/01/18	312963Q20	968.680	11/16/10	10/17/11	968.68	1,047.99	-79.31	
FNMA Pool 5% 02/01/19	31404DW61	722.360	03/28/11	10/25/11	722.36	770.22	-47.86	
FHLMC GOLD 4.5% 06/01/21	3128M1Q85	2,952.690	08/24/11	11/15/11	2,952.69	3,138.16	-185.47	
FHLMC GOLD 5.5% 12/01/18	312963Q20	980.070	11/16/10	11/15/11	980.07	1,060.31	-80.24	
FNMA 1% 09/23/13	31398A2S0	55,000.000	07/18/11	11/18/11	55,520.63	55,507.93	12.70	
FNMA Pool 5% 02/01/19	31404DW61	726.630	03/28/11	11/25/11	726.63	774.77	-48.14	
FHLMC GOLD 4.5% 06/01/21	3128M1Q85	2,421.590	08/24/11	12/15/11	2,421.59	2,573.70	-152.11	
FNMA Pool 5% 02/01/19	31404DW61	725.550	03/28/11	12/27/11	725.55	773.62	-48.07	
FHLMC GOLD 4.5% 06/01/21	3128M1Q85	3,051.550	08/24/11	01/17/12	3,051.55	3,243.23	-191.68	
GNMA 5% 07/15/19	36290VXV1	569.530	12/13/11	01/17/12	569.53	607.26	-37.73	
FNMA Pool 5% 02/01/19	31404DW61	3,550.420	03/28/11	01/25/12	3,550.42	3,785.64	-235.22	
Total Short Term Non Covered					527,283.71	534,542.57	-7,258.86	

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

C. ENGELHARD FDN - 1-5 GOVT/CR MIP

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
AMERICREDIT AUTOMOBILE RECEIVABLES	030628AD3	4,956.930	10/29/09	01/06/11	4,956.93	5,150.95	-194.02	
TR 2008-A-F NT CL A-3 5.68% DUE 12/12/2012								
DAIMLER CHRYSLER AUTO TRUST	233882AF6	4,347.060	11/03/09	01/10/11	4,347.06	4,557.28	-210.22	
SER 2007-A CL A4 5.28% MAR 08 2013								
DTD 11/21/2007								
FREDDIE MAE	3133THGW1	1,306.760	11/02/09	01/18/11	1,306.76	1,383.94	-77.18	
SER 2102 CL TC 6% DEC 15 2013								
DTD 12/01/1998								
FEDERAL HOME LN MTG CORP MULTICLASS	31392V5U2	2,458.650	11/03/09	01/18/11	2,458.65	2,631.52	-172.87	
MTG PARTN CTFS GTD SER 2498 CL PE								
5.50% DUE 09/15/2017								
FEDERAL HOME LN MTG CORP MULTICLASS	31392XBT4	2,001.570	12/30/09	01/18/11	2,001.57	2,101.65	-100.08	
MTG PARTN CTFS GTD SER 2513 CL								
2513-JE 5.00% DUE 10/15/2017								
FREDDIE MAC	31395CRQ6	1,870.870	10/19/09	01/18/11	1,870.87	2,002.63	-131.76	
SER 2825 CL-VP 5.5% JUN 15 2015								
DTD 07/01/2004								
HARLEY-DAVIDSON MOTORCYCLE TRUST	41283UAD7	1,582.010	12/28/09	01/18/11	1,582.01	1,629.47	-47.46	
SER 2007-1 CL A4 5.21% JUN 15 2013								
DTD 01/31/2007								
HARLEY DAVIDSON MOTORCYCLE TR 2007-2	41283VAD5	2,381.920	11/09/09	01/18/11	2,381.92	2,476.45	-94.53	
MOTORCYCLE CONTRACT BKD NT CL A-4								
5.07% DUE 08/15/2013								

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions



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C. ENGELHARD FDN - 1-5 GOVT/CR MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
AMERICREDIT AUTOMOBILE RECEIVABLES	030628AD3	4,901 040	10/29/09	02/08/11	4,901 04	5,092.87	-191.83	
TR 2008-A-F NT CL A-3 5.68% DUE								
12/12/2012								
DAIMLER CHRYSLER AUTO TRUST	233882AF6	4,437.180	11/03/09	02/09/11	4,437.18	4,651.76	-214.58	
SER 2007-A CL A4 5 28% MAR 08 2013								
DTD 11/21/2007								
FHLMC GOLD 5 5% 08/01/19	3128MMAG8	2,113.230	10/19/09	02/15/11	2,113.23	2,256.53	-143.30	
FHLMC GOLD 6% 02/01/18	31283KSU3	2,813.420	10/30/09	02/15/11	2,813.42	3,032.34	-218.92	
FREDDIE MAE	3133THGW1	1,267.210	11/02/09	02/15/11	1,267.21	1,342.05	-74.84	
SER 2102 CL TC 6% DEC 15 2013								
DTD 12/01/1998								
FEDERAL HOME LN MTG CORP MULTICLASS	31392V5U2	2,093.640	11/03/09	02/15/11	2,093.64	2,240.85	-147.21	
MTG PARTN CTFS GTD SER 2498 CL PE								
5.50% DUE 09/15/2017								
FEDERAL HOME LN MTG CORP MULTICLASS	31392XBT4	2,392.870	12/30/09	02/15/11	2,392.87	2,512.51	-119.64	
MTG PARTN CTFS GTD SER 2513 CL								
2513-JE 5.00% DUE 10/15/2017								
FREDDIE MAC								
SER 2825 CL-VP 5 5% JUN 15 2015	31395CRQ6	1,879.450	10/19/09	02/15/11	1,879.45	2,011.82	-132.37	
DTD 07/01/2004								
HARLEY-DAVIDSON MOTORCYCLE TRUST	41283UAD7	1,534.950	12/28/09	02/15/11	1,534.95	1,581.00	-46.05	
SER 2007-1 CL A4 5.21% JUN 15 2013								
DTD 01/31/2007								

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C. ENGELHARD FDN - 1-5 GOVT/CR MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
HARLEY DAVIDSON MOTORCYCLE TR 2007-2	41283VAD5	2,347 030	11/09/09	02/15/11	2,347.03	2,440.18	-93.15	
MOTORCYCLE CONTRACT BKD NT CL A-4								
5.07% DUE 08/15/2013								
GNMA II	36202DWA5	725.760	11/06/09	02/22/11	725.76	777.47	-51.71	
5.5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								
FNMA Pool 5.5% 12/01/17	31371KWF4	1,629 800	10/29/09	02/25/11	1,629.80	1,738.79	-108.99	
FNMA Pool 6.5% 08/01/17	31390LV29	644.650	10/30/09	02/25/11	644.65	698.24	-53.59	
FNMA Pool 5.5% 11/01/18	31404ADW1	608.220	10/26/09	02/25/11	608.22	647.75	-39.53	
GENERAL ELECTRIC CAPITAL CORP	36962GYY4	50,000.000	10/22/09	02/28/11	53,237.00	54,125.50	-888.50	
MEDIUM TERM NOTES 6% JUN 15 2012								
DTD 6/7/2002								
AMERICREDIT AUTOMOBILE RECEIVABLES	030628AD3	4,821 060	10/29/09	03/07/11	4,821.06	5,009.76	-188.70	
TR 2008-A-F NT CL A-3 5.68% DUE								
12/12/2012								
DAIMLER CHRYSLER AUTO TRUST	233882AF6	4,226.660	11/03/09	03/09/11	4,226.66	4,431.06	-204.40	
SER 2007-A CL A4 5.28% MAR 08 2013								
DTD 11/21/2007								
VERIZON COMMUNICATIONS	92343VAJ3	15,000.000	10/27/09	03/04/11	15,938.55	15,742.65	195.90	
4.35% FEB 15 2013								
DTD 02/12/2008								

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C. ENGELHARD FDN - 1-5 GOVT/CR MIP

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
BP CAPITAL MARKETS PLC	05565QBF4	15,000.000	10/19/09	03/08/11	16,364.70	16,455.00	-90.30	
5 1/4% NOV 07 2013								
DTD 11/07/2008								
FHLMC GOLD 5.5% 08/01/19	3128MMAG8	1,993.760	10/19/09	03/15/11	1,993.76	2,128.96	-135.20	
FHLMC GOLD 6% 02/01/18	31283KSU3	2,070.580	10/30/09	03/15/11	2,070.58	2,231.70	-161.12	
FREDDIE MAE	3133THGW1	1,171.530	11/02/09	03/15/11	1,171.53	1,240.72	-69.19	
SER 2102 CL TC 6% DEC 15 2013								
DTD 12/01/1998								
FEDERAL HOME LN MTG CORP MULTICLASS	31392V5U2	2,217.810	11/03/09	03/15/11	2,217.81	2,373.75	-155.94	
MTG PARTN CTFS GTD SER 2498 CL PE								
5.50% DUE 09/15/2017								
FEDERAL HOME LN MTG CORP MULTICLASS	31392XBT4	2,191.260	12/30/09	03/15/11	2,191.26	2,300.82	-109.56	
MTG PARTN CTFS GTD SER 2513 CL								
2513-JE 5.00% DUE 10/15/2017								
FREDDIE MAC	31395CRQ6	1,888.070	10/19/09	03/15/11	1,888.07	2,021.05	-132.98	
SER 2825 CL-VP 5.5% JUN 15 2015								
DTD 07/01/2004								
HARLEY-DAVIDSON MOTORCYCLE TRUST	41283UAD7	1,571.870	12/28/09	03/15/11	1,571.87	1,619.03	-47.16	
SER 2007-1 CL A4 5 21% JUN 15 2013								
DTD 01/31/2007								
HARLEY DAVIDSON MOTORCYCLE TR 2007-2	41283VAD5	2,567.220	11/09/09	03/15/11	2,567.22	2,669.11	-101.89	
MOTORCYCLE CONTRACT BKD NT CL A-4								
5 07% DUE 08/15/2013								

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

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C. ENGELHARD FDN - 1-5 GOVT/CR MIP

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
HYUNDAI AUTO RECEIVABLES TR 2008-A	44920XAD4	3,104.940	03/08/10	03/15/11	3,104.94	3,214.58	-109.64	
NT CL A-3 4.93% DUE 12/17/2012								
GNMA II	36202DWA5	759.460	11/06/09	03/21/11	759.46	813.57	-54.11	
5.5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								
FNMA Pool 5.5% 12/01/17	31371KWF4	1,619.750	10/29/09	03/25/11	1,619.75	1,728.07	-108.32	
FNMA Pool 6.5% 08/01/17	31390LV29	652.320	10/30/09	03/25/11	652.32	706.54	-54.22	
FNMA Pool 5.5% 09/25/17	31392EFL9	399.460	03/01/10	03/25/11	399.46	428.80	-29.34	
FNMA Pool 5.5% 11/01/18	31404ADW1	627.950	10/26/09	03/25/11	627.95	668.77	-40.82	
AMERICREDIT AUTOMOBILE RECEIVABLES	030628AD3	5,564.630	10/29/09	04/06/11	5,564.63	5,782.43	-217.80	
TR 2008-A-F NT CL A-3 5.68% DUE								
12/12/2012								
DAIMLER CHRYSLER AUTO TRUST								
SER 2007-A CL A4 5.28% MAR 08 2013	233882AF6	4,920.090	11/03/09	04/08/11	4,920.09	5,158.02	-237.93	
DTD 11/21/2007								
US TREAS 4.875% 07/31/11	912828FN5	180,000.000	10/19/09	04/07/11	182,721.09	192,803.91	-10,082.82	
FHLMC GOLD 5.5% 08/01/19	3128MMAG8	1,825.450	10/19/09	04/15/11	1,825.45	1,949.24	-123.79	
FHLMC GOLD 6% 02/01/18	31283KSU3	1,942.960	10/30/09	04/15/11	1,942.96	2,094.15	-151.19	
FREDDIE MAE	3133THGW1	1,277.150	11/02/09	04/15/11	1,277.15	1,352.58	-75.43	
SER 2102 CL TC 6% DEC 15 2013								
DTD 12/01/1998								

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P.Morgan

Part IV Statement



C. ENGELHARD FDN - 1-5 GOVT/CR MIP

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
FEDERAL HOME LN MTG CORP MULTICLASS	31392V5U2	2,038.390	11/03/09	04/15/11	2,038.39	2,181.71	-143.32	
MTG PARTN CTFS GTD SER 2498 CL PE								
5 50% DUE 09/15/2017								
FEDERAL HOME LN MTG CORP MULTICLASS	31392XBT4	1,870.770	12/30/09	04/15/11	1,870.77	1,964.31	-93.54	
MTG PARTN CTFS GTD SER 2513 CL								
2513-JE 5 00% DUE 10/15/2017								
FREDDIE MAC								
SER 2825 CL-VP 5.5% JUN 15 2015	31395CRQ6	1,896.720	10/19/09	04/15/11	1,896.72	2,030.31	-133.59	
DTD 07/01/2004								
HARLEY-DAVIDSON MOTORCYCLE TRUST	41283UAD7	1,798.170	12/28/09	04/15/11	1,798.17	1,852.11	-53.94	
SER 2007-1 CL A4 5.21% JUN 15 2013								
DTD 01/31/2007								
HARLEY DAVIDSON MOTORCYCLE TR 2007-2	41283VAD5	3,006.150	11/09/09	04/15/11	3,006.15	3,125.46	-119.31	
MOTORCYCLE CONTRACT BKD NT CL A-4								
5.07% DUE 08/15/2013								
HYUNDAI AUTO RECEIVABLES TR 2008-A	44920XAD4	3,477.810	03/08/10	04/15/11	3,477.81	3,600.62	-122.81	
NT CL A-3 4.93% DUE 12/17/2012								
BB&T CORP	054937AD9	30,000.000	10/22/09	04/13/11	31,449.00	31,392.90	56.10	
NOTES 4 3/4% OCT 1 2012								
DTD 9/24/2002								
GNMA II	36202DWA5	751.630	11/06/09	04/20/11	751.63	805.18	-53.55	
5.5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P. Morgan

Part IV Statement



C. ENGELHARD FDN - 1-5 GOVT/CR MIP

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
FNMA Pool 5.5% 12/01/17	31371KWF4	1,698.540	10/29/09	04/25/11	1,698.54	1,812.13	-113.59	
FNMA Pool 6.5% 08/01/17	31390LV29	2,211.590	10/30/09	04/25/11	2,211.59	2,395.43	-183.84	
FNMA Pool 5.5% 09/25/17	31392EFL9	443.180	03/01/10	04/25/11	443.18	475.73	-32.55	
FNMA Pool 5.5% 11/01/18	31404ADW1	939.180	10/26/09	04/25/11	939.18	1,000.23	-61.05	
AMERICREDIT AUTOMOBILE RECEIVABLES	030628AD3	4,358.560	10/29/09	05/06/11	4,358.56	4,529.16	-170.60	
TR 2008-A-F NT CL A-3 5.68% DUE 12/12/2012								
MERRILL LYNCH & CO	59018YJ36	10,000.000	10/22/09	05/04/11	10,601.20	10,704.30	-103.10	
MEDIUM TERM NOTE 6 05% AUG 15 2012								
DTD 8/15/2007								
DAIMLER CHRYSLER AUTO TRUST	233882AF6	4,120.420	11/03/09	05/10/11	4,120.42	4,319.68	-199.26	
SER 2007-A CL A4 5.28% MAR 08 2013								
DTD 11/21/2007								
FHLMC 5% 09/01/18	3128H7UF7	1,897.330	04/22/10	05/16/11	1,897.33	2,019.47	-122.14	
FHLMC GOLD 5.5% 08/01/19	3128MMAG8	2,050.260	10/19/09	05/16/11	2,050.26	2,189.29	-139.03	
FHLMC GOLD 6% 02/01/18	31283KSU3	2,243.180	10/30/09	05/16/11	2,243.18	2,417.73	-174.55	
FREDDIE MAE	3133THGW1	1,129.750	11/02/09	05/16/11	1,129.75	1,196.48	-66.73	
SER 2102 CL TC 6% DEC 15 2013								
DTD 12/01/1998								
FEDERAL HOME LN MTG CORP MULTICLASS	31392V5U2	1,788.480	11/03/09	05/16/11	1,788.48	1,914.23	-125.75	
MTG PARTN CTFS GTD SER 2498 CL PE								
5 50% DUE 09/15/2017								

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P.Morgan

Part IV Statement



C. ENGELHARD FDN - 1-5 GOVT/CR MIP

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
FEDERAL HOME LN MTG CORP MULTICLASS	31392XBT4	2,065 180	12/30/09	05/16/11	2,065.18	2,168.44	-103.26	
MTG PARTN CTFS GTD SER 2513 CL								
2513-JE 5.00% DUE 10/15/2017								
FREDDIE MAC	31395CRQ6	1,905 410	10/19/09	05/16/11	1,905.41	2,039.61	-134.20	
SER 2825 CL-VP 5 5% JUN 15 2015								
DTD 07/01/2004								
HARLEY-DAVIDSON MOTORCYCLE TRUST	41283UAD7	1,553 060	12/28/09	05/16/11	1,553 06	1,599 65	-46 59	
SER 2007-1 CL A4 5.21% JUN 15 2013								
DTD 01/31/2007								
HARLEY DAVIDSON MOTORCYCLE TR 2007-2	41283VAD5	2,565.660	11/09/09	05/16/11	2,565 66	2,667.48	-101.82	
MOTORCYCLE CONTRACT BKD NT CL A-4								
5.07% DUE 08/15/2013								
HYUNDAI AUTO RECEIVABLES TR 2008-A	44920XAD4	3,063.280	03/08/10	05/16/11	3,063.28	3,171.45	-108.17	
NT CL A-3 4.93% DUE 12/17/2012								
GNMA II	36202DWA5	741.180	11/06/09	05/20/11	741.18	793 99	-52 81	
5.5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								
FNMA Pool 5.5% 12/01/17	31371KWF4	1,594.210	10/29/09	05/25/11	1,594.21	1,700.82	-106.61	
FNMA Pool 6.5% 08/01/17	31390LV29	640.960	10/30/09	05/25/11	640.96	694.24	-53.28	
FNMA Pool 5.5% 09/25/17	31392EFL9	444 620	03/01/10	05/25/11	444 62	477 27	-32 65	
FNMA Pool 5.5% 11/01/18	31404ADW1	637 960	10/26/09	05/25/11	637.96	679.43	-41.47	

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
AMERICREDIT AUTOMOBILE RECEIVABLES	030628AD3	4,102.930	10/29/09	06/06/11	4,102.93	4,263.52	-160.59	
TR 2008-A-F NT CL A-3 5.68% DUE								
12/12/2012								
DAIMLER CHRYSLER AUTO TRUST	233882AF6	4,172.690	11/03/09	06/08/11	4,172.69	4,374.48	-201.79	
SER 2007-A CL A4 5.28% MAR 08 2013								
DTD 11/21/2007								
FHLMC 5% 09/01/18	3128H7UF7	2,444.220	04/22/10	06/15/11	2,444.22	2,601.57	-157.35	
FHLMC GOLD 5 5% 08/01/19	3128MMAG8	1,727.310	10/19/09	06/15/11	1,727.31	1,844.44	-117.13	
FHLMC GOLD 6% 02/01/18	31283KSU3	1,915.020	10/30/09	06/15/11	1,915.02	2,064.03	-149.01	
FREDDIE MAE	3133THGW1	979.200	11/02/09	06/15/11	979.20	1,037.03	-57.83	
SER 2102 CL TC 6% DEC 15 2013								
DTD 12/01/1998								
FEDERAL HOME LN MTG CORP MULTICLASS	31392V5U2	1,572.600	11/03/09	06/15/11	1,572.60	1,683.17	-110.57	
MTG PARTN CTFS GTD SER 2498 CL PE								
5.50% DUE 09/15/2017								
FEDERAL HOME LN MTG CORP MULTICLASS	31392XBT4	1,485.910	12/30/09	06/15/11	1,485.91	1,560.21	-74.30	
MTG PARTN CTFS GTD SER 2513 CL								
2513-JE 5 00% DUE 10/15/2017								
FREDDIE MAC	31395CRQ6	1,914.150	10/19/09	06/15/11	1,914.15	2,048.96	-134.81	
SER 2825 CL-VP 5.5% JUN 15 2015								
DTD 07/01/2004								
HARLEY-DAVIDSON MOTORCYCLE TRUST	41283UAD7	1,594.160	12/28/09	06/15/11	1,594.16	1,641.98	-47.82	
SER 2007-1 CL A4 5 21% JUN 15 2013								
DTD 01/31/2007								

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Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
HARLEY DAVIDSON MOTORCYCLE TR 2007-2	41283VAD5	2,463.340	11/09/09	06/15/11	2,463.34	2,561.10	-97.76	
MOTORCYCLE CONTRACT BKD NT CL A-4								
5.07% DUE 08/15/2013								
HYUNDAI AUTO RECEIVABLES TR 2008-A	44920XAD4	2,943.770	03/08/10	06/17/11	2,943.77	3,047.72	-103.95	
NT CL A-3 4.93% DUE 12/17/2012								
GNMA II	36202DWA5	760.370	11/06/09	06/20/11	760.37	814.55	-54.18	
5.5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								
US TREAS 1.375% 04/15/12	912828KK5	130,000.000	10/19/09	06/17/11	131,264.45	130,340.23	924.22	
GOLDMAN SACHS GROUP INC	38146FAA9	80,000.000	10/19/09	06/17/11	82,322.40	83,579.76	-1,257.36	
3 1/4% JUN 15 2012								
DTD 12/01/2008								
AT&T CORP	00206RAP7	10,000.000	10/27/09	06/20/11	11,242.30	11,310.40	-68.10	
6.7% NOV 15 2013								
DTD 11/17/2008								
ALLSTATE LF GLB FN TRST								
MEDIUM TERM NOTES 5 3/8% APR 30 2013	02003MBQ6	10,000.000	10/20/09	06/20/11	10,802.50	10,689.60	112.90	
DTD 04/30/2008								
BOEING COMPANY								
NOTES 5 1/8% FEB 15 2013	097023AT2	15,000.000	10/19/09	06/20/11	16,092.90	16,218.90	-126.00	
DTD 2/11/2003								

* O indicates Ordinary Income Gain/Loss

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Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
CATERPILLAR FINANCIAL SE	14912L4F5	20,000.000	10/21/09	06/20/11	22,540.00	22,118.40	421.60	
MEDIUM TERM NOTE 6 1/8% FEB 17 2014								
DTD 02/12/2009								
CITIGROUP INC	172967FA4	10,000.000	02/02/10	06/20/11	11,039.60	10,435.10	604.50	
6.01% JAN 15 2015								
DTD 12/15/2009								
FHLMC 5% 09/01/18	3128H7UF7	96,012.992	04/22/10	06/21/11	102,553.90	102,193.84	360.06	
GLAXOSMITHKLINE CAP INC	377372AA5	14,000.000	10/21/09	06/20/11	15,294.44	14,822.78	471.66	
4 3/8% APR 15 2014								
DTD 04/06/2004								
HOUSEHOLD FINANCE CORP	441812JY1	40,000.000	11/02/09	06/20/11	42,203.20	43,734.80	-1,531.60	
NOTES 7% MAY 15 2012								
DTD 5/22/2002								
ORACLE CORP	68389XAD7	15,000.000	10/22/09	06/20/11	16,142.85	16,234.80	-91.95	
4.95% APR 15 2013								
DTD 04/09/2008								
JOHN DEERE CAPITAL CORP	24422EQQ5	30,000.000	10/22/09	06/21/11	31,983.60	31,688.10	295.50	
MEDIUM TERM NOTE 4.50% APR 03 2013								
DTD 04/03/2008								
WELLS FARGO COMPANY	949746NW7	15,000.000	10/21/09	06/21/11	15,867.90	16,017.75	-149.85	
5 1/4% OCT 23 2012								
DTD 10/23/2007								
FNMA Pool 5.5% 12/01/17	31371KWF4	1,295.620	10/29/09	06/27/11	1,295.62	1,382.26	-86.64	
FNMA Pool 6.5% 08/01/17	31390LV29	2,600.890	10/30/09	06/27/11	2,600.89	2,817.09	-216.20	

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
FNMA Pool 5.5% 09/25/17	31392EFL9	509.670	03/01/10	06/27/11	509.67	547.10	-37.43	
FREDDIE MAC	31395CRQ6	102,495.250	10/19/09	06/22/11	109,958.19	109,713.96	244.23	
SER 2825 CL-VP 5.5% JUN 15 2015								
DTD 07/01/2004								
FNMA Pool 5 5% 11/01/18	31404ADW1	2,469.950	10/26/09	06/27/11	2,469.95	2,630.50	-160.55	
INTERNATIONAL BUSINESS MACHINES CORP 459200AL5		20,000.000	10/21/09	06/22/11	22,557.20	23,304.20	-747.00	
7 1/2% JUN 15 2013								
DTD 6/15/93								
MIDAMERICAN ENERGY CO	595620AD7	30,000.000	11/18/09	06/22/11	32,977.80	32,280.60	697.20	
NOTES 4 65% OCT 01 2014								
DTD 10/01/2004								
CANADIAN NATL RY CO NT	136375BH4	20,000.000	02/09/10	06/23/11	21,225.00	21,183.40	41.60	
4.40% MAR 15 2013								
DTD 03/10/2003								
AMERICREDIT AUTOMOBILE RECEIVABLES	030628AD3	1,265.250	10/29/09	07/06/11	1,265.25	1,314.77	-49.52	
TR 2008-A-F NT CL A-3 5 68% DUE								
12/12/2012								
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	1,822.600	06/30/10	07/06/11	1,822.60	1,897.36	-74.76	
TRUST SER 2007-DF CL A4A 5 56%								
JUN 06 2014 DTD 09/20/2007								
DAIMLER CHRYSLER AUTO TRUST	233882AF6	3,869.480	11/03/09	07/08/11	3,869.48	4,056.61	-187.13	
SER 2007-A CL A4 5.28% MAR 08 2013								
DTD 11/21/2007								

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
DIAGEO CAPITAL PLC	25243YAL3	30,000 000	10/20/09	07/06/11	32,039 10	32,191 50	-152.40	
5.2% JAN 30 2013								
DTD 10/26/2007								
FHLMC GOLD 5.5% 08/01/19	3128MMAG8	1,459.590	10/19/09	07/15/11	1,459.59	1,558.57	-98.98	
FHLMC GOLD 6% 02/01/18	31283KSU3	1,904.040	10/30/09	07/15/11	1,904.04	2,052 20	-148.16	
FREDDIE MAE	3133THGW1	1,128.260	11/02/09	07/15/11	1,128 26	1,194 90	-66.64	
SER 2102 CL TC 6% DEC 15 2013								
DTD 12/01/1998								
FEDERAL HOME LN MTG CORP MULTICLASS	31392V5U2	1,667.060	11/03/09	07/15/11	1,667 06	1,784.28	-117.22	
MTG PARTN CTFS GTD SER 2498 CL PE								
5.50% DUE 09/15/2017								
FEDERAL HOME LN MTG CORP MULTICLASS	31392XBT4	1,676.080	12/30/09	07/15/11	1,676.08	1,759.88	-83.80	
MTG PARTN CTFS GTD SER 2513 CL								
2513-JE 5.00% DUE 10/15/2017								
HARLEY-DAVIDSON MOTORCYCLE TRUST	41283UAD7	1,528.930	12/28/09	07/15/11	1,528.93	1,574.80	-45.87	
SER 2007-1 CL A4 5.21% JUN 15 2013								
DTD 01/31/2007								
HARLEY DAVIDSON MOTORCYCLE TR 2007-2	41283VAD5	2,308 380	11/09/09	07/15/11	2,308.38	2,399 99	-91.61	
MOTORCYCLE CONTRACT BKD NT CL A-4								
5.07% DUE 08/15/2013								
HYUNDAI AUTO RECEIVABLES TR 2008-A	44920XAD4	2,875 330	03/08/10	07/18/11	2,875 33	2,976.87	-101.54	
NT CL A-3 4.93% DUE 12/17/2012								
FNMA 4.875% 05/18/12	31398ABX9	85,000.000	10/19/09	07/18/11	88,295.79	92,272.26	-3,976 47	
US TREAS 1.375% 09/15/12	912828LM0	115,000 000	10/19/09	07/18/11	116,509 38	114,649 61	1,859.77	

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
GNMA II	36202DWA5	758.340	11/06/09	07/20/11	758.34	812.37	-54.03	
5.5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								
FNMA Pool 5.5% 12/01/17	31371KWF4	1,061.050	10/29/09	07/25/11	1,061.05	1,132.01	-70.96	
FNMA Pool 6.5% 08/01/17	31390LV29	663.410	10/30/09	07/25/11	663.41	718.56	-55.15	
FNMA Pool 5.5% 09/25/17	31392EFL9	415.520	03/01/10	07/25/11	415.52	446.03	-30.51	
FNMA Pool 5.5% 11/01/18	31404ADW1	632.020	10/26/09	07/25/11	632.02	673.10	-41.08	
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	1,707.620	06/30/10	08/08/11	1,707.62	1,777.66	-70.04	
TRUST SER 2007-DF CL A4A 5.56%								
JUN 06 2014 DTD 09/20/2007								
DAIMLER CHRYSLER AUTO TRUST	233882AF6	3,626.310	11/03/09	08/08/11	3,626.31	3,801.68	-175.37	
SER 2007-A CL A4 5.28% MAR 08 2013								
DTD 11/21/2007								
FHLMC GOLD 5.5% 08/01/19	3128MMAG8	2,138.950	10/19/09	08/15/11	2,138.95	2,284.00	-145.05	
FHLMC GOLD 6% 02/01/18	31283KSU3	1,943.390	10/30/09	08/15/11	1,943.39	2,094.61	-151.22	
FREDDIE MAE	3133THGW1	1,065.640	11/02/09	08/15/11	1,065.64	1,128.58	-62.94	
SER 2102 CL TC 6% DEC 15 2013								
DTD 12/01/1998								
FEDERAL HOME LN MTG CORP MULTICLASS	31392V5U2	1,913.190	11/03/09	08/15/11	1,913.19	2,047.71	-134.52	
MTG PARTN CTFS GTD SER 2498 CL PE								
5.50% DUE 09/15/2017								

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
FEDERAL HOME LN MTG CORP MULTICLASS	31392XBT4	1,793 650	12/30/09	08/15/11	1,793.65	1,883 33	-89.68	
MTG PARTN CTFS GTD SER 2513 CL								
2513-JE 5.00% DUE 10/15/2017								
HARLEY-DAVIDSON MOTORCYCLE TRUST	41283UAD7	1,374.020	12/28/09	08/15/11	1,374.02	1,415.24	-41.22	
SER 2007-1 CL A4 5.21% JUN 15 2013								
DTD 01/31/2007								
HARLEY DAVIDSON MOTORCYCLE TR 2007-2	41283VAD5	2,225 850	11/09/09	08/15/11	2,225 85	2,314.19	-88.34	
MOTORCYCLE CONTRACT BKD NT CL A-4								
5.07% DUE 08/15/2013								
HYUNDAI AUTO RECEIVABLES TR 2008-A	44920XAD4	2,832.410	03/08/10	08/15/11	2,832.41	2,932.43	-100.02	
NT CL A-3 4.93% DUE 12/17/2012								
GNMA II	36202DWA5	751.060	11/06/09	08/22/11	751.06	804 57	-53.51	
5.5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								
FNMA Pool 5 5% 12/01/17	31371KWF4	1,336.360	10/29/09	08/25/11	1,336.36	1,425.73	-89.37	
FNMA Pool 6 5% 08/01/17	31390LV29	652 670	10/30/09	08/25/11	652.67	706.92	-54.25	
FNMA Pool 5 5% 09/25/17	31392EFL9	460 740	03/01/10	08/25/11	460.74	494.58	-33.84	
FNMA Pool 5.5% 11/01/18	31404ADW1	632.890	10/26/09	08/25/11	632.89	674 03	-41.14	
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	1,756 690	06/30/10	09/06/11	1,756.69	1,828.74	-72.05	
TRUST SER 2007-DF CL A4A 5.56%								
JUN 06 2014 DTD 09/20/2007								

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Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
DAIMLER CHRYSLER AUTO TRUST SER 2007-A CL A4 5.28% MAR 08 2013 DTD 11/21/2007	233882AF6	3,809.300	11/03/09	09/08/11	3,809.30	3,993.51	-184.21	
FHLMC GOLD 5 5% 08/01/19	3128MMAG8	1,910.650	10/19/09	09/15/11	1,910.65	2,040.22	-129.57	
FHLMC GOLD 6% 02/01/18	31283KSU3	1,676.090	10/30/09	09/15/11	1,676.09	1,806.51	-130.42	
FREDDIE MAE	3133THGW1	938.060	11/02/09	09/15/11	938.06	993.46	-55.40	
SER 2102 CL TC 6% DEC 15 2013 DTD 12/01/1998								
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2498 CL PE 5.50% DUE 09/15/2017	31392V5U2	1,778.950	11/03/09	09/15/11	1,778.95	1,904.03	-125.08	
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2513 CL 2513-JE 5 00% DUE 10/15/2017	31392XBT4	1,566.430	12/30/09	09/15/11	1,566.43	1,644.75	-78.32	
HARLEY-DAVIDSON MOTORCYCLE TRUST SER 2007-1 CL A4 5.21% JUN 15 2013 DTD 01/31/2007	41283UAD7	1,437.680	12/28/09	09/15/11	1,437.68	1,480.81	-43.13	
HARLEY DAVIDSON MOTORCYCLE TR 2007-2 MOTORCYCLE CONTRACT BKD NT CL A-4 5.07% DUE 08/15/2013	41283VAD5	2,374.260	11/09/09	09/15/11	2,374.26	2,468.49	-94.23	
HYUNDAI AUTO RECEIVABLES TR 2008-A NT CL A-3 4.93% DUE 12/17/2012	44920XAD4	2,931.100	03/08/10	09/15/11	2,931.10	3,034.60	-103.50	

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Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
ELECTRONIC DATA SYSTEMS NOTES 6% B AUG 1 2013	285661AD6	15,000.000	10/22/09	09/13/11	16,110.15	16,668.60	-558.45	
DTD 6/30/2003								
DELL INC	24702RAD3	10,000.000	12/16/09	09/14/11	10,570.70	10,698.00	-127.30	
4.7% APR 15 2013								
DTD 10/15/2008								
GNMA II	36202DWA5	758.400	11/06/09	09/20/11	758.40	812.44	-54.04	
5.5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								
FNMA Pool 5.5% 12/01/17	31371KWF4	1,289.370	10/29/09	09/26/11	1,289.37	1,375.60	-86.23	
FNMA Pool 6.5% 08/01/17	31390LV29	655.450	10/30/09	09/26/11	655.45	709.93	-54.48	
FNMA Pool 5.5% 09/25/17	31392EFL9	636.260	03/01/10	09/26/11	636.26	682.99	-46.73	
FNMA Pool 5.5% 11/01/18	31404ADW1	646.410	10/26/09	09/26/11	646.41	688.43	-42.02	
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	1,781.710	06/30/10	10/06/11	1,781.71	1,854.79	-73.08	
TRUST SER 2007-DF CL A4A 5.56%								
JUN 06 2014 DTD 09/20/2007								
DAIMLER CHRYSLER AUTO TRUST								
SER 2007-A CL A4 5.28% MAR 08 2013	233882AF6	3,460.870	11/03/09	10/11/11	3,460.87	3,628.24	-167.37	
DTD 11/21/2007								
FHLMC GOLD 5.5% 08/01/19	3128MMAG8	2,601.140	10/19/09	10/17/11	2,601.14	2,777.53	-176.39	
FHLMC GOLD 6% 02/01/18	31283KSU3	1,789.340	10/30/09	10/17/11	1,789.34	1,928.57	-139.23	

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Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
FREDDIE MAE	3133THGW1	937.420	11/02/09	10/17/11	937.42	992.79	-55.37	
SER 2102 CL TC 6% DEC 15 2013								
DTD 12/01/1998								
FEDERAL HOME LN MTG CORP MULTICLASS	31392V5U2	1,420.630	11/03/09	10/17/11	1,420.63	1,520.52	-99.89	
MTG PARTN CTFS GTD SER 2498 CL PE								
5.50% DUE 09/15/2017								
FEDERAL HOME LN MTG CORP MULTICLASS	31392XBT4	1,655.500	12/30/09	10/17/11	1,655.50	1,738.27	-82.77	
MTG PARTN CTFS GTD SER 2513 CL								
2513-JE 5.00% DUE 10/15/2017								
HARLEY DAVIDSON MOTORCYCLE TR 2007-2	41283VAD5	1,994.030	11/09/09	10/17/11	1,994.03	2,073.17	-79.14	
MOTORCYCLE CONTRACT BKD NT CL A-4								
5.07% DUE 08/15/2013								
HYUNDAI AUTO RECEIVABLES TR 2008-A	44920XAD4	2,576.840	03/08/10	10/17/11	2,576.84	2,667.84	-91.00	
NT CL A-3 4.93% DUE 12/17/2012								
HARLEY-DAVIDSON MOTORCYCLE TRUST	41283UAD7	1,251.600	12/28/09	10/18/11	1,251.60	1,289.15	-37.55	
SER 2007-1 CL A4 5.21% JUN 15 2013								
DTD 01/31/2007								
US TREAS 1.375% 04/15/12	912828KK5	150,000.000	10/19/09	10/17/11	150,960.93	150,392.58	568.35	
STRIPS	912833DD9	100,000.000	10/19/09	10/17/11	99,684.00	97,745.39	1,938.61	
U S A TREAS ISSUE ZERO CPN								
FEB 15 2013 DTD 2/15/85								

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

JP Morgan



Corrected Copy 03/13/2012

C. ENGELHARD FDN - 1-5 GOVT/CR MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
GNMA II	36202DWA5	773 800	11/06/09	10/20/11	773 80	828.93	-55.13	
5 5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								
FNMA Pool 5.5% 12/01/17	31371KWF4	1,478.590	10/29/09	10/25/11	1,478 59	1,577 47	-98.88	
FNMA Pool 6.5% 08/01/17	31390LV29	662.110	10/30/09	10/25/11	662.11	717 15	-55.04	
FNMA Pool 5.5% 09/25/17	31392EFL9	447.810	03/01/10	10/25/11	447.81	480 70	-32.89	
FNMA Pool 5.5% 11/01/18	31404ADW1	2,270.410	10/26/09	10/25/11	2,270.41	2,417 99	-147 58	
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	1,608.850	06/30/10	11/07/11	1,608.85	1,674.84	-65 99	
TRUST SER 2007-DF CL A4A 5.56%								
JUN 06 2014 DTD 09/20/2007								
DAMLER CHRYSLER AUTO TRUST	233882AF6	3,305.230	11/03/09	11/08/11	3,305.23	3,465.07	-159.84	
SER 2007-A CL A4 5.28% MAR 08 2013								
DTD 11/21/2007								
FHLMC GOLD 5.5% 08/01/19	3128MMAG8	1,871.710	10/19/09	11/15/11	1,871.71	1,998 64	-126.93	
FHLMC GOLD 6% 02/01/18	31283KSU3	2,079 370	10/30/09	11/15/11	2,079 37	2,241.17	-161.80	
FREDDIE MAE	3133THGW1	1,090.470	11/02/09	11/15/11	1,090 47	1,154.88	-64.41	
SER 2102 CL TC 6% DEC 15 2013								
DTD 12/01/1998								
FEDERAL HOME LN MTG CORP MULTICLASS	31392V5U2	1,345 920	11/03/09	11/15/11	1,345.92	1,440.56	-94 64	
MTG PARTN CTFS GTD SER 2498 CL PE								
5.50% DUE 09/15/2017								

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P.Morgan

Part IV Statement



C. ENGELHARD FDN - 1-5 GOVT/CR MIP

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
FEDERAL HOME LN MTG CORP MULTICLASS	31392XBT4	1,931.720	12/30/09	11/15/11	1,931.72	2,028.31	-96.59	
MTG PARTN CTFS GTD SER 2513 CL								
2513-JE 5.00% DUE 10/15/2017								
HARLEY-DAVIDSON MOTORCYCLE TRUST	41283UAD7	1,230.540	12/28/09	11/15/11	1,230.54	1,267.46	-36.92	
SER 2007-1 CL A4 5.21% JUN 15 2013								
DTD 01/31/2007								
HARLEY DAVIDSON MOTORCYCLE TR 2007-2	41283VAD5	1,981.560	11/09/09	11/15/11	1,981.56	2,060.20	-78.64	
MOTORCYCLE CONTRACT BKD NT CL A-4								
5.07% DUE 08/15/2013								
HYUNDAI AUTO RECEIVABLES TR 2008-A	44920XAD4	2,464.940	03/08/10	11/15/11	2,464.94	2,551.98	-87.04	
NT CL A-3 4.93% DUE 12/17/2012								
GNMA II	36202DWA5	758.730	11/06/09	11/21/11	758.73	812.79	-54.06	
5.5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								
FNMA Pool 5.5% 12/01/17	31371KWF4	991.100	10/29/09	11/25/11	991.10	1,057.38	-66.28	
FNMA Pool 6.5% 08/01/17	31390LV29	670.330	10/30/09	11/25/11	670.33	726.05	-55.72	
FNMA Pool 5.5% 09/25/17	31392EFL9	390.420	03/01/10	11/25/11	390.42	419.09	-28.67	
FNMA Pool 5.5% 11/01/18	31404ADW1	670.150	10/26/09	11/25/11	670.15	713.71	-43.56	
AMERICREDIT AUTOMOBILE RECEIVABLES	03063TAF1	1,586.050	06/30/10	12/06/11	1,586.05	1,651.10	-65.05	
TRUST SER 2007-DF CL A4A 5.56%								
JUN 06 2014 DTD 09/20/2007								

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

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C. ENGELHARD FDN - 1-5 GOVT/CR MIP

Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
DAIMLER CHRYSLER AUTO TRUST	233882AF6	2,975.290	11/03/09	12/08/11	2,975.29	3,119.17	-143.88	
SER 2007-A CL A4 5.28% MAR 08 2013								
DTD 11/21/2007								
FHLMC GOLD 5.5% 08/01/19	3128MMAG8	1,484.620	10/19/09	12/15/11	1,484.62	1,585.30	-100.68	
FHLMC GOLD 6% 02/01/18	31283KSU3	1,672.320	10/30/09	12/15/11	1,672.32	1,802.45	-130.13	
FHLMC GOLD 5.5% 12/01/18	312963Q20	961.430	11/16/10	12/15/11	961.43	1,040.15	-78.72	
FREDDIE MAE	3133THGW1	994.630	11/02/09	12/15/11	994.63	1,053.38	-58.75	
SER 2102 CL TC 6% DEC 15 2013								
DTD 12/01/1998								
FEDERAL HOME LN MTG CORP MULTICLASS	31392V5U2	1,618.770	11/03/09	12/15/11	1,618.77	1,732.59	-113.82	
MTG PARTN CTFS GTD SER 2498 CL PE								
5.50% DUE 09/15/2017								
FEDERAL HOME LN MTG CORP MULTICLASS	31392XBT4	1,607.930	12/30/09	12/15/11	1,607.93	1,688.33	-80.40	
MTG PARTN CTFS GTD SER 2513 CL								
2513-JE 5.00% DUE 10/15/2017								
HARLEY-DAVIDSON MOTORCYCLE TRUST	41283UAD7	2,109.480	12/28/09	12/15/11	2,109.48	2,172.76	-63.28	
SER 2007-1 CL A4 5.21% JUN 15 2013								
DTD 01/31/2007								
HARLEY DAVIDSON MOTORCYCLE TR 2007-2	41283VAD5	1,807.300	11/09/09	12/15/11	1,807.30	1,879.03	-71.73	
MOTORCYCLE CONTRACT BKD NT CL A-4								
5.07% DUE 08/15/2013								
HYUNDAI AUTO RECEIVABLES TR 2008-A	44920XAD4	1,312.790	03/08/10	12/15/11	1,312.79	1,359.15	-46.36	
NT CL A-3 4.93% DUE 12/17/2012								

* O indicates Ordinary Income Gain/Loss F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P.Morgan

Part IV Statement



C. ENGELHARD FDN - 1-5 GOVT/CR MIP

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Capital Gain and Loss Schedule

Transactions

Description	Cusip	Units	Date Acquired	Date Sold	Sales Price	Tax Cost Basis	Gain/Loss	Ordinary Income*
Long Term Non Covered								
GNMA II	36202DWA5	1,622.860	11/06/09	12/20/11	1,622.86	1,738.49	-115.63	
5.5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								
FNMA Pool 5.5% 12/01/17	31371KWF4	1,064.130	10/29/09	12/27/11	1,064.13	1,135.29	-71.16	
FNMA Pool 6.5% 08/01/17	31390LV29	668.840	10/30/09	12/27/11	668.84	724.44	-55.60	
FNMA Pool 5.5% 09/25/17	31392EFL9	327.910	03/01/10	12/27/11	327.91	351.99	-24.08	
FNMA Pool 5.5% 11/01/18	31404ADW1	1,012.700	10/26/09	12/27/11	1,012.70	1,078.52	-65.82	
FHLMC GOLD 5.5% 08/01/19	3128MMAG8	1,280.310	10/19/09	01/17/12	1,280.31	1,367.13	-86.82	
FHLMC GOLD 6% 02/01/18	31283KSU3	1,587.620	10/30/09	01/17/12	1,587.62	1,711.16	-123.54	
FHLMC GOLD 5.5% 12/01/18	312963Q20	1,027.860	11/16/10	01/17/12	1,027.86	1,112.02	-84.16	
GNMA II	36202DWA5	748.980	11/06/09	01/20/12	748.98	802.34	-53.36	
5.5% FEB 20 2018								
DTD 02/01/2003								
POOL NO 3341								
FNMA Pool 5.5% 12/01/17	31371KWF4	1,423.390	10/29/09	01/25/12	1,423.39	1,518.58	-95.19	
FNMA Pool 6.5% 08/01/17	31390LV29	1,285.870	10/30/09	01/25/12	1,285.87	1,392.76	-106.89	
FNMA Pool 5.5% 11/01/18	31404ADW1	580.910	10/26/09	01/25/12	580.91	618.67	-37.76	
Total Long Term Non Covered					1,858,051.47	1,887,673.04	-29,621.57	

* O indicates Ordinary Income Gain/Loss

F indicates Foreign Exchange Gain/Loss on Capital transactions

J.P.Morgan

Part IV Statement

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST INCOME	471,826.	1,218,432.
TOTAL	<u>471,826.</u>	<u>1,218,432.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND	241,067.	420,669.
TOTAL	<u>241,067.</u>	<u>420,669.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME		
OAK TREE HIGH YIELD FUND	6,009.	6,009.
		15,102.
TOTALS	6,009.	21,111.

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	48,226.	24,113.		24,113.
TOTALS	<u>48,226.</u>	<u>24,113.</u>		<u>24,113.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT FEES	52,300.	26,150.		26,150.
TAX FEES	13,200.			13,200.
TOTALS	<u>65,500.</u>	<u>26,150.</u>		<u>39,350.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADVISORY FEES	25,000.	272,500.	12,500.
MANAGEMENT FEES	60,197.	85,992.	30,099.
TOTALS	<u>85,197.</u>	<u>358,492.</u>	<u>42,599.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TAXES	259,322.	12,789.
TOTALS	<u>259,322.</u>	<u>12,789.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION OTHER EXPENSES	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
	185,528.	92,792.	92,764.
TOTALS	<u>185,528.</u>	<u>92,792.</u>	<u>92,764.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>BEGINNING</u>	<u>ATTACHMENT 9</u>	
	<u>BOOK VALUE</u>	<u>ENDING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>FMV</u>
U.S GOV'T OBS. -SEE ATTACHED	1,761,269.	1,544,160.	1,544,160.
US OBLIGATIONS TOTAL	<u>1,761,269.</u>	<u>1,544,160.</u>	<u>1,544,160.</u>

The Charles Engelhard Foundation

22-6063032

CUSIP	DESCRIPTION	MATURITY DATE	SHARES/PAR	FAIR MARKET VALUE
U S and State Government Obligations				
912833DF4	US TREAS ISSUE FEB 15 2014 DTD 2/15/85INT PMT DUE ON STRIPPED ISSUE	2/15/2014	280,000	270,085
912833DD9	STRIPS U S A TREAS ISSUE ZERO CPNFEB 15 2013 DTD 2/15/85	2/15/2013	265,000	260,890
912828KK5	U S A NOTES 1 3/8% APR 15 2012DTD 04/15/2009	4/15/2012	280,000	283,576
912828LM0	U S A NOTES 1 3/8% SEP 15 2012DTD 09/15/2009	9/15/2012	115,000	116,666
912810DW5	U S A BONDS 7 1/4% MAY 15 2016 DTD 5/15/88	5/15/2016	270,000	340,389
912810DP0	U S A BONDS 11 1/4% FEB 15 2015 DTD 2/15/85	2/15/2015	220,000	304,839
912828FN5	USA Notes 4 7/8% JUL 31 2011 DTD 7/31/2006	7/31/2011	180,000	184,824
Total U S and State Government Obligations				1,761,269

The Charles Engelhard Foundation
Form 990-PF, Part II - U S. and State Obligations
Ending Fair Market Value

CUSIP	DESCRIPTION	SHARES/ PAR	FAIR MARKET VALUE
912810DP0	U S A BONDS 11 1/4% FEB 15 2015 DTD 2/15/85	220,000	293,564
912833DD9	STRIPS U S A TREAS ISSUE ZERO CPN FEB 15 2013 DTD 2/15/85	165,000	164,658
912828QU7	USA NOTES 0 5/8% JUL 15 2014 DTD 07/15/2011	30,000	30,232
912828QR4	USA NOTES 1 1/2% JUN 30 2016 DTD 06/30/2011	30,000	31,024
912828KN9	U S A TREASURY NOTES 1 7/8% APR 30 2014 DTD 04/30/2009	100,000	103,625
912828NH9	U S A NOTES 1 1/8% JUNE 15 2013 DTD 08/15/2010	50,000	50,658
912810DW5	U S A BONDS 7 1/4% MAY 15 2016 DTD 5/15/86	170,000	218,011
912828LS7	U S A NOTES 2 3/8% OCT 31 2014 DTD 11/02/2009	120,000	126,760
912833DF4	US TREAS ISSUE FEB 15 2014 DTD 2/15/85 INT PMT DUE ON STRIPPED ISSUE	280,000	278,292
912828KR0	U S A NOTES 2 5/8% APR 30 2016 DTD 04/30/2009	80,000	86,556
912828LU2	U S A NOTES 3 1/8% OCT 31 2016 DTD 11/02/2009	145,000	160,780
Total - Ending Fair Market Value			<u>1,544,160</u>

ATTACHMENT 10FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ETON PARK OVERSEAS FUND, LTD	5,233,696.	4,617,955.	4,617,955.
TOTALS	<u>5,233,696.</u>	<u>4,617,955.</u>	<u>4,617,955.</u>

ATTACHMENT 11FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COPORATE BONDS - SEE ATTACHED	23,191,255.	21,368,522.	21,368,522.
TOTALS	<u>23,191,255.</u>	<u>21,368,522.</u>	<u>21,368,522.</u>

CUSIP	DESCRIPTION	MATURITY DATE	SHARES/PAR	FAIR MARKET VALUE
Investments - Corporate Bonds				
744448CD1	PUBLIC SERVICE COLORADO 3 2% NOV 15 2020 DTD 11/16/2010 A /A2	11/15/2020	5,000	4,714
89152UAE2	TOTAL CAPITAL SA 2 3% MAR 15 2016 DTD 9/15/2010	3/15/2016	10,000	9,769
89152UAE2	TOTAL CAPITAL SA 2 3% MAR 15 2016 DTD 09/15/2010 AA /AA1	3/15/2016	45,000	43,959
05567LD95	BNP PARIBAS SA 2 1/8% DEC 21 2012 DTD 12/21/2009	12/21/2012	15,000	15,242
05567LD95	BNP PARIBAS SA 2 1/8% DEC 21 2012 DTD 12/21/2009 AA /AA2	12/21/2012	45,000	45,725
26442EAB6	DUKE ENERGY OHIO INC 2 1% JUN 15 2013 DTD 12/17/2009	6/15/2013	8,000	8,154
822582AQ5	SHELL INTERNATIONAL FIN 3 1% JUN 28 2015 DTD 06/28/2010	6/28/2015	9,000	9,243
61748AAE8	MORGAN STANLEY NOTES 4 3/4% APR 1 2014 DTD 3/30/2004	4/1/2014	40,000	40,961
61748AAE8	MORGAN STANLEY NOTES 4 3/4% APR 1 2014 DTD 3/30/2004 A- /A3	4/1/2014	175,000	179,205
09247XAE1	BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009 A+ /A1	12/10/2019	45,000	48,990
38146FAA9	GOLDMAN SACHS GROUP INC 3 1/4% JUN 15 2012 DTD 12/01/2008	6/15/2012	80,000	83,047
89233P4B9	TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES 3 2% JUN 17 2015 DTD 06/17/2010	6/17/2015	10,000	10,329
89233P4B9	TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES 3 2% JUN 17 2015 DTD 06/17/2010 AA /AA2	6/17/2015	45,000	48,482
961214BK8	WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019 DTD 11/19/2009	11/19/2019	36,000	37,829
064149AB4	BANK OF NOVA SCOTIA 3 4% JAN 22 2015 DTD 01/22/2010	1/22/2015	6,000	6,227
064149AB4	BANK OF NOVA SCOTIA 3 4% JAN 22 2015 DTD 01/22/2010 AA- /AA1	1/22/2015	18,000	18,682
2515A0Q30	DEUTSCHE BANK AG LONDON 3 7/8% AUG 18 2014 DTD 08/18/2009 A+ /AA3	8/18/2014	45,000	47,239
949746NY3	WELLS FARGO COMPANY SR NOTES 4 3/8% JAN 31 2013 DTD 1/31/2008 AA- /A1	1/31/2013	110,000	118,408
060505AU8	BANK OF AMERICA CORPORATION 5 1/8% NOV 15 2014 DTD 11/07/2002	11/15/2014	30,000	31,455
842587CE5	SOUTHERN CO 4 15% MAY 15 2014 DTD 05/19/2009 A- /BAA	5/15/2014	25,000	26,312
054937AD9	BB&T CORP NOTES 4 3/4% OCT 1 2012 DTD 9/24/2002	10/1/2012	30,000	31,853
054937AD9	BB&T CORP NOTES 4 3/4% OCT 1 2012 DTD 9/24/2002 A- /A3	10/1/2012	65,000	68,582
92343VAJ3	VERIZON COMMUNICATIONS 4 35% FEB 15 2013 DTD 02/12/2008 A- /A3	2/15/2013	90,000	95,707
91159HGR5	US BANCORP SR NOTES 4 2% MAY 15 2014 DTD 05/14/2009	5/15/2014	15,000	16,023
91159HGR5	US BANCORP SR NOTES 4 2% MAY 15 2014 DTD 05/14/2009 A+ /AA3	5/15/2014	45,000	48,070
949746NW7	WELLS FARGO COMPANY 5 1/4% OCT 23 2012 DTD 10/23/2007	10/23/2012	15,000	16,081
842434CA8	SOUTHERN CALIFORNIA GAS CO 4 80% OCT 1 2012 DTD 10/1/2002 A+ /AA3	10/1/2012	38,000	40,504
06406HBE8	BANK OF NEW YORK MELLON MEDIUM TERM NOTE 4 95% NOV 01 2012 DTD 11/01/2007 AA- /AA2	11/1/2012	45,000	48,282
822582AF9	SHELL INTERNATIONAL FIN 4% MAR 21 2014 DTD 3/23/2009 AA /AA1	3/21/2014	45,000	47,885
59018YJ38	MERRILL LYNCH & CO MEDIUM TERM NOTE 8 05% AUG 15 2012 DTD 8/15/2007	8/15/2012	10,000	10,589
59018YJ38	MERRILL LYNCH & CO MEDIUM TERM NOTE 8 05% AUG 15 2012 DTD 8/15/2007 A /A2	8/15/2012	90,000	95,301
136375BH4	CANADIAN NATL RY CO NT 4 40% MAR 15 2013 DTD 03/10/2003	3/15/2013	20,000	21,317
36982GYY4	GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTES 6% JUN 15 2012 DTD 6/7/2002	6/15/2012	50,000	53,451
36982GYY4	GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTES 6% JUN 15 2012 DTD 6/7/2002 AA+ /AA2	6/15/2012	110,000	117,591
857477AE3	STATE STREET CORP SR NOTES 4 3% MAY 30 2014 DTD 05/22/2009	5/30/2014	10,000	10,699
857477AE3	STATE STREET CORP SR NOTES 4 3% MAY 30 2014 DTD 05/22/2009 A+ /A1	5/30/2014	45,000	48,146
929903AJ1	WACHOVIA CORPORATION SUB NOTES 5 1/4% AUG 1 2014 DTD 7/22/2004	8/1/2014	30,000	31,895
929903AJ1	WACHOVIA CORPORATION SUB NOTES 5 1/4% AUG 1 2014 DTD 7/22/2004 A+ /A2	8/1/2014	90,000	95,984
635405AQ8	NATIONAL CITY CORP 4 9% JAN 15 2015 DTD 01/12/2005	1/15/2015	30,000	32,131
635405AQ8	NATIONAL CITY CORP 4 9% JAN 15 2015 DTD 01/12/2005 A /A3	1/15/2015	45,000	48,197
071813AZ2	BAXTER INTERNATIONAL INC 4% MAR 01 2014 DTD 02/26/2009	3/1/2014	15,000	15,966
24702RAD3	DELL INC 4 7% APR 15 2013 DTD 10/15/2008	4/15/2013	10,000	10,735
38141GEE0	GOLDMAN SACHS GROUP INC SR NOTES 5 35% JAN 15 2016 DTD 1/17/2008	1/15/2016	35,000	37,604
24422EQQ5	JOHN DEERE CAPITAL CORP MEDIUM TERM NOTE 4 50% APR 03 2013 DTD 04/03/2008	4/3/2013	30,000	32,088
441812JY1	HOUSEHOLD FINANCE CORP NOTES 7% MAY 15 2012 DTD 5/22/2002	5/15/2012	40,000	42,918
441812JY1	HOUSEHOLD FINANCE CORP NOTES 7% MAY 15 2012 DTD 5/22/2002	5/15/2012	110,000	118,023
03746AAC4	APACHE FINANCE CANADA 4 3/8% MAY 15 2015 DTD 05/15/2003 A- /A3	5/15/2015	33,000	35,567
25243YAL3	DIAGEO CAPITAL PLC 5 2% JAN 30 2013 DTD 10/26/2007	1/30/2013	30,000	32,352
74254PYE6	PRINCIPAL LIFE INC FDG MEDIUM TERM NOTE 5 3% APR 24 2013 DTD 04/24/2006	4/24/2013	25,000	27,054
74254PYE6	PRINCIPAL LIFE INC FDG MEDIUM TERM NOTE 5 3% APR 24 2013 DTD 04/24/2006 74254P-YE-6 A /AA3	4/24/2013	80,000	86,573
22541LAR4	CREDIT SUISSE FB USA INC NOTES 4 7/8% JAN 15 2015 DTD 12/15/2004	1/15/2015	30,000	32,345
244217BK0	JOHN DEERE CAPITAL CORP 5 10% JAN 15 2013 DTD 1/10/2003 A /A2	1/15/2013	50,000	53,988
670346AJ4	NUCOR CORP 5% JUN 01 2013 DTD 06/02/2008	6/12/2013	15,000	16,195
24702RAE1	DELL INC 5 65% APR 15 2018 DTD 10/15/2008 A- /A2	4/15/2018	45,000	49,283
68389XAD7	ORACLE CORP 4 95% APR 15 2013 DTD 04/09/2008	4/15/2013	15,000	16,341
36962G3H5	GENERAL ELEC CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017 DTD 09/24/2007 AA+ /AA2	9/15/2017	180,000	197,370
05565QBF4	BP CAPITAL MARKETS PLC 5 1/4% NOV 07 2013 DTD 11/7/2008	11/7/2013	15,000	16,245
05565QBF4	BP CAPITAL MARKETS PLC 5 1/4% NOV 07 2013 DTD 11/07/2008 A /A2	11/7/2013	45,000	48,735
38141GDQ4	GOLDMAN SACHS GROUP INC NOTES 5 1/4% OCT 15 2013 DTD 10/14/2003	10/15/2013	135,000	146,100
097023AT2	BOEING COMPANY NOTES 5 1/8% FEB 15 2013 DTD 2/11/2003	2/15/2013	15,000	16,236
097023AT2	BOEING COMPANY NOTES 5 1/8% FEB 15 2013 DTD 2/11/2003 A /A2	2/15/2013	45,000	48,707
74005PAS3	PRAXAIR INC NOTES 4 3/8% MAR 31 2014 DTD 03/28/2009	3/31/2014	15,000	16,025
377372AA5	GLAXOSMITHKLINE CAP INC 4 3/8% APR 15 2014 DTD 04/06/2004	4/15/2014	14,000	15,095
084664BE0	BERKSHIRE HATHAWAY FIN 5 4% MAY 15 2018 DTD 11/15/2008 AA+ /AA2	5/15/2018	45,000	49,368
02003MBQ6	ALLSTATE LF GLB FN TRST MEDIUM TERM NOTES 5 3/8% APR 30 2013 DTD 04/30/2006	4/30/2013	30,000	32,669
02003MBQ6	ALLSTATE LF GLB FN TRST MEDIUM TERM NOTES 5 3/8% APR 30 2013 DTD 04/30/2006	4/30/2013	45,000	49,003
595620AD7	MIDAMERICAN ENERGY CO NOTES 4 65% OCT 01 2014 DTD 10/01/2004	10/1/2014	30,000	32,420
26442CAC8	DUKE ENERGY CAROLINAS 5 1/4% JAN 15 2018 DTD 01/10/2008 A /A1	1/15/2018	40,000	44,222
00404EAK3	ACE INA HOLDINGS 5 8% MAR 15 2018 DTD 02/14/2008 A /A3	3/15/2018	45,000	49,732
638585AU3	NATIONSBANK CORP SUB NOTES 7 80% SEP 15 2016 DTE 9/24/96 A- /A3	9/15/2016	200,000	221,330
172967FA4	CITIGROUP INC 6 01% JAN 15 2015 DTD 12/15/2009	1/15/2015	40,000	43,881
172967EM9	CITIGROUP INC NOTES 6 1/8% NOV 21 2017 DTD 11/21/2007 A /A3	11/21/2017	180,000	197,260
03076CAB2	AMERPRIZE FINANCIAL INC 5 65% NOV 15 2015 DTD 11/23/2005	11/15/2015	10,000	11,082
03076CAB2	AMERPRIZE FINANCIAL INC 5 65% NOV 15 2015 DTD 11/23/2005 A /A3	11/15/2015	25,000	27,704
12572QAD7	CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009	2/15/2014	15,000	16,609
12572QAD7	CME GROUP INC 5 3/4% FEB 15 2014 DTD 2/9/2009	2/15/2014	65,000	71,971
828807BP1	SIMON PROPERTY GROUP LP 5 3/4% DEC 01 2015 DTD 11/15/2005	12/1/2015	15,000	16,665
66989GA8A	NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009	2/10/2019	90,000	99,543
055451AG3	BHP BILLION FIN USA LTD 5 1/2% APR 01 2014 DTD 3/25/2009	4/1/2014	15,000	16,599
055451AG3	BHP BILLION FIN USA LTD 5 1/2% APR 01 2014 DTD 03/25/2009 A+ /A1	4/1/2014	65,000	71,931
00404EAG2	ACE INA HOLDINGS INC NOTES 5 7/8% JUN 15 2014 DTD 6/8/2004	6/15/2014	15,000	16,819
285661AD6	ELECTRONIC DATA SYSTEMS NOTES 6% B AUG 1 2013 DTD 6/30/2002	8/1/2013	15,000	16,720
285661AD6	ELECTRONIC DATA SYSTEMS NOTES 6% B AUG 1 2013 DTD 6/30/2002	8/1/2013	65,000	72,452
278058DD1	EATON CORP NOTES 5 6% MAY 15 2018 DTD 05/20/2008 A- /A3	5/15/2018	45,000	49,858
792860AH1	ST PAUL TRAVELERS 5 1/2% DEC 1 2015 DTD 11/28/2005	12/1/2015	25,000	28,061
071813AY5	BAXTER INTERNATIONAL INC 5 3/8% JUN 01 2018 DTD 05/22/2008 A+ /A3	6/1/2018	45,000	50,383
89417EAF6	TRAVELLERS COS INC SR NOTES 5 9% JUN 02 2019 DTD 06/02/2009 A- /A2	6/2/2019	45,000	50,694
670346AG0	NUCOR CORPORATION NOTES 5 3/4% DEC 01 2017 DTD 12/03/2007 A /A2	12/1/2017	45,000	50,707
031162AZ3	AMGEN INC SR NOTES 5 7% FEB 01 2009 DTD 1/16/2009	2/1/2019	45,000	51,161
983024AM2	WYETH 5 45% APR 01 2017 DTD 03/27/2007 AA /A1	4/1/2017	15,000	16,948
438516AP1	HONEYWELL INTERNATIONAL 5 4% MAR 15 2016 DTD 03/14/2006 A /A2	3/15/2016	45,000	50,941

983024AJ9	WYETH 5 1/2% FEB 15 2016DTD 11/14/2005	2/15/2018	15,000	18,969
983024AJ9	WYETH 5 1/2% FEB 15 2016DTD 11/14/2005 AA /A1	2/15/2018	45,000	50,907
14912L4F5	CATERPILLAR FINACIAL SE MEDIUM TERM NOTE 6 1/8% FEB 17 2014DTD 02/12/2006	2/17/2014	30,000	33,727
25243YAM1	DIAGEO CAPITAL PLC NOTES 5 3/4% OCT 23 2017 DTD 10/26/2007	10/23/2017	45,000	51,039
68389XAC9	ORACLE CORP 5 3/4% APR 15 2018DTD 04/09/2008 A /A2	4/15/2018	45,000	51,478
17275RAC6	CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016DTD 2/22/2006 A+ /A1	2/22/2016	45,000	51,350
00206RAP7	AT&T CORP 6 7% NOV 15 2013DTD 11/17/2008	11/15/2013	30,000	34,085
00206RAP7	AT&T CORP 6 7% NOV 15 2013 DTD 11/17/2008	11/15/2013	135,000	153,383
26875PAA9	EOF RESOURCES INC 5 7/8% SEP 15 2017DTD 09/10/2007 A- /A3	9/15/2017	45,000	51,031
20825CAR5	CONOCOPHILLIPS NOTES 5 3/4% FEB 01 2009 DTD 02/03/2009	2/1/2019	65,000	74,075
263534BT5	E I DU PONT DE NEMOURS SR NOTES 6% JUL 15 2018DTD 07/28/2008 A /A2	7/15/2018	45,000	51,741
69373UAA5	PACCAR INC NOTES 6 7/8% FEB 15 2014DTD 02/13/2009	2/15/2014	20,000	22,941
69373UAA5	PACCAR INC NOTES 6 7/8% FEB 15 2014 DTD 2/13/2009	2/15/2014	45,000	51,618
459200AL5	INTERNATIONAL BUSINESS MACHINES CORP 7 1/2% JUN 15 2013DTD 8/15/93	6/15/2013	30,000	34,490
10138MAH8	BOTTLING GROUP LLC 6 95% MAR 15 2014DTD 10/24/2008 A /AA3	3/15/2014	45,000	52,146
494368AT0	KIMBERLY CLARK CORP 6 1/4% JUL 15 2018DTD 7/28/98 A /A2	7/15/2018	45,000	53,154
38141EA25	GOLDMAN SACHS GROUP INC SR NOTES 7 1/2% FEB 15 2009 DTD 02/05/2009	2/15/2019	73,000	85,117
89352HAF6	TRANS-CANADA PIPELINES SR NOTES 8 1/2% AUG 15 2018 DTD 8/11/2008	8/15/2018	45,000	53,118
302570BC9	FPL GROUP CAPITAL INC 7 7/8% DEC 15 2015DTD 12/12/2008 BBB /BAA	12/15/2015	45,000	54,250
14912L4E8	CATERPILLAR FINACIAL SE MEDIUM TERM NOTE 7 15% FEB 15 2018 DTD 2/12/2006	2/15/2019	65,000	79,928
001055AC6	AFLAC INC SR NOTES 8 1/2% MAY 15 2019DTD 05/21/2009 A- /A2	5/15/2019	45,000	55,642
828807CA3	IMON PROPERTY GROUP LP SR NOTES 10 35% APR 01 2019DTD 03/25/2009 A- /A3S	4/1/2019	40,000	54,688
637432LR4	NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008	11/1/2018	35,000	48,280
31404ADW1	FANNIE MAE 5 5% NOV 01 2018 DTD 12/01/2003POOL NO 762517	11/1/2018	58,800	61,229
922042742	VANGUARD INTL EQUITY INDEX F		283,210	13,493,237
4812C1330	JPMORGAN SHORT DURATION BOND FUND		192,449	2,111,161
US28817G3002	DYNEGY INC		43	242
92343VAJ3	VERIZON COMMUNICATIONS 4 35% FEB 15 2013DTD 02/12/2008	2/15/2013	15,000	15,951
22541LAB9	CREDIT SUISSE FB USA INC NOTES 6 1/8% NOV 15 2011 DTD 11/6/2001	11/15/2011	95,000	99,538
030628AD3	AMERICREDIT AUTOMOBILE RECEIVABLES TR 2008-A-F NT CL A-3 5 68% DUE 12/12/2012	12/12/2012	29,970	30,331
41283UAD7	HARLEY-DAVIDSON MOTORCYCLE TRUST SER 2007-1 CL A4 5 21% JUN 15 2013DTD 01/31/2007	6/15/2013	18,568	18,952
233882AF6	DAIMLER CHRYSLER AUTO TRUST SER 2007-A CL A4 5 28% MAR 08 2013DTD 11/21/2007	3/8/2013	58,494	59,920
44920XAD4	HYUNDAI AUTO RECEIVABLES TR 2008-A NT CL A-3 4 93% DUE 12/17/2012	12/17/2012	34,043	34,708
41283VAD5	HARLEY DAVIDSON MOTORCYCLE TR 2007-2 MOTORCYCLE CONTRACT BKD NT CL A-45 07% DUE 08/15/2012	8/15/2013	35,399	38,338
90327YAD4	USAA AUTO OWNER TRUST SER 2009-2 CL A4 2 53% JUL 15 2015	7/15/2015	20,000	20,596
03063TAF1	AMERICREDIT AUTOMOBILE RECEIVABLES TRUST SER 2007-DF CL A4A 5 56%JUN 06 2014 DTD 09/20/2007	6/6/2014	48,826	51,143
31395CTG6	FREDDIE MAE SER 2102 CL TC 8% DEC 15 2013DTD 12/01/1998	12/15/2013	28,104	29,557
31392XBT4	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2828 CL JE4 50% DUE 07/15/2019	7/15/2019	70,000	75,119
31392EFL9	FANNIE MAE SER 2002-55 CL GC 5 5% SEP 25 2017DTD 08/01/2002	10/15/2017	71,547	76,347
31395CRQ6	FREDDIE MAC SER 2825 CL-VP 5 5% JUN 15 2015 DTD 07/01/2004	9/25/2017	17,808	19,183
31392V5U2	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2498 CL PE5 50% DUE 09/15/2017	6/15/2015	113,850	123,928
31394BG81	FNMA SER 2004-101 CL HD JAN 25 2020DTD 12/01/2004	9/15/2017	68,232	74,369
31398ABX9	FANNIE MAE NOTES 4 7/8% MAY 18 2012DTD 05/18/2007	1/25/2020	85,000	91,943
3137EABS7	FREDDIE MAC NOTES 4 1/8% SEP 27 2013DTD 08/20/2008	5/18/2012	85,000	90,071
31344AUU6	FREDDIE MAC NOTES 5% JUL 15 2014DTD 7/16/2004	9/27/2013	75,000	81,272
31359MA45	FANNIE MAE 10Y GLOBAL 5% APR 15 2015 DTD 3/30/2005	6/15/2014	90,000	100,876
20034DHW2	COMERICA BANK FLOATING RATE NOTE MAY 22 2012DTD 05/22/2007 A /A1	4/15/2015	50,000	56,595
3128H7UF7	FED HOME LN MTG CORP PARTN CTFS GROUP NBR E9-95825 00% DUE 09/01/2018	5/22/2012	41,000	40,889
3128MMA68	FREDDIE MAC GOLD PARTIC CTF 5 5% AUG 01 2019DTD 08/01/2004 POOL NO G18006	9/1/2018	108,574	115,784
312963Q20	FREDDIE MAC GOLD PARTIC CTF 5 5% DEC 01 2018DTD 12/01/2003 POOL NO B11373	8/1/2019	96,203	103,763
31371KWF4	FANNIE MAE 5 5% DEC 01 2017DTD 11/01/2002 POOL NO 254546	12/1/2018	98,380	103,952
36202DWA5	GNMA II 5 5% FEB 20 2018DTD 02/01/2003 POOL NO 3341	12/1/2017	64,756	69,856
31283KSU3	FREDDIE MAC GOLD PARTIC CTF 6% FEB 1 2018DTD 7/1/2003 POOL NO G11431	2/20/2018	67,855	73,370
31390LV29	FANNIE MAE 6 5% AUG 01 2017DTD 07/01/2002 POOL NO 649633	2/1/2018	76,873	83,755
	OTHER MISCELLANEOUS FUNDS	8/1/2017	52,739	57,709

Total - Corporate Bonds

23,191,256

CUSIP	DESCRIPTION	SHARES/PAR	FAIR MARKET VALUE
31394ULS9	FNMA SER 2005-103 CL FP FLOATING RATE NOTE SER OCT 25 2035 DTD 10/25/2005	51,871	51,683
31394DA88	FNMA SER 2005-25 CL PF FLOATING RATE NOTE APR 25 2035 DTD 03/25/2005	71,878	71,422
14041NC58	CAPITAL ONE MULTI ASSET EXECUTION TRUST SER 2008-A5 CL A5 FLOATING RATE NOTE JAN 15 2016 DTD 04/04/2006	100,000	99,813
31396LLP3	FNMA SER 2006-104 CL FC FLOATING RATE NOV 25 2036 DTD 10/25/2006	70,715	70,534
31396RPG6	FHLMC SER 3153 CL FX FLOATING RATE NOTE MAY 15 2036 DTD 05/15/2006	67,888	67,411
31394EK56	FNMA SER 2005-68 CL PF FLOATING RATE NOTE JUL 25 2035 DTD 06/25/2005	60,874	60,436
233882AF6	DAIMLER CHRYSLER AUTO TRUST SER 2007-A CL A4 5 28% MAR 08 2013 DTD 11/21/2007	11,223	11,234
65476BAC7	NISSAN AUTO RECEIVABLES OWNER TRUST SER 2010-A CL A3 0 87% JUL 15 2014 DTD 09/22/2010	55,000	55,061
31394YX82	FHLMC SER 2817 CL FA FLOATING RATE NOTE JUN 15 2032 DTD 06/15/2004	47,385	47,418
31382CQ31	FNMA SER 2002-34 CL FE FLOATING RATE NOTE MAY 18 2032 DTD 04/18/2002	23,783	23,819
34528XAG4	FORD CREDIT AUTO OWNER TRUST SER 2008-C CL A48 FLOATING RATE APR 15 2013 DTD 05/22/2008	48,872	49,053
31392BXH4	FNMA SER 2002-4 CL FD FLOATING RATE NOTE FEB 25 2032 DTD 01/25/2002	38,793	39,041
31392Z0H6	FNMA SER 2001-46 CL F FLOATING RATE NOTE SEP 18 2031 DTD 08/18/2001	66,245	66,373
41283VAD5	HARLEY DAVIDSON MOTORCYCLE TR 2007-2 MOTORCYCLE CONTRACT BKD NT CL A-4 5 07% DUE 08/15/2013	7,377	7,421
31393UDS9	FNMA SER 2003-119 CL FH FLOATING RATE NOTE DEC 25 2033 DTD 11/25/2003	56,403	56,575
31397KE31	FHLMC SER 3360 CL FC FLOATING RATE NOTE MAY 15 2037 DTD 08/15/2007	69,905	69,863
31392AVD7	FNMA SER 200- 63 CL FB FLOATING RATE DEC 18 2031 DTD 11/18/2001	38,705	39,044
03063TAF1	AMERICREDIT AUTO REC TRT SER 2007-DF CL A4A 5 56% JUN 06 2014 DTD 09/20/2007	25,858	26,297
43813TAD5	HONDA AUTO RECEIVABLES OWNER TRUST SER 2011-1 CL A4 1 8% APR 17 2017 DTD 02/24/2011	50,000	50,806
31392KYV2	FHLMC SER 2448 CL FT FLOATING RATE NOTE MAR 15 2032 DTD 05/15/2002	42,986	43,996
31392KYW0	FHLMC SER 2448 CL FV FLOATING RATE NOTE MAR 15 2032 DTD 05/15/2002	42,986	43,711
90327YAD4	USAA AUTO OWNER TRUST SER 2008-2 CL A4 2 53% JUL 15 2015 DTD 11/13/2009	20,000	20,350
3133THGW1	FREDDIE MAE SER 2102 CL TC 6% DEC 15 2013 DTD 12/01/1998	14,817	15,336
31392EFL9	FANNIE MAE SER 2002-55 CL GC 5 5% SEP 25 2017 DTD 08/01/2002	12,078	12,948
31392XB74	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2513 CL 2513-JE 5 00% DUE 10/15/2017	49,309	52,645
31395CTG8	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2828 CL JE 4 50% DUE 07/15/2019	70,000	76,347
31393BR56	FNMA SER 2003-35 CL ME 5% MAY 25 2018 DTD 04/01/2003	90,000	96,748
31392V5U2	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2498 CL PE 5 50% DUE 09/15/2017	48,318	49,707
31394BG81	FNMA SER 2004-101 CL HD JAN 25 2020 DTD 12/01/2004	85,000	94,182
85748DAA7	STATE STREET CAP TR IV FLOATING RATE NOTE JUN 15 2037 DTD 04/30/2007	100,000	65,827
060505CR3	BANK OF MAERICA CORP FLOATING RATE NOTE OCT 14 2016 DTD 10/28/2006	160,000	125,738
172967ET4	CITIGROUP INC FLOATING RATE NOTE MAY 15 2018 DTD 05/13/2008	120,000	103,181
38141GEG5	GOLDMAN SACHS GROUP INC FLOATING RATE NOTE MAR 22 2016 DTD 3/22/2006	160,000	138,106
929903AR3	WACHOVIA CORPORATION FLOATING RATE NOTE OCT 28 2015 DTD 10/28/2005	120,000	109,138
002799AH7	ABBEY NATL TREASURY SERV FLOATING RATE APR 25 2014 DTD 04/27/2011	45,000	40,967
002799AH7	ABBEY NATL TREASURY SERV FLOATING RATE APR 25 2014 DTD 04/27/2011	100,000	91,038
05567LS57	BNP PARIBAS MEDIUM TERM FLOATING RATE NOTE JAN 10 2014 DTD 01/10/2011	40,000	36,890
36962G2V5	GENERAL ELEC CAP CORP MEDIUM TERM FLOATING RATE NOTE MAY 11 2016 DTD 05/11/2007	240,000	219,377
40429CFV8	HSBC FINANCE CORP FLOATING RATE NOTE JAN 15 2014 DTD 11/21/2006	100,000	92,119
86787GAF9	SUNTRUST BANK FLOATING RATE NOTE APR 01 2015 DTD 03/24/2005	80,000	74,994
21685WBL0	RABOBANK NEDERLAND 2 1/8% OCT 13 2015 DTD 10/13/2010	40,000	39,196
78010XAF8	ROYAL BK OF SCOTLAND PLC FLOATING RATE NOTE AUG 23 2013 DTD 08/24/2010	105,000	100,944
87938WAE3	TELEFONICA EMISIONES SAU FLOATING RATE NOTE FEB 04 2013 DTD 07/02/2007 ISIN US87938WAE30	80,000	76,923
14040HAW5	CAPITAL ONE FINANCIAL CO FLOATING RATE NOTE JUL 15 2014 DTD 07/19/2011	80,000	77,448
225434AP4	CREDIT SUISSE USA INC FLOATING RATE NOTE APR 12 2013 DTD 04/12/2006	80,000	58,878
428236BJ1	HEWLETT PACKARD CO FLOATING RATE NOTE MAY 30 2014 DTD 05/31/2011	60,000	58,011
05567LD95	BNP PARIBAS SA 2 1/8% DEC 21 2012 DTD 12/21/2009	20,000	19,484
05567LD95	BNP PARIBAS SA 2 1/8% DEC 21 2012 DTD 12/21/2009	15,000	14,613
21685WCG0	RABOBANK NEDERLAND MTN FLOATING RATE NOTE APR 14 2014 DTD 04/21/2011	80,000	78,916
74254PPF3	PRINCIPAL LIFE INC FDG MEDIUM TERM FLOATING RATE NOTE NOV 8 2013 DTD 11/10/2006	10,000	9,822
060505AU8	BANK OF AMERICA CORPORATION 5 1/8% NOV 15 2014 DTD 11/07/2002	30,000	29,887
984121CC5	XEROX CORPORATION FLOATING RATE NOTE MAY 18 2014 DTD 05/18/2011	80,000	78,825
0258MD82	AMER EXPRESS CREDIT CO FLOATING RATE NOTE JUN 24 2014 DTD 06/24/2011	100,000	98,079
05531FAJ2	BB&T CORPORATION FLOATING RATE NOTES APR 28 2014 DTD 04/28/2011	28,000	25,677
961214BQ5	WESTPAC BANKING CORP FLOATING RATE DEC 09 2013 DTD 12/09/2010	80,000	79,550
90331HKQ5	US BANK NA FLOATING RATE NOTE OCT 14 2014 DTD 10/14/2004	40,000	39,088
88166DAB2	TEVA PHARM FIN III FLOATING RATE NOTE MAR 21 2014 DTD 03/21/2011	80,000	59,651
13342BAG0	CAMERON INTL CORP FLOATING RATE NOTE JUN 02 2014 DTD 06/02/2011	40,000	40,159
116851AR0	SEMPRA ENERGY FLOATING RATE NOTE MAR 15 2014 DTD 03/22/2011	80,000	79,677
05565QBS6	BP CAPITAL MARKETS PLC FLOATING RATE NOTE MAR 11 2014 DTD 03/11/2011	80,000	79,959
23331AP2	DTE ENERGY COMPANY FLOATING RATE NOTE JUN 03 2013 DTD 05/26/2011	35,000	34,964
20034DHW2	COMERICA BANK FLOATING RATE NOTE MAY 22 2012 DTD 05/22/2007	41,000	40,934
61748AAE6	MORGAN STANLEY NOTES 4 3/4% APR 1 2014 DTD 3/30/2004	140,000	137,913
61748AAE6	MORGAN STANLEY NOTES 4 3/4% APR 1 2014 DTD 3/30/2004	40,000	39,404
91820AU2	VF CORP FLOATING RATE NOTE AUG 23 2013 DTD 08/24/2011	5,000	5,009
3137EACX5	FHLMC 0 3/8% OCT 30 2013 DTD 09/19/2011	55,000	54,932
92343VAZ7	VERIZON COMMUNICATION FLOATING RATE NOTE MAR 28 2014 DTD 03/28/2011	40,000	39,948
06051GDV6	BANK OF AMERICA NA NOTES 4 90% MAY 01 2013 DTD 05/02/2008	40,000	40,032
03523TBC1	ANHEUSER-BUSCH INBEV WOR FLOATING RATE NOTE JAN 27 2014 DTD 01/27/2011	60,000	60,112
06051GEA3	BANK OF AMERICA CORP SR NOTES 6 1/2% AUG 01 2016 DTD 07/28/2009	10,000	10,071
24702RAR2	DELL INC FLOATING RATE APR 01 2014 DTD 03/31/2011	60,000	60,359
478396AY3	JOHNSON CONTROLS INC FLOATING RATE FEB 04 2014 DTD 02/04/2011	40,000	39,974
74834LAT7	QUEST DIAGNOSTIC INC FLOATING RATE NOTE MAR 24 2014 DTD 03/24/2011	60,000	60,305
42823BBP7	HEWLETT PACKARD CO SR NOTES 3% SEP 15 2016 DTD 09/19/2011	15,000	15,106
74913GAN5	QWEST CORP FLOATING RATE NOTE JUN 15 2013 DTD 12/15/2005	80,000	80,225
263534CH0	E I DU PONT DE NEMOURS FLOATING RATE MAR 25 2014 DTD 03/25/2011	30,000	30,174
26875PAJ0	EOG RESOURCES INC FLOATING RATE NOTE FEB 03 2014 DTD 11/23/2010	80,000	80,230
88165FAC8	TEVA PHARMACEUT FIN BV 2 4% NOV 10 2016 DTD 11/10/2011	20,000	20,342
88165FAC6	TEVA PHARMACEUT FIN BV 2 4% NOV 10 2016 DTD 11/10/2011	10,000	10,171
26442EAB8	DUKE ENERGY OHIO INC 2 1% JUN 15 2013 DTD 12/17/2009	8,000	8,134
441812JY1	HOUSEHOLD FINANCE CORP NOTES 7% MAY 15 2012 DTD 5/22/2002	80,000	81,492
89152UAE2	TOTAL CAPITAL SA 2 3% MAR 15 2016 DTD 09/15/2010	40,000	41,053
89152UAE2	TOTAL CAPITAL SA 2 3% MAR 15 2016 DTD 09/15/2010	10,000	10,263
06406HBS7	BANK OF NEW YORK MELLON MTN 2 1/2% JAN 15 2016 DTD 12/09/2010	40,000	40,510
38141GDQ4	GOLDMAN SACHS GROUP INC NOTES 5 1/4% OCT 15 2013 DTD 10/14/2003	90,000	91,830
2515A0Q30	DEUTSCHE BANK AG LONDON 3 7/8% AUG 18 2014 DTD 08/18/2009	45,000	45,777
38141GEE0	GOLDMAN SACHS GROUP INC SR NOTES 5 35% JAN 15 2018 DTD 1/17/2008	35,000	35,880
084670BB3	BERKSHIRE HATHAWAY INC 2 2% AUG 15 2016 DTD 08/15/2011	7,000	7,206
22541LAR4	CREDIT SUISSE FB USA INC NOTES 4 7/8% JAN 15 2015 DTD 12/15/2004	100,000	104,482
22541LAR4	CREDIT SUISSE FB USA INC NOTES 4 7/8% JAN 15 2015 DTD 12/15/2004	20,000	20,896
42823BQ5	HEWLETT PACKARD CO SR NOTES 4 3/8% SEP 15 2021 DTD 09/19/2011	40,000	41,282
842434CA8	SOUTHERN CALIFORNIA GAS CO 4 80% OCT 1 2012 DTD 10/1/2002	38,000	39,078
06051GDZ9	BANK OF AMERICA CORP SR NOTES 7 5/8% JUN 01 2019 DTD 06/02/2009	140,000	144,791
31406NM1	FNMA 1 887% APR 01 2035 DTD 03/01/2005 POOL NO 815476	69,709	73,251
949745NY3	WELLS FARGO COMPANY SR NOTES 4 3/8% JAN 31 2013 01/31/2008	50,000	51,675
744448CD1	PUBLIC SERVICE COLORADO 3 2% NOV 15 2020 DTD 11/16/2010	5,000	5,187
92343VAJ3	VERIZON COMMUNICATIONS 4 35% FEB 15 2013 DTD 02/12/2008	60,000	62,350
458140AJ9	INTEL CORP 3 3% OCT 01 2021 DTD 09/18/2011	40,000	42,137
31404XEC4	FEDL NATL MTG ASSN POOL #781431 4 288% 09/01/2034	62,328	64,847
31410GHC0	FNMA 3 248% SEP 01 2035 DTD 07/01/2007 POOL NO 888827	57,981	61,083
05531FAG8	BB&T CORPORATION MTN 3 2% MAR 15 2016 DTD 03/07/2011	40,000	41,697
05531FAG8	BB&T CORPORATION MTN 3 2% MAR 15 2016 DTD 03/07/2011	25,000	26,061
05565QBQ0	BP CAPITAL MARKETS PLC 3 2% MAR 11 2016 DTD 03/11/2011	15,000	15,720

CUSIP	DESCRIPTION	SHARES/PAR	FAIR MARKET VALUE
172967FA4	CITIGROUP INC 6 01% JAN 15 2015 DTD 12/15/2009	30,000	31,341
548661CV7	LOWE'S COMPANIES INC 3 8% NOV 15 2021 DTD 11/23/2011	35,000	36,747
74254PYE8	PRINCIPAL LIFE INC FDG MEDIUM TERM NOTE 5 3% APR 24 2013 DTD 04/24/2008	60,000	62,951
74254PYE8	PRINCIPAL LIFE INC FDG MEDIUM TERM NOTE 5 3% APR 24 2013 DTD 04/24/2008	25,000	26,230
929903AJ1	WACHOVIA CORPORATION SUB NOTES 5 1/4% AUG 1 2014 DTD 7/22/2004	90,000	94,829
929903AJ1	WACHOVIA CORPORATION SUB NOTES 5 1/4% AUG 1 2014 DTD 7/22/2004	30,000	31,643
064149A64	BANK OF NOVA SCOTIA 3 4% JAN 22 2015 DTD 01/22/2010	40,000	42,015
064149A64	BANK OF NOVA SCOTIA 3 4% JAN 22 2015 DTD 01/22/2010	8,000	8,302
670346AJ4	NUCOR CORP 5% JUN 01 2013 DTD 06/02/2008	15,000	15,854
02003MBQ6	ALLSTATE LF GLB FN TRST MEDIUM TERM NOTES 5 3/8% APR 30 2013 DTD 04/30/2008	40,000	42,237
02003MBQ6	ALLSTATE LF GLB FN TRST MEDIUM TERM NOTES 5 3/8% APR 30 2013 DTD 04/30/2008	20,000	21,119
24702RAP6	DELL INC 3 1% APR 01 2016 DTD 03/31/2011	10,000	10,578
061214BK8	WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019 DTD 11/19/2009	38,000	38,301
89233P4B9	TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES 3 2% JUN 17 2015 DTD 06/17/2010	45,000	47,332
89233P4B9	TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES 3 2% JUN 17 2015 DTD 06/17/2010	10,000	10,518
3128M1Q85	FEDERAL HOME LOAN MORTGAGE CORP GOLD PARTIC CTF 4 50% JUN 1 2021 DTD 9/1/2006 POOL NO G12379	65,607	69,881
822582AQ5	SHELL INTERNATIONAL FIN 3 1% JUN 28 2015 DTD 06/28/2010	9,000	9,649
3137EAB57	FREDDIE MAC NOTES 4 1/8% SEP 27 2013 DTD 08/20/2008	75,000	79,816
172967EM9	CITIGROUP INC NOTES 6 1/8% NOV 21 2017 DTD 11/21/2007	160,000	170,757
071813AZ2	BAXTER INTERNATIONAL INC 4% MAR 01 2014 DTD 02/28/2009	15,000	15,971
842587CE5	SOUTHERN CO 4 15% MAY 15 2014 DTD 05/19/2009	25,000	26,708
91159HGR5	US BANCORP SR NOTES 4 2% MAY 15 2014 DTD 05/14/2009	40,000	42,825
91159HGR5	US BANCORP SR NOTES 4 2% MAY 15 2014 DTD 05/14/2009	15,000	16,059
857477AE3	STATE STREET CORP SR NOTES 4 3% MAY 30 2014 DTD 05/22/2009	40,000	42,811
857477AE3	STATE STREET CORP SR NOTES 4 3% MAY 30 2014 DTD 05/22/2009	10,000	10,703
31283KSJ3	FREDDIE MAC GOLD PARTIC CTF 6% FEB 1 2018 DTD 7/1/2003 POOL NO G11431	52,582	57,124
74005PAS3	PRAXAIR INC NOTES 4 3/8% MAR 31 2014 DTD 03/28/2009	15,000	16,089
31404DW61	FNMA 5 00% FEB 01 2019 DTD 03/01/2004 POOL 785769	67,761	73,887
635405AQ8	NATIONAL CITY CORP 4 8% JAN 15 2015 DTD 01/12/2005	40,000	43,225
635405AQ8	NATIONAL CITY CORP 4 8% JAN 15 2015 DTD 01/12/2005	30,000	32,419
3128MMA88	FREDDIE MAC GOLD PARTIC CTF 5 5% AUG 01 2019 DTD 08/01/2004 POOL NO G18006	72,355	78,602
312963Q20	FREDDIE MAC GOLD PARTIC CTF 5 5% DEC 01 2018 DTD 12/01/2003 POOL NO B11373	77,859	85,044
36202DWA5	GNMA II 5 5% FEB 20 2018 DTD 02/01/2003 POOL NO 3341	57,966	63,170
31371KW4F	FANNIE MAE 5 5% DEC 01 2017 DTD 11/01/2002 POOL NO 254546	47,853	51,619
31404ADW1	FANNIE MAE 5 5% NOV 01 2018 DTD 12/01/2003 POOL NO 762517	43,362	46,970
36290VXV1	GNMA 5% JUL 15 2019 DTD 07/01/2004 POOL NO 819092	39,405	43,078
09247XAE1	BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009	45,000	49,109
12572QAD7	CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009	40,000	43,600
12572QAD7	CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009	15,000	16,350
31390LV29	FANNIE MAE 6 5% AUG 01 2017 DTD 07/01/2002 POOL NO 649633	38,913	42,761
459200AL5	INTERNATIONAL BUSINESS MACHINES CORP 7 1/2% JUN 15 2013 DTD 6/15/93	10,000	10,985
00440EAG2	ACE INA HOLDINGS INC NOTES 5 7/8% JUN 15 2014 DTD 6/9/2004	15,000	16,547
055451AG3	BHP BILLION FIN USA LTD 5 1/2% APR 01 2014 DTD 03/25/2009	40,000	43,968
055451AG3	BHP BILLION FIN USA LTD 5 1/2% APR 01 2014 DTD 03/25/2009	15,000	16,488
03746AAC4	APACHE FINANCE CANADA 4 3/8% MAY 15 2015 DTD 05/15/2003	33,000	36,228
00206RAP7	AT&T CORP 6 7% NOV 15 2013 DTD 11/17/2008	60,000	68,145
00206RAP7	AT&T CORP 6 7% NOV 15 2013 DTD 11/17/2008	20,000	22,048
14912L4F5	CATERPILLAR FINANCIAL SE MEDIUM TERM NOTE 6 1/8% FEB 17 2014 DTD 02/12/2009	10,000	11,072
31344AUU6	FREDDIE MAC NOTES 5% JUL 15 2014 DTD 7/16/2004	120,000	133,271
36962GY40	GENERAL ELEC CAP CORP SR NOTES 5 3/8% OCT 29 2016 DTD 10/20/2006	50,000	55,884
36962GY40	GENERAL ELEC CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017 DTD 09/24/2007	220,000	243,492
38141EA25	GOLDMAN SACHS GROUP INC SR NOTES 7 1/2% FEB 15 2019 DTD 02/05/2009	73,000	80,622
828807BP1	SIMON PROPERTY GROUP LP 5 3/4% DEC 01 2015 DTD 11/15/2005	15,000	18,782
03076CAB2	AMERPRIZE FINANCIAL INC 5 65% NOV 15 2015 DTD 11/23/2005	25,000	28,239
03076CAB2	AMERPRIZE FINANCIAL INC 5 65% NOV 15 2015 DTD 11/23/2005	10,000	11,296
69373UAA5	PACCAR INC NOTES 6 7/8% FEB 15 2014 DTD 02/13/2009	40,000	44,812
69373UAA5	PACCAR INC NOTES 6 7/8% FEB 15 2014 DTD 02/13/2009	20,000	22,406
792860AH1	ST PAUL TRAVELERS 5 1/2% DEC 1 2015 DTD 11/28/2005	25,000	28,045
31359MZO0	FANNIE MAE NOTES 4 3/8% OCT 15 2015 DTD 9/12/2005	50,000	56,500
25244SAC5	DIAGO FINANCE BV 5 3% OCT 28 2015 DTD 10/28/2005	20,000	22,754
05565QBR8	BP CAPITAL MARKETS PLC 4 742% MAR 11 2021 DTD 03/11/2011	45,000	50,969
031182AZ3	AMGEN INC SR NOTES 5 7% FEB 01 2019 DTD 01/18/2009	45,000	50,807
92343VAC8	VERIZON COMMUNICATIONS 5 55% FEB 15 2016 DTD 2/15/2006	15,000	17,184
931142DD2	WAL MART STORES INC 4 1/4% APR 15 2021 DTD 04/18/2011	40,000	46,220
438516AP1	HONEYWELL INTERNATIONAL 5 4% MAR 15 2016 DTD 03/14/2006	40,000	46,520
983024AJ9	WYETH 5 1/2% FEB 15 2016 DTD 11/14/2005	45,000	52,334
983024AJ9	WYETH 5 1/2% FEB 15 2016 DTD 11/14/2005	15,000	17,445
24702RAE1	DELL INC 5 65% APR 15 2018 DTD 10/15/2008	45,000	52,133
68989GAA8	NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009	40,000	47,010
17275RAC8	CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006	45,000	52,368
00440EAK3	ACE INA HOLDINGS 5 8% MAR 15 2018 DTD 02/14/2008	45,000	52,705
767201AF3	RIO TINTO FINANCE PLC 8 95% MAY 01 2014 DTD 04/17/2009 US767201AF38	10,000	11,695
084664BE0	BERKSHIRE HATHAWAY FIN 5 4% MAY 15 2018 DTD 11/15/2008	45,000	52,480
071813AY5	BAXTER INTERNATIONAL INC 5 3/8% JUN 01 2018 DTD 05/22/2008	45,000	52,840
26442CAC8	DUKE ENERGY CAROLINAS 5 1/4% JAN 15 2018 DTD 01/10/2008	40,000	47,293
25243YAM1	DIAGEO CAPITAL PLC NOTES 5 3/4% OCT 23 2017 DTD 10/26/2007	45,000	52,804
670346AG0	NUCOR CORPORATION NOTES 5 3/4% DEC 01 2017 DTD 12/03/2007	40,000	47,127
278058DD1	EATON CORP NOTES 5 6% MAY 15 2018 DTD 05/20/2008	40,000	47,322
302570BC9	FPL GROUP CAPITAL INC 7 7/8% DEC 15 2015 DTD 12/12/2008	45,000	53,685
89417EAF6	TRAVELLERS COS INC SR NOTES 5 9% JUN 02 2019 DTD 06/02/2009	45,000	53,537
31359MS61	FANNIE MAE 5 3/8% JUL 15 2016 DTD 6/15/2006	30,000	35,715
26875PAA9	EOG RESOURCES INC 5 7/8% SEP 15 2017 DTD 09/10/2007	45,000	53,707
767201AC0	RIO TINTO FIN USA LTD NOTES 6 1/2% JUL 15 2018 DTD 06/27/2008	30,000	38,159
68389XAC9	ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008	40,000	48,539
20825CAR5	CONOCOPHILLIPS NOTES 5 3/4% FEB 01 2019 DTD 02/03/2009	40,000	48,200
263534BT5	E I DU PONT DE NEMOURS SR NOTES 8% JUL 15 2018 DTD 07/28/2008	45,000	55,003
001055AC6	AFLAC INC SR NOTES 6 1/2% MAY 15 2019 DTD 05/21/2009	45,000	55,150
89352HAF6	TRANS-CANADA PIPELINES SR NOTES 6 1/2% AUG 15 2018 DTD 08/11/2008	45,000	55,070
494368AT0	KIMBERLY CLARK CORP 6 1/4% JUL 15 2018 DTD 7/28/98	40,000	49,604
14912L4E8	CATERPILLAR FINANCIAL SE MEDIUM TERM NOTE 7 15% FEB 15 2019 DTD 02/12/2009	40,000	51,232
902118BL1	TYCO INTERNATIONAL FINAN 8 1/2% JAN 15 2019 DTD 01/09/2009	45,000	57,964
828807CA3	SIMON PROPERTY GROUP LP SR NOTES 10 35% APR 01 2019 DTD 03/25/2009	40,000	54,908
637432LR4	NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008	45,000	64,744
25152XMK3	DEUTSCHE BANK NY CERT OF DEPOSIT FLOATING RATE NOTE JAN 18 2013 DTD 01/18/2011	80,000	79,909
249030AA5	DENTSPLY INTERNATIONAL FLOATING RATE NOTE AUG 15 2013 DTD 08/23/2011	40,000	40,271
922042742	VANGUARD INTL EQUITY INDEX F TT WRLD ST ETF	260,210	11,235,868
26817G300	DYNEGY INC	43	119
Total - Ending Fair Market Value			21,368,522

ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TITAN PARTNERS, LP	54,619,662.	44,335,903.	44,335,903.
OAKTREE HIGH YIELD FUND, LP	10,374,062.	9,997,871.	9,997,871.
TOTALS	<u>64,993,724.</u>	<u>54,333,774.</u>	<u>54,333,774.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCRUED INT. & DIV. RECEIVABLE	100,575.	137,194.	137,194.
TAXES RECEIVABLE		41,725.	41,725.
TOTALS	<u>100,575.</u>	<u>178,919.</u>	<u>178,919.</u>

ATTACHMENT 14FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
CONTRIBUTION COMMITMENT PAYABLE	4,847,667.	4,320,833.
TAXES PAYABLE	56,600.	
TOTALS	<u>4,904,267.</u>	<u>4,320,833.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN/LOSS ON SALE OF INVEST.	171,184.
ACCRUAL TO CASH ADJ- DIV & INT. INCOME	36,618.
ACCRUAL TO CASH ADJ - TAXES	98,325.
TOTAL	<u>306,127.</u>

ATTACHMENT 16FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN/LOSS ON SALE OF INVEST.

3,104.

TOTAL

3,104.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
EDWARD G. BEIMFOHR 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS.	TREASURER 40.00	0	0	0
SALLY E. PINGREE 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS.	TRUSTEE 100.00	0	0	0
ANNE E. DE LA RENTA 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS.	TRUSTEE 100.00	0	0	0
SUSAN O'CONNOR 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS.	TRUSTEE 100.00	0	0	0
SOPHIE ENGELHARD CRAIGHEAD 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS	TRUSTEE 100.00	0	0	0

THE CHARLES ENGELHARD FOUNDATION

22-6063032

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

ATTACHMENT 17 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CHARLENE B. ENGELHARD 645 FIFTH AVENUE NEW YORK, NY 10022 * TIME DEVOTED TO POSITION REFLECTS ANNUAL HOURS.	TRUSTEE 100.00	0	0	0
MARY OGORZALY 645 FIFTH AVENUE NEW YORK, NY 10022 TIME DEVOTED TO POSITION REFLECTS WEEKLY HOURS.	SECRETARY 40.00	79,615.	22,135.	0
ANTHONY GOSTKOWSKI 645 FIFTH AVENUE NEW YORK, NY 10022 TIME DEVOTED TO POSITION REFLECTS WEEKLY HOURS	ASSISTANT TREASURER 11.00	118,443.	19,726.	0
GRAND TOTALS		198,058.	41,861.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
JP MORGAN 270 PARK AVENUE NEW YORK, NY 10017	INVESTMENT ADVISOR	60,197.
TITAN PARTNERS, LP 400 CONNELL DRIVE, SUITE 500 BERKELEY HEIGHTS, NJ 07078	MANAGEMENT FEE	260,000.
KPMG LLP 345 PARK AVENUE NEW YORK CITY, NY 10154-0102	ACCOUNTING FEES	65,500.
EDWARD G. BEIMFOHR C/O WML&M LLP 156 WEST 56TH STREET NEW YORK, NY 10019	LEGAL FEES	48,226.
OCM HIGH YIELD LIMITED PARTNERSHIP 333 SOUTH GRAND AVENUE, 28TH FLOOR LOS, ANGELES, CA 90071	MANAGEMENT FEES	55,921.
TOTAL COMPENSATION		<u>489,844.</u>

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

ATTACHMENT 19

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED

NONE

501)(C) (3)

CHARITABLE

8,793,463.

TOTAL CONTRIBUTIONS PAID

8,793,463.

The Charles Engelhard Foundation
Form 990-PF - Grants and Contributions Paid During the Year

22-6063032

Organization	Total
Education	
ACTIVE MINDS INC	75,000
Amrita Performing Arts	5,000
Association of American Colleges and Univ	721,500
Autism Speaks Inc	10,000
Barefoot Artists	5,000
Big Sky Film Institute	50,000
Bishop George Ahr High School	1,000
Boston College	12,500
Brown University	150,000
Center for Investigative Reporting	10,000
Colonnades Theatre Lab, Inc	116,000
Colorado State University Foundation	10,000
Community Foundation of Jackson Hole	135,000
Community Visual Art Assoc of J H	10,000
Concord Museum	10,000
Cultural and Educational Media	5,000
Cultural Council of Jackson Hole	10,000
D C Wheel Productions, Inc	5,000
Dancer's Workshop	25,000
Earth Island Institute	10,000
Families First Parenting Programs Inc	85,000
Families First/Missoula	200,000
Georgetown University	450,000
Hana Retreat	190,000
Harvard University	40,000
Honolulu Academy of Arts	2,500
Island Institute	20,000
J Wood Platt Caddie Scholarship Trust	1,000
Jackson Hole Community School	250,000
Jackson Hole Therapeutic Riding Assoc	1,000
Jackson Hole Writer's Conference	2,000
L'Arche Inc	10,000
Loyola Marymount University	20,000
Ma Ka Hana Ka Iki Building Program	15,000
Middlesex School	200,000
Missoula Art Museum	30,000
Missoula Cultural Council Inc	3,000
Missoula Family YMCA	15,000
Missoula Writing Collaborative	50,000
National Aquarium in Baltimore	25,000
National Gallery of Art	100,000
National Museum of Forest Service History	10,000
National Museum of Wildlife Art	50,000
National Symphony Orchestra	20,000
New York University	85,000
Ohana Makamae, Inc	100,000
Oregon College of Art and Craft	255,000
Orion Society	100,000
Pacific Writers Connection	40,000
Partners	10,000
PEN American Center	2,500
Policy Institute	5,000
Red Sox Foundation	40,000
Salt Lake City Film Center	25,000
Save The Children	200,000
S Engelhard Center	170,000
Shady Hill School	10,000
Squash Haven Inc	20,000
St Andrew's School of Delaware, Inc	170,000
Sun Valley Adaptive Sports Program	5,000
Sun Valley Performing Arts Center	5,000
The Colorado College	166,666
The Community Library Association Inc	7,500

The Charles Engelhard Foundation
Form 990-PF - Grants and Contributions Paid During the Year

22-6063032

Organization	Total
The Daisy Association	1,500
The Frick Collection	5,000
The Institute For Ethnomedicine Inc	100,000
The Potamac School	150,000
The Thomas Berry Foundation	25,000
Trisha Brown Dance Company, Inc	10,000
U S Fund for Unicef	550,000
United States Department of State	150,000
Vermont Institute on the Caribbean	50,000
Washington Ballet	5,000
Washington Choral Foundation, Inc	10,000
Washington University	8,000
WORD, Inc	30,000
YWCA - Missoula	5,000
Total Education	5,681,666

Medical

A C N M Foundation, Inc	20,000
Beth Israel Deaconess Medical Center	50,000
Calvary Hospital	10,000
Charleys Fund Inc	20,000
Delta Society	50,000
Doctors Without Borders USA, Inc	125,000
International Women's Health Coalition	10,000
Maur Adult Day Care Center	30,000
McLaughlin Research Institute	50,000
McLean Hospital	75,000
Memorial Sloan-Kettering Cancer Center	86,000
Missoula Medical Aid, Inc	15,000
Multiple Myeloma Research Foundation	1,000
Oregon Health & Science Univ Foundation	25,000
Partners in Health	95,000
Planned Parenthood of the Rocky Mountains	5,000
St Jude Children's Research Hospital	500
Sun Valley Wellness Institute Inc	10,000
The Children's Medical Center Corp	50,000
Trustees of Columbia University	232,000
Total Medical	959,500

Other Contributions

Behavioral Research for Change	10,000
Blaine County Hunger Coalition Inc	5,000
Building a Global Community NFP	70,000
City Harvest	5,000
Citymeals-on-wheels	10,000
Coalition for the Homeless, Inc	25,000
Dying to Live Again Foundation Inc	30,000
Mercy Corps	35,000
Missoula Food Bank	40,000
Naval Seal Foundation Inc	15,000
New York City Police Foundation	5,000
Poverello Center Inc	15,000
Refugees International	238,000
Rosalie Hall, Inc	5,000
Rosie's Place, Inc	5,000
St Bridget's Church	10,000
The Marshall Legacy Institute	5,000
U S. Ski team Foundation	20,000
Total Other Contributions	548,000

Religious

Bon Shen Ling	50,000
Cathedral of Saint Patrick	21,500
Catholic Relief Services, Inc	50,000

The Charles Engelhard Foundation
Form 990-PF - Grants and Contributions Paid During the Year

22-6063032

Organization	Total
Compassionate Service Society	20,000
Diocese of Metuchen	19,875
Equestrian Order of the Holy Sepulchre	650
Monastery of Christ in the Desert	1,000
Sacred Heart Church	4,500
Saint Luke Institute	5,000
Shedrub Development Fund	36,000
Sisters, Service of the I H M	500
St Bartholomew Church	6,000
St Bartholomew/St Vincent De Paul	1,000
St Francis of Assisi Church	11,000
St Joseph's University	2,500
St Mary's Church	20,000
St Mary of Ostrabrama Church	1,000
The Metuchen Congregation of the Oratory	1,000
Total Religious	251,525
Wildlife & Environmental	
African People & Wildlife Fund	10,000
Animal Humane Association of Star V alley,	35,000
ASPCA	20,000
Atlantic Salmon Federation	115,272
Bear Trust International	10,000
Blue Ocean Institute	25,000
Clark Fork Coalition	100,000
Collective Heritage Institute	50,000
Colorado State University Foundation	200,000
Craighead Beringia South	30,000
Earthjustice Legal Defense Fund	35,000
Ecotrust	50,000
Friends of the OSA	50,000
Friends of Two Rivers, Inc	5,000
Gaining Ground Inc	5,000
Garden City Harvest, Inc	60,000
Grand Teton National Park Foundation	20,000
Horse Warriors	10,000
International Union for Conservation	25,000
International Wildlife Film Festival	15,000
Jackson Hole Conservation Alliance	25,000
Jackson Hole wildlife Film Festival	20,000
Keep Yellowstone Nuclear Free	10,000
Montana Wilderness Association	10,000
MSPCA - Angell	100,000
National Museum of Wildlife Art	3,000
National Tropical Botanical Garden	10,000
National Wildlife Federation	50,000
Natural Resources Defense Council	2,500
Northern Plains Resource Council	15,000
Northwest Organization for Animal Health	10,000
Peregrine Fund, Inc	50,000
Pet Rescue Inc	50,000
Rock Creek Trust/Five V alley Land Trust	5,000
Snake River Alliance Education Fund	12,000
Surfrider Foundation	10,000
The Earth Fire Institute	10,000
The Merwin Conservancy	10,000
The Nature Conservancy of Montana	50,000
Tributary Fund	5,000
Trout Unlimited	10,000
Wildlife Conservation Network Inc	10,000
Yaak Valley Forest Council	5,000
Total Wild & Environmental	1,352,772
Total Grants and Contributions Paid During the Year	8,793,463

FORM 990EF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 20

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT	NONE		CHARITABLE	11,452,500.
	501 (C) (3)			
			TOTAL CONTRIBUTIONS APPROVED	<u>11,452,500.</u>

The Charles Engelhard Foundation
Form 990-PF, Part XV - Contributions Approved For Future Payment

Organization	2008	2009	2010	2012	2013	2014	2015	Total
African Schoohouse Fdn				5,000				5,000
American Indian Inst				24,000	24,000	24,000		72,000
Angell Animal Medical Center				50,000				50,000
Archdiocese of Washington DC	20,000	40,000	40,000					100,000
Beth Israel Deaconess Medical Ctr				50,000				50,000
Beth Israel Deaconess Medical Ctr - Dr Awtrey				50,000				50,000
Bioneers				50,000				50,000
Blue Ocean Institute				25,000				25,000
Colorado College - Fitness Ctr				30,000	30,000	30,000	60,000	150,000
Colorado College - Pres Circle				10,000	10,000	10,000	20,000	50,000
Colorado College - Scholarship				60,000	60,000	60,000	120,000	300,000
Columbia University - Medical Center				232,000	232,000	232,000	232,000	928,000
CSU - Withrow Chair in Oncology				333,333	333,334	333,333		1,000,000
Earth Island Inst				10,000				10,000
Earthjustice Legal Defense Fund				35,000				35,000
Family First - Missoula				50,000				50,000
Georgetown University				100,000	100,000	100,000	100,000	400,000
Georgetown University - Endowment				350,000	250,000	350,000	850,000	1,800,000
Grand Teton National Park Foundation				20,000				20,000
Inst for Ethnomedicine				100,000	100,000	100,000		300,000
International Wildlife Media Ctr				15,000				15,000
Jackson Hole Community School				250,000				250,000
Jackson Hole Conservation Alliance				25,000				25,000
Jackson Hole Wildlife Film Festival				20,000				20,000
Karuna-Sechen				10,000				10,000
Knight Cancer Institute at OHSU				250,000	250,000	250,000	250,000	1,000,000
L'Arche Inc				10,000	10,000			20,000
McLean Hospital				100,000				100,000
Middlesex School				50,000				50,000
Missoula Art Museum				50,000				50,000
Missoula Youth Homes				50,000	50,000			100,000
National Gallery of Art				100,000	100,000	100,000	300,000	600,000
National Museum of Wildlife Art				50,000				50,000
National Tropical Botanical Garden				50,000				50,000
Oregon College of Art and Craft				125,000	125,000	125,000		375,000
Oregon College of Art and Craft				125,000	125,000			250,000
Orion				100,000				100,000
Pen America				2,500				2,500
Red Sox Foundation				30,000	25,000	25,000		80,000
Refugees International				138,000				138,000
Refugees International				150,000				150,000
Shedrub Development Fund				36,000	36,000			72,000
St Andrew's School - Annual Fund				50,000				50,000
St Andrew's School - Crossroad				100,000	100,000	100,000	150,000	450,000
The Hawaii Community Fdn				100,000	100,000	100,000	200,000	500,000
The Nature Conservancy - MT				50,000	50,000			100,000
The Policy Institute				5,000				5,000
The Potomac School				150,000	150,000	150,000		450,000
The Tributary Fund				5,000				5,000
Trisha Brown Dance Co				10,000				10,000
UNICEF				250,000				250,000
US Dept of State - Diplomatic Rooms				150,000	150,000	150,000	200,000	650,000
Vermont Inst For the Caribbean				30,000				30,000
	20,000	40,000	40,000	4,220,833	2,410,334	2,239,333	2,482,000	11,452,500

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No 1545-0092

Department of the Treasury
Internal Revenue Service

► 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).

2011

Name of estate or trust **THE CHARLES ENGELHARD FOUNDATION**
C/O ENGELHARD HANOVIA

Employer identification number
22-6063032

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	911,128.
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 2010 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	911,128.

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	5,424,029.
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 2010 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	5,424,029.

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

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		911,128.
14	Net long-term gain or (loss):			
a	Total for year	14a		5,424,029.
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 14 ▶	15		6,335,157.

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** in 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 Schedule D Tax Worksheet in 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 Schedule D Tax Worksheet in 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 2011 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 2011 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 (Form 1041) 2011

Department of the Treasury
Internal Revenue Service

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

2011

Name of estate or trust

THE CHARLES ENGELHARD FOUNDATION

Employer identification number

22-6063032

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	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
TITAN PARTNERS LP					853,030.
OAK-TREE HIGH YIELD FUND LP					62,307.
SEE ATTACHED			37,791.	37,667.	124.
SEE ATTACHED			228,442.	225,516.	2,926.
SEE ATTACHED			527,284.	534,543.	-7,259.
1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b					911,128.

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

Schedule D-1 (Form 1041) 2011

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

[illegible]

Schedule D-1 (Form 1041) 2011

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

THE CHARLES ENGELHARD FOUNDATION
C/O ENGELHARD HANOVIA

Enter filer's identifying number, see instructions

Employer identification number (EIN) or

☒ 22-6063032

Number, street, and room or suite no. If a P.O. box, see instructions.

OLYMPIC TOWERS 645 FIFTH AVENUE

☐ Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

NEW YORK, NY 10022

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► MARY OGORZALY

Telephone No ► 212 935-2430FAX No. ► 212 935-2434

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2011 or
- ☐ tax year beginning , 20 , and ending , 20

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	NONE
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	NONE
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	NONE

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2012)

Form 8868 (Rev. 1-2012)

Page 2

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box. ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions	
	THE CHARLES ENGELHARD FOUNDATION	Employer identification number (EIN) or	
	C/O ENGELHARD HANOVIA	☒ 22-6063032	
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)	
File by the due date for filing your return. See instructions	OLYMPIC TOWERS 645 FIFTH AVENUE	☐	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	NEW YORK, NY 10022		

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☒ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

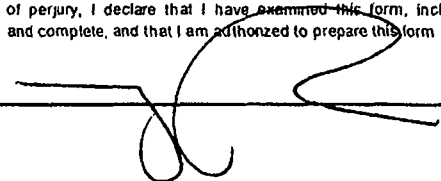
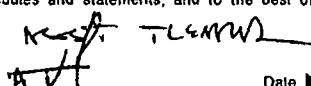
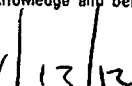
- The books are in the care of ☒ MARY OGORZALY
Telephone No ☒ 212 935-2430 FAX No ☒ 212 935-2434
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15, 2012
- For calendar year 2011, or other tax year beginning 20, and ending 20
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension INFORMATION NECESSARY TO PREPARE AND COMPLETE AN ACCURATE RETURN IS NOT AVAILABLE YET.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ 140,900.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$ 195,080.
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete, and that I am authorized to prepare this form.

Signature  Title  Date 

Form 8868 (Rev. 1-2012)