Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation
**or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation**

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

OMB No 1545-0052

**2011**

**For calendar year 2011 or tax year beginning** 10/01 , **2011, and ending** 09/30, 20 12

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

A Employer identification number: 22-2764445

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 42 - 80 WEARIMUS ROAD

Room/suite:

B Telephone number (see instructions): (   )   -

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

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,253,135.

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

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

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

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| Revenue | 1 Contributions, gifts, grants etc , received (attach schedule) | 115,462. | | | |
| | 2 Check ▶ [ ] if the foundation is **not** required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 45,048. | 45,048. | | ATCH 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 289,804. | | | |
| | b Gross sales price for all assets on line 6a 435,578. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 289,804. | | |
| | 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) | 1,258. | | | ATCH 2 |
| | 12 **Total.** Add lines 1 through 11 | 451,572. | 334,852. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | | | | |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) ATCH 3 | 420. | | | 420. |
| | b Accounting fees (attach schedule) ATCH 4 | 11,500. | 5,750. | | 5,750. |
| | c Other professional fees (attach schedule) | | | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) * | 3,989. | 1,197. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) ATCH 6 | 12,547. | 12,522. | | 25. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 28,456. | 19,469. | | 6,195. |
| | 25 Contributions, gifts, grants paid | 300,000. | | | 300,000. |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 328,456. | 19,469. | 0 | 306,195. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a **Excess of revenue over expenses and disbursements** | 123,116. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 315,383. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | | |

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## Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )

| | | Beginning of year (a) Book Value | End of year (b) Book Value | End of year (c) Fair Market Value |
|---|---|---|---|---|
| **Assets** | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 43,579. | 104,933. | 104,933. |
| | 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) | | | |
| | b Investments - corporate stock (attach schedule) ATCH 7 | 593,363. | 551,341. | 933,578. |
| | c Investments - corporate bonds (attach schedule) ATCH 8 | 206,646. | 206,646. | 214,624. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other (attach schedule) | | | |
| | 14 Land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 843,588. | 862,920. | 1,253,135. |
| **Liabilities** | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| | 22 Other liabilities (describe ▶ ) | | | |
| | 23 **Total liabilities** (add lines 17 through 22) | | 0 | |
| **Net Assets or Fund Balances** | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐** | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 843,588. | 862,920. | |
| | 30 **Total net assets or fund balances** (see instructions) | 843,588. | 862,920. | |
| | 31 **Total liabilities and net assets/fund balances** (see instructions) | 843,588. | 862,920. | |

## 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 | 843,588. |
| 2 | Enter amount from Part I, line 27a | 2 | 123,116. |
| 3 | Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9 | 3 | 375. |
| 4 | Add lines 1, 2, and 3 | 4 | 967,079. |
| 5 | Decreases not included in line 2 (itemize) ▶ ATTACHMENT 10 | 5 | 104,159. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 862,920. |

**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 | 289,804. |
| 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 | 306,710. | 1,501,798. | 0.204229 |
| 2009 | 318,678. | 1,643,316. | 0.193924 |
| 2008 | 275,938. | 1,528,713. | 0.180503 |
| 2007 | 301,157. | 2,306,736. | 0.130555 |
| 2006 | 245,408. | 2,686,256. | 0.091357 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.800568 |
| 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 | 0.160114 |
| 4 | Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 1,343,564. |
| 5 | Multiply line 4 by line 3 | 5 | 215,123. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 3,154. |
| 7 | Add lines 5 and 6 | 7 | 218,277. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 306,195. |

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

## 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 ▶ [X] and enter 1% of Part I, line 27b | 1 | 3,154. |
| 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 | 3,154. |
| 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 | 3,154. |
| 6 | Credits/Payments | | |
| a | 2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 2,792. | | |
| 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 | 2,792. |
| 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 | 362. |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | |
| 11 | Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 0 **Refunded** ▶ | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? | 1b | | X |
| | *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ________ | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | X | |

**Part VII-A Statements Regarding Activities** *(continued)*

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(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 | | |

Website address ▶ N/A

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

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

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 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 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ | | | |

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

| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly) | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? [ ] Yes [X] No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [ ] Yes [X] No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? [ ] Yes [X] No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) [ ] Yes [X] No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 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? | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a | At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? [ ] Yes [X] No | | | |
| | If "Yes," list the years ▶ ____, ____, ____, ____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions ) | 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 ▶ ____, ____, ____, ____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? [ ] Yes [X] No | | | |
| b | If "Yes," did it have excess business holdings in 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 )* | 3b | | X |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? | 4b | | X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

*If "Yes," attach the statement required by Regulations section 53 4945-5(d)*

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

*If "Yes" to 6b, file Form 8870*

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: X

## Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

**1 List all officers, directors, trustees, foundation managers and their compensation (see 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 11 | | 0 | 0 | 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 ▶

**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 |
|---|---|---|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| **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 ▶ | |

**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 | 1,280,417. |
| b | Average of monthly cash balances | 1b | 83,607. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 1,364,024. |
| 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 | 1,364,024. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 20,460. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 1,343,564. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 67,178. |

**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 | 67,178. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | 3,154. | | |
| b | Income tax for 2011. (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 3,154. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 64,024. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 64,024. |
| 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 | 64,024. |

**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 | 306,195. |
| 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 | 306,195. |
| 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 | 3,154. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 303,041. |

**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 | | | | | 64,024. |
| 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 | 119,657. | | | | |
| b From 2007 | 191,056. | | | | |
| c From 2008 | 201,126. | | | | |
| d From 2009 | 238,756. | | | | |
| e From 2010 | 237,200. | | | | |
| f **Total** of lines 3a through e | | 987,795. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 306,195. | | | | | |
| 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 | | | | | 64,024. |
| e Remaining amount distributed out of corpus | | 242,171. | | | |
| 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:** | | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 1,229,966. | | | |
| 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) | | 119,657. | | | |
| 9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a | | 1,110,309. | | | |
| 10 Analysis of line 9 | | | | | |
| a Excess from 2007 | 191,056. | | | | |
| b Excess from 2008 | 201,126. | | | | |
| c Excess from 2009 | 238,756. | | | | |
| d Excess from 2010 | 237,200. | | | | |
| e Excess from 2011 | 242,171. | | | | |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | (e) Total |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest dividends rents payments on securities loans (section 512(a)(5)) or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

**Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2) )

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

LETTER, NO OTHER REQUIREMENTS

c Any submission deadlines

NONE

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

NONE

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>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 12 | | | | |
| **Total** . . . . . ▶ **3a** | | | | 300,000. |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . ▶ **3b** | | | | |

**Part XVI-A Analysis of Income-Producing Activities**

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 45,048. | |
| 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 | 289,804. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b ATTACHMENT 13 | | | | 1,258. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 336,110. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 336,110.

(See worksheet in line 13 instructions to verify calculations )

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions ) |
|---|---|
| 1 | NOT APPLICABLE |

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

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | N/A | | N/A |
| | | | |
| | | | |
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| | | | |

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |

**Sign Here**

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Jane V. Engel | 1/24/13 ▶ Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☒ No

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| Elda Dike | Elda Dike | 1/22/13 | | P01269552 |
| Firm's name ▶ ERNST & YOUNG U.S. LLP | | | Firm's EIN ▶ 34-6565596 | |
| Firm's address ▶ 5 TIMES SQUARE NEW YORK, NY 10036 | | | Phone no 212-773-3000 | |

**Schedule B**
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

# Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

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

**Employer identification number**
22-2764445

**Organization type** (check one)

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

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

Employer identification number 22-2764445

**Part I** **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|---|---|---|---|
| 1 | JANE V. ENGEL<br>80 WEARIMUS ROAD, PO BOX 42<br>HO-HO-KUS, NJ 07423-0042 | $ 109,962. | Person [X]<br>Payroll [ ]<br>Noncash [X]<br>(Complete Part II if there is a noncash contribution ) |
| 2 | JANE V. ENGEL<br>80 WEARIMUS ROAD, PO BOX 42<br>HO-HO-KUS, NJ 07423-0042 | $ 5,500. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution ) |

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

Employer identification number 22-2764445

**Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---|---|---|---|
| 1 | 550 SHS INTERNATIONAL BUSINESS MACHINES CORPORATION (IBM) | $ 109,962. | 08/07/2012 |
| | | $ | |
| | | $ | |
| | | $ | |
| | | $ | |
| | | $ | |

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

Employer identification number 22-2764445

**Part III** *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---|---|---|
| | | | |

(e) Transfer of gift

| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
|---|---|
| | |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| MORGAN STANLEY SB#100383-090- DIV | 11,269. | 11,269. |
| MORGAN STANLEY SB#100383-090- INT | 12,443. | 12,443. |
| MORGAN STANLEY SB#100385-090- DIV | 4,592. | 4,592. |
| MORGAN STANLEY SB#100385-090- INT | 3. | 3. |
| MORGAN STANLEY SB#100386-090- DIV | 16,733. | 16,733. |
| MORGAN STANLEY SB#100386-090- INT | 8. | 8. |
| TOTAL | 45,048. | 45,048. |

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS |
|---|---|
| 2010 EXCISE TAX O/P APPLIED | 1,258. |
| TOTALS | 1,258. |

## FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| HARWOOD LLOYD LLC | 420. | | | 420. |
| TOTALS | 420. | | | 420. |

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| ERNST & YOUNG TAX PREPARATION | 11,500. | 5,750. | | 5,750. |
| TOTALS | 11,500. | 5,750. | | 5,750. |

## FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FOREIGN TAX PAID | 1,197. | 1,197. |
| 2010 EXCISE TAX O/P APPLIED | 1,258. | |
| FYE 9/30/12 ESTIMATE (EFTPS) | 1,534. | |
| TOTALS | 3,989. | 1,197. |

## FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|---|---|---|---|
| AAA ANNUAL SERVICE FEE | 5. | 5. | |
| BANK FEES | 12,517. | 12,517. | |
| NJ FILING FEE | 25. | | 25. |
| TOTALS | 12,547. | 12,522. | 25. |

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| MSSB #100383-090 SEE STATEMENT | 32,672. | 168,656. |
| MSSB #100385-090 SEE STATEMENT | 124,539. | 126,863. |
| MSSB #100386-090 SEE STATEMENT | 394,130. | 638,059. |
| TOTALS | 551,341. | 933,578. |

# Holdings

Active Assets Account
615-100383-090

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS

*Morgan Stanley & Co LLC (Morgan Stanley), Citi Investment Research & Analysis (CIRA), and Standard & Poor's equity research ratings may be shown for certain securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the applicable research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating. Where a particular company is covered by both Morgan Stanley and CIRA, you can and should view both research reports. CIRA's equity research ratings are (1) Buy, (2) Neutral and (3) Sell For ease of comparison, Morgan Stanley and Standard & Poor's equity research ratings have been normalized to a 1 (Buy), 2 (Hold), and 3 (Sell) Please refer to the quarter month-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a summary guide describing Morgan Stanley, CIRA and Standard & Poor's ratings Morgan Stanley Smith Barney LLC does not take responsibility for, and does not guarantee the accuracy, completeness, or timeliness of research prepared for Standard & Poor's.*

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| EXXON MOBIL CORP (XOM) | 4/8/92 | 840.000 | $11.779 | $9,894.75 | **$76,818.00** | $66,923.25 LT A | $1,915.20 | 2.49 |
| *Share Price: $91.450; Rating: Morgan Stanley: 2, Citigroup. 1, S&P: 1; Next Dividend Payable 12/12* | | | | | | | | |
| JOHNSON & JOHNSON (JNJ) | 8/17/93 | 525.000 | 9.700 | 5,092.50 | **36,177.75** | 31,085.25 LT A | 1,281.00 | 3.54 |
| *Share Price: $68.910; Rating: Morgan Stanley. 2, Citigroup: 1, S&P: 1; Next Dividend Payable 12/12* | | | | | | | | |
| JPMORGAN CHASE & CO (JPM) | 4/8/92 | 1,375.000 | 12.861 | 17,684.55 | **55,660.00** | 37,975.45 LT A | 1,650.00 | 2.96 |
| *Share Price: $40.480; Rating: Morgan Stanley: 1, Citigroup: 1, S&P: 1; Next Dividend Payable 10/12* | | | | | | | | |

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / *Accrued Interest* | Yield % |
|---|---|---|---|---|---|---|
| STOCKS | **27.3%** | **$32,671.80** | **$168,655.75** | **$135,983.95 LT** | **$4,846.20**<br>**$0.00** | **2.87%** |

## CORPORATE FIXED INCOME

### CORPORATE BONDS

| Security Description | Trade Date | Face Value | Orig. Unit Cost / Adj. Unit Cost | Orig. Total Cost / Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / *Accrued Interest* | Yield % |
|---|---|---|---|---|---|---|---|---|
| CITIGROUP INC | 12/6/10 | 20,000.000 | $104.249 | $20,849.80 | | | $1,000.00 | 4.74 |
| CUSIP 172967CQ2 | | | $102.280 | $20,455.93 | **$21,094.40** | $638.47 LT | $41.66 | |
| *Unit Price: $105.472, Coupon Rate 5.000%; Matures 09/15/2014; Int. Semi-Annually Mar/Sep 15; Yield to Maturity 2.132%; Moody BAA3 S&P BBB+; Issued 09/16/04* | | | | | | | | |
| DONNELLEY R.R. & SONS | 12/6/10 | 20,000.000 | 106.116 | 21,223.20 | | | 1,225.00 | 6.21 |
| CUSIP 257867AT8 | | | 104.484 | 20,896.89 | **19,700.00** | (1,196.89) LT | 255.20 | |
| *Unit Price. $98.500; Coupon Rate 6.125%, Matures 01/15/2017; Int. Semi-Annually Jan/Jul 15; Yield to Maturity 6.528%; Moody BA3 S&P BB; Issued 01/08/07* | | | | | | | | |
| PITNEY BOWES INC | 12/6/10 | 20,000.000 | 102.684 | 20,536.80 | | | 950.00 | 4.52 |
| CUSIP 72447WAA7 | | | 102.106 | 20,421.20 | **20,991.20** | 570.00 LT | 356.25 | |
| *Unit Price. $104.956; Coupon Rate 4.750%; Matures 05/15/2018; Int. Semi-Annually May/Nov 15; Yield to Maturity 3.763%; Moody BAA1 S&P BBB+; Issued 04/29/03* | | | | | | | | |

CONTINUED

# Holdings

Active Assets Account
615-100383-090

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

INTERESTED PARTY COPY

## CORPORATE FIXED INCOME

### CORPORATE BONDS (CONTINUED)

| Security Description | Trade Date | Face Value | Orig. Unit Cost / Adj. Unit Cost | Orig. Total Cost / Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|---|---|
| ALCOA INC | 12/6/10 | 20,000.000 | 104.402 | 20,880.40 | | | 1,144.00 | 5.32 |
| CUSIP 013817AP6 | | | 103.578 | 20,715.66 | 21,470.40 | 754.74 LT | 117.57 | |
| *Unit Price $107.352, Coupon Rate 5.720%; Matures 02/23/2019, Int. Semi-Annually Feb/Aug 23, Yield to Maturity 4.389%; Moody BAA3 S&P BBB-, Issued 02/23/07* | | | | | | | | |
| GENERAL ELECTRIC CAPITAL CORP | 12/6/10 | 20,000.000 | 108.651 | 21,730.20 | | | 1,110.00 | 4.91 |
| CUSIP 36966R4N3 | | | 107.328 | 21,465.53 | 22,584.20 | 1,118.67 LT | 508.74 | |
| *Unit Price. $112.921, Coupon Rate 5.550%; Matures 10/15/2020, Int. Semi-Annually Apr/Oct 15; Yield to Maturity 3.679%; Moody A1 S&P AA+; Issued 10/01/09* | | | | | | | | |
| CORPORATE BONDS | | | | $105,220.40 | | | $5,429.00 | 5.13% |
| | | | | $103,955.21 | $105,840.20 | $1,884.99 LT | $1,279.42 | |

### FIXED-RATE CAPITAL SECURITIES

| Security Description | Trade Date | Face Value | Orig. Unit Cost / Adj. Unit Cost | Orig. Total Cost / Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|---|---|
| MERRILL LYNCH CAPITAL TRUST I 6.45 | 5/30/07 | 1,000.000 | $25.517 | $25,517.35 | | | $1,612.50 | 6.47 |
| EXTENDABLE TO 12/15/2086 | | | $25.517 | $25,517.35 | $24,900.00 | $(617.35) LT A | — | |
| CUSIP 590199204 | | | | | | | | |
| *Unit Price: $24.900; Coupon Rate 6.450%, Matures 12/15/2066; Interest Paid Quarterly Jun 15; Callable $25.00 on 10/29/12; Moody BA2 S&P BB+* | | | | | | | | |
| AMER INTL GROUP | 5/29/07 | 2,000.000 | 25.000 | 50,000.00 | | | | |
| CUSIP 026874800 | | | 25.000 | 50,000.00 | 50,080.00 | 80.00 LT A | | |
| | 7/21/08 | 1,350.000 | 19.191 | 25,908.12 | | | | |
| | | | 19.191 | 25,908.12 | 33,804.00 | 7,895.88 LT A | | |
| | Total | 3,350.000 | | 75,908.12 | | | 5,401.88 | 6.43 |
| | | | | 75,908.12 | 83,884.00 | 7,975.88 LT | — | |
| *Unit Price: $25.040; Coupon Rate 6.450%, Matures 06/15/2077; Interest Paid Quarterly Sep 15; Callable $25.00 on 10/29/12; Floater; Moody BAA2 S&P BBB* | | | | | | | | |
| FIXED-RATE CAPITAL SECURITIES | | | | $101,425.47 | | | $7,014.38 | 6.45% |
| | | | | $101,425.47 | $108,784.00 | $7,358.53 LT | $0.00 | |

| | Percentage of Assets % | Orig. Total Cost / Adj. Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| CORPORATE FIXED INCOME | | $206,645.87 | | | $12,443.38 | 5.80% |
| | | $205,380.68 | $214,624.20 | $9,243.52 LT | $1,279.42 | |
| TOTAL CORPORATE FIXED INCOME (incl.accr.int.) | 34.9% | | $215,903.62 | | | |

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# Holdings

Active Assets Account
615-100383-090

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

INTERESTED PARTY COPY

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / *Accrued Interest* | Yield % |
|---|---|---|---|---|---|---|
| TOTAL MARKET VALUE | 100.0% | $238,052.48 | $616,868.72 | $145,227.47 LT | $17,314.01<br>$1,279.42 | 2.80% |
| TOTAL VALUE (includes accrued interest) | | | $618,148.14 | | | |

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

*Unrealized Gain/(Loss) Totals only reflect positions that have cost basis information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.*

# Holdings

Fiduciary Services Active Assets Account
615-100385-090

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| **ADECCO SA UNSPON ADR (AHEXY)** | 2/1/12 | 52.000 | $25.470 | $1,324.44 | $1,234.48 | $(89.96) ST | | |
| | 2/3/12 | 22.000 | 26.380 | 580.36 | 522.28 | (58.08) ST | | |
| | **Total** | 74.000 | | 1,904.80 | **1,756.76** | (148.04) ST | — | — |
| *Share Price: $23.740* | | | | | | | | |
| **AKZO NOBEL NV ADR (AKZOY)** | 5/5/09 | 60.000 | 14.907 | 894.45 | 1,129.20 | 234.75 LT | | |
| | 2/19/10 | 36.000 | 17.895 | 644.22 | 677.52 | 33.30 LT | | |
| | 3/9/10 | 24.000 | 18.365 | 440.77 | 451.68 | 10.91 LT | | |
| | 4/23/10 | 24.000 | 20.503 | 492.08 | 451.68 | (40.40) LT | | |
| | 9/20/10 | 30.000 | 20 085 | 602.56 | 564.60 | (37.96) LT | | |
| | **Total** | 174.000 | | 3,074.08 | **3,274.68** | 200.60 LT | 88.74 | 2.70 |
| *Share Price: $18.820* | | | | | | | | |
| **AMADEUS IT HLDG SA UNSPON ADR (AMADY)** | 5/10/12 | 30.000 | 20.100 | 603.00 | **706.50** | 103.50 ST | 4.86 | 0.68 |
| *Share Price: $23.550* | | | | | | | | |
| **ARYZTA AG ZUERICH (ARZTY)** | 5/2/11 | 50.000 | 27.972 | 1,398.59 | 1,190.50 | (208.09) LT | | |
| | 7/1/11 | 20.000 | 26.943 | 538.86 | 476.20 | (62.66) LT | | |
| | 8/12/11 | 30.000 | 23.468 | 704.04 | 714.30 | 10.26 LT | | |
| | 3/9/12 | 22.000 | 25.139 | 553.06 | 523.82 | (29.24) ST | | |
| | **Total** | 122.000 | | 3,194.55 | **2,904.82** | (260.49) LT<br>(29.24) ST | — | — |
| *Share Price: $23.810* | | | | | | | | |
| **AVIVA PLC ADR (AV)** | 9/7/12 | 87.000 | 11.259 | 979.49 | **905.67** | (73.82) ST | 71.17 | 7.85 |
| *Share Price. $10 410, Next Dividend Payable 11/23/12* | | | | | | | | |
| **AXA ADS (AXAHY)** | 3/19/08 | 18.000 | 32.533 | 585.59 | 268.20 | (317.39) LT A | | |
| | 3/25/08 | 15.000 | 34.631 | 519.46 | 223.50 | (295.96) LT A | | |
| | 3/11/09 | 13.000 | 9.650 | 125.45 | 193.70 | 68.25 LT | | |
| | 4/15/09 | 5.000 | 14.682 | 73.41 | 74.50 | 1.09 LT | | |
| | 8/7/09 | 15.000 | 22.829 | 342.44 | 223.50 | (118.94) LT | | |
| | **Total** | 66.000 | | 1,646.35 | **983.40** | (662.95) LT | 48.31 | 4.91 |
| *Share Price. $14.900* | | | | | | | | |
| **BARCLAYS PLC ADR (BCS)** | 3/11/09 | 52.000 | 3.970 | 206.44 | 721.24 | 514.80 LT | | |
| | 12/22/11 | 111.000 | 10.969 | 1,217.61 | 1,539.57 | 321.96 ST | | |

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# Holdings

Fiduciary Services Active Assets Account
615-100385-090

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | Total | 163.000 | | 1,424.05 | **2,260.81** | 514.80 LT<br>321.96 ST | 61.13 | 2.70 |
| *Share Price. $13.870* | | | | | | | | |
| BAYER AG SPON ADR (BAYRY) | 5/13/11 | 25.000 | 82.591 | 2,064.77 | 2,147.25 | 82.48 LT | | |
| | 6/8/11 | 15.000 | 80.737 | 1,211.05 | 1,288.35 | 77.30 LT | | |
| | Total | 40.000 | | 3,275.82 | **3,435.60** | 159.78 LT | 62.40 | 1.81 |
| *Share Price. $85.890* | | | | | | | | |
| BG GROUP PLC (BRGYY) | 3/26/10 | 1.000 | 17.061 | 17.06 | 20.30 | 3.24 LT | | |
| | 5/27/10 | 5.000 | 15.278 | 76.39 | 101.50 | 25.11 LT | | |
| | 9/16/11 | 50.000 | 20.540 | 1,027.00 | 1,015.00 | (12.00) LT | | |
| | 6/15/12 | 51.000 | 19.397 | 989.27 | 1,035.30 | 46.03 ST | | |
| | Total | 107.000 | | 2,109.72 | **2,172.10** | 16.35 LT<br>46.03 ST | 26.54 | 1.22 |
| *Share Price $20.300* | | | | | | | | |
| BRIDGESTONE CP ADR (BRDCY) | 12/9/10 | 11.000 | 39.631 | 435.94 | 508.31 | 72.37 LT | | |
| | 7/1/11 | 15.000 | 46.296 | 694.44 | 693.15 | (1.29) LT | | |
| | Total | 26.000 | | 1,130.38 | **1,201.46** | 71 08 LT | 14.87 | 1.23 |
| *Share Price. $46.210* | | | | | | | | |
| C & C GRP PLC SPONS ADR (CCGGY) | 1/10/12 | 50.000 | 12.174 | 608.71 | 705.00 | 96.29 ST | | |
| | 3/9/12 | 40.000 | 15.020 | 600.80 | 564.00 | (36.80) ST | | |
| | 7/19/12 | 42.000 | 12.548 | 527.02 | 592.20 | 65.18 ST | | |
| | Total | 132.000 | | 1,736.53 | **1,861.20** | 124.67 ST | 29.57 | 1.58 |
| *Share Price $14.100* | | | | | | | | |
| CANADIAN NATURAL RESOURCES LTD (CNQ) | 5/8/09 | 10.000 | 27.255 | 272.55 | 307.90 | 35.35 LT | | |
| | 3/11/10 | 40.000 | 36.698 | 1,467.93 | 1,231.60 | (236.33) LT | | |
| | 5/27/10 | 16.000 | 34.481 | 551.69 | 492.64 | (59.05) LT | | |
| | 6/30/11 | 10.000 | 41.722 | 417.22 | 307.90 | (109.32) LT | | |
| | 8/12/11 | 15.000 | 36.657 | 549.85 | 461.85 | (88.00) LT | | |
| | Total | 91.000 | | 3,259.24 | **2,801.89** | (457.35) LT | 38.40 | 1.37 |
| *Share Price· $30.790, Next Dividend Payable 10/01/12* | | | | | | | | |

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# Holdings

**Fiduciary Services Active Assets Account**
**615-100385-090**

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| CARNIVAL PLC (CUK) | 10/12/11 | 21.000 | 34.845 | 731.74 | 771.96 | 40.22 ST | | |
| | 10/27/11 | 12.000 | 38.000 | 456.00 | 441.12 | (14.88) ST | | |
| | 1/17/12 | 10.000 | 29.162 | 291.62 | 367.60 | 75.98 ST | | |
| | 6/20/12 | 8.000 | 35.704 | 285.63 | 294.08 | 8.45 ST | | |
| | 9/7/12 | 22.000 | 35.986 | 791.69 | 808.72 | 17.03 ST | | |
| | **Total** | 73.000 | | 2,556.68 | **2,683.48** | 126.80 ST | 73.00 | 2.72 |
| *Share Price. $36.760* | | | | | | | | |
| CELESIO AG UNSPONS ADR (CAKFY) | 2/6/12 | 40.000 | 4.153 | 166.13 | 139.60 | (26.53) ST | | |
| | 3/15/12 | 309.000 | 3.930 | 1,214.37 | 1,078.41 | (135.96) ST | | |
| | 8/1/12 | 103.000 | 3.630 | 373.89 | 359.47 | (14.42) ST | | |
| | 8/2/12 | 2.000 | 3.580 | 7.16 | 6.98 | (0.18) ST | | |
| | **Total** | 454.000 | | 1,761.55 | **1,584.46** | (177.09) ST | 19.07 | 1.20 |
| *Share Price: $3.490* | | | | | | | | |
| CHINA MOBILE LTD (CHL) | 10/5/10 | 25.000 | 53.190 | 1,329.74 | 1,384.00 | 54.26 LT | | |
| | 11/4/10 | 10.000 | 53.190 | 531.90 | 553.60 | 21.70 LT | | |
| | 8/12/11 | 5.000 | 48.038 | 240.19 | 276.80 | 36.61 LT | | |
| | 3/9/12 | 22.000 | 54.956 | 1,209.03 | 1,217.92 | 8.89 ST | | |
| | 4/13/12 | 1.000 | 54.490 | 54.49 | 55.36 | 0.87 ST | | |
| | 6/18/12 | 6.000 | 52.402 | 314.41 | 332.16 | 17.75 ST | | |
| | **Total** | 69.000 | | 3,679.76 | **3,819.84** | 112.57 LT<br>27.51 ST | 135.31 | 3.54 |
| *Share Price. $55.360, Next Dividend Payable 10/09/12* | | | | | | | | |
| CNOOC LTD ADS (CEO) | 4/1/11 | 6.000 | 258.597 | 1,551.58 | **1,216.38** | (335.20) LT | 29.93 | 2.46 |
| *Share Price. $202.730, Next Dividend Payable 10/17/12* | | | | | | | | |
| DAIMLER AG (DDAIF) | 6/22/09 | 23.000 | 33.885 | 779.36 | 1,118.18 | 338.82 LT | | |
| | 9/3/09 | 14.000 | 43.266 | 605.73 | 680.63 | 74.90 LT | | |
| | 3/18/11 | 5.000 | 65.566 | 327.83 | 243.08 | (84.75) LT | | |
| | 6/10/11 | 10.000 | 67.836 | 678.36 | 486.16 | (192.20) LT | | |

CONTINUED

# Holdings

Fiduciary Services Active Assets Account
615-100385-090

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 52.000 | | 2,391.28 | **2,528.07** | 136.77 LT | — | — |
| *Share Price. $48.617* | | | | | | | | |
| **DON QUIJOTE CO LTD UNSP ADR (DQJCY)** | 2/24/12 | 10.000 | 104.750 | 1,047.50 | 1,149.90 | 102.40 ST | | |
| | 3/9/12 | 5.000 | 102.968 | 514.84 | 574.95 | 60.11 ST | | |
| | **Total** | 15.000 | | 1,562.34 | **1,724.85** | 162.51 ST | 13.59 | 0.78 |
| *Share Price: $114.990* | | | | | | | | |
| **E.ON AG (EONGY)** | 6/6/12 | 32.000 | 17.853 | 571.29 | 758.72 | 187.43 ST | | |
| | 7/13/12 | 24.000 | 21.590 | 518.16 | 569.04 | 50.88 ST | | |
| | **Total** | 56.000 | | 1,089.45 | **1,327.76** | 238.31 ST | 54.04 | 4.07 |
| *Share Price. $23.710* | | | | | | | | |
| **ENSCO PLC CLASS A (ESV)** | 1/26/12 | 29.000 | 53.922 | 1,563.74 | 1,582.24 | 18.50 ST | | |
| | 2/3/12 | 11.000 | 55.995 | 615.95 | 600.16 | (15.79) ST | | |
| | 4/13/12 | 2.000 | 53.145 | 106.29 | 109.12 | 2.83 ST | | |
| | **Total** | 42.000 | | 2,285.98 | **2,291.52** | 5.54 ST | 61.95 | 2.70 |
| *Share Price: $54.560, Next Dividend Payable 12/12* | | | | | | | | |
| **ERICSSON LM TEL ADR CL B NEW (ERIC)** | 5/21/12 | 138.000 | 8.516 | 1,175.15 | 1,258.56 | 83.41 ST | | |
| | 5/29/12 | 106.000 | 9.031 | 957.25 | 966.72 | 9.47 ST | | |
| | **Total** | 244.000 | | 2,132.40 | **2,225.28** | 92.88 ST | 59.29 | 2.66 |
| *Share Price. $9.120* | | | | | | | | |
| **ESPRIT HLDGS LTD SPONSORED ADR (ESPGY)** | 1/13/12 | 107.000 | 2.970 | 317.79 | **328.49** | 10.70 ST | 6.31 | 1.92 |
| *Share Price. $3.070* | | | | | | | | |
| **FLETCHER BLDG LTD SPN ADR NEW (FCREY)** | 5/5/11 | 150.000 | 14.397 | 2,159.60 | 1,708.50 | (451.10) LT | | |
| | 10/11/11 | 20.000 | 12.430 | 248.60 | 227.80 | (20.80) ST | | |

CONTINUED

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# Holdings

Fiduciary Services Active Assets Account
615-100385-090

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 170.000 | | 2,408.20 | **1,936.30** | (451.10) LT<br>(20.80) ST | 73.44 | 3.79 |
| *Share Price: $11.390* | | | | | | | | |
| GAZPROM O A O SPON ADR (OGZPY) | 12/22/10 | 8.000 | 12.874 | 102.99 | 80.72 | (22.27) LT | | |
| | 1/5/11 | 20.000 | 13.275 | 265.49 | 201.80 | (63.69) LT | | |
| | 2/1/11 | 50.000 | 13.938 | 696.90 | 504.50 | (192.40) LT | | |
| | 2/8/12 | 54 000 | 12.710 | 686.34 | 544.86 | (141.48) ST | | |
| | **Total** | 132.000 | | 1,751.72 | **1,331.88** | (278.36) LT<br>(141.48) ST | 60.06 | 4.50 |
| *Share Price: $10.090* | | | | | | | | |
| GOLD FIELDS LTD. SP. ADR (GFI) | 6/17/08 | 49.000 | 11.160 | 546.84 | 629.65 | 82.81 LT A | | |
| | 12/10/08 | 45.000 | 9.190 | 413.54 | 578.25 | 164.71 LT A | | |
| | 8/31/10 | 20.000 | 14.384 | 287.67 | 257.00 | (30.67) LT | | |
| | **Total** | 114.000 | | 1,248.05 | **1,464.90** | 216.85 LT | 56.43 | 3.85 |
| *Share Price: $12.850* | | | | | | | | |
| H LUNDBECK AS SPON ADR LEV 1 (HLUYY) | 11/11/11 | 61.000 | 20.804 | 1,269.04 | 1,119.35 | (149.69) ST | | |
| | 2/3/12 | 35.000 | 20.080 | 702.80 | 642.25 | (60.55) ST | | |
| | **Total** | 96.000 | | 1,971.84 | **1,761.60** | (210.24) ST | — | — |
| *Share Price. $18.350* | | | | | | | | |
| HEIDELBERG CEMENT ADR (HDELY) | 1/19/12 | 127.000 | 9.829 | 1,248.22 | 1,319.53 | 71.31 ST | | |
| | 1/26/12 | 97.000 | 10.310 | 1,000.07 | 1,007.83 | 7.76 ST | | |
| | 9/14/12 | 49.000 | 11.720 | 574.28 | 509.11 | (65.17) ST | | |
| | **Total** | 273.000 | | 2,822.57 | **2,836.47** | 13.90 ST | 15.56 | 0.54 |
| *Share Price. $10.390* | | | | | | | | |
| HOYA CORP SPONS ADR (HOCPY) | 2/8/12 | 43.000 | 23.220 | 998.46 | 945.14 | (53.32) ST | | |
| | 2/16/12 | 33.000 | 23.590 | 778.47 | 725.34 | (53.13) ST | | |
| | 3/15/12 | 42.000 | 22.580 | 948.36 | 923.16 | (25.20) ST | | |

CONTINUED

# Holdings

Fiduciary Services Active Assets Account
615-100385-090

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 118.000 | | 2,725.29 | **2,593.64** | (131.65) ST | 86.26 | 3.32 |
| *Share Price: $21.980* | | | | | | | | |
| **HSBC HOLDINGS PLC SPON ADR NEW (HBC)** | 4/2/09 | 17.000 | 33.388 | 567.60 | 789.82 | 222.22 LT | | |
| | 4/8/09 | 21.000 | 18.488 | 388.24 | 975.66 | 587.42 LT | | |
| | 9/17/09 | 20.000 | 58.982 | 1,179.63 | 929 20 | (250.43) LT | | |
| | 2/10/11 | 10.000 | 57.391 | 573.91 | 464.60 | (109.31) LT | | |
| | **Purchases** | 68.000 | | 2,709.38 | **3,159.28** | 449.90 LT | | |
| Long Term Reinvestments | | 1.000 | | 33.00 | 46.46 | 13.46 LT | | |
| | **Total** | 69.000 | | 2,742.38 | **3,205.74** | 463.36 LT | 141.45 | 4.41 |
| *Share Price: $46.460* | | | | | | | | |
| **IMPERIAL TOBACCO GP PLC SP ADR (ITYBY)** | 10/11/11 | 17.000 | 67.210 | 1,142.57 | 1,258.68 | 116.11 ST | | |
| | 12/15/11 | 10.000 | 74.260 | 742.60 | 740.40 | (2.20) ST | | |
| | 1/19/12 | 8.000 | 69.020 | 552.16 | 592.32 | 40.16 ST | | |
| | **Total** | 35.000 | | 2,437.33 | **2,591.40** | 154.07 ST | 108.85 | 4.20 |
| *Share Price: $74 040* | | | | | | | | |
| **INDRA SISTEMAS SA FGN ORD ADR (ISMAY)** | 3/28/11 | 205.000 | 9.986 | 2,047.15 | 977.85 | (1,069.30) LT | | |
| | 4/29/11 | 50.000 | 11.379 | 568.93 | 238.50 | (330.43) LT | | |
| | **Total** | 255.000 | | 2,616.08 | **1,216.35** | (1,399.73) LT | 76.50 | 6.28 |
| *Share Price. $4.770* | | | | | | | | |
| **ITAU UNIBANCO MULTIPLE ADR (ITUB)** | 10/24/11 | 33.000 | 18.820 | 621.06 | 504.24 | (116.82) ST | | |
| | 10/28/11 | 51.000 | 19.530 | 996.05 | 779.28 | (216.77) ST | | |
| | 9/7/12 | 37.000 | 16.568 | 613.01 | 565.36 | (47.65) ST | | |
| | **Total** | 121.000 | | 2,230.12 | **1,848.88** | (381.24) ST | 10.53 | 0.56 |
| *Share Price. $15.280; Next Dividend Payable 10/11/12* | | | | | | | | |
| **LG DISPLAY CO LTD ADR (LPL)** | 9/14/12 | 81.000 | 13.067 | 1,058.43 | **1,018.17** | (40.26) ST | — | — |
| *Share Price: $12.570* | | | | | | | | |
| **MARINE HARVEST ASA ADR (MNHVY)** | 5/10/12 | 105.000 | 11.079 | 1,163.28 | 1,683.15 | 519.87 ST | | |
| | 9/28/12 | 34.000 | 16.490 | 560.66 | 545.02 | (15.64) ST | | |

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# Holdings

Fiduciary Services Active Assets Account 615-100385-090

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 139.000 | | 1,723.94 | **2,228.17** | 504.23 ST | — | — |
| *Share Price $16.030* | | | | | | | | |
| MARKS & SPENCER GRP PLC ADR (MAKSY) | 1/19/12 | 24.000 | 10.130 | 243.12 | 276.48 | 33.36 ST | | |
| | 2/23/12 | 88.000 | 11.110 | 977.68 | 1,013.76 | 36.08 ST | | |
| | **Total** | 112.000 | | 1,220.80 | **1,290.24** | 69.44 ST | 54.88 | 4.25 |
| *Share Price. $11.520* | | | | | | | | |
| MITIE GROUP PLC UNSPON ADR (MITFY) | 1/4/12 | 56.000 | 16.050 | 898.80 | 1,047.20 | 148.40 ST | | |
| | 5/1/12 | 13.000 | 19.000 | 247.00 | 243.10 | (3.90) ST | | |
| | **Total** | 69.000 | | 1,145.80 | **1,290.30** | 144.50 ST | 37.54 | 2.90 |
| *Share Price: $18.700* | | | | | | | | |
| MUENCHENER RUECK-UNSPONS ADR (MURGY) | 9/13/10 | 29.000 | 13.441 | 389.78 | 457.62 | 67.84 LT | | |
| | 9/14/10 | 45.000 | 13.554 | 609.93 | 710.10 | 100.17 LT | | |
| | 10/20/10 | 45.000 | 14.997 | 674.85 | 710.10 | 35.25 LT | | |
| | 11/4/10 | 5.000 | 16.338 | 81.69 | 78.90 | (2.79) LT | | |
| | 2/10/11 | 65.000 | 16.542 | 1,075.26 | 1,025.70 | (49.56) LT | | |
| | 10/12/11 | 29.000 | 13.550 | 392.95 | 457.62 | 64.67 ST | | |
| | **Total** | 218.000 | | 3,224.46 | **3,440.04** | 150.91 LT<br>64.67 ST | 119.46 | 3.47 |
| *Share Price. $15.780* | | | | | | | | |
| MURATA MANUFACTURING CO LTD (MRAAY) | 1/6/10 | 100.000 | 13.021 | 1,302.05 | 1,313.00 | 10.95 LT | | |
| | 4/12/10 | 80.000 | 14.420 | 1,153.60 | 1,050.40 | (103.20) LT | | |
| | **Total** | 180.000 | | 2,455.65 | **2,363.40** | (92.25) LT | 41.04 | 1.73 |
| *Share Price: $13.130* | | | | | | | | |
| NATL GRID TRANSCO PLC ADS (NGG) | 3/7/11 | 14.000 | 47.138 | 659.93 | 775.04 | 115.11 LT | | |
| | 5/27/11 | 10.000 | 51.138 | 511.38 | 553.60 | 42.22 LT | | |
| | 6/6/11 | 15.000 | 48.806 | 732.09 | 830.40 | 98.31 LT | | |
| | 8/4/11 | 10.000 | 49.380 | 493.80 | 553.60 | 59.80 LT | | |

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# Holdings

Fiduciary Services Active Assets Account 615-100385-090

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 49.000 | | 2,397.20 | **2,712.64** | 315.44 LT | 152.54 | 5.62 |
| *Share Price: $55.360* | | | | | | | | |
| NINTENDO CO LTD ADR NEW (NTDOY) | 11/8/11 | 22.000 | 19.640 | 432.08 | 349.14 | (82.94) ST | | |
| | 11/11/11 | 23.000 | 20.030 | 460.69 | 365.01 | (95.68) ST | | |
| | 11/30/11 | 16.000 | 18.920 | 302.72 | 253.92 | (48.80) ST | | |
| | **Total** | 61.000 | | 1,195.49 | **968.07** | (227.42) ST | 7.87 | 0.81 |
| *Share Price: $15.870* | | | | | | | | |
| NSK LTD SPONSORED ADR (NPSKY) | 8/17/09 | 50.000 | 12.658 | 632.89 | 575.50 | (57.39) LT | | |
| | 9/3/09 | 25.000 | 12.894 | 322.36 | 287.75 | (34.61) LT | | |
| | 10/12/11 | 49.000 | 14.810 | 725.69 | 563.99 | (161.70) ST | | |
| | 2/16/12 | 44.000 | 15.630 | 687.72 | 506.44 | (181.28) ST | | |
| | **Total** | 168.000 | | 2,368.66 | **1,933.68** | (92.00) LT<br>(342.98) ST | 38.47 | 1.98 |
| *Share Price: $11.510* | | | | | | | | |
| OTSUKA HOLDINGS CO LTD UNS ADR (OTSKY) | 8/2/12 | 51.000 | 15.352 | 782.94 | 768.06 | (14.88) ST | | |
| | 8/3/12 | 48.000 | 15.417 | 740.01 | 722.88 | (17.13) ST | | |
| | **Total** | 99.000 | | 1,522.95 | **1,490.94** | (32.01) ST | — | — |
| *Share Price: $15.060* | | | | | | | | |
| PUBLICIS GROUPE SA ADS (PUBGY) | 12/9/08 | 30.000 | 6.241 | 187.23 | 417.00 | 229.77 LT A | | |
| | 3/26/10 | 86.000 | 10.742 | 923.77 | 1,195.40 | 271.63 LT | | |
| | 5/27/10 | 50.000 | 10.275 | 513.76 | 695.00 | 181.24 LT | | |
| | **Total** | 166.000 | | 1,624.76 | **2,307.40** | 682.64 LT | 28.55 | 1.23 |
| *Share Price: $13.900* | | | | | | | | |
| QINETIQ GRP PLC ADR UNSPONS (QNTQY) | 5/30/12 | 61.000 | 9.497 | 579.29 | **741.76** | 162.47 ST | 9.94 | 1.34 |
| *Share Price: $12.160* | | | | | | | | |
| REXAM PLC ADR NEW (REXMY) | 12/20/10 | 25.000 | 25.644 | 641.09 | 872.50 | 231.41 LT | | |
| | 1/7/11 | 25.000 | 26.974 | 674.35 | 872.50 | 198.15 LT | | |
| | 2/7/11 | 25.000 | 29.745 | 743.62 | 872.50 | 128.88 LT | | |
| | 4/14/11 | 5.000 | 31.000 | 155.00 | 174.50 | 19.50 LT | | |
| | 5/27/11 | 30.000 | 32.595 | 977.85 | 1,047.00 | 69.15 LT | | |
| | 7/1/11 | 25.000 | 31.502 | 787.56 | 872.50 | 84.94 LT | | |
| | 8/2/12 | 11.000 | 33.575 | 369.32 | 383.90 | 14.58 ST | | |

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MorganStanley SmithBarney

# Holdings

Fiduciary Services Active Assets Account 615-100385-090
ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 146.000 | | 4,348.79 | **5,095.40** | 732.03 LT | 167.02 | 3.27 |
| | | | | | | 14.58 ST | | |
| *Share Price. $34.900* | | | | | | | | |
| **ROYAL & SUN ALLIANCE INS GRP (RSANY)** | 4/30/12 | 147.000 | 8.694 | 1,278.06 | 1,295.07 | 17.01 ST | | |
| | 6/20/12 | 37.000 | 8.450 | 312.65 | 325.97 | 13.32 ST | | |
| | **Total** | 184.000 | | 1,590.71 | **1,621.04** | 30.33 ST | 120.70 | 7.44 |
| *Share Price: $8.810; Next Dividend Payable 12/10/12* | | | | | | | | |
| **ROYAL DUTCH SHELL PLC (RDS'A)** | 3/11/09 | 15.000 | 43.420 | 651.30 | 1,041.15 | 389.85 LT | | |
| | 8/31/10 | 20.000 | 53.238 | 1,064.75 | 1,388.20 | 323.45 LT | | |
| | **Total** | 35.000 | | 1,716.05 | **2,429.35** | 713.30 LT | 102.34 | 4.21 |
| *Share Price. $69.410* | | | | | | | | |
| **SAFRAN SA (SAFRY)** | 3/16/12 | 38.000 | 34.622 | 1,315.63 | 1,358.50 | 42.87 ST | | |
| | 4/30/12 | 30.000 | 37.115 | 1,113.46 | 1,072.50 | (40.96) ST | | |
| | **Total** | 68.000 | | 2,429.09 | **2,431.00** | 1.91 ST | 38.96 | 1.60 |
| *Share Price. $35.750* | | | | | | | | |
| **SANOFI ADR (SNY)** | 7/15/11 | 49.000 | 39.264 | 1,923.93 | 2,109.94 | 186.01 LT | | |
| | 8/12/11 | 20.000 | 34.325 | 686.49 | 861.20 | 174.71 LT | | |
| | **Total** | 69.000 | | 2,610.42 | **2,971.14** | 360.72 LT | 98.74 | 3.32 |
| *Share Price: $43 060* | | | | | | | | |
| **SCHNEIDER ELEC SA UNSP ADR (SBGSY)** | 3/18/11 | 115.000 | 16.195 | 1,862.40 | 1,360.45 | (501.95) LT | | |
| | 6/10/11 | 40.000 | 16.238 | 649.50 | 473.20 | (176.30) LT | | |
| | **Total** | 155.000 | | 2,511.90 | **1,833.65** | (678.25) LT | 51.15 | 2.78 |
| *Share Price: $11.830* | | | | | | | | |
| **SHIN ETSU CHEM CO LTD ADR (SHECY)** | 4/28/10 | 124.000 | 14.260 | 1,768.21 | **1,722.36** | (45.85) LT | 32.74 | 1.90 |
| *Share Price: $13.890* | | | | | | | | |
| **SIEMENS AKTIENGESELLSCHAFT (SI)** | 12/2/09 | 2.000 | 101.273 | 202.55 | 200.30 | (2.25) LT | | |
| | 1/26/11 | 5.000 | 128.922 | 644.61 | 500.75 | (143.86) LT | | |
| | 6/7/11 | 5.000 | 132.658 | 663.29 | 500.75 | (162.54) LT | | |

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# Holdings

Fiduciary Services Active Assets Account 615-100385-090

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 12.000 | | 1,510.45 | **1,201.80** | (308.65) LT | 34.15 | 2.84 |
| *Share Price: $100.150; Next Dividend Payable 02/13* | | | | | | | | |
| **TECHTRONIC IND LTD SPONS ADR (TTNDY)** | 1/19/12 | 164.000 | 5.880 | 964.32 | 1,466.16 | 501.84 ST | | |
| | 2/8/12 | 125.000 | 5.970 | 746.25 | 1,117.50 | 371.25 ST | | |
| | **Total** | 289.000 | | 1,710.57 | **2,583.66** | 873.09 ST | 23.70 | 0.91 |
| *Share Price $8.940, Next Dividend Payable 10/09/12* | | | | | | | | |
| **TEVA PHARMACEUTICALS ADR (TEVA)** | 7/17/12 | 39.000 | 41.424 | 1,615.54 | 1,614.99 | (0.55) ST | | |
| | 9/7/12 | 9.000 | 39.908 | 359.17 | 372.69 | 13.52 ST | | |
| | **Total** | 48.000 | | 1,974.71 | **1,987.68** | 12.97 ST | 37.10 | 1.86 |
| *Share Price. $41.410; Next Dividend Payable 12/12* | | | | | | | | |
| **UBS AG NEW (UBS)** | 12/22/11 | 74 000 | 11.783 | 871.93 | 901.32 | 29.39 ST | | |
| | 1/19/12 | 47.000 | 13.348 | 627.36 | 572.46 | (54.90) ST | | |
| | 3/13/12 | 43.000 | 13.798 | 593.33 | 523.74 | (69.59) ST | | |
| | 9/12/12 | 46.000 | 12.963 | 596.31 | 560.28 | (36:03) ST | | |
| | **Total** | 210.000 | | 2,688.93 | **2,557.80** | (131.13) ST | 22.68 | 0.88 |
| *Share Price: $12.180* | | | | | | | | |
| **UNILEVER NV NY SH NEW (UN)** | 3/18/08 | 2.000 | 32.294 | 64.59 | 70.96 | 6.37 LT A | | |
| | 3/28/08 | 34.000 | 33.517 | 1,139.59 | 1,206.32 | 66.73 LT A | | |
| | 3/11/09 | 10.000 | 17.990 | 179.90 | 354.80 | 174.90 LT | | |
| | 10/14/11 | 10.000 | 33.991 | 339.91 | 354.80 | 14.89 ST | | |
| | 3/9/12 | 49.000 | 33.431 | 1,638.10 | 1,738.52 | 100.42 ST | | |
| | **Total** | 105.000 | | 3,362.09 | **3,725.40** | 248.00 LT<br>115.31 ST | 108.57 | 2.91 |
| *Share Price: $35 480* | | | | | | | | |
| **VODAFONE GP PLC ADS NEW (VOD)** | 1/26/11 | 10.000 | 29.007 | 290.07 | 285.00 | (5.07) LT | | |
| | 8/4/11 | 55.000 | 27.585 | 1,517.16 | 1,567.50 | 50.34 LT | | |
| | 9/23/11 | 29.000 | 25.000 | 724.99 | 826.50 | 101.51 LT | | |

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MorganStanley SmithBarney

# Holdings

Fiduciary Services Active Assets Account 615-100385-090

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

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## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 94.000 | | 2,532.22 | **2,679.00** | 146.78 LT | 136.68 | 5.10 |
| *Share Price: $28.500; Next Dividend Payable 02/13* | | | | | | | | |
| **WESFARMERS LTD UNSPONS ADR (WFAFY)** | 2/12/10 | 2.000 | 12.897 | 25.79 | 35.20 | 9.41 LT | | |
| | 6/3/10 | 20.000 | 12.428 | 248.55 | 352.00 | 103.45 LT | | |
| | 10/21/10 | 35.000 | 16.670 | 583.45 | 616.00 | 32.55 LT | | |
| | 4/8/11 | 15.000 | 17.177 | 257.66 | 264.00 | 6.34 LT | | |
| | **Total** | 72.000 | | 1,115.45 | **1,267.20** | 151.75 LT | 55.80 | 4.40 |
| *Share Price: $17.600; Next Dividend Payable 10/15/12* | | | | | | | | |
| **WESTFIELD GROUP SPONSORED ADR (WFGPY)** | 11/30/11 | 70.000 | 17.306 | 1,211.43 | 1,476.30 | 264.87 ST | | |
| | 2/16/12 | 50.000 | 19.740 | 987.00 | 1,054.50 | 67.50 ST | | |
| | **Total** | 120.000 | | 2,198.43 | **2,530.80** | 332.37 ST | 114.24 | 4.51 |
| *Share Price: $21.090* | | | | | | | | |
| **WHEELOCK & CO LTD UNSPON ADR (WHLKY)** | 12/8/10 | 8.000 | 40.277 | 322.22 | 342.00 | 19.78 LT | | |
| | 5/3/11 | 25.000 | 42.397 | 1,059.92 | 1,068.75 | 8.83 LT | | |
| | **Total** | 33.000 | | 1,382.14 | **1,410.75** | 28.61 LT | 16.93 | 1.20 |
| *Share Price: $42.750, Next Dividend Payable 10/15/12* | | | | | | | | |
| **WPP PLC ADR (WPPGY)** | 12/8/10 | 14.000 | 60.281 | 843.93 | 953.82 | 109.89 LT | | |
| | 6/6/12 | 19.000 | 58.267 | 1,107.08 | 1,294.47 | 187.39 ST | | |
| | **Total** | 33.000 | | 1,951.01 | **2,248.29** | 109.89 LT<br>187.39 ST | 66.69 | 2.96 |
| *Share Price: $68.130; Next Dividend Payable 01/13* | | | | | | | | |

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| STOCKS | 96.7% | $124,539.00 | $126,863.31 | $470.05 LT<br>$1,854.24 ST | $3,246.04<br>$0.00 | 2.56% |

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# Holdings

Fiduciary Services Active Assets Account
615-100386-090

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

INTERESTED PARTY COPY

*This section reflects the impact of positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. Please see the "Unsettled Purchases/Sales Activity" section for more information.*
*The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the statement period indicated, which may not reflect the value that could actually be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date.*
*Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates. Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.*
*Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, please see "Special Considerations Regarding Structured Products" in the Disclosures.*
*New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Please refer to the Expanded Disclosures for additional information.*

## CASH, DEPOSITS AND MONEY MARKET FUNDS

*Cash, Deposits and Money Market Funds are generally displayed on a settlement date basis However, Global Currency Deposits may include both settled and unsettled positions Estimated Annual Income, Accrued Interest and APY% will only be displayed for fully settled positions In the event, all or a portion of a Global Currency Deposit position is unsettled as of month end, this data will not be available*

| Description | Value | Estimated Annual Income | 7-Day Current Yield % | Annual Percentage Yield % |
|---|---|---|---|---|
| CASH | $127.85 | | | |
| MORGAN STANLEY BANK N.A. # | 9,771.85 | 5.00 | — | 0.050 |

| | Percentage of Assets % | Market Value | Estimated Annual Income Accrued Interest |
|---|---|---|---|
| CASH, DEPOSITS AND MONEY MARKET FUNDS | 1.5% | $9,899.70 | $5.00<br>$0.00 |

*# Bank Deposits are at Morgan Stanley Bank, N.A., Morgan Stanley Private Bank, National Association, or Citibank, N.A. (Members FDIC), affiliates of Morgan Stanley Smith Barney.*

## STOCKS

### COMMON STOCKS

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| ABBOTT LABORATORIES (ABT) | 12/30/02 | 248.000 | $34.667 | $8,597.35 | **$17,002.88** | $8,405.53 LT A | $505.92 | 2.97 |
| *Share Price. $68.560, Next Dividend Payable 11/12* | | | | | | | | |
| AIR PROD & CHEM INC (APD) | 10/27/10 | 35.000 | 84.392 | 2,953.73 | 2,894.50 | (59.23) LT | | |
| | 5/23/11 | 28.000 | 90.538 | 2,535.07 | 2,315.60 | (219.47) LT | | |
| | Total | 63.000 | | 5,488.80 | **5,210.10** | (278.70) LT | 161.28 | 3.09 |
| *Share Price: $82.700, Next Dividend Payable 11/13/12* | | | | | | | | |

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# Holdings

Fiduciary Services Active Assets Account ROBERT G AND JANE V ENGEL FNDN
615-100386-090 PO BOX 42 [redacted]
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## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| ALTRIA GROUP INC (MO) | 12/30/02 | 252.000 | 9.659 | 2,433.95 | 8,414.28 | 5,980.33 LT A | | |
| | 5/27/08 | 79.000 | 22.399 | 1,769.51 | 2,637.81 | 868.30 LT A | | |
| | 6/4/09 | 92.000 | 17.050 | 1,568.59 | 3,071.88 | 1,503.29 LT | | |
| | **Total** | 423.000 | | 5,772.05 | **14,123.97** | 8,351.92 LT | 744.48 | 5.27 |
| *Share Price: $33.390, Next Dividend Payable 10/10/12* | | | | | | | | |
| AMERICAN EXPRESS CO (AXP) | 12/30/02 | 36.000 | 31.188 | 1,122.78 | 2,046.96 | 924.18 LT A | | |
| | 1/14/04 | 36.000 | 42.246 | 1,520.84 | 2,046.96 | 526.12 LT A | | |
| | **Total** | 72.000 | | 2,643.62 | **4,093.92** | 1,450.30 LT | 57.60 | 1.40 |
| *Share Price: $56.860; Next Dividend Payable 11/12* | | | | | | | | |
| APACHE CORP (APA) | 7/7/11 | 47.000 | 126.106 | 5,926.98 | **4,064.09** | (1,862.89) LT | 31.96 | 0.78 |
| *Share Price: $86.470; Next Dividend Payable 11/12* | | | | | | | | |
| APPLE INC (AAPL) | 2/7/08 | 24.000 | 121.498 | 2,915.95 | 16,010.51 | 13,094.56 LT A | | |
| | 10/27/08 | 16.000 | 95.967 | 1,535.47 | 10,673.67 | 9,138.20 LT A | | |
| | 6/3/09 | 9.000 | 140.088 | 1,260.79 | 6,003.94 | 4,743.15 LT | | |
| | 1/31/12 | 22.000 | 455.344 | 10,017.56 | 14,676.30 | 4,658.74 ST | | |
| | **Total** | 71.000 | | 15,729.77 | **47,364.45** | 26,975.91 LT<br>4,658.74 ST | — | — |
| *Share Price: $667.105; Next Dividend Payable 11/12* | | | | | | | | |
| ARCOS DORADOS HLDGS INC CL-A (ARCO) | 5/23/11 | 132.000 | 22.003 | 2,904.40 | **2,036.76** | (867.64) LT | 31.55 | 1.54 |
| *Share Price. $15.430; Next Dividend Payable 10/12* | | | | | | | | |
| AUTOMATIC DATA PROCESSING INC (ADP) | 3/13/06 | 68.000 | 42.998 | 2,923.86 | 3,988.88 | 1,065.02 LT A | | |
| | 10/20/06 | 46.000 | 42.782 | 1,967.96 | 2,698.36 | 730.40 LT A | | |
| | **Total** | 114.000 | | 4,891.82 | **6,687.24** | 1,795.42 LT | 180.12 | 2.69 |
| *Share Price: $58.660, Next Dividend Payable 10/01/12* | | | | | | | | |
| BLACKROCK INC (BLK) | 9/2/11 | 16.000 | 159.039 | 2,544.63 | 2,852.80 | 308.17 LT | | |
| | 1/31/12 | 16.000 | 181.741 | 2,907.86 | 2,852.80 | (55.06) ST | | |

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# Holdings

Fiduciary Services Active Assets Account 615-100386-090 [redacted]

ROBERT G AND JANE V ENGEL FNDN
PO BOX 42
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INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 32.000 | | 5,452.49 | **5,705.60** | 308.17 LT<br>(55.06) ST | 192.00 | 3.36 |
| *Share Price: $178.300, Next Dividend Payable 12/12* | | | | | | | | |
| **CATERPILLAR INC (CAT)** | 7/11/06 | 29.000 | 73.065 | 2,118.88 | 2,495.16 | 376.28 LT A | | |
| | 5/7/09 | 31.000 | 37.928 | 1,175.77 | 2,667.24 | 1,491.47 LT | | |
| | 5/23/11 | 51.000 | 101.212 | 5,161.82 | 4,388.04 | (773.78) LT | | |
| | **Total** | 111.000 | | 8,456.47 | **9,550.44** | 1,093.97 LT | 230.88 | 2.41 |
| *Share Price: $86.040, Next Dividend Payable 11/12* | | | | | | | | |
| **CHEVRON CORP (CVX)** | 12/30/02 | 165.000 | 33.265 | 5,488.73 | 19,232.40 | 13,743.67 LT A | | |
| | 10/26/04 | 15.000 | 53.777 | 806.65 | 1,748.40 | 941.75 LT A | | |
| | 11/27/09 | 8.000 | 78.579 | 628.63 | 932.48 | 303.85 LT | | |
| | 5/23/11 | 24.000 | 101.359 | 2,432.61 | 2,797.44 | 364.83 LT | | |
| | **Total** | 212.000 | | 9,356.62 | **24,710.72** | 15,354.10 LT | 763.20 | 3.08 |
| *Share Price. $116.560, Next Dividend Payable 12/12* | | | | | | | | |
| **COCA COLA CO (KO)** | 12/30/02 | 508.000 | 21.675 | 11,010.90 | 19,268.44 | 8,257.54 LT A | | |
| | 6/3/09 | 134.000 | 24.494 | 3,282.19 | 5,082.62 | 1,800.43 LT | | |
| | 1/31/12 | 124.000 | 33.671 | 4,175.24 | 4,703.32 | 528.08 ST | | |
| | **Total** | 766.000 | | 18,468.33 | **29,054.38** | 10,057.97 LT<br>528.08 ST | 781.32 | 2.68 |
| *Share Price. $37.930, Next Dividend Payable 10/01/12* | | | | | | | | |
| **CONOCOPHILLIPS (COP)** | 8/31/04 | 65.000 | 28.336 | 1,841.81 | 3,716.70 | 1,874.89 LT | | |
| | 10/26/04 | 42.000 | 33.187 | 1,393.84 | 2,401.56 | 1,007.72 LT | | |
| | 12/21/04 | 30.000 | 33.969 | 1,019.08 | 1,715.40 | 696.32 LT | | |
| | 12/22/04 | 54.000 | 33.422 | 1,804.78 | 3,087.72 | 1,282.94 LT | | |
| | 4/21/05 | 10.000 | 40.047 | 400.47 | 571.80 | 171.33 LT | | |
| | 5/7/09 | 52.000 | 33.912 | 1,763.44 | 2,973.36 | 1,209.92 LT | | |
| | **Total** | 253.000 | | 8,223.42 | **14,466.54** | 6,243.12 LT | 667.92 | 4.61 |
| *Share Price. $57.180; Next Dividend Payable 12/12* | | | | | | | | |
| **ESTEE LAUDER CO INC CL A (EL)** | 12/30/02 | 134.000 | 13.055 | 1,749.37 | **8,250.38** | 6,501.01 LT A | 70.35 | 0.85 |
| *Share Price: $61.570, Next Dividend Payable 12/12* | | | | | | | | |

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# Holdings

Fiduciary Services Active Assets Account 615-100386-090
ROBERT G. AND JANE V. ENGEL FNDN PO BOX 42

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| EXXON MOBIL CORP (XOM) | 4/8/92 | 328.000 | 11.780 | 3,863.68 | 29,995.60 | 26,131.92 LT A | | |
| | 2/5/04 | 23.000 | 40.329 | 927.56 | 2,103.35 | 1,175.79 LT A | | |
| | 6/4/09 | 12.000 | 72.968 | 875.62 | 1,097.40 | 221.78 LT | | |
| | 8/4/09 | 33.000 | 70.300 | 2,319.90 | 3,017.85 | 697.95 LT | | |
| | 2/22/10 | 42.000 | 65.553 | 2,753.23 | 3,840.90 | 1,087.67 LT | | |
| | **Total** | 438.000 | | 10,739.99 | **40,055.10** | 29,315.11 LT | 998.64 | 2.49 |
| *Share Price. $91.450; Next Dividend Payable 12/12* | | | | | | | | |
| FRANKLIN RESOURCES INC (BEN) | 5/30/08 | 43.000 | 101.826 | 4,378.54 | **5,378.01** | 999.47 LT A | 46.44 | 0.86 |
| *Share Price. $125.070; Next Dividend Payable 10/12/12* | | | | | | | | |
| FREEPORT MCMORAN CP&GLD (FCX) | 11/30/09 | 88.000 | 41.709 | 3,670.37 | 3,483.04 | (187.33) LT | | |
| | 2/23/10 | 12.000 | 37.349 | 448.19 | 474.96 | 26.77 LT | | |
| | 2/28/11 | 61.000 | 52.560 | 3,206.15 | 2,414.38 | (791.77) LT | | |
| | 5/23/11 | 49.000 | 47.199 | 2,312.75 | 1,939.42 | (373.33) LT | | |
| | **Total** | 210.000 | | 9,637.46 | **8,311.80** | (1,325.66) LT | 262.50 | 3.15 |
| *Share Price. $39.580; Next Dividend Payable 11/12* | | | | | | | | |
| GENERAL ELECTRIC CO (GE) | 4/8/92 | 480.000 | 34.209 | 16,420.15 | 10,900.80 | (5,519.35) LT A | | |
| | 1/10/03 | 1.000 | 25.900 | 25.90 | 22.71 | (3.19) LT A | | |
| | **Total** | 481.000 | | 16,446.05 | **10,923.51** | (5,522.54) LT | 327.08 | 2.99 |
| *Share Price: $22.710; Next Dividend Payable 10/25/12* | | | | | | | | |
| HSBC HOLDINGS PLC SPON ADR NEW (HBC) | 9/27/04 | 24.000 | 79.145 | 1,899.49 | 1,115.04 | (784.45) LT A | | |
| | 9/28/04 | 39.000 | 79.340 | 3,094.27 | 1,811.94 | (1,282.33) LT A | | |
| | 12/21/04 | 8.000 | 84.826 | 678.61 | 371.68 | (306.93) LT A | | |
| | 12/22/04 | 18.000 | 85.065 | 1,531.17 | 836.28 | (694.89) LT A | | |
| | 12/23/04 | 11.000 | 85.197 | 937.17 | 511.06 | (426.11) LT A | | |
| | 7/6/05 | 9.000 | 79.833 | 718.50 | 418.14 | (300.36) LT A | | |
| | 4/8/09 | 45.000 | 18.488 | 831.94 | 2,090.70 | 1,258.76 LT | | |
| | **Total** | 154.000 | | 9,691.15 | **7,154.84** | (2,536.31) LT | 315.70 | 4.41 |
| *Share Price: $46.460* | | | | | | | | |
| INTEL CORP (INTC) | 12/30/02 | 475.000 | 15.970 | 7,585.71 | 10,761.12 | 3,175.41 LT A | | |
| | 9/20/06 | 5.000 | 19.610 | 98.05 | 113.27 | 15.22 LT A | | |
| | **Total** | 480.000 | | 7,683.76 | **10,874.40** | 3,190.63 LT | 432.00 | 3.97 |
| *Share Price: $22.655; Next Dividend Payable 12/12* | | | | | | | | |

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# Holdings

Fiduciary Services Active Assets Account 615-100386-090

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| INTL BUSINESS MACHINES CORP (IBM) | 1/20/10 | 42.000 | 130.333 | 5,473.97 | 8,712.90 | 3,238.93 LT | | |
| | 3/11/10 | 39.000 | 127.453 | 4,970.68 | 8,090.55 | 3,119.87 LT | | |
| | 9/11/12 | 14.000 | 202.506 | 2,835.08 | 2,904.30 | 69.22 ST | | |
| | **Total** | 95.000 | | 13,279.73 | **19,707.75** | 6,358.80 LT<br>69.22 ST | 323.00 | 1.63 |
| *Share Price: $207.450, Next Dividend Payable 12/12* | | | | | | | | |
| INTUITIVE SURGICAL INC (ISRG) | 5/7/08 | 7.000 | 293.644 | 2,055.51 | 3,469.41 | 1,413.90 LT A | | |
| | 4/3/09 | 9.000 | 97.076 | 873.68 | 4,460.67 | 3,586.99 LT | | |
| | 3/8/11 | 1.000 | 330.900 | 330.90 | 495.63 | 164.73 LT | | |
| | **Total** | 17.000 | | 3,260.09 | **8,425.71** | 5,165.62 LT | — | — |
| *Share Price. $495.630* | | | | | | | | |
| JOHNSON & JOHNSON (JNJ) | 12/30/02 | 103.000 | 53.638 | 5,524.67 | 7,097.73 | 1,573.06 LT A | | |
| | 3/4/04 | 87.000 | 53.069 | 4,617.04 | 5,995.17 | 1,378.13 LT A | | |
| | 3/31/09 | 29.000 | 53.133 | 1,540.87 | 1,998.39 | 457.52 LT | | |
| | 6/4/09 | 32.000 | 55.860 | 1,787.52 | 2,205.12 | 417.60 LT | | |
| | **Total** | 251.000 | | 13,470.10 | **17,296.41** | 3,826.31 LT | 612.44 | 3.54 |
| *Share Price: $68.910, Next Dividend Payable 12/12* | | | | | | | | |
| JPMORGAN CHASE & CO (JPM) | 4/8/92 | 115.000 | 12.862 | 1,479.08 | 4,655.20 | 3,176.12 LT A | | |
| | 12/2/04 | 30.000 | 38.582 | 1,157.46 | 1,214.40 | 56.94 LT A | | |
| | 1/13/09 | 79.000 | 25.292 | 1,998.04 | 3,197.92 | 1,199.88 LT A | | |
| | 6/2/09 | 42.000 | 34.948 | 1,467.82 | 1,700.16 | 232.34 LT | | |
| | 1/24/11 | 35.000 | 45.021 | 1,575.74 | 1,416.80 | (158.94) LT | | |
| | **Total** | 301 000 | | 7,678.14 | **12,184.48** | 4,506.34 LT | 361 20 | 2.96 |
| *Share Price: $40.480, Next Dividend Payable 10/12* | | | | | | | | |
| KRAFT FOODS INC CL A (KFT) | 10/22/10 | 168.000 | 31.842 | 5,349.51 | **6,946.80** | 1,597.29 LT | 194.88 | 2.80 |
| *Share Price: $41.350, Next Dividend Payable 10/15/12* | | | | | | | | |
| MC DONALDS CORP (MCD) | 12/30/02 | 80.000 | 15.550 | 1,244.01 | 7,340.00 | 6,095.99 LT A | | |
| | 6/3/09 | 48.000 | 60.693 | 2,913.26 | 4,404.00 | 1,490.74 LT | | |
| | 11/27/09 | 66.000 | 63.644 | 4,200.52 | 6,055.50 | 1,854.98 LT | | |
| | **Total** | 194.000 | | 8,357.79 | **17,799.50** | 9,441.71 LT | 597.52 | 3.35 |
| *Share Price: $91.750; Next Dividend Payable 12/12* | | | | | | | | |

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## STOCKS

**COMMON STOCKS** (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| MC GRAW HILL COS INC (MHP) | 12/30/02 | 159.000 | 30.470 | 4,844.74 | **8,679.81** | 3,835.07 LT A | 162.18 | 1.86 |
| *Share Price: $54.590, Next Dividend Payable 12/12* | | | | | | | | |
| MEDTRONIC INC (MDT) | 7/19/07 | 31.000 | 51.986 | 1,611.57 | 1,336.72 | (274.85) LT A | | |
| | 10/25/07 | 44.000 | 47.578 | 2,093.42 | 1,897.28 | (196.14) LT A | | |
| | **Total** | 75.000 | | 3,704.99 | **3,234.00** | (470.99) LT | 78.00 | 2.41 |
| *Share Price. $43.120; Next Dividend Payable 10/12* | | | | | | | | |
| MERCK & CO INC NEW COM (MRK) | 4/8/92 | 111.000 | 8.054 | 894.03 | 5,005.54 | 4,111.51 LT A | | |
| | 6/5/09 | 13.000 | 26.269 | 341.50 | 586.23 | 244.73 LT | | |
| | 7/1/09 | 34.000 | 28.019 | 952.66 | 1,533.23 | 580.57 LT | | |
| | **Total** | 158.000 | | 2,188.19 | **7,125.01** | 4,936.81 LT | 265.44 | 3.72 |
| *Share Price: $45.095; Next Dividend Payable 10/05/12* | | | | | | | | |
| NESTLE SPON ADR REP REG SHR (NSRGY) | 12/30/02 | 292.000 | 21.216 | 6,195.16 | **18,457.32** | 12,262.16 LT A | 517.42 | 2.80 |
| *Share Price. $63.210, Next Dividend Payable 05/13* | | | | | | | | |
| NEWS CORP LTD CL A DEL (NWSA) | 12/30/02 | 198.000 | 10.705 | 2,119.59 | 4,851.98 | 2,732.39 LT A | | |
| | 7/6/05 | 127.000 | 16.092 | 2,043.72 | 3,112.13 | 1,068.41 LT A | | |
| | **Total** | 325.000 | | 4,163.31 | **7,964.12** | 3,800.80 LT | 55.25 | 0.69 |
| *Share Price: $24.505; Next Dividend Payable 10/17/12* | | | | | | | | |
| NOVO NORDISK A/S ADR (NVO) | 5/6/08 | 13.000 | 68.325 | 888.23 | 2,051.53 | 1,163.30 LT A | | |
| | 5/7/08 | 32.000 | 66.841 | 2,138.92 | 5,049.92 | 2,911.00 LT A | | |
| | 5/8/08 | 5.000 | 67.062 | 335.31 | 789.05 | 453.74 LT A | | |
| | 5/9/08 | 5.000 | 67.396 | 336.98 | 789.05 | 452.07 LT A | | |
| | 5/12/08 | 6.000 | 67.740 | 406.44 | 946.86 | 540.42 LT A | | |
| | **Total** | 61.000 | | 4,105.88 | **9,626.41** | 5,520.53 LT | 111.75 | 1.16 |
| *Share Price: $157.810* | | | | | | | | |
| OCCIDENTAL PETROLEUM CORP DE (OXY) | 10/20/04 | 7.000 | 28.514 | 199.60 | 602.42 | 402.82 LT A | | |
| | 10/21/04 | 38.000 | 28.751 | 1,092.53 | 3,270.28 | 2,177.75 LT A | | |
| | 12/2/04 | 14.000 | 28.316 | 396.43 | 1,204.84 | 808.41 LT A | | |
| | 12/21/04 | 56.000 | 29.475 | 1,650.60 | 4,819.36 | 3,168.76 LT A | | |
| | 5/23/11 | 29.000 | 99.188 | 2,876.45 | 2,495.74 | (380.71) LT | | |
| | 9/2/11 | 15.000 | 84.327 | 1,264.90 | 1,290.90 | 26.00 LT | | |

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# Holdings

Fiduciary Services Active Assets Account 615-100386-090

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

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 159.000 | | 7,480.51 | **13,683.54** | 6,203.03 LT | 343.44 | 2.50 |
| *Share Price: $86.060, Next Dividend Payable 10/15/12* | | | | | | | | |
| **ORACLE CORP (ORCL)** | 5/15/12 | 165.000 | 26.996 | 4,454.32 | **5,190.90** | 736.58 ST | 39.60 | 0.76 |
| *Share Price: $31.460; Next Dividend Payable 11/12* | | | | | | | | |
| **PEPSICO INC NC (PEP)** | 12/30/02 | 196.000 | 42.181 | 8,267.56 | **13,870.92** | 5,603.36 LT A | 421.40 | 3.03 |
| *Share Price: $70.770; Next Dividend Payable 12/12* | | | | | | | | |
| **PHILIP MORRIS INTL INC (PM)** | 12/30/02 | 280.000 | 22.009 | 6,162.46 | 25,183.20 | 19,020.74 LT A | | |
| | 4/10/08 | 38.000 | 49.014 | 1,862.52 | 3,417.72 | 1,555.20 LT A | | |
| | 5/27/08 | 42.000 | 51.590 | 2,166.78 | 3,777.48 | 1,610.70 LT A | | |
| | 1/13/09 | 64.000 | 42.461 | 2,717.48 | 5,756.16 | 3,038.68 LT A | | |
| | 3/31/09 | 22.000 | 36.240 | 797.27 | 1,978.68 | 1,181.41 LT | | |
| | **Total** | 446.000 | | 13,706.51 | **40,113.24** | 26,406.73 LT | 1,516.40 | 3.78 |
| *Share Price: $89.940; Next Dividend Payable 10/11/12* | | | | | | | | |
| **PHILLIPS 66 COM (PSX)** | 8/31/04 | 32.000 | 16.839 | 538.84 | 1,483.84 | 945.00 LT | | |
| | 10/26/04 | 21.000 | 19.725 | 414.23 | 973.77 | 559.54 LT | | |
| | 12/21/04 | 15.000 | 20.190 | 302.85 | 695.55 | 392.70 LT | | |
| | 12/22/04 | 27.000 | 19.865 | 536.35 | 1,251.99 | 715.64 LT | | |
| | 4/21/05 | 5.000 | 23.804 | 119.02 | 231.85 | 112.83 LT | | |
| | 5/7/09 | 26.000 | 20.157 | 524.07 | 1,205.62 | 681.55 LT | | |
| | **Total** | 126.000 | | 2,435.36 | **5,842.62** | 3,407.26 LT | 100.80 | 1.72 |
| *Share Price. $46 370; Next Dividend Payable 12/12* | | | | | | | | |
| **PRAXAIR INC (PX)** | 3/9/05 | 10.000 | 48.079 | 480.79 | 1,038.80 | 558.01 LT A | | |
| | 3/10/05 | 27.000 | 47.880 | 1,292.75 | 2,804.76 | 1,512.01 LT A | | |
| | 3/24/06 | 22.000 | 55.658 | 1,224.48 | 2,285.36 | 1,060.88 LT A | | |
| | 11/25/09 | 23.000 | 82.862 | 1,905.82 | 2,389.24 | 483 42 LT | | |
| | **Total** | 82.000 | | 4,903.84 | **8,518.16** | 3,614.32 LT | 180.40 | 2.11 |
| *Share Price: $103.880; Next Dividend Payable 12/12* | | | | | | | | |
| **PROCTER & GAMBLE (PG)** | 12/30/02 | 198.000 | 43.500 | 8,613.01 | 13,733.28 | 5,120.27 LT A | | |
| | 1/14/04 | 68.000 | 50.160 | 3,410.88 | 4,716.48 | 1,305.60 LT A | | |

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# Holdings

Fiduciary Services Active Assets Account 615-100386-090
ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42 [redacted]

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 266.000 | | 12,023.89 | **18,449.76** | 6,425.87 LT | 597.97 | 3.24 |
| *Share Price: $69.360; Next Dividend Payable 11/12* | | | | | | | | |
| **QUALCOMM INC (QCOM)** | 11/30/06 | 89.000 | 36.511 | 3,249.47 | 5,559.83 | 2,310.36 LT A | | |
| | 5/23/08 | 61.000 | 47.305 | 2,885.62 | 3,810.67 | 925.05 LT A | | |
| | **Total** | 150.000 | | 6,135.09 | **9,370.50** | 3,235.41 LT | 150.00 | 1.60 |
| *Share Price. $62.470; Next Dividend Payable 12/12* | | | | | | | | |
| **RIO TINTO PLC SPON ADR (RIO)** | 10/22/10 | 94.000 | 64.107 | 6,026.09 | 4,395.44 | (1,630.65) LT | | |
| | 3/1/11 | 26.000 | 70.193 | 1,825.01 | 1,215.76 | (609.25) LT | | |
| | **Total** | 120.000 | | 7,851.10 | **5,611.20** | (2,239.90) LT | 198.60 | 3.53 |
| *Share Price. $46.760* | | | | | | | | |
| **ROCHE HOLDINGS ADR (RHHBY)** | 1/21/10 | 7.000 | 44.630 | 312.41 | 328.93 | 16.52 LT | | |
| | 1/25/10 | 118.000 | 43.600 | 5,144.80 | 5,544.82 | 400.02 LT | | |
| | 1/28/10 | 66.000 | 43.107 | 2,845.08 | 3,101.34 | 256.26 LT | | |
| | 2/23/10 | 8.000 | 41.510 | 332.08 | 375.92 | 43.84 LT | | |
| | **Total** | 199.000 | | 8,634.37 | **9,351.01** | 716.64 LT | 306.86 | 3.28 |
| *Share Price: $46.990* | | | | | | | | |
| **ROYAL DUTCH SHELL PLC (RDS'A)** | 12/30/02 | 65.000 | 44.071 | 2,864.61 | 4,511.65 | 1,647.04 LT A | | |
| | 6/27/05 | 31.000 | 64.558 | 2,001.31 | 2,151.71 | 150.40 LT A | | |
| | 10/27/08 | 64.000 | 46.208 | 2,957.34 | 4,442.24 | 1,484.90 LT A | | |
| | 3/31/09 | 8.000 | 44.835 | 358.68 | 555.28 | 196.60 LT | | |
| | 2/22/10 | 20.000 | 55.674 | 1,113.47 | 1,388.20 | 274.73 LT | | |
| | 6/1/11 | 18.000 | 70.738 | 1,273.28 | 1,249.38 | (23.90) LT | | |
| | **Total** | 206.000 | | 10,568.69 | **14,298.46** | 3,729.77 LT | 602.34 | 4.21 |
| *Share Price. $69.410* | | | | | | | | |
| **SABMILLER PLC SPONS ADR (SBMRY)** | 3/22/12 | 76.000 | 40.475 | 3,076.10 | **3,344.00** | 267.90 ST | 66.65 | 1.99 |
| *Share Price: $44.000* | | | | | | | | |
| **TARGET CORPORATION (TGT)** | 12/30/02 | 133.000 | 29.929 | 3,980.51 | 8,441.51 | 4,461.00 LT A | | |
| | 2/28/11 | 83.000 | 52.300 | 4,340.86 | 5,268.01 | 927.15 LT | | |

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MorganStanley SmithBarney

# Holdings

Fiduciary Services Active Assets Account 615-100386-090 ROBERT G. AND JANE V. ENGEL FNDN PO BOX 42

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| | **Total** | 216.000 | | 8,321.37 | **13,709.52** | 5,388.15 LT | 311.04 | 2.26 |
| *Share Price. $63.470, Next Dividend Payable 12/12* | | | | | | | | |
| **TEXAS INSTRUMENTS (TXN)** | 11/30/06 | 34.000 | 29 675 | 1,008.96 | 936.86 | (72.10) LT A | | |
| | 9/5/07 | 86.000 | 35.312 | 3,036.85 | 2,369.72 | (667.13) LT A | | |
| | 10/25/07 | 74.000 | 31.190 | 2,308.07 | 2,039.06 | (269.01) LT A | | |
| | 10/25/10 | 45.000 | 28.917 | 1,301.27 | 1,239.97 | (61.30) LT | | |
| | **Total** | 239.000 | | 7,655.15 | **6,585.64** | (1,069.54) LT | 200.76 | 3.04 |
| *Share Price. $27.555; Next Dividend Payable 11/12* | | | | | | | | |
| **TIME WARNER CABLE INC NEW (TWC)** | 9/2/11 | 41.000 | 63.986 | 2,623.41 | **3,897.46** | 1,274.05 LT | 91.84 | 2.35 |
| *Share Price: $95 060; Next Dividend Payable 12/12* | | | | | | | | |
| **TOTAL S A SPON ADR (TOT)** | 3/1/05 | 6.000 | 58.398 | 350.39 | 300.60 | (49.79) LT A | | |
| | 3/10/05 | 74.000 | 59.222 | 4,382.46 | 3,707.40 | (675.06) LT A | | |
| | 4/21/05 | 14.000 | 55.926 | 782.97 | 701.40 | (81.57) LT A | | |
| | 10/10/05 | 62 000 | 63.259 | 3,922.04 | 3,106.20 | (815.84) LT A | | |
| | 12/2/05 | 6.000 | 63.407 | 380.44 | 300.60 | (79.84) LT A | | |
| | 10/27/08 | 42.000 | 45.861 | 1,926.17 | 2,104.20 | 178.03 LT A | | |
| | 2/22/10 | 13 000 | 58.160 | 756.08 | 651.30 | (104.78) LT | | |
| | 3/1/11 | 15.000 | 60.305 | 904.58 | 751.50 | (153.08) LT | | |
| | 6/1/11 | 23.000 | 57.033 | 1,311.76 | 1,152.30 | (159.46) LT | | |
| | 9/2/11 | 26.000 | 47.704 | 1,240.30 | 1,302.60 | 62.30 LT | | |
| | **Total** | 281.000 | | 15,957.19 | **14,078.10** | (1,879.09) LT | 689.01 | 4.89 |
| *Share Price. $50.100; Next Dividend Payable 10/18/12* | | | | | | | | |
| **UNITED TECHNOLOGIES CORP (UTX)** | 5/16/06 | 8.000 | 65.158 | 521.26 | 626.32 | 105.06 LT A | | |
| | 9/20/06 | 50.000 | 64.330 | 3,216.50 | 3,914.50 | 698.00 LT A | | |
| | 10/25/07 | 43.000 | 75.727 | 3,256.24 | 3,366.47 | 110.23 LT A | | |
| | 5/23/11 | 31.000 | 85.895 | 2,662.74 | 2,426.99 | (235.75) LT | | |
| | **Total** | 132.000 | | 9,656.74 | **10,334.28** | 677.54 LT | 282.48 | 2.73 |
| *Share Price· $78.290, Next Dividend Payable 12/12* | | | | | | | | |

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MorganStanley SmithBarney

# Holdings

Fiduciary Services Active Assets Account 615-100386-090

ROBERT G AND JANE V ENGEL FNDN
PO BOX 42 [redacted]

INTERESTED PARTY COPY

## STOCKS

### COMMON STOCKS (CONTINUED)

| Security Description | Trade Date | Quantity | Unit Cost | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income | Dividend Yield % |
|---|---|---|---|---|---|---|---|---|
| WAL MART STORES INC (WMT) | 12/30/02 | 130.000 | 50.250 | 6,532.51 | 9,594.00 | 3,061.49 LT A | | |
| | 7/6/05 | 15.000 | 49.461 | 741.91 | 1,107.00 | 365.09 LT A | | |
| | 3/31/09 | 12.000 | 52.349 | 628.19 | 885.60 | 257.41 LT | | |
| | 5/14/09 | 23.000 | 49.468 | 1,137.77 | 1,697.40 | 559.63 LT | | |
| | 6/4/09 | 7.000 | 50.739 | 355.17 | 516.60 | 161.43 LT | | |
| | **Total** | 187.000 | | 9,395.55 | **13,800.60** | 4,405.05 LT | 297.33 | 2.15 |
| *Share Price. $73.800, Next Dividend Payable 12/12* | | | | | | | | |
| WALGREEN CO (WAG) | 12/30/02 | 118.000 | 28.911 | 3,411.56 | 4,299.92 | 888.36 LT A | | |
| | 6/3/09 | 56.000 | 31.096 | 1,741.40 | 2,040.64 | 299.24 LT | | |
| | **Total** | 174.000 | | 5,152.96 | **6,340.56** | 1,187.60 LT | 191.40 | 3.01 |
| *Share Price. $36.440; Next Dividend Payable 12/12* | | | | | | | | |
| WALT DISNEY CO HLDG CO (DIS) | 3/11/10 | 104.000 | 33.663 | 3,500.97 | 5,437.12 | 1,936.15 LT | | |
| | 3/1/11 | 26.000 | 43.116 | 1,121.02 | 1,359.28 | 238.26 LT | | |
| | **Total** | 130.000 | | 4,621.99 | **6,796.40** | 2,174.41 LT | 78.00 | 1.14 |
| *Share Price: $52.280; Next Dividend Payable 01/13* | | | | | | | | |
| XILINX INC (XLNX) | 5/15/12 | 72.000 | 32.943 | 2,371.89 | **2,405.52** | 33.63 ST | 63.36 | 2.63 |
| *Share Price: $33.410, Next Dividend Payable 11/12* | | | | | | | | |

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| STOCKS | 98.5% | $394,129.66 | $638,058.84 | $237,690.00 LT<br>$6,239.09 ST | $16,809.70<br>$0.00 | 2.64% |

| | Percentage of Assets % | Total Cost | Market Value | Unrealized Gain/(Loss) | Estimated Annual Income / Accrued Interest | Yield % |
|---|---|---|---|---|---|---|
| TOTAL MARKET VALUE | 100.0% | $394,129.66 | $647,958.54 | $237,690.00 LT<br>$6,239.09 ST | $16,814.70<br>$0.00 | 2.59% |

TOTAL VALUE (includes accrued interest) $647,958.54

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

*Unrealized Gain/(Loss) Totals only reflect positions that have cost basis information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included.*

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ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| MSSB #100383-090 SEE STATEMENT | 206,646. | 214,624. |
| TOTALS | 206,646. | 214,624. |

ATTACHMENT 9

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

| DESCRIPTION | | AMOUNT |
|---|---|---|
| ADJ TO COST BASIS- 385-090 | | 375. |
| | TOTAL | 375. |

ATTACHMENT 10

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

| DESCRIPTION | AMOUNT |
| --- | --- |
| ADJ TO COST BASIS OF DONATED SECURITIES | 104,159. |
| TOTAL | 104,159. |

**Jane V Engel Foundation**
**Stock Contribution**
**FYE 9/30/2012**
**EIN: 22-2764445**

| Stock | Date of Contribution | Quantity | FMV | Carryover Cost Bais | Adjustment to Basis |
|---|---|---|---|---|---|
| IBM | 8/7/2012 | 550 | $ 109,961 50 | $ 5,802 58 | $ 104,158 92 |

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

ATTACHMENT 11

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | | | |
|---|---|---|---|---|
| ROBERT A. ENGEL<br>1601 QUEENS ROAD WEST<br>CHARLOTTE, NC 28207-243 | TRUSTEE | 0 | 0 | 0 |
| JANE V. ENGEL<br>80 WEARIMUS ROAD<br>HO-HO-KUS, NJ 07423-0042 | PRESIDENT | 0 | 0 | 0 |
| JENNIFER E. YOUNG<br>927 TAUGANNOCK BLVD.<br>ITHACA, NY 14850 | TRUSTEE | 0 | 0 | 0 |
| ELIZABETH HUNTER ENGEL<br>22 BELLEVUE AVENUE<br>SOUTH PORTLAND, ME 04106 | TRUSTEE | 0 | 0 | 0 |
| | GRAND TOTALS | 0 | 0 | 0 |

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

ATTACHMENT 12

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| AKC MUSEUM OF THE DOG<br>1721 SOUTH MASON ROAD<br>ST. LOUIS, MO 63131 | NONE<br>EXEMPT | GENERAL | 10,000 |
| ANIMAL REFUGE LEAGUE<br>P O. BOX 336<br>WESTBROOK, ME 04098 | NONE<br>EXEMPT | GENERAL | 1,000. |
| BIRCH ROCK CAMP<br>30 BELLEVUE AVENUE<br>SOUTH PORTLAND, ME 04106 | NONE<br>EXEMPT | GENERAL | 1,500. |
| CANCER COMMUNITY CENTER<br>778 MAIN STREET<br>SOUTH PORTLAND, ME 04106 | NONE<br>EXEMPT | GENERAL | 2,000. |
| CANCER RESOURCE CENTER OF THE FINGER LAKES<br>612 WEST STATE STREET<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 250. |
| CATHEDRAL CHURCH OF ST. JOHN THE DIVINE<br>1047 AMSTERDAM AVENUE<br>NEW YORK, NY 10025 | NONE<br>EXEMPT | GENERAL | 16,500 |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| CAYUGA LAKE WATERSHED NETWORK<br>P O. BOX 348<br>AURORA, NY 13026 | NONE<br>EXEMPT | GENERAL | 250. |
| CAYUGA MEDICAL CENTER AT ITHACA<br>101 DATES DRIVE<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 250. |
| CAYUGA NATURE CENTER<br>1420 TAUGHANNOCK BOULEVARD<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 500 |
| CENTER FOR ORANGUTAN AND CHIMPANZEE CONSERVATION<br>BOX 488<br>WAUCHULA, FL 33873 | NONE<br>EXEMPT | GENERAL | 3,500. |
| CHARLOTTE COUNTRY DAY SCHOOL<br>1440 CARMEL ROAD<br>CHARLOTTE, NC 28226 | NONE<br>EXEMPT | GENERAL | 7,500. |
| COLET FOUNDATION<br>C/O ROBERT A. ENGEL<br>1601 QUEENS ROAD WEST<br>CHARLOTTE, NC 28207-2433 | NONE<br>EXEMPT | GENERAL | 750. |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| CORNELL PLANTATIONS<br>ONE PLANTATION ROAD<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 23,000 |
| CORNELL UNIVERSITY, LABORATORY OF ORNITHOLOGY<br>159 SAPSUCKER WOODS ROAD<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 13,000. |
| CORNELL UNIVERSITY, OFFICE OF DEVELOPMENT<br>130 E SENECA STREET<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 2,500 |
| CSMA<br>330 E. STATE STREET<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 750. |
| DEERFIELD ACADEMY<br>MAIN STREET<br>DEERFIELD, CT 01342 | NONE<br>EXEMPT | GENERAL | 3,000 |
| EVER AFTER MUSTANG RESCUE<br>463 WEST STREET<br>BIDDEFORD, ME 04005 | NONE<br>EXEMPT | GENERAL | 1,500. |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| FAMILY & CHILDREN'S SERVICES OF ITHACA<br>127 W. STATE STREET<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 1,500. |
| FIRST CHURCH OF CHRIST SCIENTIST<br>8 HILLSIDE AVENUE<br>MONTCLAIR, NJ 07042 | NONE<br>EXEMPT | GENERAL | 250. |
| FIRST CHURCH OF CHRIST SCIENTIST<br>1048 E. MOREHEAD STREET<br>CHARLOTTE, NC 28204 | NONE<br>EXEMPT | GENERAL | 250 |
| HANGAR THEATRE, DEVELOPMENT OFFICE<br>P.O. BOX 205<br>ITHACA, NY 14851 | NONE<br>EXEMPT | GENERAL | 500. |
| HISTORY CENTER<br>401 E. STATE STREET<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 500. |
| HOSPICARE<br>127 E. KIND ROAD<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 500. |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| HUTCHISON SCHOOL<br>1740 RIDGEWAY ROAD<br>MEMPHIS, TN 38119 | NONE<br>EXEMPT | GENERAL | 3,000. |
| ITHACA PUBLIC EDUCATION INITIATIVE<br>P O. BOX 4268<br>ITHACA, NY 14852 | NONE<br>EXEMPT | GENERAL | 11,000. |
| MAINE AUDUBON SOCIETY<br>20 GISLAND FARM ROAD<br>FALMOUTH, ME 04105 | NONE<br>EXEMPT | GENERAL | 1,000. |
| MAINE STATE SOCIETY FOR PROTECTION OF ANIMALS<br>P O. BOX 10<br>SOUTH WINDHAM, ME 04082 | NONE<br>EXEMPT | GENERAL | 1,000. |
| MEMPHIS UNIVERSITY SCHOOL<br>619 PARK AVENUE<br>MEMPHIS, TN 38119 | NONE<br>EXEMPT | GENERAL | 250. |
| MORRIS MUSEUM<br>6 NORMANDY HEIGHTS ROAD<br>MORRISTOWN, NJ 07960 | NONE<br>EXEMPT | GENERAL | 8,000. |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| PLANNED PARENTHOOD<br>100 WESTINGHOUSE CIRCLE<br>HORSEHEAD, NY 14845 | NONE<br>EXEMPT | GENERAL | 1,000. |
| PRINCETON UNIVERSITY<br>P.O BOX 39<br>PRINCETON, NJ 08540 | NONE<br>EXEMPT | GENERAL | 5,000. |
| RUNNING TO PLACES PRODUCTIONS<br>1774 DANBY ROAD<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 350. |
| SCIENCENTER, DEVELOPMENT OFFICE<br>601 FIRST STREET<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 2,000. |
| SECOND CHURCH OF CHRIST SCIENTIST<br>3535 CENTRAL AVENUE<br>MEMPHIS, TN 38111 | NONE<br>EXEMPT | GENERAL | 500 |
| SOUTHERN MAIN AGENCY ON AGING<br>136 U.S. RT. 1<br>SCARBOROUGH, ME 04074 | NONE<br>EXEMPT | GENERAL | 2,000. |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| SPCA, TOMPKINS COUNTY CHAPTER<br>1640 HANSHAW ROAD<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 1,000. |
| STATE THEATRE<br>107 W. STATE STREET<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 3,000. |
| STONELEIGH-BURNHAM SCHOOL<br>BERNARDSTON ROAD<br>GREENFIELD, MA 01301 | NONE<br>EXEMPT | GENERAL | 4,500. |
| THE IVY 1879 FOUNDATION<br>P.O. BOX 1414<br>PRINCETON, NJ 08542 | NONE<br>EXEMPT | GENERAL | 2,500. |
| THE KITCHEN THEATRE<br>108 WEST STATE STREET<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 500. |
| THE RAPTOR TRUST<br>1390 WHITE BRIDGE ROAD<br>MILLINGTON, NJ 07946 | NONE<br>EXEMPT | GENERAL | 12,500. |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| THE RINK<br>1767 E. SHORE DRIVE<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 1,000. |
| THE SEEING EYE<br>P O. BOX 375<br>MORRISTOWN, NJ 07963 | NONE<br>EXEMPT | GENERAL | 55,000. |
| TOMPKINS COUNTY PUBLIC LIBRARY<br>101 E. GREEN STREET<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 1,000. |
| VALLEY HOSPITAL FOUNDATION<br>223 N. VAN DIEN STREET<br>RIDGEWOOD, NJ 07450 | NONE<br>EXEMPT | GENERAL | 47,000. |
| WILDLIFE CONSERVATION SOCIETY<br>2300 SOUTHERN BOULEVARD<br>BRONX, NY 10460 | NONE<br>EXEMPT | GENERAL | 25,500. |
| CINEMAPOLIS<br>120 E. GREEN STREET<br>ITHACA, NY 14851 | NONE<br>EXEMPT | GENERAL | 250 |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| HEALING HEARTS EQUINE RESCUE<br>P.O. BOX 773<br>ITHACA, NY 14852 | NONE<br>EXEMPT | GENERAL | 1,500. |
| MAINE CANCER FOUNDATION<br>170 U.S ROUTE 1 - SUITE 250<br>FALMOUTH, ME 04105 | NONE<br>EXEPMT | GENERAL | 1,000. |
| RACKER CENTERS<br>3226 WILKINS ROAD<br>SOUTH PORTLAND, ME 04106 | NONE<br>EXEMPT | GENERAL | 500. |
| SOUTH PORTLAND LAND TRUST<br>P.O. BOX 2312<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 1,000. |
| TEACH FOR AMERICA<br>5855 EXECUTIVE CENTER DRIVE - SUITE 200<br>CHARLOTTE, NC 28212 | NONE<br>EXEMPT | GENERAL | 5,000. |
| BAKER INSTITUTE FOR ANIMAL HEALTH<br>COLLEGE OF VETERINARY MEDICINE, CORNELL UNIVERSITY<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 5,000. |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| CAPE ELIZABETH LAND TRUST<br>PO BOX 265 CCB<br>CAPE ELIZABETH, ME 04107 | NONE<br>EXEMPT | GENERAL | 1,000. |
| DORIANTHIA CHAPTER #19<br>PHOES, PO BOX 6684<br>ITHACA, NY 14851 | NONE<br>EXEMPT | GENERAL | 150 |
| LUCKY PUP DOG RESCUE<br>PO BOX 461<br>KENNEBUNKPORT, ME 04046 | NONE<br>EXEMPT | GENERAL | 1,000. |
| UNION COLLEGE PARENT FUND<br>ABBE HALL, 807 UNION STREET<br>SCHENECTADY, NY 12308 | NONE<br>EXEMPT | GENERAL | 250. |
| FAMILY READING PROGRAM<br>54 GUNDERMAN ROAD<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 250. |
| FRIENDS OF MAINE WILDLIFE PARK<br>P.O. BOX 1231<br>GRAY, ME 04039 | NONE<br>EXEMPT | GENERAL | 1,000. |

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

ATTACHMENT 12 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| MAINE ANIMAL REHABILITATION CENTER<br>11 HILLS BEACH ROAD<br>BIDDEFORD, ME 04005 | NONE<br>EXEMPT | GENERAL | 1,000. |
| MIRA'S MOVEMENT<br>120 E. STATE STREET - 2ND FLOOR<br>ITHACA, NY 14850 | NONE<br>EXEMPT | GENERAL | 250. |
| WILD ENTRUST INTERNATIONAL<br>C/O GULF INDUSTRIES<br>P.O. BOX 24687<br>SEATTLE, WA 98124 | NONE<br>EXEMPT | GENERAL | 1,000. |
| | | TOTAL CONTRIBUTIONS PAID | 300,000 |

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

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

ATTACHMENT 13

| DESCRIPTION | BUSINESS CODE | AMOUN | EXCLUSION CODE | AMOUN | RELATED OR EXEMPT FUNCTION INCOME |
|---|---|---|---|---|---|
| 2010 EXCISE TAX O/P APPLIED | | | 18 | 1,258. | |
| TOTAL | | | | 1,258. | |

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

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|---|---|---|---|---|---|---|---|---|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | SEE STATEMENT ATTACHED | | | | | VAR | VAR |
| 28,913. | | 30,573. | | | | | -1,660. | |
| | | SEE STATEMENT ATTACHED | | | | | VAR | VAR |
| 406,665. | | 115,201. | | | | | 291,464. | |
| TOTAL GAIN(LOSS) | | | | | | | 289,804. | |

**The Robert G. Jane Engel Foundation Inc.**
**EIN 22-2764445**
**Realized Gain/Loss Statement**
**Tax Year Ending 9/30/12**

| Security | Quantity | Date Acquired | Date Sold | Proceeds ($) | Total Cost ($) | G/L Amount ($) | Holding Period |
|---|---|---|---|---|---|---|---|
| **Morgan Stanley Smith Barney a/c 100386-090** | | | | | | | |
| Green Mountain Coffee Inc | 39 | 11/7/2011 | 3/12/2012 | 2014 82 | 2729 96 | -715 14 | short |
| **Sub-Total Short Term** | | | | **2014.82** | **2729.96** | **-715.14** | |
| **Morgan Stanley Smith Barney a/c 100385-090** | | | | | | | |
| Admiral Group Plc Unspons Adr | 68 | 1/23/2012 | 9/4/2012 | 1185 54 | 955 40 | 230 14 | short |
| Anheuser Busch Inbev Sa Spon | 8 | 9/15/2011 | 2/22/2012 | 526 20 | 412 04 | 114 16 | short |
| Anheuser Busch Inbev Sa Spon | 12 | 9/27/2011 | 2/22/2012 | 789 31 | 653 76 | 135 55 | short |
| Anheuser Busch Inbev Sa Spon | 10 | 8/12/2011 | 2/8/2012 | 644 21 | 540 85 | 103 36 | short |
| Anheuser Busch Inbev Sa Spon | 7 | 9/15/2011 | 2/8/2012 | 450 94 | 360 53 | 90 41 | short |
| BNP Paribas SP ADR | 20 | 2/10/2011 | 11/11/2011 | 436 59 | 761 30 | -324 71 | short |
| Bridgestone CP ADR | 6 | 12/3/2010 | 11/11/2011 | 276 35 | 237 71 | 38 64 | short |
| Bridgestone CP ADR | 28 | 12/9/2010 | 11/18/2011 | 1240 09 | 1109 30 | 130 79 | short |
| British Amer Tob Spon Adr | 5 | 6/30/2011 | 5/21/2012 | 479 41 | 440 12 | 39 29 | short |
| British Amer Tob Spon Adr | 5 | 8/12/2011 | 5/21/2012 | 479 41 | 444 75 | 34 66 | short |
| British Amer Tob Spon Adr | 11 | 6/10/2011 | 5/21/2012 | 1054 70 | 979 95 | 74 75 | short |
| British Amer Tob Spon Adr | 9 | 6/10/2011 | 1/19/2012 | 805 09 | 801 78 | 3 31 | short |
| British Amer Tob Spon Adr | 5 | 6/10/2011 | 5/17/2012 | 485 58 | 445 43 | 40 15 | short |
| Daiwa Secs Group Inc | 375 | 12/22/2010 | 10/4/2011 | 1292 45 | 1933 88 | -641 43 | short |
| Fanuc Corporation Unsp Adr | 35 | 9/16/2011 | 4/20/2012 | 1048 27 | 860 80 | 187 47 | short |
| Fanuc Corporation Unsp Adr | 53 | 8/16/2011 | 4/20/2012 | 1587 39 | 1515 94 | 71 45 | short |
| Fanuc Corporation Unsp Adr | 22 | 8/16/2011 | 11/22/2011 | 574 62 | 629 27 | -54 65 | short |
| Glaxosmithkline Plc Ads | 15 | 5/13/2011 | 1/19/2012 | 665 76 | 659 21 | 6 55 | short |
| Kirin Brewery Co | 160 | 11/12/2010 | 10/25/2011 | 2036 63 | 2226 42 | -189 79 | short |
| Marks & Spencer Grp Plc Adr | 68 | 1/19/2012 | 9/10/2012 | 804 42 | 688 84 | 115 58 | short |
| Michelin Compagnie Generale De | 67 | 2/8/2012 | 5/21/2012 | 828 77 | 980 88 | -152 11 | short |
| Mitsubishi Corp ADR | 50 | 3/22/2011 | 10/3/2011 | 1935 11 | 2724 95 | -789 84 | short |
| Nestle Spon Adr Rep Reg Shr | 10 | 4/7/2011 | 3/9/2012 | 614 79 | 579 79 | 35 00 | short |
| Novartis Ag Adr | 9 | 10/11/2011 | 2/3/2012 | 501 19 | 518 01 | -16 82 | short |
| Ntt Docomo Inc Sp Adr | 33 | 11/30/2011 | 6/18/2012 | 513 86 | 584 43 | -70 57 | short |
| Ntt Docomo Inc Sp Adr | 33 | 11/10/2011 | 6/18/2012 | 513 86 | 588 10 | -74 24 | short |
| Reckitt Benckiser Group Plc | 225 | 4/14/2011 | 3/9/2012 | 2488 45 | 2321 15 | 167 30 | short |
| Sanofi Adr | 1 | 7/15/2011 | 2/8/2012 | 37 14 | 39 26 | -2 12 | short |
| Sanofi Adr | 25 | 7/13/2011 | 2/8/2012 | 928 56 | 971 96 | -43 40 | short |
| Sanofi Adr | 30 | 7/8/2011 | 2/8/2012 | 1114 27 | 1193 39 | -79 12 | short |
| Telefonica SA ADR | 30 | 12/8/2010 | 11/30/2011 | 559 23 | 683 83 | -124 60 | |
| **Sub- Total Short Term** | | | | **26898.19** | **27843.02** | **-944.83** | |
| **TOTAL SHORT TERM** | | | | **28913.01** | **30572.98** | **-1659.97** | |
| **Morgan Stanley Smith Barney a/c 100385-090** | | | | | | | |
| Barclays Plc Adr | 19 | 3/11/2009 | 8/30/2012 | 218 85 | 75 43 | 143 42 | long |
| Barclays Plc Adr | 16 | 7/22/2008 | 8/30/2012 | 184 29 | 418 49 | -234 20 | long |
| Barclays Plc Adr | 15 | 4/3/2008 | 8/30/2012 | 172 77 | 583 13 | -410 36 | long |
| Basf Se Sp Adr | 10 | 1/27/2011 | 3/15/2012 | 881 98 | 789 95 | 92 03 | long |
| Basf Se Sp Adr | 5 | 6/15/2010 | 3/15/2012 | 440 99 | 285 00 | 155 99 | long |
| Basf Se Sp Adr | 10 | 5/26/2009 | 3/9/2012 | 854 18 | 414 31 | 439 87 | long |
| Bce Inc (New) | 15 | 8/6/2010 | 2/3/2012 | 606 00 | 472 38 | 133 62 | long |
| Bce Inc (New) | 25 | 6/25/2010 | 2/3/2012 | 1010 01 | 752 80 | 257 21 | long |
| Bg Group Plc | 2 | 3/26/2010 | 1/26/2012 | 230 73 | 170 61 | 60 12 | long |
| Bg Group Plc | 24 | 3/26/2010 | 4/20/2012 | 540 82 | 409 46 | 131 36 | long |
| Bg Group Plc | 3 | 4/2/2009 | 1/26/2012 | 346 10 | 245 48 | 100 62 | long |
| Bg Group Plc | 1 | 3/17/2009 | 1/19/2012 | 114 71 | 73 70 | 41 01 | long |
| Bg Group Plc | 1 | 4/2/2009 | 1/19/2012 | 114 70 | 81 83 | 32 87 | long |
| Bnp Paribas Sp Adr Repstg | 20 | 2/10/2011 | 4/19/2012 | 374 79 | 761 30 | -386 51 | long |
| Bnp Paribas Sp Adr Repstg | 3 | 7/8/2009 | 4/19/2012 | 56 22 | 96 01 | -39 79 | long |
| Bnp Paribas Sp Adr Repstg | 17 | 5/7/2009 | 4/19/2012 | 318 57 | 547 97 | -229 40 | long |
| Cnooc Ltd Ads | 4 | 4/1/2011 | 5/17/2012 | 729 12 | 1034 39 | -305 27 | long |
| Dbs Group Holdings Ltd Sp | 8 | 5/18/2009 | 3/15/2012 | 364 47 | 248 25 | 116 22 | long |
| Dbs Group Holdings Ltd Sp | 21 | 11/11/2009 | 3/15/2012 | 956 74 | 850 19 | 106 55 | long |
| Dbs Group Holdings Ltd Sp | 16 | 5/5/2009 | 2/16/2012 | 698 55 | 476 20 | 222 35 | long |
| Dbs Group Holdings Ltd Sp | 19 | 5/18/2009 | 2/16/2012 | 829 52 | 589 59 | 239 93 | long |
| Gazprom O A O Spon Adr | 39 | 12/22/2010 | 5/17/2012 | 353 72 | 502 07 | -148 35 | long |
| Gazprom O A O Spon Adr | 33 | 12/22/2010 | 8/30/2012 | 312 62 | 424 83 | -112 21 | long |
| Glaxosmithkline Plc Ads | 3 | 11/4/2010 | 1/13/2012 | 131 52 | 119 10 | 12 42 | long |
| Glaxosmithkline Plc Ads | 12 | 11/4/2010 | 1/19/2012 | 532 61 | 476 42 | 56 19 | long |
| Glaxosmithkline Plc Ads | 10 | 9/20/2010 | 1/13/2012 | 438 38 | 402 35 | 36 03 | long |
| Glaxosmithkline Plc Ads | 10 | 8/23/2010 | 1/9/2012 | 443 59 | 381 40 | 62 19 | long |
| Glaxosmithkline Plc Ads | 5 | 8/23/2010 | 1/13/2012 | 219 19 | 190 70 | 28 49 | long |
| Glaxosmithkline Plc Ads | 20 | 7/12/2010 | 11/8/2011 | 894 62 | 701 46 | 193 16 | long |

# The Robert G. Jane Engel Foundation Inc.
## EIN 22-2764445
## Realized Gain/Loss Statement
## Tax Year Ending 9/30/12

| Security | Quantity | Date Acquired | Date Sold | Proceeds ($) | Total Cost ($) | G/L Amount ($) | Holding Period |
|---|---|---|---|---|---|---|---|
| Gold Fields Ltd Sp Adr | 46 | 5/21/2008 | 2/3/2012 | 758 54 | 648 32 | 110 22 | long |
| Gold Fields Ltd Sp Adr | 7 | 6/17/2008 | 2/3/2012 | 115 43 | 78 12 | 37 31 | long |
| Hsbc Holdings Plc Spon Adr New | 3 | 4/2/2009 | 7/6/2012 | 131 21 | 100 16 | 31 05 | long |
| Muenchener Rueck-Unspons Adr | 16 | 9/13/2010 | 8/30/2012 | 230 71 | 215 05 | 15 66 | long |
| Natl Grid Transco Plc Ads | 30 | 3/7/2011 | 7/16/2012 | 1590 39 | 1414 14 | 176 25 | long |
| Natl Grid Transco Plc Ads | 1 | 3/7/2011 | 6/6/2012 | 50 80 | 47 14 | 3 66 | long |
| Nestle Spon Adr Rep Reg Shr | 19 | 4/28/2010 | 3/9/2012 | 1168 09 | 919 69 | 248 40 | long |
| Nestle Spon Adr Rep Reg Shr | 3 | 4/28/2010 | 1/19/2012 | 171 45 | 145 21 | 26 24 | long |
| Nestle Spon Adr Rep Reg Shr | 34 | 3/12/2010 | 1/19/2012 | 1943 05 | 1731 74 | 211 31 | long |
| Novartis Ag Adr | 8 | 9/14/2010 | 2/3/2012 | 445 51 | 443 64 | 1 87 | long |
| Novartis Ag Adr | 7 | 9/14/2010 | 1/26/2012 | 382 12 | 388 18 | -6 06 | long |
| Novartis Ag Adr | 6 | 6/25/2010 | 1/26/2012 | 327 54 | 292 02 | 35 52 | long |
| Petroleo Bras Sa Ads | 40 | 11/4/2010 | 6/15/2012 | 730 22 | 1453 28 | -723 06 | long |
| Publicis Groupe Sa Ads | 84 | 12/9/2008 | 8/30/2012 | 1076 92 | 524 25 | 552 67 | long |
| Publicis Groupe Sa Ads | 22 | 5/27/2010 | 11/10/2011 | 525 78 | 452 10 | 73 68 | long |
| Royal Dutch Shell Plc | 8 | 3/11/2009 | 2/3/2012 | 572 57 | 347 36 | 225 21 | long |
| Royal Dutch Shell Plc | 8 | 3/11/2009 | 1/19/2012 | 562 89 | 347 36 | 215 53 | long |
| Royal Dutch Shell Plc | 6 | 11/8/2006 | 1/9/2012 | 442 18 | 423 42 | 18 76 | long |
| Royal Dutch Shell Plc | 10 | 5/3/2007 | 1/9/2012 | 736 97 | 716 90 | 20 07 | long |
| Royal Dutch Shell Plc | 5 | 5/23/2007 | 1/9/2012 | 368 48 | 376 33 | -7 85 | long |
| Schneider Elec Sa Unsp Adr | 15 | 3/18/2011 | 8/30/2012 | 181 34 | 242 92 | -61 58 | long |
| Siemens Aktiengesellschaft | 1 | 12/2/2009 | 7/27/2012 | 81 87 | 101 27 | -19 40 | long |
| Siemens Aktiengesellschaft | 4 | 9/1/2009 | 2/16/2012 | 391 21 | 331 90 | 59 31 | long |
| Siemens Aktiengesellschaft | 8 | 5/4/2007 | 2/16/2012 | 782 42 | 978 34 | -195 92 | long |
| Siemens Aktiengesellschaft | 5 | 9/18/2009 | 7/27/2012 | 409 33 | 485 43 | -76 10 | long |
| Siemens Aktiengesellschaft | 2 | 9/1/2009 | 7/27/2012 | 163 73 | 165 95 | -2 22 | long |
| Sumitomo Metal Inds Ltd ADR | 63 | 4/7/2010 | 11/22/2011 | 982 60 | 1836 44 | -853 84 | long |
| Telefonica SA ADR | 30 | 11/5/2010 | 11/30/2011 | 559 24 | 788 43 | -229 19 | long |
| Teva Pharmaceuticals Adr | 8 | 2/12/2010 | 1/27/2012 | 363 06 | 471 04 | -107 98 | long |
| Teva Pharmaceuticals Adr | 11 | 3/11/2009 | 1/27/2012 | 499 21 | 475 75 | 23 46 | long |
| Teva Pharmaceuticals Adr | 4 | 11/26/2007 | 1/27/2012 | 181 53 | 175 47 | 6 06 | long |
| Unilever Nv Ny Sh New | 14 | 3/18/2008 | 1/19/2012 | 454 63 | 452 11 | 2 52 | long |
| Unilever Nv Ny Sh New | 17 | 2/7/2008 | 1/19/2012 | 552 05 | 519 24 | 32 81 | long |
| Vodafone Gp Plc Ads New | 30 | 1/26/2011 | 2/16/2012 | 825 94 | 870 22 | -44 28 | long |
| Wesfarmers Ltd Unspons Adr | 66 | 2/12/2010 | 3/9/2012 | 987 72 | 851 23 | 136 49 | long |
| Wesfarmers Ltd Unspons Adr | 79 | 2/12/2010 | 7/27/2012 | 1329 82 | 1018 90 | 310 92 | long |
| Wheelock & Co Ltd Unspon Adr | 31 | 12/8/2010 | 9/5/2012 | 1160 71 | 1248 59 | -87 88 | long |
| Wheelock & Co Ltd Unspon Adr | 6 | 12/8/2010 | 8/3/2012 | 220 07 | 241 66 | -21 59 | long |
| Wpp Plc Adr | 6 | 12/8/2010 | 8/30/2012 | 387 62 | 361 68 | 25 94 | long |
| **Sub-Total Long Term** | | | | **36215.31** | **35255.78** | **959.53** | **long** |
| **Morgan Stanley Smith Barney a/c 100383-090** | | | | | | | |
| Intl Business Machines Corp | 550 | 8/17/1993 | 8/7/2012 | 109329 62 | 5802 58 | 103527 04 | long |
| Jpmorgan Chase & Co | 3,000 00 | 4/8/1992 | 8/3/2012 | 106047 76 | 38584 47 | 67463 29 | long |
| Kraft Foods Inc Cl A | 705 | 1/1/1993 | 8/3/2012 | 28391 39 | 3894 23 | 24497 16 | long |
| Kraft Foods Inc Cl A | 1,245 00 | 1/1/1990 | 8/3/2012 | 50137 99 | 6678 53 | 43459 46 | long |
| Microsoft Corp | 2,000 00 | 11/2/1994 | 8/3/2012 | 58554 40 | 7980 62 | 50573 78 | long |
| **Sub- Total Long Term** | | | | **352461.16** | **62940.43** | **289520.73** | |
| **Morgan Stanley Smith Barney a/c 100386-090** | | | | | | | |
| Becton Dickinson & Co | 16 | 7/14/2009 | 9/11/2012 | 1253 99 | 1107 96 | 146 03 | long |
| Becton Dickinson & Co | 34 | 6/4/2009 | 9/11/2012 | 2664 72 | 2289 89 | 374 83 | long |
| Genl Dynamics Corp | 8 | 5/7/2009 | 1/31/2012 | 553 95 | 428 50 | 125 45 | long |
| Genl Dynamics Corp | 18 | 5/30/2008 | 1/31/2012 | 1246 39 | 1665 60 | -419 21 | long |
| Genl Dynamics Corp | 58 | 5/7/2008 | 1/31/2012 | 4016 15 | 5233 92 | -1217 77 | long |
| Medtronic Inc | 38 | 7/19/2007 | 1/31/2012 | 1474 50 | 1975 48 | -500 98 | long |
| Merck & Co Inc New Com | 63 | 4/8/1992 | 5/14/2012 | 2415 19 | 507 42 | 1907 77 | long |
| Phillips 66 Com | 0 5 | 8/31/2004 | 4/30/2012 | 15 42 | 8 52 | 6 90 | long |
| Walgreen Co | 131 | 12/30/2002 | 1/31/2012 | 4348 28 | 3787 41 | 560 87 | long |
| **Sub-Total Long Term** | | | | 17988 59 | 17004 70 | 983 89 | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| **TOTAL LONG TERM** | | | | **406665.06** | **115200.91** | **291464.15** | |