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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending

UNITED ENGINEERING FOUNDATION, INC.
P.O. BOX 651143
POTOMAC FALLS, VA 20165A Employer identification number
13-6162675

B Telephone number (see the instructions)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Cash ☒ Accrual
J Accounting method ☐ Other (specify)

\$ 17,318,306. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)

2 Cl ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss) 6,073.

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 8,322,261.

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST 2

b Accounting fees (attach sch) SEE ST 3

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instructions) SEE STM 4

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 5

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid PART XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

ADMINISTRATIVE EXPENSES

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	118,251.	94,073.	94,073.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	11,064.	3,532.	3,532.
	10a Investments — U S and state government obligations (attach schedule) STATEMENT 6	240,575.	423,750.	423,750.
	b Investments — corporate stock (attach schedule) STATEMENT 7	2,074,142.	2,288,352.	2,288,352.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans				
13 Investments — other (attach schedule) STATEMENT 8	13,762,278.	14,412,372.	14,412,372.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe SEE STATEMENT 9)	102,210.	96,227.	96,227.	
16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	16,308,520.	17,318,306.	17,318,306.	
LIABILITIES	17 Accounts payable and accrued expenses	22,495.	28,655.	
	18 Grants payable	83,708.	47,892.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 10)	15,774.	7,520.	
	23 Total liabilities (add lines 17 through 22)	121,977.	84,067.	
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	13,242,143.	14,289,839.	
	25 Temporarily restricted			
	26 Permanently restricted	2,944,400.	2,944,400.	
	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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	16,186,543.	17,234,239.	
	31 Total liabilities and net assets/fund balances (see instructions)	16,308,520.	17,318,306.	

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	16,186,543.
2 Enter amount from Part I, line 27a	2	-100,766.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 11	3	1,148,462.
4 Add lines 1, 2, and 3	4	17,234,239.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	17,234,239.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a SEE STATEMENT 12

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) Fair Market Value
as of 12/31/69(j) Adjusted basis
as of 12/31/69(k) Excess of column (i)
over column (j), if any(l) Gains (Column (h)
gain minus column (k), but not less
than -0-) or Losses (from column (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

408,301.

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 (column (b) divided by column (c))
2011	706,723.	17,144,525.	0.041221
2010	853,803.	16,591,826.	0.051459
2009	996,672.	15,785,379.	0.063139
2008			
2007			

2 Total of line 1, column (d)

2

0.155819

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

0.051940

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

16,883,176.

5 Multiply line 4 by line 3

5

876,912.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

6,437.

7 Add lines 5 and 6

7

883,349.

8 Enter qualifying distributions from Part XII, line 4

8

771,735.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	12,874.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	12,874.
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	12,874.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	6,736.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,375.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	17,111.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,236.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.	

Part VII: A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>THE ORGANIZATION</u> Telephone no <u>973-244-2328</u> Located at <u>22 LAW DRIVE FAIRFIELD NJ</u> ZIP + 4 <u>07004-3218</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	N/A
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 2012?	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	☐ Yes ☒ No	
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)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2012 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 2012)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2012?	4 b	X

BAA

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

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?

N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

☐ Yes ☒ No

7 a 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?

N/A

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
SEE STATEMENT 13		94,456.	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

0

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 0

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 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1 a	16,976,591.
b	Average of monthly cash balances	1 b	63,930.
c	Fair market value of all other assets (see instructions)	1 c	99,759.
d	Total (add lines 1a, b, and c)	1 d	17,140,280.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,140,280.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	257,104.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,883,176.
6	Minimum investment return. Enter 5% of line 5	6	844,159.

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	844,159.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	12,874.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	12,874.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	831,285.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	831,285.
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	831,285.

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	1 a	771,735.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	771,735.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	771,735.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				831,285.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009	67,375.			
d From 2010	29,061.			
e From 2011				
f Total of lines 3a through e	96,436.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 771,735.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				771,735.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	59,550.			59,550.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	36,886.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	36,886.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	7,825.			
c Excess from 2010	29,061.			
d Excess from 2011				
e Excess from 2012				

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

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

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

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 or e-mail of the person to whom applications should be addressed

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

- c Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 14				
Total			3 a	678,816.
b <i>Approved for future payment</i>				
Total			3 b	

2012

FEDERAL STATEMENTS

PAGE 1

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	\$ 7,802.		
TOTAL	\$ 7,802.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	\$ 4,500.	\$ 1,800.		\$ 2,445.
TOTAL	\$ 4,500.	\$ 1,800.		\$ 2,445.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 10,630.	\$ 4,252.		\$ 6,378.
TOTAL	\$ 10,630.	\$ 4,252.		\$ 6,378.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL NET INVESTMENT INCOME TAX	\$ 15,329.			
TOTAL	\$ 15,329.	\$ 0.		\$ 0.

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	\$ 690.			\$ 690.
INSURANCE	10,072.	\$ 5,036.		5,036.
INVESTMENT EXPENSES	66,201.	66,201.		
OTHER	1,129.	113.		1,016.
POSTAGE & SHIPPING	675.			675.
RENTAL EXPENSES	112,694.	112,694.		
SUPPLIES	847.			847.
SUPPORT SERVICES	21,915.	8,766.		13,149.
TELEPHONE	483.	48.		435.
WEB SITE	1,260.			960.
TOTAL	\$ 215,966.	\$ 192,858.		\$ 22,808.

STATEMENT 6
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

<u>U.S. GOVERNMENT OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE STMT 15	MKT VAL	\$ 411,144.	\$ 411,144.
SEE STMT 16	MKT VAL	12,606.	12,606.
		\$ 423,750.	\$ 423,750.
	TOTAL	\$ 423,750.	\$ 423,750.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE STMT 15	MKT VAL	\$ 1,449,403.	\$ 1,449,403.
SEE STMT 15	MKT VAL	838,949.	838,949.
	TOTAL	\$ 2,288,352.	\$ 2,288,352.

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
SEE STMT 15	MKT VAL	\$ 5,452,236.	\$ 5,452,236.
SEE STMT 15	MKT VAL	6,790,874.	6,790,874.
SEE STMT 15	MKT VAL	1,015,789.	1,015,789.
SEE STMT 16	MKT VAL	55,357.	55,357.
SEE STMT 16	MKT VAL	163,816.	163,816.
TOTAL OTHER PUBLICLY TRADED SECURITIES		<u>\$ 13,478,072.</u>	<u>\$ 13,478,072.</u>
<u>OTHER SECURITIES</u>			
SEE STMT 15	MKT VAL	659,500.	659,500.
SEE STMT 15	MKT VAL	274,800.	274,800.
TOTAL OTHER SECURITIES		<u>\$ 934,300.</u>	<u>\$ 934,300.</u>
TOTAL		<u>\$ 14,412,372.</u>	<u>\$ 14,412,372.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST REC.	\$ 178.	\$ 178.
DEFERRED RENT RECEIVABLE	4,489.	4,489.
SECURITY DEPOSITS	91,560.	91,560.
TOTAL	<u>\$ 96,227.</u>	<u>\$ 96,227.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

DEFERRED RENT PAYABLE	\$ 7,520.
TOTAL	<u>\$ 7,520.</u>

STATEMENT 11
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	\$ 1,148,462.
TOTAL	<u>\$ 1,148,462.</u>

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 12
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	200 3M CO	PURCHASED	VARIOUS	3/14/2012
2	30 ACCENTURE PLC	PURCHASED	VARIOUS	3/27/2012
3	267 AMERICAN ELECTRIC POWER CO. INC.	PURCHASED	VARIOUS	2/24/2012
4	133 AMERICAN ELECTRIC POWER CO. INC.	PURCHASED	VARIOUS	2/24/2012
5	5 APPLE INC.	PURCHASED	VARIOUS	3/13/2012
6	5 APPLE INC.	PURCHASED	VARIOUS	2/09/2012
7	10 APPLE INC.	PURCHASED	VARIOUS	2/29/2012
8	33 ARCHER DANIELS MIDLAND CO.	PURCHASED	VARIOUS	2/06/2012
9	132 ARCHER DANIELS MIDLAND CO.	PURCHASED	VARIOUS	2/06/2012
10	140 ARCHER DANIELS MIDLAND CO.	PURCHASED	VARIOUS	2/06/2012
11	395 ARCHER DANIELS MIDLAND CO.	PURCHASED	VARIOUS	3/13/2012
12	567 CHARLES SCHWAB CORP.	PURCHASED	VARIOUS	1/18/2012
13	685 CHARLES SCHWAB CORP.	PURCHASED	VARIOUS	1/18/2012
14	36 CHUBB CORP.	PURCHASED	VARIOUS	3/07/2012
15	64 CHUBB CORP.	PURCHASED	VARIOUS	3/07/2012
16	40 COACH INC	PURCHASED	VARIOUS	3/13/2012
17	55 COACH INC	PURCHASED	VARIOUS	3/06/2012
18	120 COCA COLA CO.	PURCHASED	VARIOUS	3/20/2012
19	71 COOPER INDUSTRIES PLC CL A	PURCHASED	VARIOUS	1/20/2012
20	24 COOPER INDUSTRIES PLC CL A	PURCHASED	VARIOUS	1/20/2012
21	225 CORNING INC.	PURCHASED	VARIOUS	1/26/2012
22	225 CORNING INC.	PURCHASED	VARIOUS	1/26/2012
23	185 CORNING INC.	PURCHASED	VARIOUS	2/10/2012
24	155 CORNING INC.	PURCHASED	VARIOUS	2/10/2012
25	31 CORNING INC.	PURCHASED	VARIOUS	2/10/2012
26	124 CORNING INC.	PURCHASED	VARIOUS	2/10/2012
27	155 CORNING INC.	PURCHASED	VARIOUS	2/10/2012
28	90 DARDEN RESTAURANTS INC.	PURCHASED	VARIOUS	1/06/2012
29	280 DELL INC	PURCHASED	VARIOUS	1/25/2012
30	140 DELL INC	PURCHASED	VARIOUS	1/25/2012
31	155 DELL INC	PURCHASED	VARIOUS	1/25/2012
32	150 DELL INC	PURCHASED	VARIOUS	2/23/2012
33	155 DELL INC	PURCHASED	VARIOUS	2/23/2012
34	155 DELL INC	PURCHASED	VARIOUS	2/23/2012
35	165 DELL INC	PURCHASED	VARIOUS	2/23/2012
36	15 ENTERGY CORP. NEW	PURCHASED	VARIOUS	2/15/2012
37	90 ENTERGY CORP. NEW	PURCHASED	VARIOUS	2/15/2012
38	95 ENTERGY CORP. NEW	PURCHASED	VARIOUS	2/15/2012
39	5 EVEREST REINSURANCE GROUP LTD	PURCHASED	VARIOUS	3/23/2012
40	200 GENERAL DYNAMICS CORP.	PURCHASED	VARIOUS	2/28/2012
41	58 JACOBS ENGINEERING GROUP INC	PURCHASED	VARIOUS	2/02/2012
42	14 JACOBS ENGINEERING GROUP INC	PURCHASED	VARIOUS	2/02/2012
43	138 JACOBS ENGINEERING GROUP INC	PURCHASED	VARIOUS	2/02/2012
44	400 KOHL'S	PURCHASED	VARIOUS	3/06/2012
45	100 L-3 COMMUNICATIONS HLDGS INC	PURCHASED	VARIOUS	3/07/2012
46	900 LINCOLN NATIONAL CORP IND	PURCHASED	VARIOUS	3/21/2012
47	35 LOWES COS INC	PURCHASED	VARIOUS	2/07/2012
48	142 LOWES COS INC	PURCHASED	VARIOUS	2/07/2012
49	158 LOWES COS INC	PURCHASED	VARIOUS	2/07/2012
50	350 MURPHY OIL CORP.	PURCHASED	VARIOUS	3/08/2012
51	210 NABORS INDUSTRIES LTD	PURCHASED	VARIOUS	3/07/2012
52	390 NABORS INDUSTRIES LTD	PURCHASED	VARIOUS	3/07/2012
53	200 NUCOR CORP.	PURCHASED	VARIOUS	2/14/2012
54	100 OMNICOM GROUP	PURCHASED	VARIOUS	2/01/2012
55	530 OMNICOM GROUP	PURCHASED	VARIOUS	2/09/2012
56	65 PARTNERRE HOLDINGS LTD	PURCHASED	VARIOUS	3/23/2012

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 12 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
57	128 PG&E CORP	PURCHASED	VARIOUS	2/24/2012
58	156 PG&E CORP	PURCHASED	VARIOUS	2/24/2012
59	16 PG&E CORP	PURCHASED	VARIOUS	2/24/2012
60	40 PHILIP MORRIS INTERNATIONAL	PURCHASED	VARIOUS	1/05/2012
61	182 PROGRESSIVE CORP OHIO	PURCHASED	VARIOUS	3/28/2012
62	320 US BANCORP	PURCHASED	VARIOUS	3/28/2012
63	50 STATE STREET CORP	PURCHASED	VARIOUS	3/28/2012
64	210 WELLS FARGO CO	PURCHASED	VARIOUS	3/28/2012
65	98 PROGRESSIVE CORP OHIO	PURCHASED	VARIOUS	3/28/2012
66	1096 S & P 500 DEPOSITORY RECEIPT	PURCHASED	VARIOUS	3/30/2012
67	4118.104 GLENMEDE FUND INC SECURED OPTIONS	PURCHASED	VARIOUS	3/30/2012
68	15422.886 GLENMEDE TOTAL MARKET PORTFOLIO	PURCHASED	VARIOUS	3/30/2012
69	12163.839 GMO QUALITY FUND IV	PURCHASED	VARIOUS	3/30/2012
70	3102.837 MATTHEWS PACIFIC TIGER FD - IS	PURCHASED	VARIOUS	3/30/2012
71	21210.554 OAKMARK INTERNATIONAL FD I	PURCHASED	VARIOUS	3/30/2012
72	2383.384 T ROWE PRICE INST EMERGING STOCK FD	PURCHASED	VARIOUS	3/30/2012
73	4585.473 THORNBURG INTL VALUE FD-I	PURCHASED	VARIOUS	3/30/2012
74	100 AMERIPRISE FINANCIAL INC	PURCHASED	VARIOUS	3/28/2012
75	35 BLACKROCK INC	PURCHASED	VARIOUS	3/28/2012
76	40 SIGMA-ALDRICH CORP.	PURCHASED	VARIOUS	2/01/2012
77	180 SIGMA-ALDRICH CORP.	PURCHASED	VARIOUS	2/01/2012
78	1120 STAPLES INC.	PURCHASED	VARIOUS	3/06/2012
79	41 STRYKER CORP.	PURCHASED	VARIOUS	1/27/2012
80	174 STRYKER CORP.	PURCHASED	VARIOUS	1/27/2012
81	185 STRYKER CORP.	PURCHASED	VARIOUS	1/27/2012
82	158 THE TRAVELERS COMPANIES INC	PURCHASED	VARIOUS	3/12/2012
83	17 THE TRAVELERS COMPANIES INC	PURCHASED	VARIOUS	3/12/2012
84	135 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	2/02/2012
85	50 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	2/02/2012
86	132 UNUMPROVIDENT CORP	PURCHASED	VARIOUS	3/28/2012
87	180 UNUMPROVIDENT CORP	PURCHASED	VARIOUS	3/28/2012
88	88 UNUMPROVIDENT CORP	PURCHASED	VARIOUS	3/28/2012
89	145 VALERO ENERGY CORP	PURCHASED	VARIOUS	1/04/2012
90	185 VALERO ENERGY CORP	PURCHASED	VARIOUS	1/04/2012
91	46 VALERO ENERGY CORP	PURCHASED	VARIOUS	2/07/2012
92	201 VALERO ENERGY CORP	PURCHASED	VARIOUS	2/07/2012
93	20 VALERO ENERGY CORP	PURCHASED	VARIOUS	2/07/2012
94	203 VALERO ENERGY CORP	PURCHASED	VARIOUS	2/07/2012
95	12 VARIAN MEDICAL SYSTEMS INC	PURCHASED	VARIOUS	1/23/2012
96	18 VARIAN MEDICAL SYSTEMS INC	PURCHASED	VARIOUS	1/23/2012
97	115 VARIAN MEDICAL SYSTEMS INC	PURCHASED	VARIOUS	1/25/2012
98	65 VARIAN MEDICAL SYSTEMS INC	PURCHASED	VARIOUS	1/25/2012
99	60 VARIAN MEDICAL SYSTEMS INC	PURCHASED	VARIOUS	1/25/2012
100	60 VARIAN MEDICAL SYSTEMS INC	PURCHASED	VARIOUS	1/25/2012
101	40 VARIAN MEDICAL SYSTEMS INC	PURCHASED	VARIOUS	3/30/2012
102	100 WAL MART STORES INC.	PURCHASED	VARIOUS	3/20/2012
103	228 WALGREEN CO.	PURCHASED	VARIOUS	3/29/2012
104	443 WALGREEN CO.	PURCHASED	VARIOUS	3/29/2012
105	75 WATERS CORP	PURCHASED	VARIOUS	1/25/2012
106	50 WATERS CORP	PURCHASED	VARIOUS	3/30/2012
107	93 WELLPOINT INC.	PURCHASED	VARIOUS	2/02/2012
108	52 WELLPOINT INC.	PURCHASED	VARIOUS	2/02/2012
109	17 WELLPOINT INC.	PURCHASED	VARIOUS	3/08/2012
110	238 WELLPOINT INC.	PURCHASED	VARIOUS	3/08/2012
111	180 YUM BRANDS INC	PURCHASED	VARIOUS	3/30/2012

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 12 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
112	96 MICROSOFT CORP.	PURCHASED	VARIOUS	4/11/2012
113	70 DARDEN RESTAURANTS INC.	PURCHASED	VARIOUS	4/27/2012
114	205 DANAHER CORP	PURCHASED	VARIOUS	4/25/2012
115	180 WAL MART STORES INC.	PURCHASED	VARIOUS	4/09/2012
116	150 WAL MART STORES INC.	PURCHASED	VARIOUS	4/05/2012
117	145 TIME WARNER INC	PURCHASED	VARIOUS	4/19/2012
118	115 OMNICOM GROUP	PURCHASED	VARIOUS	4/19/2012
119	104 MICROSOFT CORP.	PURCHASED	VARIOUS	4/16/2012
120	10 APPLE INC.	PURCHASED	VARIOUS	4/05/2012
121	85 TORCHMARK CORP	PURCHASED	VARIOUS	4/30/2012
122	50 TORCHMARK CORP	PURCHASED	VARIOUS	4/30/2012
123	35 TORCHMARK CORP	PURCHASED	VARIOUS	4/30/2012
124	90 VARIAN MEDICAL SYSTEMS INC	PURCHASED	VARIOUS	5/07/2012
125	90 AMERISOURCEBERGEN CORP	PURCHASED	VARIOUS	5/11/2012
126	89 KROGER CO.	PURCHASED	VARIOUS	5/07/2012
127	80 JACOBS ENGINEERING GROUP INC	PURCHASED	VARIOUS	5/21/2012
128	76 JACOBS ENGINEERING GROUP INC	PURCHASED	VARIOUS	5/21/2012
129	72 PROGRESSIVE CORP OHIO	PURCHASED	VARIOUS	5/18/2012
130	70 PARTNERRE HOLDINGS LTD	PURCHASED	VARIOUS	5/11/2012
131	7 PRINCIPAL FINANCIAL GROUP	PURCHASED	VARIOUS	5/14/2012
132	65 THE TRAVELERS COMPANIES INC	PURCHASED	VARIOUS	5/16/2012
133	62 QUALCOMM CORP.	PURCHASED	VARIOUS	5/21/2012
134	55 JACOBS ENGINEERING GROUP INC	PURCHASED	VARIOUS	5/21/2012
135	54 EMERSON ELECTRIC CO.	PURCHASED	VARIOUS	5/16/2012
136	47 PARTNERRE HOLDINGS LTD	PURCHASED	VARIOUS	5/11/2012
137	45 JACOBS ENGINEERING GROUP INC	PURCHASED	VARIOUS	5/21/2012
138	41 KROGER CO.	PURCHASED	VARIOUS	5/07/2012
139	333 EMERSON ELECTRIC CO.	PURCHASED	VARIOUS	5/17/2012
140	300 SYMANTEC CORP	PURCHASED	VARIOUS	5/21/2012
141	275 SYMANTEC CORP	PURCHASED	VARIOUS	5/21/2012
142	270 SYMANTEC CORP	PURCHASED	VARIOUS	5/21/2012
143	265 SYMANTEC CORP	PURCHASED	VARIOUS	5/21/2012
144	24 AMERISOURCEBERGEN CORP	PURCHASED	VARIOUS	5/11/2012
145	228 PROGRESSIVE CORP OHIO	PURCHASED	VARIOUS	5/18/2012
146	200 ZIMMER HOLDINGS INC	PURCHASED	VARIOUS	5/23/2012
147	180 NASDAQ STOCK MARKET INC	PURCHASED	VARIOUS	5/25/2012
148	18 PARTNERRE HOLDINGS LTD	PURCHASED	VARIOUS	5/11/2012
149	18 JACOBS ENGINEERING GROUP INC	PURCHASED	VARIOUS	5/21/2012
150	160 NASDAQ STOCK MARKET INC	PURCHASED	VARIOUS	5/25/2012
151	160 NASDAQ STOCK MARKET INC	PURCHASED	VARIOUS	5/25/2012
152	16 PRINCIPAL FINANCIAL GROUP	PURCHASED	VARIOUS	5/14/2012
153	16 JACOBS ENGINEERING GROUP INC	PURCHASED	VARIOUS	5/21/2012
154	16 DARDEN RESTAURANTS INC.	PURCHASED	VARIOUS	5/21/2012
155	155 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	5/16/2012
156	155 NASDAQ STOCK MARKET INC	PURCHASED	VARIOUS	5/16/2012
157	149 PRINCIPAL FINANCIAL GROUP	PURCHASED	VARIOUS	5/14/2012
158	148 PRINCIPAL FINANCIAL GROUP	PURCHASED	VARIOUS	5/14/2012
159	145 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	5/04/2012
160	120 KROGER CO.	PURCHASED	VARIOUS	5/07/2012
161	113 EMERSON ELECTRIC CO.	PURCHASED	VARIOUS	5/16/2012
162	110 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	5/18/2012
163	110 AMERISOURCEBERGEN CORP	PURCHASED	VARIOUS	5/11/2012
164	105 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	5/18/2012
165	105 AMERISOURCEBERGEN CORP	PURCHASED	VARIOUS	5/11/2012
166	101 AMERISOURCEBERGEN CORP	PURCHASED	VARIOUS	5/11/2012
167	100 ZIMMER HOLDINGS INC	PURCHASED	VARIOUS	5/22/2012

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 12 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
168	100 DOLLAR TREE INC	PURCHASED	VARIOUS	5/15/2012
169	76 KROGER CO.	PURCHASED	VARIOUS	5/30/2012
170	69 KROGER CO.	PURCHASED	VARIOUS	5/30/2012
171	145 KROGER CO.	PURCHASED	VARIOUS	5/30/2012
172	135 KROGER CO.	PURCHASED	VARIOUS	5/30/2012
173	95 APACHE CORP	PURCHASED	VARIOUS	6/14/2012
174	9 DOLLAR TREE INC	PURCHASED	VARIOUS	6/26/2012
175	85 DOLLAR TREE INC	PURCHASED	VARIOUS	6/27/2012
176	80 HOME DEPOT INC.	PURCHASED	VARIOUS	6/29/2012
177	8517.609 THORNBURG INTL VALUE FD-I	PURCHASED	VARIOUS	6/27/2012
178	8098.271 LEGG MASON BW GLOBAL OP BD-IS	PURCHASED	VARIOUS	6/08/2012
179	75 WELLS FARGO CO	PURCHASED	VARIOUS	6/29/2012
180	745 BRISTOL MYERS SQUIBB CO.	PURCHASED	VARIOUS	6/21/2012
181	70 HONEYWELL INTERNATIONAL INC	PURCHASED	VARIOUS	6/06/2012
182	61761.859 PIMCO ALL ASSETS AUTH -IS	PURCHASED	VARIOUS	6/27/2012
183	60 US BANCORP	PURCHASED	VARIOUS	6/29/2012
184	60 PROGRESSIVE CORP OHIO	PURCHASED	VARIOUS	6/29/2012
185	60 PROCTER & GAMBLE CO.	PURCHASED	VARIOUS	6/29/2012
186	6314.948 TEMPLETON GLOBAL BOND FD-AD	PURCHASED	VARIOUS	6/08/2012
187	567.779 MANAGERS TIMESSQ M/C GRW-IN	PURCHASED	VARIOUS	6/27/2012
188	55 J. B. HUNT	PURCHASED	VARIOUS	6/08/2012
189	55 HONEYWELL INTERNATIONAL INC	PURCHASED	VARIOUS	6/08/2012
190	55 DOLLAR TREE INC	PURCHASED	VARIOUS	6/26/2012
191	50 WESTERN UNION COMPANY	PURCHASED	VARIOUS	6/29/2012
192	50 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	6/29/2012
193	50 SCHLUMBERGER LTD.	PURCHASED	VARIOUS	6/29/2012
194	50 QUALCOMM CORP.	PURCHASED	VARIOUS	6/29/2012
195	50 PHILIP MORRIS INTERNATIONAL	PURCHASED	VARIOUS	6/29/2012
196	50 MYLAN LABORATORIES INC.	PURCHASED	VARIOUS	6/29/2012
197	50 MICROCHIP TECHNOLOGY INC.	PURCHASED	VARIOUS	6/29/2012
198	50 EXPRESS SCRIPTS HOLDING INC	PURCHASED	VARIOUS	6/29/2012
199	50 E I DU PONT DE NEMOURS & CO.	PURCHASED	VARIOUS	6/29/2012
200	50 BAXTER INTL. INC.	PURCHASED	VARIOUS	6/29/2012
201	50 AVAGO TECHNOLOGIES LTD	PURCHASED	VARIOUS	6/29/2012
202	50 AMPHENOL CORP-CL A	PURCHASED	VARIOUS	6/29/2012
203	50 AMERICAN EXPRESS CO.	PURCHASED	VARIOUS	6/29/2012
204	496.562 T ROWE PRICE INST EMERGING STOCK FD	PURCHASED	VARIOUS	6/27/2012
205	424 DARDEN RESTAURANTS INC.	PURCHASED	VARIOUS	6/15/2012
206	420 HALLIBURTON CO.	PURCHASED	VARIOUS	6/14/2012
207	40 YUM BRANDS INC	PURCHASED	VARIOUS	6/29/2012
208	40 STATE STREET CORP	PURCHASED	VARIOUS	6/29/2012
209	40 JOHNSON & JOHNSON	PURCHASED	VARIOUS	6/29/2012
210	40 J. B. HUNT	PURCHASED	VARIOUS	6/29/2012
211	40 HONEYWELL INTERNATIONAL INC	PURCHASED	VARIOUS	6/29/2012
212	40 COOPER INDUSTRIES PLC CL A	PURCHASED	VARIOUS	6/29/2012
213	40 COCA COLA CO.	PURCHASED	VARIOUS	6/29/2012
214	40 COACH INC	PURCHASED	VARIOUS	6/29/2012
215	40 CHEVRON CORP	PURCHASED	VARIOUS	6/29/2012
216	40 BED BATH & BEYOND INC	PURCHASED	VARIOUS	6/29/2012
217	40 ACCENTURE PLC	PURCHASED	VARIOUS	6/29/2012
218	4798.464 MATTHEWS PACIFIC TIGER FD - IS	PURCHASED	VARIOUS	6/08/2012
219	4360.993 OAKMARK INTERNATIONAL FD I	PURCHASED	VARIOUS	6/27/2012
220	37 DOLLAR TREE INC	PURCHASED	VARIOUS	6/26/2012
221	320 ENSCO PLC SH	PURCHASED	VARIOUS	6/13/2012
222	300 ROCKWELL COLLINS	PURCHASED	VARIOUS	6/21/2012

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 12 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
223	30 WATERS CORP	PURCHASED	VARIOUS	6/29/2012
224	1182.654 GMO QUALITY FUND IV	PURCHASED	VARIOUS	6/08/2012
225	1224.944 GLENMEDE TOTAL MARKET PORTFOLIO	PURCHASED	VARIOUS	6/27/2012
226	10 APPLE INC.	PURCHASED	VARIOUS	6/29/2012
227	10 FRANKLIN RESOURCES INC.	PURCHASED	VARIOUS	6/29/2012
228	10 W W GRAINGER INC	PURCHASED	VARIOUS	6/29/2012
229	110 ORACLE CORP	PURCHASED	VARIOUS	6/29/2012
230	112413.793 GLENMEDE FUND INC-CORE FIXED INCOME PORT	PURCHASED	VARIOUS	6/08/2012
231	120 WELLS FARGO CO	PURCHASED	VARIOUS	6/29/2012
232	150 MICROSOFT CORP.	PURCHASED	VARIOUS	6/29/2012
233	155 BAKER HUGHES INC.	PURCHASED	VARIOUS	6/13/2012
234	18408.551 OAKMARK INTERNATIONAL FD I	PURCHASED	VARIOUS	6/08/2012
235	2163.566 GMO QUALITY FUND IV	PURCHASED	VARIOUS	6/27/2012
236	2581.262 MATTHEWS PACIFIC TIGER FD - IS	PURCHASED	VARIOUS	6/27/2012
237	20 ACE LTD	PURCHASED	VARIOUS	6/29/2012
238	20 AIR PRODUCTS & CHEMICALS INC.	PURCHASED	VARIOUS	6/29/2012
239	20 COGNIZANT TECH SOLUTIONS CRP	PURCHASED	VARIOUS	6/29/2012
240	20 COLGATE PALMOLIVE CO.	PURCHASED	VARIOUS	6/29/2012
241	20 ITT EDUCATIONAL SERVICES INC	PURCHASED	VARIOUS	6/29/2012
242	20 LABORATORY CORP OF AMERICA HOLDINGS	PURCHASED	VARIOUS	6/29/2012
243	20 PARKER-HANNIFIN CORP.	PURCHASED	VARIOUS	6/29/2012
244	210 WESTERN UNION COMPANY	PURCHASED	VARIOUS	6/29/2012
245	22 DOLLAR TREE INC	PURCHASED	VARIOUS	6/26/2012
246	22 DOLLAR TREE INC	PURCHASED	VARIOUS	6/26/2012
247	25 ADOBE SYS INCORP	PURCHASED	VARIOUS	6/29/2012
248	25 AGILENT TECHNOLOGIES INC	PURCHASED	VARIOUS	6/29/2012
249	25 AMEREN CORP	PURCHASED	VARIOUS	6/29/2012
250	25 ARROW ELECTRONICS INC	PURCHASED	VARIOUS	6/29/2012
251	25 ASSURANT INC	PURCHASED	VARIOUS	6/29/2012
252	25 BRISTOL MYERS SQUIBB CO.	PURCHASED	VARIOUS	6/21/2012
253	25 BROADCOM CORP - CL A	PURCHASED	VARIOUS	6/29/2012
254	25 CAPITAL ONE FINL CORP.	PURCHASED	VARIOUS	6/29/2012
255	25 CONOCOPHILLIPS	PURCHASED	VARIOUS	6/29/2012
256	25 COVIDIEN PLC	PURCHASED	VARIOUS	6/29/2012
257	25 CVS CORP	PURCHASED	VARIOUS	6/29/2012
258	25 DUKE ENERGY CORP	PURCHASED	VARIOUS	6/29/2012
259	25 EXXON MOBIL CORPORATION	PURCHASED	VARIOUS	6/29/2012
260	25 FIDELITY NATIONAL INFORMATION SERVICES	PURCHASED	VARIOUS	6/29/2012
261	25 FLUOR CORP (NEW)	PURCHASED	VARIOUS	6/29/2012
262	25 HCA HOLDINGS INC	PURCHASED	VARIOUS	6/29/2012
263	25 HERTZ GLOBAL HOLDINGS INC	PURCHASED	VARIOUS	6/29/2012
264	25 INVESCO LTD	PURCHASED	VARIOUS	6/29/2012
265	25 JPMORGAN CHASE & CO	PURCHASED	VARIOUS	6/29/2012
266	25 MACY'S INC	PURCHASED	VARIOUS	6/29/2012
267	25 METLIFE INC	PURCHASED	VARIOUS	6/29/2012
268	25 MICROSOFT CORP.	PURCHASED	VARIOUS	6/29/2012
269	25 PNC FINANCIAL SERVICES GROUP	PURCHASED	VARIOUS	6/29/2012
270	25 PPL CORPORATION	PURCHASED	VARIOUS	6/29/2012
271	25 PRINCIPAL FINANCIAL GROUP	PURCHASED	VARIOUS	6/29/2012
272	25 RELIANCE STEEL & ALUMINUM	PURCHASED	VARIOUS	6/29/2012
273	25 SCRIPPS NETWORKS INTERAC	PURCHASED	VARIOUS	6/29/2012
274	25 SEMPRA ENERGY	PURCHASED	VARIOUS	6/29/2012
275	25 SIGNET JEWELERS LTD	PURCHASED	VARIOUS	6/29/2012
276	25 TIME WARNER INC	PURCHASED	VARIOUS	6/29/2012
277	25 TORCHMARK CORP	PURCHASED	VARIOUS	6/29/2012

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 12 (CONTINUED)

FORM 990-PF, PART IV, LINE 1

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
278	25 WESTERN DIGITAL CORP.	PURCHASED	VARIOUS	6/29/2012
279	250 VARIAN MEDICAL SYSTEMS INC	PURCHASED	VARIOUS	6/06/2012
280	250.376 ROYCE SPECIAL EQUITY FUND -IN	PURCHASED	VARIOUS	6/27/2012
281	285 ILLINOIS TOOL WORKS	PURCHASED	VARIOUS	6/28/2012
282	30 NATIONAL OILWELL VARCO INC	PURCHASED	VARIOUS	6/29/2012
283	30 OCCIDENTAL PETROLEUM CORP.	PURCHASED	VARIOUS	6/29/2012
284	30 PNC FINANCIAL SERVICES GROUP	PURCHASED	VARIOUS	6/29/2012
285	0.973 DUKE ENERGY CORP	PURCHASED	VARIOUS	7/03/2012
286	85 TORCHMARK CORP	PURCHASED	VARIOUS	7/24/2012
287	85 AMERIPRISE FINANCIAL INC	PURCHASED	VARIOUS	7/17/2012
288	80 J. B. HUNT	PURCHASED	VARIOUS	7/17/2012
289	70 HONEYWELL INTERNATIONAL INC	PURCHASED	VARIOUS	7/17/2012
290	65 BLACKROCK INC	PURCHASED	VARIOUS	7/13/2012
291	605 AMEREN CORP	PURCHASED	VARIOUS	7/10/2012
292	430 MACY'S INC	PURCHASED	VARIOUS	7/11/2012
293	280 PPL CORPORATION	PURCHASED	VARIOUS	7/31/2012
294	260 THE TRAVELERS COMPANIES INC	PURCHASED	VARIOUS	7/13/2012
295	225 PRINCIPAL FINANCIAL GROUP	PURCHASED	VARIOUS	7/24/2012
296	200 BAKER HUGHES INC.	PURCHASED	VARIOUS	7/17/2012
297	130 PRINCIPAL FINANCIAL GROUP	PURCHASED	VARIOUS	7/17/2012
298	115 AMERIPRISE FINANCIAL INC	PURCHASED	VARIOUS	7/18/2012
299	85 STATE STREET CORP	PURCHASED	VARIOUS	8/20/2012
300	50 EXXON MOBIL CORPORATION	PURCHASED	VARIOUS	8/09/2012
301	425 STATE STREET CORP	PURCHASED	VARIOUS	8/20/2012
302	375 AGILENT TECHNOLOGIES INC	PURCHASED	VARIOUS	8/22/2012
303	260 ADOBE SYS INCORP	PURCHASED	VARIOUS	8/22/2012
304	252 PHILLIPS 66	PURCHASED	VARIOUS	8/21/2012
305	140 PNC FINANCIAL SERVICES GROUP	PURCHASED	VARIOUS	8/14/2012
306	275 SEMPRA ENERGY	PURCHASED	VARIOUS	8/29/2012
307	115 EXXON MOBIL CORPORATION	PURCHASED	VARIOUS	9/12/2012
308	210 CLIFFS NATURAL RESOURCES INC	PURCHASED	VARIOUS	9/20/2012
309	190 HOME DEPOT INC.	PURCHASED	VARIOUS	9/21/2012
310	485 INVESCO LTD	PURCHASED	VARIOUS	9/21/2012
311	215 ACE LTD	PURCHASED	VARIOUS	9/24/2012
312	235 NORFOLK SOUTHERN CORP.	PURCHASED	VARIOUS	9/26/2012
313	360 COVIDIEN PLC	PURCHASED	VARIOUS	9/26/2012
314	145 MICROSOFT CORP.	PURCHASED	VARIOUS	9/27/2012
315	45 EXXON MOBIL CORPORATION	PURCHASED	VARIOUS	9/27/2012
316	340 PPL CORPORATION	PURCHASED	VARIOUS	9/28/2012
317	75 DUKE ENERGY CORP	PURCHASED	VARIOUS	10/05/2012
318	45 WATERS CORP	PURCHASED	VARIOUS	10/12/2012
319	330 MICROSOFT CORP.	PURCHASED	VARIOUS	10/12/2012
320	255 WESTERN DIGITAL CORP.	PURCHASED	VARIOUS	10/12/2012
321	132 WATERS CORP	PURCHASED	VARIOUS	10/12/2012
322	86 WATERS CORP	PURCHASED	VARIOUS	10/15/2012
323	32 WATERS CORP	PURCHASED	VARIOUS	10/15/2012
324	410 ASSURANT INC	PURCHASED	VARIOUS	10/18/2012
325	87 PROGRESSIVE CORP OHIO	PURCHASED	VARIOUS	10/19/2012
326	613 PROGRESSIVE CORP OHIO	PURCHASED	VARIOUS	10/19/2012
327	375 COOPER INDUSTRIES PLC CL A	PURCHASED	VARIOUS	10/19/2012
328	115 AMPHENOL CORP-CL A	PURCHASED	VARIOUS	10/19/2012
329	225 FEDEX CORPORATION	PURCHASED	VARIOUS	10/22/2012
330	95 RELIANCE STEEL & ALUMINUM	PURCHASED	VARIOUS	10/23/2012
331	210 HCA HOLDINGS INC	PURCHASED	VARIOUS	10/24/2012
332	75 FLUOR CORP (NEW)	PURCHASED	VARIOUS	10/29/2012
333	50 FLOWSERVE CORP	PURCHASED	VARIOUS	10/29/2012

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 12 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
334	600 BROADCOM CORP - CL A	PURCHASED	VARIOUS	10/30/2012
335	260 ITT EDUCATIONAL SERVICES INC	PURCHASED	VARIOUS	10/30/2012
336	930 WESTERN UNION COMPANY	PURCHASED	VARIOUS	11/15/2012
337	705 HERTZ GLOBAL HOLDINGS INC	PURCHASED	VARIOUS	11/16/2012
338	7628.866 GLENMEDE TOTAL MARKET PORTFOLIO	PURCHASED	VARIOUS	11/29/2012
339	7028.2 THIRD AVENUE REAL ESTATE VAL	PURCHASED	VARIOUS	11/23/2012
340	655 COMERICA INC.	PURCHASED	VARIOUS	11/19/2012
341	65 FLUOR CORP (NEW)	PURCHASED	VARIOUS	11/15/2012
342	6430.155 TEMPLETON GLOBAL BOND FD-AD	PURCHASED	VARIOUS	11/29/2012
343	6169.666 LEGG MASON BW GLOBAL OP BD-IS	PURCHASED	VARIOUS	11/29/2012
344	5925.29 GMO QUALITY FUND IV	PURCHASED	VARIOUS	11/29/2012
345	350 EXPRESS SCRIPTS HOLDING INC	PURCHASED	VARIOUS	11/27/2012
346	25617.021 GLENMEDE FUND INC-CORE FIXED INCOME PORT	PURCHASED	VARIOUS	11/29/2012
347	220 WESTERN DIGITAL CORP.	PURCHASED	VARIOUS	11/16/2012
348	190 RELIANCE STEEL & ALUMINUM	PURCHASED	VARIOUS	11/09/2012
349	140 HOME DEPOT INC.	PURCHASED	VARIOUS	11/07/2012
350	136 EXPRESS SCRIPTS HOLDING INC	PURCHASED	VARIOUS	11/19/2012
351	104 EXPRESS SCRIPTS HOLDING INC	PURCHASED	VARIOUS	11/19/2012
352	1816.347 OAKMARK INTERNATIONAL FD I	PURCHASED	VARIOUS	11/29/2012
353	510 E I DU PONT DE NEMOURS & CO.	PURCHASED	VARIOUS	11/28/2012
354	290 AIR PRODUCTS & CHEMICALS INC.	PURCHASED	VARIOUS	11/28/2012
355	953.778 TEMPLETON GLOBAL BOND FD-AD	PURCHASED	VARIOUS	12/13/2012
356	95 EVEREST REINSURANCE GROUP LTD	PURCHASED	VARIOUS	12/14/2012
357	85 PHILIP MORRIS INTERNATIONAL	PURCHASED	VARIOUS	12/21/2012
358	8862.576 THORNBURG INTL VALUE FD-I	PURCHASED	VARIOUS	12/13/2012
359	773.32 ROYCE SPECIAL EQUITY FUND -IN	PURCHASED	VARIOUS	12/13/2012
360	70 BAXTER INTL. INC.	PURCHASED	VARIOUS	12/12/2012
361	70 BAXTER INTL. INC.	PURCHASED	VARIOUS	12/06/2012
362	60 NEXTERA ENERGY INC	PURCHASED	VARIOUS	12/20/2012
363	320 METLIFE INC	PURCHASED	VARIOUS	12/13/2012
364	300 METLIFE INC	PURCHASED	VARIOUS	12/12/2012
365	3844.282 OAKMARK INTERNATIONAL FD I	PURCHASED	VARIOUS	12/13/2012
366	3039.514 GLENMEDE TOTAL MARKET PORTFOLIO	PURCHASED	VARIOUS	12/13/2012
367	28376.068 GLENMEDE FUND INC-CORE FIXED INCOME PORT	PURCHASED	VARIOUS	12/13/2012
368	2631.579 DREYFUS GLOBAL REAL ESTATE SECURITIES FD	PURCHASED	VARIOUS	12/13/2012
369	2629.417 MATTHEWS PACIFIC TIGER FD - IS	PURCHASED	VARIOUS	12/13/2012
370	2598.246 T ROWE PRICE INST EMERGING STOCK FD	PURCHASED	VARIOUS	12/13/2012
371	2100.525 LONGLEAF PARTNERS FUND	PURCHASED	VARIOUS	12/13/2012
372	180 COCA COLA CO.	PURCHASED	VARIOUS	12/21/2012
373	18731.118 GLENMEDE FUND INC SECURED OPTIONS	PURCHASED	VARIOUS	12/13/2012
374	170 APACHE CORP	PURCHASED	VARIOUS	12/18/2012
375	120 COLGATE PALMOLIVE CO.	PURCHASED	VARIOUS	12/21/2012
376	105 SUNTRUST BANKS INC.	PURCHASED	VARIOUS	12/20/2012
377	1525.747 MANAGERS TIMESSQ M/C GRW-IN	PURCHASED	VARIOUS	12/13/2012
378	1373.391 LEGG MASON BW GLOBAL OP BD-IS	PURCHASED	VARIOUS	12/13/2012
379	1246.612 GLENMEDE FUND INC - ADVISOR SMALL CAP	PURCHASED	VARIOUS	12/13/2012

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 12 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	17,398.		16,346.	1,052.				\$ 1,052.
2	1,901.		1,597.	304.				304.
3	10,118.		11,030.	-912.				-912.
4	5,033.		5,494.	-461.				-461.
5	2,703.		2,025.	678.				678.
6	2,465.		2,025.	440.				440.
7	5,472.		4,050.	1,422.				1,422.
8	970.		944.	26.				26.
9	3,877.		3,775.	102.				102.
10	4,114.		4,004.	110.				110.
11	12,305.		11,297.	1,008.				1,008.
12	6,862.		6,384.	478.				478.
13	8,199.		7,713.	486.				486.
14	2,416.		2,492.	-76.				-76.
15	4,285.		4,430.	-145.				-145.
16	3,060.		2,442.	618.				618.
17	4,168.		3,357.	811.				811.
18	8,387.		8,396.	-9.				-9.
19	4,185.		3,845.	340.				340.
20	1,415.		1,300.	115.				115.
21	2,917.		2,921.	-4.				-4.
22	2,845.		2,921.	-76.				-76.
23	2,536.		2,401.	135.				135.
24	2,107.		2,012.	95.				95.
25	422.		402.	20.				20.
26	1,688.		1,610.	78.				78.
27	2,113.		2,012.	101.				101.
28	3,984.		4,102.	-118.				-118.
29	4,654.		4,096.	558.				558.
30	2,338.		2,048.	290.				290.
31	2,595.		2,268.	327.				327.
32	2,608.		2,195.	413.				413.
33	2,696.		2,268.	428.				428.
34	2,688.		2,268.	420.				420.
35	2,867.		2,414.	453.				453.
36	1,013.		1,096.	-83.				-83.
37	6,072.		6,575.	-503.				-503.
38	6,396.		6,940.	-544.				-544.
39	466.		420.	46.				46.
40	14,045.		13,282.	763.				763.
41	2,688.		2,354.	334.				334.
42	646.		568.	78.				78.
43	6,367.		5,600.	767.				767.
44	19,653.		19,740.	-87.				-87.
45	6,880.		6,668.	212.				212.
46	24,190.		17,478.	6,712.				6,712.
47	944.		888.	56.				56.
48	3,834.		3,604.	230.				230.
49	4,266.		4,010.	256.				256.
50	21,362.		19,569.	1,793.				1,793.
51	4,538.		3,641.	897.				897.
52	8,479.		6,763.	1,716.				1,716.
53	8,995.		7,914.	1,081.				1,081.

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 12 (CONTINUED)
FORM 990-PF, PART IV, LINE 1

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
54	4,664.		4,458.	206.				\$ 206.
55	25,238.		23,627.	1,611.				1,611.
56	4,254.		4,174.	80.				80.
57	5,341.		5,276.	65.				65.
58	6,515.		6,430.	85.				85.
59	666.		660.	6.				6.
60	3,118.		3,139.	-21.				-21.
61	4,187.		3,551.	636.				636.
62	10,139.		8,656.	1,483.				1,483.
63	2,252.		2,016.	236.				236.
64	7,155.		5,788.	1,367.				1,367.
65	2,240.		1,912.	328.				328.
66	154,039.		137,548.	16,491.				16,491.
67	53,000.		50,241.	2,759.				2,759.
68	155,000.		138,034.	16,966.				16,966.
69	294,000.		268,332.	25,668.				25,668.
70	70,000.		63,049.	6,951.				6,951.
71	410,000.		351,035.	58,965.				58,965.
72	70,000.		62,016.	7,984.				7,984.
73	125,000.		112,712.	12,288.				12,288.
74	5,716.		4,964.	752.				752.
75	7,061.		6,238.	823.				823.
76	2,786.		2,498.	288.				288.
77	12,502.		11,243.	1,259.				1,259.
78	16,626.		15,901.	725.				725.
79	2,244.		2,038.	206.				206.
80	9,524.		8,650.	874.				874.
81	10,143.		9,196.	947.				947.
82	8,965.		9,349.	-384.				-384.
83	963.		1,006.	-43.				-43.
84	7,104.		6,842.	262.				262.
85	2,621.		2,534.	87.				87.
86	3,129.		2,781.	348.				348.
87	4,298.		3,793.	505.				505.
88	2,087.		1,854.	233.				233.
89	2,984.		3,052.	-68.				-68.
90	3,756.		3,894.	-138.				-138.
91	1,158.		968.	190.				190.
92	5,056.		4,231.	825.				825.
93	504.		421.	83.				83.
94	5,093.		4,273.	820.				820.
95	826.		806.	20.				20.
96	1,242.		1,208.	34.				34.
97	8,020.		7,720.	300.				300.
98	4,549.		4,363.	186.				186.
99	4,169.		4,028.	141.				141.
100	4,158.		4,028.	130.				130.
101	2,796.		2,685.	111.				111.
102	6,114.		5,976.	138.				138.
103	7,737.		7,538.	199.				199.
104	15,024.		14,646.	378.				378.
105	6,625.		5,554.	1,071.				1,071.
106	4,669.		3,703.	966.				966.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 12 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
107	6,058.		6,161.	-103.				\$ -103.
108	3,374.		3,445.	-71.				-71.
109	1,113.		1,126.	-13.				-13.
110	15,509.		15,768.	-259.				-259.
111	12,816.		10,622.	2,194.				2,194.
112	2,924.		2,492.	432.				432.
113	3,521.		3,191.	330.				330.
114	10,914.		10,943.	-29.				-29.
115	10,909.		10,757.	152.				152.
116	9,201.		8,964.	237.				237.
117	5,177.		5,240.	-63.				-63.
118	5,661.		5,127.	534.				534.
119	3,152.		2,700.	452.				452.
120	6,160.		4,050.	2,110.				2,110.
121	4,129.		3,688.	441.				441.
122	2,432.		2,170.	262.				262.
123	1,706.		1,519.	187.				187.
124	5,857.		6,042.	-185.				-185.
125	3,207.		3,534.	-327.				-327.
126	2,074.		2,154.	-80.				-80.
127	3,032.		3,246.	-214.				-214.
128	2,843.		3,084.	-241.				-241.
129	1,570.		1,405.	165.				165.
130	5,104.		4,495.	609.				609.
131	179.		172.	7.				7.
132	4,166.		3,846.	320.				320.
133	3,754.		3,391.	363.				363.
134	2,074.		2,232.	-158.				-158.
135	2,626.		2,516.	110.				110.
136	3,426.		3,018.	408.				408.
137	1,697.		1,826.	-129.				-129.
138	957.		992.	-35.				-35.
139	15,927.		15,514.	413.				413.
140	4,587.		5,151.	-564.				-564.
141	4,151.		4,722.	-571.				-571.
142	4,082.		4,636.	-554.				-554.
143	4,021.		4,550.	-529.				-529.
144	854.		942.	-88.				-88.
145	4,974.		4,448.	526.				526.
146	11,739.		10,684.	1,055.				1,055.
147	4,088.		4,810.	-722.				-722.
148	1,313.		1,156.	157.				157.
149	670.		730.	-60.				-60.
150	3,598.		4,276.	-678.				-678.
151	3,565.		4,276.	-711.				-711.
152	407.		394.	13.				13.
153	602.		649.	-47.				-47.
154	853.		729.	124.				124.
155	8,557.		7,855.	702.				702.
156	3,609.		4,142.	-533.				-533.
157	3,784.		3,665.	119.				119.
158	3,775.		3,641.	134.				134.
159	8,288.		7,349.	939.				939.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 12 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
160	2,791.		2,904.	-113.				\$ -113.
161	5,460.		5,265.	195.				195.
162	6,097.		5,575.	522.				522.
163	3,914.		4,319.	-405.				-405.
164	5,794.		5,321.	473.				473.
165	3,781.		4,123.	-342.				-342.
166	3,587.		3,966.	-379.				-379.
167	6,010.		5,342.	668.				668.
168	10,119.		8,351.	1,768.				1,768.
169	1,688.		1,839.	-151.				-151.
170	1,531.		1,670.	-139.				-139.
171	3,231.		3,509.	-278.				-278.
172	3,009.		3,267.	-258.				-258.
173	7,846.		9,922.	-2,076.				-2,076.
174	981.		752.	229.				229.
175	9,230.		7,099.	2,131.				2,131.
176	4,154.		3,363.	791.				791.
177	208,000.		209,364.	-1,364.				-1,364.
178	89,000.		87,866.	1,134.				1,134.
179	2,423.		2,067.	356.				356.
180	25,724.		25,079.	645.				645.
181	3,776.		3,805.	-29.				-29.
182	638,000.		639,235.	-1,235.				-1,235.
183	1,883.		1,623.	260.				260.
184	1,222.		1,171.	51.				51.
185	3,566.		4,003.	-437.				-437.
186	79,000.		78,116.	884.				884.
187	8,000.		7,381.	619.				619.
188	2,954.		2,479.	475.				475.
189	2,938.		2,989.	-51.				-51.
190	5,953.		4,593.	1,360.				1,360.
191	812.		913.	-101.				-101.
192	2,907.		2,534.	373.				373.
193	2,990.		3,416.	-426.				-426.
194	2,693.		2,735.	-42.				-42.
195	4,213.		3,924.	289.				289.
196	1,032.		1,061.	-29.				-29.
197	1,613.		1,832.	-219.				-219.
198	2,602.		2,250.	352.				352.
199	2,440.		2,289.	151.				151.
200	2,572.		2,474.	98.				98.
201	1,702.		1,443.	259.				259.
202	2,663.		2,270.	393.				393.
203	2,803.		2,359.	444.				444.
204	13,000.		12,921.	79.				79.
205	20,873.		19,326.	1,547.				1,547.
206	11,666.		14,494.	-2,828.				-2,828.
207	2,610.		2,360.	250.				250.
208	1,698.		1,612.	86.				86.
209	2,660.		2,653.	7.				7.
210	2,277.		1,803.	474.				474.
211	2,129.		2,174.	-45.				-45.
212	2,652.		2,166.	486.				486.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART IV, LINE 1

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
213	2,998.		2,401.	597.				\$ 597.
214	2,278.		2,442.	-164.				-164.
215	4,004.		4,256.	-252.				-252.
216	2,388.		2,428.	-40.				-40.
217	2,260.		2,129.	131.				131.
218	100,000.		97,505.	2,495.				2,495.
219	72,000.		72,174.	-174.				-174.
220	4,005.		3,090.	915.				915.
221	14,128.		15,014.	-886.				-886.
222	14,802.		16,611.	-1,809.				-1,809.
223	2,332.		2,222.	110.				110.
224	27,000.		26,089.	911.				911.
225	11,000.		10,963.	37.				37.
226	5,705.		4,050.	1,655.				1,655.
227	1,035.		961.	74.				74.
228	1,825.		1,941.	-116.				-116.
229	3,045.		2,822.	223.				223.
230	1304000.		1292759.	11,241.				11,241.
231	3,877.		3,307.	570.				570.
232	4,498.		4,687.	-189.				-189.
233	6,090.		7,539.	-1,449.				-1,449.
234	310,000.		304,662.	5,338.				5,338.
235	50,000.		47,728.	2,272.				2,272.
236	54,000.		52,451.	1,549.				1,549.
237	1,422.		1,453.	-31.				-31.
238	1,542.		1,704.	-162.				-162.
239	1,136.		1,286.	-150.				-150.
240	2,007.		1,848.	159.				159.
241	1,167.		1,138.	29.				29.
242	1,784.		1,719.	65.				65.
243	1,475.		1,525.	-50.				-50.
244	3,411.		3,835.	-424.				-424.
245	2,392.		1,837.	555.				555.
246	2,408.		1,837.	571.				571.
247	775.		686.	89.				89.
248	954.		873.	81.				81.
249	825.		805.	20.				20.
250	803.		985.	-182.				-182.
251	862.		1,030.	-168.				-168.
252	863.		842.	21.				21.
253	814.		817.	-3.				-3.
254	1,330.		1,057.	273.				273.
255	1,335.		1,501.	-166.				-166.
256	1,310.		1,301.	9.				9.
257	1,132.		1,020.	112.				112.
258	572.		528.	44.				44.
259	2,051.		2,119.	-68.				-68.
260	813.		774.	39.				39.
261	1,142.		1,130.	12.				12.
262	652.		656.	-4.				-4.
263	300.		356.	-56.				-56.
264	534.		544.	-10.				-10.
265	896.		1,055.	-159.				-159.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 12 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
266	847.		943.	-96.				\$ -96.
267	737.		937.	-200.				-200.
268	750.		649.	101.				101.
269	1,471.		1,442.	29.				29.
270	688.		736.	-48.				-48.
271	620.		615.	5.				5.
272	1,170.		1,361.	-191.				-191.
273	1,391.		1,094.	297.				297.
274	1,696.		1,375.	321.				321.
275	1,035.		1,201.	-166.				-166.
276	923.		904.	19.				19.
277	1,216.		1,085.	131.				131.
278	728.		774.	-46.				-46.
279	14,409.		16,783.	-2,374.				-2,374.
280	5,000.		4,915.	85.				85.
281	14,869.		16,096.	-1,227.				-1,227.
282	1,801.		2,040.	-239.				-239.
283	2,349.		2,811.	-462.				-462.
284	1,763.		1,935.	-172.				-172.
285	67.		62.	5.				5.
286	4,383.		3,688.	695.				695.
287	4,190.		4,219.	-29.				-29.
288	4,617.		3,606.	1,011.				1,011.
289	3,736.		3,805.	-69.				-69.
290	11,221.		11,586.	-365.				-365.
291	20,130.		19,485.	645.				645.
292	14,501.		16,219.	-1,718.				-1,718.
293	8,048.		8,238.	-190.				-190.
294	16,391.		15,384.	1,007.				1,007.
295	5,880.		5,535.	345.				345.
296	7,672.		9,898.	-2,226.				-2,226.
297	3,296.		3,198.	98.				98.
298	5,790.		5,709.	81.				81.
299	3,511.		3,426.	85.				85.
300	4,380.		4,238.	142.				142.
301	17,569.		17,102.	467.				467.
302	13,848.		13,099.	749.				749.
303	8,745.		7,350.	1,395.				1,395.
304	10,200.		8,638.	1,562.				1,562.
305	8,511.		8,074.	437.				437.
306	18,304.		15,125.	3,179.				3,179.
307	10,327.		9,747.	580.				580.
308	8,958.		7,801.	1,157.				1,157.
309	11,145.		7,988.	3,157.				3,157.
310	12,457.		10,462.	1,995.				1,995.
311	16,496.		15,560.	936.				936.
312	15,390.		17,022.	-1,632.				-1,632.
313	21,465.		18,722.	2,743.				2,743.
314	4,450.		3,764.	686.				686.
315	4,124.		3,814.	310.				310.
316	9,902.		9,872.	30.				30.
317	4,843.		1,584.	3,259.				3,259.
318	3,696.		3,332.	364.				364.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 12 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
319	9,696.		8,844.	852.			\$	852.
320	9,538.		7,892.	1,646.				1,646.
321	10,911.		9,775.	1,136.				1,136.
322	6,960.		6,488.	472.				472.
323	2,565.		2,471.	94.				94.
324	16,271.		16,888.	-617.				-617.
325	1,951.		1,697.	254.				254.
326	13,752.		11,960.	1,792.				1,792.
327	27,722.		20,663.	7,059.				7,059.
328	6,863.		5,220.	1,643.				1,643.
329	20,870.		20,361.	509.				509.
330	5,014.		5,173.	-159.				-159.
331	6,334.		5,618.	716.				716.
332	4,162.		3,485.	677.				677.
333	6,546.		5,834.	712.				712.
334	19,032.		19,930.	-898.				-898.
335	6,804.		14,791.	-7,987.				-7,987.
336	11,498.		16,795.	-5,297.				-5,297.
337	10,192.		9,727.	465.				465.
338	74,000.		68,278.	5,722.				5,722.
339	184,912.		162,000.	22,912.				22,912.
340	18,394.		20,365.	-1,971.				-1,971.
341	3,399.		3,027.	372.				372.
342	87,000.		79,541.	7,459.				7,459.
343	72,000.		66,941.	5,059.				5,059.
344	138,000.		130,711.	7,289.				7,289.
345	18,065.		15,855.	2,210.				2,210.
346	301,000.		295,141.	5,859.				5,859.
347	7,634.		6,809.	825.				825.
348	10,782.		10,346.	436.				436.
349	8,737.		5,886.	2,851.				2,851.
350	6,810.		6,161.	649.				649.
351	5,217.		4,711.	506.				506.
352	36,000.		30,061.	5,939.				5,939.
353	21,836.		24,400.	-2,564.				-2,564.
354	23,928.		24,922.	-994.				-994.
355	13,000.		11,798.	1,202.				1,202.
356	10,334.		7,989.	2,345.				2,345.
357	7,348.		6,671.	677.				677.
358	247,000.		217,844.	29,156.				29,156.
359	16,000.		15,180.	820.				820.
360	4,526.		3,464.	1,062.				1,062.
361	4,610.		3,464.	1,146.				1,146.
362	4,214.		4,142.	72.				72.
363	10,508.		11,366.	-858.				-858.
364	9,829.		10,656.	-827.				-827.
365	79,000.		63,623.	15,377.				15,377.
366	30,000.		27,204.	2,796.				2,796.
367	332,000.		326,325.	5,675.				5,675.
368	22,000.		21,263.	737.				737.
369	64,000.		53,430.	10,570.				10,570.
370	80,000.		67,606.	12,394.				12,394.
371	56,000.		60,437.	-4,437.				-4,437.

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 12 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
372	6,691.		10,806.	-4,115.				\$ -4,115.
373	248,000.		228,521.	19,479.				19,479.
374	13,182.		16,379.	-3,197.				-3,197.
375	12,735.		11,087.	1,648.				1,648.
376	2,889.		2,618.	271.				271.
377	24,000.		20,354.	3,646.				3,646.
378	16,000.		14,901.	1,099.				1,099.
379	23,000.		20,294.	2,706.				2,706.
							TOTAL	\$ 408,301.

STATEMENT 13
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
SAM Y. ZAMRIK 457 NIMITZ AVENUE STATE COLLEGE, PA 16801-6412	TREASURER 3.00	\$ 0.	\$ 0.	\$ 0.
MOSHE KAM DREXEL UNIVERSITY PHILADELPHIA, PA 19104	TRUSTEE 0.50	0.	0.	0.
MICHAEL E. KARMIS VIRGINIA POLYTECHNIC INSTITUTE BLACKSBURG, VA 24076	VICE PRESIDENT 1.00	0.	0.	0.
DAVID L. BELDEN PO BOX 70 MOUNT VERNON, VA 22121	EXECUTIVE DIR. 20.00	94,456.	0.	0.
DENNIS R. MARTENSON 100 CLYDESDALE TRAIL, #225 MEDINA, MN 55340	PRESIDENT 4.00	0.	0.	0.
E. JAMES PRENDERGAST 445 HOES LANE PISCATAWAY, NJ 08855	TRUSTEE 0.50	0.	0.	0.
JUNE C WISPELWEY THREE PARK AVENUE NEW YORK, NY 10016-5991	TRUSTEE 1.00	0.	0.	0.

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 13 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PATRICK J. NATALE ASCE - 1801 ALEXANDER BELL DR. RESTON, VA 20191-4400	TRUSTEE 1.00	\$ 0.	\$ 0.	\$ 0.
DAVID O. ROSENTHAL JACOBS ENGINEERING HOUSTON, TX 77072	TRUSTEE 4.00	0.	0.	0.
THOMAS G. LOUGHLIN ASME THREE PARK AVENUE NEW YORK, NY 10016	TRUSTEE 0.38	0.	0.	0.
IAN SADLER MCC INTERNATIONAL MCDONALD, PA 15057	TRUSTEE 1.00	0.	0.	0.
TOTAL		\$ 94,456.	\$ 0.	\$ 0.

STATEMENT 14
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
IEEE 3 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10016	N/A	501(C) 3	ONE DAY WORKSHOP WITH MAJOR ENGINEERING AND SCIENTIFIC SOCIETIES	\$ 21,876.
ASME 3 PARK AVENUE NEW YORK, NY 10016	N/A	501(C) 3	ENGINEERS FOR CHANGE	148,000.
AMERICAN INSTITUTE OF CHEMICAL ENGINEERS 3 PARK AVENUE NEW YORK, NY 10016	N/A	501(C) 3	CARBON MANAGEMENT PROJECT	83,000.
AIME 8307 SHAFFER PARKWAY LITTLETON, CO 80127	N/A	501(C) 3	CARBON & ENERGY MANAGEMENT TECHNOLOGY CONFERENCE	62,500.
UNIVERSITY OF HOUSTON 316 E. COLLEN BUILDING HOUSTON, TX 77204	N/A	501(C) 3	INVENCIONES DE NUESTRA INVENTIVA	92,000.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
WGBH ONE GUEST STREET BOSTON, MA 02135	N/A	501 (C) 3	DESIGN SQUAD	\$ 46,000.
AAES 1801 ALEXANDER BELL DRIVE RESTON, VA 20191	N/A	501 (C) 3	FUND A FACILITATED ENGINEERING SOCIETY SUMMIT	50,718.
NATIONAL ACADEMY OF ENGINEERING 500 FIFTH STREET, NW WASHINGTON , DC 20001	N/A	501 (C) 3	CHANGING THE CONVERSATION	139,000.
ASME 3 PARK AVENUE NEW YORK, NY 10016	N/A	501 (C) 3	ENGINEERING PUBLIC POLICY SYMPOSIUM	28,000.
AAES 1801 ALEXANDER BELL DRIVE RESTON, VA 20191	N/A	501 (C) 3	LINDA HALL LIBRARY	7,722.
TOTAL				\$ <u>678,816.</u>

Statement 15

GLENMEDE

ASSET DIVERSIFICATION
UNITED ENGINEERING FOUNDATION INC IM
12/31/12
5617-00-4/2

	Tax Cost	Market Value	Estimated Annual Income	Current Yield	% Of Category	% Of Total
Cash & Reserves	411,144	411,144	0	0.00	100.00	2.43
Fixed Income						
Other Taxable Bond Mutual Funds	5,326,130	5,452,236	178,741	3.28	100.00	32.28
Fixed Income Total	5,326,130	5,452,236	178,741	3.28	100.00	32.28
Equities						
Basic Industries	227,090	253,123	4,071	1.61	2.79	1.50
Consumer Discretionary	230,672	255,960	3,323	1.30	2.82	1.52
Consumer Staples	215,899	229,766	7,584	3.30	2.53	1.36
Energy	257,933	248,357	6,186	2.49	2.74	1.47
Financials	412,354	476,963	9,388	1.97	5.25	2.82
Health Care	311,169	340,740	4,144	1.22	3.75	2.02
Reits	17,248	17,651	759	4.30	0.19	0.10
Technology	349,518	394,452	7,229	1.83	4.34	2.34
Utilities	34,933	34,689	1,429	4.12	0.38	0.21
Other Assets	35,024	36,654	599	1.64	0.40	0.22
U S Mutual Funds	4,352,716	4,492,152	32,104	0.71	49.48	26.59
International Mutual Funds	1,984,398	2,298,722	26,287	1.14	25.32	13.61
Equities Total	8,428,954	9,079,229	103,103	1.14	100.00	53.75
Other						
Alternative Assets	1,856,775	1,950,089	20,779	1.07	100.00	11.54
Other Total	1,856,775	1,950,089	20,779	1.07	100.00	11.54
Grand Total	16,023,003	16,892,698	302,623	1.79		100.00

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FOUNDATION IM CASH I
12/31/12
5617-00-4/2.1

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
	0+ Cash		1.00	0	1.00	0		0	0.00
Cash & Reserves Total									
				0		0		0	0.00
Grand Total									
				0		0		0	0.00

+ FRACTIONAL SHARE EXISTS

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FOUNDATION IM CASH PR
12/31/12
5617-00-4/2.2

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
	Cash & Reserves			0		0		0	-
	Cash Receivables			0		0		0	-
	Cash Payables			0		0		0	-
Grand Total				0		0		0	0.00

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN INC IM EQUITY INC
12/31/12
5617-00-4/2.3

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
14153	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	14,153	1.00	14,153		0	0.00 *
80+	Cash		1.00	80	1.00	80		0	0.00
Cash & Reserves Total				14,233		14,233		0	0.00
Grand Total				14,233		14,233		0	0.00

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
+ FRACTIONAL SHARE EXISTS

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN INC IM EQUITY PRI
12/31/12
5617-00-4/2.4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
414	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	414	1.00	414		0	0.00 *
0+	Cash		1.00	0	1.00	0		0	0.00
Cash & Reserves Total									
				414		414		0	0.00
Equities									
Basic Industries									
260	3M CO (MMM)		89.77	23,339	92.85	24,141	802	614	2.54
20	AIR PRODUCTS & CHEMICALS INC. (APD)		82.53	1,651	84.02	1,680	30	51	3.05
50	E I DU PONT DE NEMOURS & CO. (DD)		43.23	2,162	44.98	2,249	87	86	3.82
171	W W GRAINGER INC (GWW)		193.90	33,157	202.37	34,605	1,449	547	1.58
425	HONEYWELL INTERNATIONAL INC (HON)		55.29	23,498	63.47	26,975	3,477	697	2.58
365	J. B. HUNT (JBHT)		43.83	15,997	59.71	21,794	5,797	219	1.00
240	MONSANTO CO (MON)		90.45	21,708	94.65	22,716	1,009	360	1.58
290	PARKER-HANNIFIN CORP. (PH)		83.55	24,231	85.06	24,667	437	476	1.93
165	PRECISION CASTPARTS CORP (PCP)		144.85	23,901	189.42	31,254	7,353	20	0.06
Consumer Discretionary									
Total				169,644		190,081	20,440	3,070	1.61
370	ADVANCE AUTO PARTS (AAP)		70.47	26,074	72.35	26,770	696	89	0.33
585	BED BATH & BEYOND INC (BBBY)		60.33	35,292	55.91	32,707	2,585-	0	0.00
495	COACH INC (COH)		63.38	31,375	55.51	27,477	3,897-	594	2.16
400	DOLLAR TREE INC (DLTR)		40.14	16,058	40.56	16,224	166	0	0.00
420	HOME DEPOT INC. (HD)		40.46	16,993	61.85	25,977	8,984	487	1.88

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN INC IM EQUITY PRI
12/31/12
5617-00-4/2.4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
550	YUM BRANDS INC (YUM)		58.85	32,369	66.40	36,520	4,151	737	2.02 #
Total				158,161		165,675	7,516	1,907	1.15
Consumer Staples									
940	COCA COLA CO. (KO)		36.53	34,334	36.25	34,075	259-	959	2.81 #
190	COLGATE PALMOLIVE CO. (CL)		89.37	16,979	104.54	19,863	2,883	471	2.37 #
280	KELLOGG CO. (K)		56.61	15,851	55.85	15,638	213-	493	3.15 #
445	PHILIP MORRIS INTERNATIONAL (PM)		71.16	31,665	83.64	37,220	5,555	1,513	4.07 #
704	PROCTER & GAMBLE CO. (PG)		65.39	46,035	67.89	47,795	1,760	1,583	3.31 #
Total				144,864		154,591	9,726	5,019	3.25
Energy									
515	CHEVRON CORP (CVX)		107.45	55,336	108.14	55,692	356	1,854	3.33 #
370	NATIONAL OILWELL VARCO INC (NOV)		65.51	24,239	68.35	25,290	1,050	192	0.76 #
430	OCCIDENTAL PETROLEUM CORP. (OXY)		92.68	39,854	76.61	32,942	6,912-	929	2.82 #
520	SCHLUMBERGER LTD. (SLB)		75.75	39,389	69.30	36,035	3,354-	572	1.59 #
Total				158,818		149,959	8,859-	3,547	2.37
Financials									
420	ACE LTD (ACE)		71.72	30,122	79.80	33,516	3,394	823	2.46 #
607	AMERICAN EXPRESS CO. (AXP)		24.61	14,940	57.48	34,890	19,951	486	1.39 #
100	BLACKROCK INC (BLK)		188.74	18,874	206.71	20,671	1,798	600	2.90 #
231	FRANKLIN RESOURCES INC. (BEN)		114.40	26,427	125.70	29,037	2,610	268	0.92 #
570	PNC FINANCIAL SERVICES GROUP (PNC)		62.85	35,826	58.31	33,237	2,589-	912	2.74 #
750	US BANCORP (USB)		26.62	19,965	31.94	23,955	3,990	585	2.44 #

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN INC IM EQUITY PRI
12/31/12
5617-00-4/2.4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
1445	WELLS FARGO CO (WFC)		28.06	40,542	34.18	49,390	8,848	1,272	2.57 #
Total				186,696		224,696	38,001	4,946	2.20
Health Care									
280	ALLERGAN INC (AGN)		91.89	25,728	91.73	25,684	44-	56	0.22 #
400	BAXTER INTL. INC. (BAX)		54.55	21,819	66.66	26,664	4,845	720	2.70 #
260	C R BARD INC. (BCR)		96.32	25,042	97.74	25,412	370	208	0.82 #
770	JOHNSON & JOHNSON (JNJ)		67.12	51,682	70.10	53,977	2,295	1,879	3.48 #
350	LABORATORY CORP OF AMERICA HOLDINGS (LH)		84.32	29,512	86.62	30,317	805	0	0.00 #
310	ROCHE HOLDINGS LTD		47.13	14,610	50.25	15,579	969	478	3.07 #
630	SPONSORED ADR (RHHBY) UNITEDHEALTH GROUP INC (UNH)		48.91	30,812	54.24	34,171	3,359	536	1.57 #
Total				199,205		211,804	12,599	3,877	1.83
Technology									
450	ACCENTURE PLC (ACN)		59.41	26,736	66.50	29,925	3,189	729	2.44 #
335	AMPHENOL CORP-CL A (APH)		49.23	16,492	64.70	21,675	5,183	141	0.65 #
130	APPLE INC. (AAPL)		345.58	44,925	532.17	69,182	24,258	1,378	1.99 #
470	AVAGO TECHNOLOGIES LTD (AVGO)		34.54	16,235	31.65	14,876	1,359-	320	2.15 #
310	COGNIZANT TECH SOLUTIONS CRP (CTSH)		67.11	20,805	73.88	22,904	2,098	0	0.00 #
190	INTERNATIONAL BUSINESS MACHINES CORP. (IBM)		209.21	39,750	191.55	36,395	3,355-	646	1.77 #
650	MICROCHIP TECHNOLOGY INC. (MCHP)		35.38	22,995	32.59	21,184	1,812-	915	4.32 #
1835	MICROSOFT CORP. (MSFT)		26.10	47,901	26.71	49,012	1,111	1,688	3.44 #
1440	ORACLE CORP (ORCL)		32.56	46,890	33.32	47,981	1,091	346	0.72 #

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN INC IM EQUITY PRI
12/31/12
5617-00-4/2.4

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
638	QUALCOMM CORP. (QCOM)		41.32	26,364	61.86	39,466	13,103	638	1.62
Total				309,093		352,600	43,507	6,801	1.93
Equities Total				1,326,481		1,449,406	122,930	29,167	2.01
Grand Total				1,326,895		1,449,820	122,930	29,167	2.01

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
INDICATES MULTIPLE TAX LOTS
+ FRACTIONAL SHARE EXISTS

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN IM FIXED INCOME I
12/31/12
5617-00-4/2.5

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
65639	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	65,639	1.00	65,639		0	0.00
1+	Cash		1.00	1	1.00	1		0	0.00
Cash & Reserves Total				65,640		65,640		0	0.00
Grand Total				65,640		65,640		0	0.00

+ FRACTIONAL SHARE EXISTS

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN IM FIXED INCOME P
12/31/12
5617-00-4/2.6

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
457	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	457	1.00	457		0	0.00 *
0+	Cash		1.00	0	1.00	0		0	0.00
Cash & Reserves Total									
				457		457		0	0.00
Fixed Income									
Other Taxable Bond Mutual Funds									
333781+	GLENMEDE FUND INC-CORE FIXED INCOME PORTFOLIO (GTCGX)		11.61	3,874,051	11.64	3,885,209	11,158	109,480	2.82 #
37546+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		12.39	465,235	13.34	500,861	35,626	22,265	4.45 #
43379+	LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/2009 (GOBSX)		10.84	470,207	11.71	507,965	37,758	15,716	3.09 #
53622+	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012 (TIHYX)		9.63	516,637	10.41	558,201	41,564	33,782	6.05 #
Total									
				5,326,130		5,452,236	126,106	181,243	3.32
Fixed Income Total									
				5,326,130		5,452,236	126,106	181,243	3.32
Grand Total									
				5,326,587		5,452,693	126,106	181,243	3.32

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN IM MUTUAL FUNDS I
12/31/12
5617-00-4/2.7

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
43637	GLENMEDE FUND INC-GOVT		1.00	43,637	1.00	43,637		0	0.00 *
8254+	CASH PORTFOLIO (GOVTCASH)		1.00	8,254	1.00	8,254		0	0.00
Cash & Reserves Total									
				51,891		51,891		0	0.00
Grand Total									
				51,891		51,891		0	0.00

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
+ FRACTIONAL SHARE EXISTS

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN IM MUTUAL FUNDS P
12/31/12
5617-00-4/2.8

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
245971	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	245,971	1.00	245,971		0	0.00 *
0+	Cash		1.00	0	1.00	0		0	0.00
Cash & Reserves Total									
				245,971		245,971		0	0.00
Equities									
U S Mutual Funds									
17309+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTC SX)		17.34	300,214	18.63	322,474	22,260	2,908	0.90 #
99909+	GLENMEDE FUND INC SECURED OPTIONS (GT SOX)		12.07	1,205,876	11.90	1,188,916	16,960-	0	0.00 *
45855+	GLENMEDE TOTAL MARKET PORTFOLIO (GTMX)		8.20	376,007	9.95	456,252	80,245	2,981	0.65
29537+	GMO QUALITY FUND IV (GQEFX)		20.78	613,838	22.35	660,159	46,320	15,389	2.33 #
30568+	LONGLEAF PARTNERS FUND (LLPEX)		28.23	862,859	26.39	806,679	56,180-	3,913	0.49 #
49009+	MANAGERS TIMES SQ M/C GRW-IN (TMDIX)		13.73	672,764	15.05	737,584	64,819	0	0.00 #
15228+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		21.09	321,158	21.02	320,088	1,070-	6,913	2.16 #
International Mutual Funds									
				4,352,716		4,492,152	139,436	32,104	0.71
30440+	GLENMEDE INTL SECURED OPTIONS PORT (NOVIX)		10.44	317,789	10.50	319,618	1,829	0	0.00 *
9358+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		20.66	193,328	24.41	228,430	35,102	1,890	0.83 #
22206+	OAKMARK INTERNATIONAL FD I (OAKIX)		15.66	347,669	20.93	464,779	117,110	9,749	2.10 #
13302+	T ROWE PRICE INST EMERGING STOCK FD (IEMFX)		26.17	348,083	31.16	414,478	66,395	2,394	0.58 #

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN IM MUTUAL FUNDS P
12/31/12
5617-00-4/2.8

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
31022+	THORNBURG INTL VALUE FD-I (TGVIX)		25.06	777,529	28.09	871,417	93,888	12,254	1.41 #
Total				1,984,398		2,298,722	314,324	26,287	1.14
Equities Total				6,337,114		6,790,874	453,760	58,391	0.86
Other									
Alternative Assets									
14075+	AOR RISK PARITY FUND -I (AQRX)		12.18	171,442	11.49	161,718	9,724-	2,041	1.26 #
20193+	DREYFUS GLOBAL REAL ESTATE SECURITIES FD (DRLX)		8.08	163,157	8.13	164,166	1,010	8,764	5.34
16596+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		10.35	171,765	11.09	184,046	12,281	9,974	5.42
8628	UNITED STATES COMMODITY INDEX (USCI)		57.71	497,931	58.63	505,859	7,928	0	0.00 #
Total				1,004,295		1,015,789	11,494	20,779	2.05
Other Total				1,004,295		1,015,789	11,494	20,779	2.05
Grand Total				7,587,380		8,052,634	465,254	79,170	0.98

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
INDICATES MULTIPLE TAX LOTS
+ FRACTIONAL SHARE EXISTS

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNI ENGINEERING FDN INC IM LRG CAP VL IN
12/31/12
5617-00-4/2.9

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
19904	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	19,904	1.00	19,904		0	0.00 *
0+	Cash		1.00	0	1.00	0		0	0.00
Cash & Reserves Total				19,904		19,904		0	0.00
Grand Total				19,904		19,904		0	0.00

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
+ FRACTIONAL SHARE EXISTS

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNI ENGINEERING FDN INC IM LRG CAP VL PR
12/31/12
5617-00-4/2.10

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
12633	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	12,633	1.00	12,633		0	0.00 *
1+	Cash		1.00	1	1.00	1		0	0.00
Cash & Reserves Total									
				12,634		12,634		0	0.00
Equities									
Basic Industries									
315	B/E AEROSPACE INC (BEAV)		45.09	14,202	49.40	15,561	1,359	0	0.00 #
95	FLOWERVE CORP (FLS)		116.67	11,084	146.80	13,946	2,862	137	0.98
235	FLUOR CORP (NEW) (FLR)		45.19	10,620	58.74	13,804	3,184	150	1.09
940	GENERAL ELECTRIC CO. (GE)		22.92	21,540	20.99	19,731	1,810-	714	3.62
Total									
				57,446		63,042	5,595	1,001	1.59
Consumer Discretionary									
215	WALT DISNEY CO. (DIS)		37.04	7,964	49.79	10,705	2,741	161	1.51
235	OMNICOM GROUP (OMC)		49.54	11,643	49.96	11,741	98	282	2.40 #
355	SCRIPPS NETWORKS INTERAC (SNI)		43.60	15,480	57.92	20,562	5,082	170	0.83 #
330	SIGNET JEWELERS LTD (SIG)		47.96	15,828	53.40	17,622	1,794	158	0.90 #
620	TIME WARNER INC (TWX)		34.83	21,596	47.83	29,655	8,058	645	2.17 #
Total									
				72,511		90,285	17,773	1,416	1.57
Consumer Staples									
535	CONAGRA INC. (CAG)		27.76	14,850	29.50	15,783	932	535	3.39 #
510	CVS CORP (CVS)		40.24	20,523	48.35	24,659	4,135	459	1.86 #
220	KIMBERLY CLARK CORP. (KMB)		84.55	18,600	84.43	18,575	26-	651	3.51

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNI ENGINEERING FDN INC IM LRG CAP VL PR
12/31/12
5617-00-4/2.10

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
390	REYNOLDS AMERICAN INC (RAI)		43.75	17,062	41.43	16,158	904-	920	5.70 #
Total				71,035		75,175	4,138	2,565	3.41
Energy									
110	APACHE CORP (APA)		86.88	9,557	78.50	8,635	922-	75	0.87 #
145	CHEVRON CORP (CVX)		118.20	17,139	108.14	15,680	1,459-	522	3.33 #
435	CONOCOPHILLIPS (COP)		58.07	25,261	57.99	25,226	35-	1,148	4.55 #
305	DIAMOND OFFSHORE DRILLING (DO)		65.17	19,878	67.96	20,728	850	153	0.74 #
325	EXXON MOBIL CORPORATION (XOM)		83.94	27,280	86.55	28,129	849	741	2.63 #
Total				99,115		98,398	716-	2,639	2.68
Financials									
2785	BANK OF AMERICA CORP (BAC)		9.59	26,697	11.61	32,334	5,637	111	0.34 #
375	CAPITAL ONE FINL CORP. (COF)		44.37	16,639	57.93	21,724	5,085	75	0.35 #
830	FIDELITY NATIONAL TITLE CL A (FNF)		20.31	16,854	23.55	19,547	2,692	531	2.72 #
555	HERTZ GLOBAL HOLDINGS INC (HTZ)		13.09	7,267	16.27	9,030	1,763	0	0.00 #
840	JPMORGAN CHASE & CO (JPM)		40.29	33,844	43.97	36,934	3,090	1,008	2.73 #
475	KBR INC (KBR)		31.15	14,796	29.92	14,212	584-	152	1.07 #
355	PNC FINANCIAL SERVICES GROUP (PNC)		57.63	20,459	58.31	20,700	241	568	2.74 #
1285	SLM CORP (SLM)		16.28	20,924	17.13	22,012	1,088	643	2.92 #
685	SUNTRUST BANKS INC. (STI)		24.91	17,065	28.35	19,420	2,355	137	0.71 #
320	TORCHMARK CORP (TMK)		42.57	13,621	51.67	16,534	2,913	192	1.16 #
1165	WELLS FARGO CO (WFC)		32.18	37,492	34.18	39,820	2,328	1,025	2.57 #
Total				225,658		252,267	26,607	4,442	1.76
Health Care									

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNI ENGINEERING FDN INC IM LRG CAP VL PR
12/31/12
5617-00-4/2.10

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
580	CIGNA CORP. (CI)		47.83	27,742	53.46	31,007	3,265	23	0.07
555	HCA HOLDINGS INC (HCA)		26.18	14,530	30.17	16,744	2,214	0	0.00
305	MCKESSON HBC INC (MCK)		89.74	27,371	96.96	29,573	2,202	244	0.83
815	MYLAN LABORATORIES INC. (MYL)		21.21	17,288	27.45	22,372	5,084	0	0.00
340	WATSON PHARMACEUTICALS (WPI)		73.63	25,033	86.00	29,240	4,207	0	0.00
Total				111,964		128,936	16,971	267	0.21
260	DIGITAL REALTY TRUST INC (DLR)		66.34	17,248	67.89	17,651	403	759	4.30
Total				17,248		17,651	403	759	4.30
610	ARROW ELECTRONICS INC (ARW)		39.07	23,835	38.08	23,229	606-	0	0.00
535	FIDELITY NATIONAL INFORMATION SERVICES (FIS)		31.01	16,590	34.81	18,623	2,033	428	2.30
Total				40,425		41,852	1,428	428	1.02
194	DUKE ENERGY CORP (DUK)		63.33	12,286	63.80	12,377	92	594	4.80
170	NEXTERA ENERGY INC (NEE)		69.04	11,737	69.19	11,762	26	408	3.47
395	XCEL ENERGY INC (XEL)		27.62	10,910	26.71	10,550	360-	427	4.04
Total				34,933		34,689	243-	1,429	4.12
225	BUNGE LTD (BG)		67.41	15,168	72.69	16,355	1,188	243	1.49

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNI ENGINEERING FDN INC IM LRG CAP VL PR
12/31/12
5617-00-4/2.10

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
810	XL GROUP PLC F (XL)		24.51	19,856	25.06	20,299	442	356	1.76
	Total			35,024		36,654	1,630	599	1.64
	Equities Total			765,359		838,949	73,586	15,545	1.85
	Grand Total			777,993		851,583	73,586	15,545	1.83

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
INDICATES MULTIPLE TAX LOTS
+ FRACTIONAL SHARE EXISTS

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN IM LIBERTY INC
12/31/12
5617-00-4/2.11

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
	Cash & Reserves			0		0		0	-
	Cash Receivables			0		0		0	-
	Cash Payables			0		0		0	-
Grand Total				0		0		0	0.00

GLENMEDE
INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN IM LIBERTY PRI
12/31/12
5617-00-4/2.12

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Other									
Alternative Assets									
6400	LIBERTY SPECIAL STRATEGIES OFFSHORE FUND		100.00	640,000	103.05	659,500	19,500	0	0.00
Total				640,000		659,500	19,500	0	0.00
Other Total				640,000		659,500	19,500	0	0.00
Grand Total				640,000		659,500	19,500	0	0.00

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN IM PRIVATE EQ I
12/31/12
5617-00-4/2.13

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
	Cash & Reserves			0		0		0	-
	Cash Receivables			0		0		0	-
	Cash Payables			0		0		0	-
	Grand Total			0		0		0	0.00

GLENMEDE

INVESTMENT AUTHORITY
Sole

STATEMENT OF ASSETS
UNITED ENGINEERING FDN IM PRIVATE EQ P
12/31/12
5617-00-4/2.14

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
0+ Cash			1.00	0	1.00	0	0	0	0.00
Cash & Reserves Total									
				0		0		0	0.00
Other									
Alternative Assets									
107510+	GLENMEDE CLIENT OPP UNF COMMITMENT (GCOCOMMIT)		0.00	0	0.00	0	0	0	0.00
212480+	GLENMEDE CLIENT OPPORTUNITIES PFIC POOL (GCOPFIC)		1.00	212,480	1.29	274,800	62,320	0	0.00 #
Total				212,480		274,800	62,320	0	0.00
Other Total									
				212,480		274,800	62,320	0	0.00
Grand Total				212,480		274,800	62,320	0	0.00

INDICATES MULTIPLE TAX LOTS
+ FRACTIONAL SHARE EXISTS

Statements 16

ASSET SUMMARY

TUA J BREUCHAUD FBO UNITED ENGIN FDN
ACCOUNT 10585387300

AS OF DECEMBER 31, 2012

PAGE 1

ASSET CATEGORY	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
CASH	0.00	0.00	0.00			
CASH EQUIVALENTS	12,605.94	5.44	12,605.94	0.00	1.26	0 01
FIXED INCOME	55,357.81	23.88	52,157.49	3,200.32	1,865.03	3 37
EQUITIES	163,815.97	70.68	152,292.29	11,523.68	1,593.48	0 97
*TOTAL ASSETS	231,779.72	100.00%	217,055.72	14,724.00	3,459.77	1 49

*INCLUDES INCOME CASH BALANCE OF \$4,857.47

ASSET DETAIL

TUA J BREUCHAUD FBO UNITED ENGIN FDN
ACCOUNT 10585387300

AS OF DECEMBER 31, 2012

PAGE 2

	PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
+							
	CASH & CASH EQUIVALENTS						
+							
	CASH						
	7,748.47	CRA (BNY MELLON, N.A., MEMBER FDIC)	7,748.47 1.00	7,748.47	0.00	0.77	0.01
	4,857.47	CRA (BNY MELLON, N.A., MEMBER FDIC)	4,857.47 1.00	4,857.47	0.00	0.49	0.01
+							
	TOTAL CASH & CASH EQUIVALENTS						
			12,605.94	12,605.94	0.00	1.26	0.01
+							
	FIXED INCOME						
+							
	MUTUAL FUNDS						
+							
	1,869 778	BNY MELLON BOND FUND-M	25,391.59 13.58	23,973.58	1,418.01	790.92	3.11
	1,734.291	BNY MELLON INTERMEDIATE BD-M	22,892.64 13.20	22,338.60	554.04	600.06	2.62
	1,060 507	DREYFUS HIGH YIELD-I	7,073.58 6.67	5,845.31	1,228.27	474.05	6.70
+							
	TOTAL MUTUAL FUNDS						
			55,357.81	52,157.49	3,200.32	1,865.03	3.37
+							
	TOTAL FIXED INCOME						
			55,357.81	52,157.49	3,200.32	1,865.03	3.37

ASSET DETAIL

TUA J BREUCHAUD FBO UNITED ENGIN FDN
ACCOUNT 10585387300

AS OF DECEMBER 31, 2012

PAGE 3

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
+						
EQUITIES						
+						
MUTUAL FUNDS						
+						
1,567.163	BNY MEL US CORE EQ 130/30-M	19,260.43 12.29	19,382.50	122.07-	92.46	0 48
2,205 512	BNY MELLON EMERGING MKTS-M	22,606.50 10.25	19,304.08	3,302.42	216.14	0 96
1,449.208	BNY MELLON FOC EQ OPP-M	19,042.59 13.14	16,436.74	2,605 85	168.11	0 88
1,155 424	BNY MELLON M/C MULTI-STRATEGY FUND	12,940.75 11 20	9,008.33	3,932.42	0.00	0.00
928.535	BNY MELLON SM/MID CAP-M	11,978.10 12.90	11,753.34	224.76	196 85	1.64
2,443.516	DREYFUS DIVERSIFIED INTL-I	24,997.17 10.23	25,012.80	15.63-	476.49	1 91
4,434 346	DREYFUS L/C EQUITY FUND-IN	52,990.43 11.95	51,394.50	1,595.93	443 43	0 84
+						
TOTAL MUTUAL FUNDS						
+						
TOTAL EQUITIES						
		163,815.97	152,292.29	11,523.68	1,593.48	0 97
		163,815.97	152,292.29	11,523.68	1,593 48	0 97

*INCLUDES INCOME CASH BALANCE OF \$4,857.47

STATE OF NEW YORK

County of New York, s:

THE ANNUAL RETURN
OF The United Engineer-
ing FOUNDATION For
the calendar year ended
December 31, 2012 is avail-
able at its principal office
located at 22 Law Drive
Fairfield, NJ 07004 for in-
spection during regular
business hours by any citi-
zen who requests it within
180 days hereof. Principal
Manager of the Founda-
tion is Dr. David Belden.
2164778 .08

Linda Su, being duly sworn, says that she is the PRINCIPAL CLERK of the Publisher of the **NEW YORK LAW JOURNAL**, a Daily Newspaper; that the Advertisement hereto annexed has been published in the said **NEW YORK LAW JOURNAL** one time on the 8th day of October, 2013.

TO WIT : OCTOBER 8, 2013

SWORN BEFORE ME, this 8th day
Of October, 2013.



Cynthia Byrd
Notary Public, State of New York
No. 01BY6056945
Qualified in Kings County
Commission Expires April 09, 2015

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

		Enter filer's identifying number, see instructions	
Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
	UNITED ENGINEERING FOUNDATION, INC.	13-6162675	
	Number, street, and room or suite number If a P O box, see instructions	Social security number (SSN)	
File by the extended due date for filing your return See instructions	SHAPIRO & DUFFALO C.P.A. P.C. 110 E 59TH ST FL 22		
	City, town or post office, state, and ZIP code For a foreign address, see instructions		
	NEW YORK, NY 10022-1325		

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in care of THE ORGANIZATION
Telephone No 973-244-2328 FAX No _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 2013
- 5 For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8 a \$	12,874.
8 b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8 b \$	6,000.
8 c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8 c \$	6,874.

Signature and Verification must be completed for Part II only.

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

Signature [Signature] Title CFA Date 3/12/13
BAA FIFZ0502L 01/21/13 Form 8868 (Rev 1-2013)