



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2012

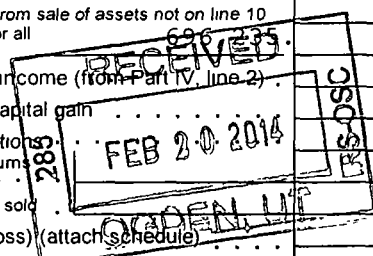
Open to Public Inspection

For calendar year 2012 or tax year beginning **10/01, 2012, and ending** **09/30, 2013**

Name of foundation THE ROBERT G. & JANE V. ENGEL FOUNDATION INC.		A Employer identification number 22-2764445
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) () -
P.O. BOX 42 - 80 WEARIMUS ROAD		
City or town, state, and ZIP code HO-HO-KUS, NJ 07423-0042		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,089,178.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	11,500.			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	38,821.	38,821.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	291,810.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		291,810.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	342,131.	330,631.		
	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	11,500.	5,750.		5,750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	4,853.	1,291.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	13,901.	13,876.		25.
	24 Total operating and administrative expenses. Add lines 13 through 23	30,254.	20,917.		5,775.
	25 Contributions, gifts, grants paid	275,000.			275,000.
	26 Total expenses and disbursements. Add lines 24 and 25	305,254.	20,917.	0	280,775.
	27 Subtract line 26 from line 12	36,877.			
	a Excess of revenue over expenses and disbursements		309,714.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				

SCANNED FEB 24 2014



Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	104,933.	120,425.	120,425.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) .			
	b Investments - corporate stock (attach schedule) ATCH 5	551,341.	587,132.	780,331.
	c Investments - corporate bonds (attach schedule) ATCH 6	206,646.	130,738.	131,081.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 7		60,046.	57,341.
	14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	862,920.	898,341.	1,089,178.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons .			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds . .	862,920.	898,341.	
	30 Total net assets or fund balances (see instructions)	862,920.	898,341.	
	31 Total liabilities and net assets/fund balances (see instructions)	862,920.	898,341.	

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	862,920.
2 Enter amount from Part I, line 27a	2	36,877.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	899,797.
5 Decreases not included in line 2 (itemize) ▶ ATCH 8	5	1,456.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	898,341.

Form 990-PF (2012)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	291,810.	
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 $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 8, column (c) (see instructions)} \\ \text{If (loss), enter -0- in Part I, line 8} \end{array} \right\}$			3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	303,041.	1,343,564.	0.225550
2010	306,710.	1,501,798.	0.204229
2009	318,678.	1,643,316.	0.193924
2008	275,938.	1,528,713.	0.180503
2007	301,157.	2,306,736.	0.130555
2 Total of line 1, column (d)			2 0.934761
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 0.186952
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,271,753.
5 Multiply line 4 by line 3			5 237,757.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,097.
7 Add lines 5 and 6			7 240,854.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 280,775.

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 instructions)		1	3,097.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	3,097.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,097.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,200.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,200.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	103.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 103. Refunded ☐	11		

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 instructions for the definition)? 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		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 ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NEW JERSEY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation ATCH 9		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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		
Website address N/A				
14	The books are in care of JANE V. ENGEL Telephone no 201-445-4248			
Located at 80 WEARIMUS RD. HO-HO-KUS, NJ ZIP+4 07423				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☒ and enter the amount of tax-exempt interest received or accrued during the year 15			
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?Organizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
ATCH 10		0	0	0

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

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

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

Form 990-PF (2012)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,113,260.
b	Average of monthly cash balances	1b	177,860.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,291,120.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,291,120.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	19,367.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,271,753.
6	Minimum investment return. Enter 5% of line 5	6	63,588.

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	63,588.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,097.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,097.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	60,491.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	60,491.
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	60,491.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	280,775.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	280,775.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	3,097.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	277,678.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				60,491.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> 20 <u>09</u> 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007				191,056.
b From 2008				201,126.
c From 2009				238,756.
d From 2010				237,200.
e From 2011				242,171.
f Total of lines 3a through e	1,110,309.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>280,775.</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				60,491.
e Remaining amount distributed out of corpus	220,284.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,330,593.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	191,056.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,139,537.			
10 Analysis of line 9				
a Excess from 2008	201,126.			
b Excess from 2009	238,756.			
c Excess from 2010	237,200.			
d Excess from 2011	242,171.			
e Excess from 2012	220,284.			

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

NOT APPLICABLE

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

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

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

NONE

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

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

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

N/A

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

LETTER, NO OTHER REQUIREMENTS

c Any submission deadlines

NONE

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

NONE

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 11				
Total			3a	275,000.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
▼	

JSA

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

THE ROBERT G. & JANE V. ENGEL FOUNDATION INC.

Employer identification number

22-2764445

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

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

Employer identification number
22-2764445**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JANE V. ENGEL 80 WEARIMUS ROAD, PO BOX 42 HO-HO-KUS, NJ 07423-0042	\$ 11,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

Employer identification number

22-2764445

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

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

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

Employer identification number

22-2764445

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----
-----	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----	----- ----- -----	----- ----- -----

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
275,230.		SEE STATEMENT ATTACHED 108,580.					VAR 166,650.	VAR
201,586.		SEE STATEMENT ATTACHED 175,767.					VAR 25,819.	VAR
219,419.		SEE STATEMENT ATTACHED 120,078.					VAR 99,341.	VAR
TOTAL GAIN(LOSS)							<u>291,810.</u>	

The Robert G. Jane Engel Foundation Inc.

EIN 22-2764445

Realized Gain/Loss Statement

Tax Year Ending 9/30/13

Security	Quantity	Date Acquired	Date Sold	Proceeds (\$)	Total Cost (\$)	G/L Amount (\$)	Holding Period
Morgan Stanley Smith Barney a/c 100386-090							
Cdn Pacific Ry Ltd New	1	2/14/2013	7/2/2013	121.66	118.5	3.16	Short
Comcast Corp (New) Class A	5	2/14/2013	7/2/2013	202.94	200.69	2.25	Short
Diageo Plc Spon ADR New	13	11/9/2012	7/2/2013	1,499.13	1,492.49	6.64	Short
Novartis Ag ADR	25	5/29/2013	7/2/2013	1,760.71	1,815.66	-54.95	Short
Sub-Total Short Term				3584.44	3627.34	-42.90	
Morgan Stanley Smith Barney a/c 100385-090							
Ab Electrolox Spon ADR	21	5/17/2013	7/12/2013	1,077.70	1,175.78	-98.08	short
Ab Electrolox Spon ADR	17	6/17/2013	7/12/2013	872.42	928.2	-55.78	short
Accenture Plc Ireland CI A	19	12/17/2012	7/12/2013	1,427.63	1,347.93	79.70	short
Adecco Sa Unspn ADR	23	5/13/2013	7/12/2013	702.63	661.46	41.17	short
Air Liquide ADR	64	7/12/2013	7/24/2013	1,659.96	1,630.77	29.19	short
Akzo Nobel Nv ADR	7	10/18/2012	7/12/2013	145.17	130.31	14.86	short
Amadeus It Hldg Sa Unspn ADR	27	2/7/2013	7/12/2013	892.33	689.18	203.15	short
Aviva Plc ADR	87	9/7/2012	7/12/2013	951.71	979.49	-27.78	short
Aviva Plc ADR	39	10/10/2012	7/12/2013	426.63	408.85	17.78	short
Aviva Plc ADR	56	10/18/2012	7/12/2013	612.59	636.69	-24.10	short
Aviva Plc ADR	59	11/29/2012	7/12/2013	645.41	671.32	-25.91	short
Aviva Plc ADR	43	6/27/2013	7/12/2013	470.39	447.03	23.36	short
Axa Ads	16	12/3/2012	7/12/2013	335.99	266.47	69.52	short
Axa Ads	41	12/12/2012	7/12/2013	860.98	706.19	154.79	short
Axa Ads	38	1/10/2013	7/12/2013	798	694.25	103.75	short
Bg Group Plc	51	6/15/2012	1/9/2013	840.3	989.27	-148.97	short
C & C Grp Plc Spons ADR	42	7/19/2012	7/12/2013	673.67	527.02	146.65	short
Carnival Plc	22	9/7/2012	7/12/2013	817.07	791.69	25.38	short
Celesio Ag Unspn ADR	103	8/1/2012	7/12/2013	419.2	373.89	45.31	short
Celesio Ag Unspn ADR	2	8/2/2012	7/12/2013	8.14	7.16	0.98	short
Celesio Ag Unspn ADR	128	10/16/2012	7/12/2013	520.95	491.51	29.44	short
Celesio Ag Unspn ADR	118	11/29/2012	7/12/2013	480.25	397.55	82.70	short
China Mobile Ltd	16	3/9/2012	1/15/2013	913.61	879.29	34.32	short
China Mobile Ltd	1	4/13/2012	1/15/2013	57.1	54.49	2.61	short
China Mobile Ltd	6	3/9/2012	12/3/2012	336.18	329.74	6.44	short
China Mobile Ltd	6	6/18/2012	1/15/2013	342.61	314.41	28.20	short
Credit Suisse Group	0.098	11/19/2012	5/20/2013	2.85	2.2	0.65	short
Credit Suisse Group	59	11/19/2012	7/12/2013	1,657.87	1,329.07	328.80	short
Credit Suisse Group	29	12/4/2012	7/12/2013	814.88	677.09	137.79	short
Csm Nv Unspn ADR	32	12/14/2012	7/12/2013	701.43	684.85	16.58	short
Csm Nv Unspn ADR	47	2/1/2013	7/12/2013	1,030.22	1,108.70	-78.48	short
Csm Nv Unspn ADR	9	5/2/2013	7/12/2013	197.27	201	-3.73	short
Deutsche Boerse Ag Unspn ADR	234	1/23/2013	7/12/2013	1,584.15	1,477.22	106.93	short
Don Quijote Co Ltd Unsp ADR	4	3/14/2013	7/12/2013	643.23	460.46	182.77	short
Gazprom O A O Spon ADR	54	2/8/2012	10/10/2012	537.30	686.34	-149.04	short
E On Se	32	6/6/2012	1/25/2013	570.62	571.29	-0.67	short
E On Se	24	7/13/2012	1/25/2013	427.96	518.16	-90.20	short
Embraer S A ADR	21	5/17/2013	7/12/2013	788.11	773.4	14.71	short
Embraer S A ADR	11	7/10/2013	7/12/2013	412.82	410.22	2.60	short
Ensco Plc Class A	2	4/13/2012	4/11/2013	116.81	106.29	10.52	short
Ensco Plc Class A	4	10/18/2012	4/11/2013	233.62	234.71	-1.09	short
Ericsson Lm Tel ADR CI B New	31	5/21/2012	3/4/2013	381.44	263.98	117.46	short
Esprit Hldgs Ltd Sponsored ADR Corp Action	0	12/7/2012	12/7/2012	102.41	0	102.41	short
Esprit Hldgs Ltd Sponsored ADR	168	10/10/2012	7/12/2013	497.71	577.77	-80.06	short
Gtech S P A Sponsored ADR	60	6/14/2013	7/12/2013	1,537.17	0	1,537.17	short
Gtech S P A Sponsored ADR	26	6/21/2013	7/12/2013	666.11	680.8	-14.69	short
Heidelberg Cement ADR	49	9/14/2012	7/12/2013	671.28	574.28	97.00	short
Hitachi 10 Com New ADR	5	5/13/2013	7/12/2013	331.84	343.37	-11.53	short
Hitachi 10 Com New ADR	18	7/1/2013	7/12/2013	1,194.64	1,166.83	27.81	short
Hitachi 10 Com New ADR	11	7/10/2013	7/12/2013	730.06	728.02	2.04	short
Honda Motor Company Ltd ADR	30	11/19/2012	7/12/2013	1,151.08	968.17	182.91	short
Honda Motor Company Ltd ADR	22	12/12/2012	7/12/2013	844.12	738.92	105.20	short
Honda Motor Company Ltd ADR	14	2/7/2013	7/12/2013	537.17	533.12	4.05	short

Realized Gain/Loss Statement

Tax Year Ending 9/30/13

Security	Quantity	Date Acquired	Date Sold	Proceeds (\$)	Total Cost (\$)	G/L Amount (\$)	Holding Period
Hoya Corp Spons Adr	33	3/4/2013	7/12/2013	726 98	626 01	100 97	short
Hoya Corp Spons Adr	2	3/6/2013	7/12/2013	44 06	39 2	4 86	short
Hoya Corp Spons Adr	9	7/2/2013	7/12/2013	198 26	193 17	5 09	short
Indra Sistemas Sa Fgn Ord Adr	159	12/3/2012	7/12/2013	1,060 51	931 15	129 36	short
Jtekt Corp Un-sponsored Adr	26	4/26/2013	7/12/2013	960 94	851 01	109.93	short
Jtekt Corp Un-sponsored Adr	11	6/18/2013	7/12/2013	406 55	380 27	26 28	short
Jtekt Corp Un-sponsored Adr	6	7/2/2013	7/12/2013	221 76	208 14	13 62	short
Kingfisher Plc Spons Adr New	137	7/8/2013	7/12/2013	1,569 99	1,536 98	33 01	short
Lg Display Co Ltd Adr	52	9/14/2012	11/29/2012	819.44	679.49	139 95	short
Lg Display Co Ltd Adr	29	9/14/2012	7/12/2013	363 07	378 94	-15 87	short
Lg Display Co Ltd Adr	52	10/16/2012	7/12/2013	651 03	678 8	-27.77	short
Lg Display Co Ltd Adr	48	2/25/2013	7/12/2013	600.95	681 1	-80 15	short
Lg Display Co Ltd Adr	35	4/30/2013	7/12/2013	438 19	480 31	-42 12	short
Lloyds Banking Group Plc	397	10/10/2012	7/12/2013	1,623 70	970 59	653 11	short
Lloyds Banking Group Plc	242	10/16/2012	7/12/2013	989 76	659 79	329.97	short
Lloyds Banking Group Plc	123	11/2/2012	7/12/2013	503 06	342.57	160 49	short
Lonza Group Ag Zuerich Adr	135	7/12/2013	9/13/2013	1,077 05	1,057.05	20 00	short
Lonza Group Ag Zuerich Adr	237	7/12/2013	9/16/2013	1,946 16	1,855 71	90 45	short
Lonza Group Ag Zuerich Adr	127	7/12/2013	9/27/2013	1,037 65	994.41	43 24	short
Lonza Group Ag Zuerich Adr	132	7/12/2013	9/30/2013	1,070 47	1,033 56	36 91	short
Marine Harvest Asa Adr	34	9/28/2012	7/12/2013	697 33	560 66	136 67	short
Marks and Spencer GRP PLC ADR	24	1/19/2012	12/17/2012	302 63	243.12	59 51	short
Marks and Spencer GRP PLC ADR	88	2/23/2012	12/17/2012	1109 65	977 68	131.97	short
Mitie Group Plc Unspn Adr	28	5/21/2013	6/3/2013	437 18	453 6	-16 42	short
Nidec Corp	50	3/20/2013	7/12/2013	889 48	739 96	149 52	short
Nidec Corp	18	5/9/2013	7/12/2013	320 21	317 92	2.29	short
Nintendo Co Ltd Adr New	18	11/19/2012	7/12/2013	271 26	297 56	-26 30	short
Otsuka Holdings Co Ltd Uns Adr	51	8/2/2012	7/12/2013	882 28	782 94	99 34	short
Otsuka Holdings Co Ltd Uns Adr	48	8/3/2012	7/12/2013	830 38	740 01	90 37	short
Otsuka Holdings Co Ltd Uns Adr	33	3/5/2013	7/12/2013	570 89	551 1	19 79	short
Otsuka Holdings Co Ltd Uns Adr	8	3/5/2013	7/12/2013	138 4	130 1	8 30	short
Potash Cp Of Saskatchewan Inc	116	7/12/2013	9/19/2013	3,706.95	4,587 80	-880 85	short
Qinetiq Grp Plc Adr Unspns	56	2/12/2013	7/12/2013	640 07	722 04	-81 97	short
Rexam Plc Sponsadr Comnopa	10	8/2/2012	7/12/2013	370 41	369 32	1 09	short
Rsa Insurance Group Plc	37	6/20/2012	5/22/2013	319 47	312 65	6 82	short
Rsa Insurance Group Plc	66	1/10/2013	5/22/2013	569 86	672 54	-102 68	short
Safran Sa	18	10/5/2012	7/12/2013	1,001 68	697 58	304 10	short
Shin Etsu Chem Co Ltd Adr	9	3/5/2013	7/12/2013	155 79	135 88	19 91	short
Shin Etsu Chem Co Ltd Adr	23	7/1/2013	7/12/2013	398 12	384 51	13 61	short
Sumitomo Mitsui Finl Group Inc	160	4/26/2013	7/12/2013	1,534 37	1,502 66	31 71	short
Sumitomo Mitsui Finl Group Inc	78	5/7/2013	7/12/2013	748 01	749 67	-1 66	short
Sumitomo Mitsui Finl Group Inc	42	7/9/2013	7/12/2013	402 77	397 74	5 03	short
Techtronic IND LTD Spons ADR	73	1/19/2012	11/30/2012	716 51	429 24	287 27	short
Teleperformance Sa Unsp Adr	45	7/11/2013	7/12/2013	1,154 22	1,153 42	0 80	short
Teva Pharmaceuticals Adr	39	7/17/2012	7/12/2013	1,533 84	1,615 54	-81 70	short
Teva Pharmaceuticals Adr	9	9/7/2012	7/12/2013	353 96	359 17	-5 21	short
Travelsky Tech Ltd Spons Adr	289	1/11/2013	7/12/2013	1,881 35	1,763 39	117 96	short
Ubs Ag New	46	9/12/2012	7/12/2013	808 66	596 31	212 35	short
Voestalpine Ag Un-sponsored Adr	14	12/19/2012	7/12/2013	100 38	100 52	-0 14	short
Voestalpine Ag Un-sponsored Adr	157	12/21/2012	7/12/2013	1,125 66	1,126 91	-1 25	short
Wienerberger Ag Spon Adr	309	12/5/2012	7/12/2013	707 59	546 59	161 00	short
Wienerberger Ag Spon Adr	264	2/28/2013	7/12/2013	604 55	590 62	13 93	short
Wolters Kluwer Nv Spon Adr	36	3/11/2013	7/12/2013	806 02	750 55	55 47	short
Xinyi Glass Hldgs Ltd Unspn	20	7/12/2013	9/16/2013	356 33	323	33 33	short
Xinyi Glass Hldgs Ltd Unspn	50	7/12/2013	9/17/2013	880 03	807.5	72 53	short
Sub-Total Short Term				79288 66	73414 25	5874.41	

TOTAL SHORT TERM				82873.10	77041.59	5831.51	
-------------------------	--	--	--	-----------------	-----------------	----------------	--

The Robert G. Jane Engel Foundation Inc.

EIN 22-2764445

Realized Gain/Loss Statement

Tax Year Ending 9/30/13

Security	Quantity	Date Acquired	Date Sold	Proceeds (\$)	Total Cost (\$)	G/L Amount (\$)	Holding Period
Adecco Sa Unspn Adr	52	2/1/2012	7/12/2013	1,588.57	1,324.44	264.13	long
Adecco Sa Unspn Adr	22	2/3/2012	7/12/2013	672.09	580.36	91.73	long
Akzo Nobel Nv Adr	37	5/5/2009	5/10/2013	784.38	551.57	232.81	long
Akzo Nobel Nv Adr	23	5/5/2009	7/12/2013	477.01	342.87	134.14	long
Akzo Nobel Nv Adr	36	2/19/2010	7/12/2013	746.63	644.22	102.41	long
Akzo Nobel Nv Adr	24	3/9/2010	7/12/2013	497.75	440.77	56.98	long
Akzo Nobel Nv Adr	24	4/23/2010	7/12/2013	497.75	492.08	5.67	long
Akzo Nobel Nv Adr	30	9/20/2010	7/12/2013	622.19	602.56	19.63	long
Amadeus It Hldg Sa Unspn Adr	30	5/10/2012	7/12/2013	991.48	603	388.48	long
Aryzta Ag Zuerich	50	5/2/2011	7/12/2013	1,438.47	1,398.59	39.88	long
Aryzta Ag Zuerich	20	7/1/2011	7/12/2013	575.39	538.86	36.53	long
Aryzta Ag Zuerich	30	8/12/2011	7/12/2013	863.08	704.04	159.04	long
Aryzta Ag Zuerich	22	3/9/2012	7/12/2013	632.93	553.06	79.87	long
Axa Ads	18	3/19/2008	7/12/2013	377.99	585.59	-207.6	long
Axa Ads	15	3/25/2008	7/12/2013	314.99	519.46	-204.47	long
Axa Ads	13	3/11/2009	7/12/2013	273	125.45	147.55	long
Axa Ads	5	4/15/2009	7/12/2013	105	73.41	31.59	long
Axa Ads	15	8/7/2009	7/12/2013	314.99	342.44	-27.45	long
Barclays Plc Adr	52	3/11/2009	7/12/2013	956.58	206.44	750.14	long
Barclays Plc Adr	111	12/22/2011	7/12/2013	2,041.92	1,217.61	824.31	long
Bayer Ag Spon Adr	11	5/13/2011	1/2/2013	1,037.14	908.5	128.64	long
Bayer Ag Spon Adr	4	5/13/2011	5/10/2013	429.83	330.36	99.47	long
Bayer Ag Spon Adr	10	5/13/2011	7/12/2013	1,105.88	825.91	279.97	long
Bayer Ag Spon Adr	15	6/8/2011	7/12/2013	1,658.82	1,211.05	447.77	long
Bg Group Plc	1	3/26/2010	1/9/2013	16.48	17.06	-0.58	long
Bg Group Plc	5	5/27/2010	1/9/2013	82.38	76.39	5.99	long
Bg Group Plc	50	9/16/2011	1/9/2013	823.82	1,027.00	-203.18	long
Bridgestone Cp Adr	11	12/9/2010	4/25/2013	829.89	435.94	393.95	long
Bridgestone Cp Adr	1	7/1/2011	4/25/2013	75.44	46.3	29.14	long
Bridgestone Cp Adr	2	7/1/2011	5/1/2013	150.98	92.59	58.39	long
Bridgestone Cp Adr	12	7/1/2011	7/3/2013	875.98	555.55	320.43	long
C & C Grp Plc Spons Adr	50	1/10/2012	7/12/2013	801.98	608.71	193.27	long
C & C Grp Plc Spons Adr	40	3/9/2012	7/12/2013	641.59	600.8	40.79	long
Canadian Natural Resources Ltd	10	5/8/2009	3/4/2013	303.06	272.55	30.51	long
Canadian Natural Resources Ltd	21	3/11/2010	3/4/2013	636.44	770.66	-134.22	long
Canadian Natural Resources Ltd	19	3/11/2010	5/9/2013	565.28	697.27	-131.99	long
Canadian Natural Resources Ltd	16	5/27/2010	7/12/2013	506.23	551.69	-45.46	long
Canadian Natural Resources Ltd	10	6/30/2011	7/12/2013	316.39	417.22	-100.83	long
Canadian Natural Resources Ltd	15	8/12/2011	7/12/2013	474.59	549.85	-75.26	long
Carnival Plc	21	10/12/2011	7/12/2013	779.93	731.74	48.19	long
Carnival Plc	12	10/27/2011	7/12/2013	445.67	456	-10.33	long
Carnival Plc	10	1/17/2012	7/12/2013	371.39	291.62	79.77	long
Carnival Plc	8	6/20/2012	7/12/2013	297.11	285.63	11.48	long
Celesio Ag Unspn Adr	40	2/6/2012	6/20/2013	179.81	166.13	13.68	long
Celesio Ag Unspn Adr	165	3/15/2012	6/20/2013	741.73	648.45	93.28	long
Celesio Ag Unspn Adr	144	3/15/2012	7/12/2013	586.07	565.92	20.15	long
China Mobile Ltd	8	10/5/2010	11/29/2012	453.41	425.52	27.89	long
China Mobile Ltd	17	10/5/2010	12/3/2012	952.49	904.22	48.27	long
China Mobile Ltd	10	11/4/2010	12/3/2012	560.29	531.9	28.39	long
China Mobile Ltd	5	8/12/2011	12/3/2012	280.14	240.19	39.95	long
Cnooc Ltd Ads	6	4/1/2011	7/12/2013	1,046.98	1,551.58	-504.6	long
Daimler Ag	23	6/22/2009	7/12/2013	1,557.07	779.36	777.71	long
Daimler Ag	14	9/3/2009	7/12/2013	947.78	605.73	342.05	long
Daimler Ag	5	3/18/2011	7/12/2013	338.49	327.83	10.66	long
Daimler Ag	10	6/10/2011	7/12/2013	676.99	678.36	-1.37	long
Don Quijote Co Ltd Unsp Adr	3	2/24/2012	4/30/2013	485.31	314.25	171.06	long
Don Quijote Co Ltd Unsp Adr	4	2/24/2012	5/17/2013	626.33	419	207.33	long
Don Quijote Co Ltd Unsp Adr	3	2/24/2012	7/12/2013	482.42	314.25	168.17	long
Don Quijote Co Ltd Unsp Adr	5	3/9/2012	7/12/2013	804.03	514.84	289.19	long

The Robert G. Jane Engel Foundation Inc.
EIN 22-2764445
Realized Gain/Loss Statement
Tax Year Ending 9/30/13

Security	Quantity	Date Acquired	Date Sold	Proceeds (\$)	Total Cost (\$)	G/L Amount (\$)	Holding Period
Ensco Plc Class A	6	1/26/2012	2/20/2013	383.4	323.53	59.87	long
Ensco Plc Class A	23	1/26/2012	3/15/2013	1,373.77	1,240.21	133.56	long
Ensco Plc Class A	3	2/3/2012	3/15/2013	179.19	167.99	11.2	long
Ensco Plc Class A	8	2/3/2012	4/11/2013	467.24	447.96	19.28	long
Ericsson Lm Tel Adr Cl B New	107	5/21/2012	7/12/2013	1,288.25	911.17	377.08	long
Ericsson Lm Tel Adr Cl B New	106	5/29/2012	7/12/2013	1,276.22	957.25	318.97	long
Esprit Hldgs Ltd Sponsored Adr	107	1/13/2012	7/12/2013	316.99	317.79	-0.8	long
Fletcher Bldg Ltd Spn Adr New	150	5/5/2011	7/12/2013	1,976.96	2,159.60	-182.64	long
Fletcher Bldg Ltd Spn Adr New	20	10/11/2011	7/12/2013	263.6	248.6	15	long
Gazprom O A O Spon ADR	20	1/5/2011	10/10/2012	199.00	265.49	-66.49	long
Gazprom O A O Spon ADR	50	2/1/2011	10/10/2012	497.50	696.90	-199.4	long
Gazprom O A O Spon ADR	8	12/22/2010	10/10/2012	79.60	102.99	-23.39	long
Gold Fields Ltd Sp ADR	49	6/17/2008	10/10/2012	599.45	546.84	52.61	long
Gold Fields Ltd Sp ADR	45	12/10/2008	10/10/2012	550.52	413.54	136.98	long
Gold Fields Ltd Sp ADR	20	8/31/2010	10/10/2012	244.67	287.67	-43	long
H Lundbeck As Spon Adr Lev 1	61	11/11/2011	7/12/2013	1,194.35	1,269.04	-74.69	long
H Lundbeck As Spon Adr Lev 1	35	2/3/2012	7/12/2013	685.29	702.8	-17.51	long
Heidelberg Cement Adr	127	1/19/2012	7/12/2013	1,739.87	1,248.22	491.65	long
Heidelberg Cement Adr	97	1/26/2012	7/12/2013	1,328.88	1,000.07	328.81	long
Hoya Corp Spons Adr	43	2/8/2012	7/12/2013	947.27	998.46	-51.19	long
Hoya Corp Spons Adr	33	2/16/2012	7/12/2013	726.98	778.47	-51.49	long
Hoya Corp Spons Adr	42	3/15/2012	7/12/2013	925.24	948.36	-23.12	long
Hsbc Holdings Plc Spon Adr New	6	4/2/2009	2/20/2013	336.48	200.33	136.15	long
Hsbc Holdings Plc Spon Adr New	11	4/2/2009	7/12/2013	603.01	367.27	235.74	long
Hsbc Holdings Plc Spon Adr New	21	4/8/2009	7/12/2013	1,151.20	388.24	762.96	long
Hsbc Holdings Plc Spon Adr New	20	9/17/2009	7/12/2013	1,096.38	1,179.63	-83.25	long
Hsbc Holdings Plc Spon Adr New	10	2/10/2011	7/12/2013	548.18	573.91	-25.73	long
Dividend Reinvestment	1	5/6/2009	7/12/2013	54.82	33	21.82	long
Imperial Tobacco Gp Plc Sp Adr	14	10/11/2011	7/10/2013	957.86	940.94	16.92	long
Imperial Tobacco Gp Plc Sp Adr	3	10/11/2011	7/12/2013	204.9	201.63	3.27	long
Imperial Tobacco Gp Plc Sp Adr	10	12/15/2011	7/12/2013	682.99	742.6	-59.61	long
Imperial Tobacco Gp Plc Sp Adr	8	1/19/2012	7/12/2013	546.38	552.16	-5.78	long
Indra Sistemas Sa Fgn Ord Adr	205	3/28/2011	7/12/2013	1,367.33	2,047.15	-679.82	long
Indra Sistemas Sa Fgn Ord Adr	50	4/29/2011	7/12/2013	333.49	568.93	-235.44	long
Itau Unibanco Multiple Adr	0	10/24/2011	5/24/2013	4.4	0	4.4	cash in lieu
Marine Harvest Asa Adr	105	5/10/2012	7/12/2013	2,153.51	1,163.28	990.23	long
Mitie Group Plc Unspn Adr	56	1/4/2012	6/3/2013	874.37	898.8	-24.43	long
Mitie Group Plc Unspn Adr	13	5/1/2012	6/3/2013	202.98	247	-44.02	long
Muenchener Rueck-Unspons Adr	29	9/13/2010	11/5/2012	459.54	389.78	69.76	long
Muenchener Rueck-Unspons Adr	22	9/14/2010	11/5/2012	348.62	298.78	49.84	long
Muenchener Rueck-Unspons Adr	23	9/14/2010	11/13/2012	371.77	311.74	60.03	long
Muenchener Rueck-Unspons Adr	14	10/20/2010	11/13/2012	226.29	209.95	16.34	long
Muenchener Rueck-Unspons Adr	29	10/20/2010	1/23/2013	512.99	434.9	78.09	long
Muenchener Rueck-Unspons Adr	2	10/20/2010	7/12/2013	37.98	29.99	7.99	long
Muenchener Rueck-Unspons Adr	5	11/4/2010	7/12/2013	94.95	81.69	13.26	long
Muenchener Rueck-Unspons Adr	65	2/10/2011	7/12/2013	1,234.32	1,075.26	159.06	long
Muenchener Rueck-Unspons Adr	29	10/12/2011	7/12/2013	550.7	392.95	157.75	long
Murata Manufacturing Co Ltd	22	1/6/2010	2/11/2013	347.6	286.45	61.15	long
Murata Manufacturing Co Ltd	43	1/6/2010	2/20/2013	692.45	559.88	132.57	long
Murata Manufacturing Co Ltd	35	1/6/2010	2/28/2013	561.79	455.72	106.07	long
Murata Manufacturing Co Ltd	12	4/12/2010	2/28/2013	192.61	173.04	19.57	long
Murata Manufacturing Co Ltd	68	4/12/2010	5/20/2013	1,431.92	980.56	451.36	long
National Grid Transco Plc ADS	8	3/7/2011	10/4/2012	451.51	377.1	74.41	long
National Grid Transco Plc ADS	6	3/7/2011	10/10/2012	332.82	282.83	49.99	long
National Grid Transco Plc ADS	10	5/27/2011	10/10/2012	554.69	511.38	43.31	long
National Grid Transco Plc ADS	2	6/6/2011	10/10/2012	110.94	97.61	13.33	long
National Grid Transco Plc ADS	13	6/6/2011	11/13/2012	709.94	634.48	75.46	long
National Grid Transco Plc ADS	10	8/4/2011	11/13/2012	546.1	493.8	52.3	long
Nintendo Co Ltd Adr New	22	11/8/2011	7/12/2013	331.53	432.08	-100.55	long

The Robert G. Jane Engel Foundation Inc.

EIN 22-2764445

Realized Gain/Loss Statement

Tax Year Ending 9/30/13

Security	Quantity	Date Acquired	Date Sold	Proceeds (\$)	Total Cost (\$)	G/L Amount (\$)	Holding Period
Nintendo Co Ltd Adr New	23	11/11/2011	7/12/2013	346 6	460.69	-114 09	long
Nintendo Co Ltd Adr New	16	11/30/2011	7/12/2013	241.11	302 72	-61 61	long
Nsk Ltd Sponsored Adr	14	8/17/2009	5/17/2013	282 51	177 21	105 3	long
Nsk Ltd Sponsored Adr	36	8/17/2009	7/12/2013	725 75	455 68	270 07	long
Nsk Ltd Sponsored Adr	25	9/3/2009	7/12/2013	503.99	322 36	181 63	long
Nsk Ltd Sponsored Adr	49	10/12/2011	7/12/2013	987 82	725 69	262 13	long
Nsk Ltd Sponsored Adr	44	2/16/2012	7/12/2013	887 02	687 72	199 3	long
Publicis Groupe Sa Ads	30	12/9/2008	7/12/2013	563 99	187 23	376 76	long
Publicis Groupe Sa Ads	86	3/26/2010	7/12/2013	1,616 77	923 77	693	long
Publicis Groupe Sa Ads	50	5/27/2010	7/12/2013	939.98	513 76	426 22	long
Qinetiq Grp Plc Adr Unspns	61	5/30/2012	7/12/2013	697 21	579 29	117 92	long
Rexam Plc Sponsadr Comnopa	0 4	5/27/2011	1/29/2013	14 01	13 45	0 56	long
Rexam Plc Sponsadr Comnopa	22	12/20/2010	7/12/2013	814.86	641 09	173 77	long
Rexam Plc Sponsadr Comnopa	22	1/7/2011	7/12/2013	814 86	674 35	140 51	long
Rexam Plc Sponsadr Comnopa	22	2/7/2011	7/12/2013	814 86	743 62	71.24	long
Rexam Plc Sponsadr Comnopa	4	4/14/2011	7/12/2013	148 16	155	-6 84	long
Rexam Plc Sponsadr Comnopa	29	5/27/2011	7/12/2013	1,074 14	964 4	109.74	long
Rexam Plc Sponsadr Comnopa	22	7/1/2011	7/12/2013	814 86	787 56	27 3	long
Royal & Sun Alliance Ins Grp	118	4/30/2012	5/7/2013	981.47	1,025 93	-44 46	long
Royal Dutch Shell Plc	15	3/11/2009	11/6/2012	1037 8	651 30	386 5	long
Royal Dutch Shell Plc	20	8/31/2010	11/6/2012	1383 73	1,064 75	318 98	long
Rsa Insurance Group Plc	29	4/30/2012	5/22/2013	250 39	252 13	-1 74	long
Safran Sa	38	3/16/2012	7/12/2013	2,114 66	1,315 63	799 03	long
Safran Sa	30	4/30/2012	7/12/2013	1,669 47	1,113 46	556.01	long
Sanofi Adr	49	7/15/2011	7/12/2013	2,560 69	1,923 93	636.76	long
Sanofi Adr	20	8/12/2011	7/12/2013	1,045 18	686.49	358 69	long
Schneider Elec Sa Unsp Adr	32	3/18/2011	5/17/2013	483 77	518 23	-34 46	long
Shin Etsu Chem Co Ltd Adr	124	4/28/2010	7/12/2013	2,146 40	1,768 21	378 19	long
Siemens Aktiengesellschaft	5	1/26/2011	10/15/2012	494 78	644 61	-149 83	long
Siemens Aktiengesellschaft	5	6/7/2011	10/15/2012	494 79	663 29	-168.5	long
Siemens Aktiengesellschaft	2	12/2/2009	10/15/2012	197 91	202 55	-4 64	long
Techtronic Ind Ltd Spons Adr	91	1/19/2012	7/12/2013	1,160 23	535 08	625 15	long
Techtronic Ind Ltd Spons Adr	125	2/8/2012	7/12/2013	1,593 72	746 25	847 47	long
Ubs Ag New	74	12/22/2011	7/12/2013	1,300 90	871 93	428 97	long
Ubs Ag New	47	1/19/2012	7/12/2013	826 24	627 36	198 88	long
Ubs Ag New	43	3/13/2012	7/12/2013	755 93	593 33	162 6	long
Unilever Nv Ny Sh New	2	3/18/2008	3/15/2013	80 75	64 59	16.16	long
Unilever Nv Ny Sh New	20	3/28/2008	3/15/2013	807 51	670 35	137 16	long
Unilever Nv Ny Sh New	14	3/28/2008	7/2/2013	554 89	469 24	85 65	long
Unilever Nv Ny Sh New	10	3/11/2009	7/2/2013	396 35	179 9	216 45	long
Unilever Nv Ny Sh New	10	10/14/2011	7/2/2013	396 34	339 91	56 43	long
Unilever Nv Ny Sh New	49	3/9/2012	7/12/2013	2,020 72	1,638 10	382 62	long
Vodafone Gp Plc Ads New	10	1/26/2011	1/10/2013	264 19	290 07	-25 88	long
Vodafone Gp Plc Ads New	30	8/4/2011	1/10/2013	792 57	827 54	-34 97	long
Vodafone Gp Plc Ads New	25	8/4/2011	2/5/2013	670 63	689 62	-18 99	long
Vodafone Gp Plc Ads New	29	9/23/2011	2/5/2013	777 92	724 99	52 93	long
Wesfarmers Ltd Unspns Adr	2	2/12/2010	12/12/2012	38 02	25 79	12 23	long
Wesfarmers Ltd Unspns Adr	20	6/3/2010	12/12/2012	380.18	248 55	131 63	long
Wesfarmers Ltd Unspns Adr	35	10/21/2010	12/12/2012	665 32	583 45	81 87	long
Wesfarmers Ltd Unspns Adr	15	4/8/2011	12/12/2012	285 13	257 66	27.47	long
Westfield Group Sponsored Adr	70	11/30/2011	7/12/2013	1,456 67	1,211 43	245.24	long
Westfield Group Sponsored Adr	50	2/16/2012	7/12/2013	1,040 48	987	53.48	long
Wheelock & Co Ltd Unspn Adr	6	12/8/2010	3/11/2013	320 21	241 66	78.55	long
Wheelock & Co Ltd Unspn Adr	2	12/8/2010	7/12/2013	102 34	80 55	21 79	long
Wheelock & Co Ltd Unspn Adr	25	5/3/2011	7/12/2013	1,279 22	1,059 92	219 3	long
Sub- Total Long Term				122,297 41	102,352 90	19944 51	
Morgan Stanley Smith Barney a/c 100383-090							
Amer Intl Group 6 450 6-15-77	2,000 00	5/29/2007	6/17/2013	50,000 00	50,000 00	0	long
Amer Intl Group 6 450 6-15-77	1,350 00	7/21/2008	6/17/2013	33,750 00	25,908 12	7,841 88	long
Exxon Mobil Corp	840	4/8/1992	6/28/2013	74,941 70	9,894 75	65,046 95	long

The Robert G. Jane Engel Foundation Inc.
EIN 22-2764445
Realized Gain/Loss Statement
Tax Year Ending 9/30/13

Security	Quantity	Date Acquired	Date Sold	Proceeds (\$)	Total Cost (\$)	G/L Amount (\$)	Holding Period
Johnson & Johnson	525	8/17/1993	6/28/2013	44,723.12	5,092.50	39,630.62	long
Jpmorgan Chase & Co	1,375.00	4/8/1992	6/28/2013	71,815.47	17,684.55	54,130.92	long
Sub- Total Long Term				275,230.29	108,579.92	166,650.37	
Morgan Stanley Smith Barney a/c 100386-090							
Abbott Laboratories	67	12/30/2002	7/2/2013	2,323.51	1,114.30	1,209.21	long
Abbvie Inc Com	71	12/30/2002	7/2/2013	2,978.39	1,280.51	1,697.88	long
Air Prod & Chem Inc	11	10/27/2010	7/2/2013	997.79	928.32	69.47	long
Altria Group Inc	43	12/30/2002	5/29/2013	1,570.18	415.32	1,154.86	long
Altria Group Inc	103	12/30/2002	7/2/2013	3,625.53	994.83	2,630.70	long
American Express Co	36	12/30/2002	7/2/2013	2,676.91	1,122.78	1,554.13	long
American Express Co	12	1/14/2004	7/2/2013	892.3	506.95	385.35	long
Apache Corp	47	7/7/2011	2/14/2013	3,884.12	5,926.98	-2,042.86	long
Apple Inc	24	2/7/2008	7/2/2013	9,938.22	2,915.95	7,022.27	long
Apple Inc	6	10/27/2008	7/2/2013	2,484.56	575.8	1,908.76	long
Arcos Dorados Hldgs Inc Cl-A	132	5/23/2011	5/29/2013	1,925.14	2,904.40	-979.26	long
Automatic Data Processing Inc	44	3/13/2006	7/2/2013	3,068.94	1,891.91	1,177.03	long
Blackrock Inc	4	9/2/2011	7/2/2013	1,018.90	636.16	382.74	long
Chevron Corp	58	12/30/2002	7/2/2013	6,881.87	1,929.37	4,952.50	long
Coca Cola Co	220	12/30/2002	7/2/2013	8,846.04	4,768.50	4,077.54	long
Conocophillips	53	8/31/2004	7/2/2013	3,266.87	1,501.78	1,765.09	long
Estee Lauder Co Inc Cl A	24	12/30/2002	7/2/2013	1,610.61	313.32	1,297.29	long
Exxon Mobil Corp	167	4/8/1992	7/2/2013	15,064.33	1,967.18	13,097.15	long
Freeport McMoran Cp&Gld	37	11/30/2009	7/2/2013	1,017.48	1,543.22	-525.74	long
General Electric Co	166	4/8/1992	7/2/2013	3,801.33	5,678.64	-1,877.31	long
Hsbc Holdings Plc Spon Adr	15	9/27/2004	7/2/2013	784.48	1,187.18	-402.7	long
Intel Corp	69	12/30/2002	7/2/2013	1,626.99	1,101.92	525.07	long
Intl Business Machines Corp	18	1/20/2010	7/2/2013	3,430.56	2,345.99	1,084.57	long
Intuitive Surgical Inc	7	5/7/2008	7/2/2013	3,498.96	2,055.51	1,443.45	long
Intuitive Surgical Inc	1	4/3/2009	7/2/2013	499.85	97.08	402.77	long
Johnson & Johnson	30	12/30/2002	5/29/2013	2,584.83	1,609.13	975.7	long
Johnson & Johnson	66	12/30/2002	7/2/2013	5,692.40	3,540.08	2,152.32	long
Jpmorgan Chase & Co	68	4/8/1992	7/2/2013	3,561.09	874.59	2,686.50	long
Kraft Foods Group Inc Com	0.001	10/22/2010	10/1/2012	0.04	0.03	0.01	long
Kraft Foods Group Inc Com	25	10/22/2010	7/2/2013	1,374.97	838	536.97	long
Mc Donalds Corp	59	12/30/2002	7/2/2013	5,873.93	917.45	4,956.48	long
Mc Graw Hill Cos Inc	159	12/30/2002	11/8/2012	8,157.43	4844.74	3,312.69	long
Medtronic Inc	31	7/19/2007	11/8/2012	1,282.22	1611.57	-329.35	long
Medtronic Inc	44	10/25/2007	11/8/2012	1,819.92	2093.42	-273.50	long
Merck & Co Inc New Com	52	4/8/1992	7/2/2013	2,410.67	418.82	1,991.85	long
Mondelez Intl Inc Com	59	10/22/2010	7/2/2013	1,693.86	1,219.46	474.4	long
Nestle Spon Adr Rep Reg Shr	89	12/30/2002	7/2/2013	5,864.99	1,888.25	3,976.74	long
News Corp Ltd Cl A Del	114	12/30/2002	5/29/2013	3,750.12	1,220.37	2,529.75	long
News Corporation Cl A	0.75	7/6/2005	6/28/2013	11.76	5.58	6.18	long
Novo Nordisk A/S Adr	13	5/6/2008	7/2/2013	2,052.92	888.23	1,164.69	long
Novo Nordisk A/S Adr	2	5/7/2008	7/2/2013	315.83	133.68	182.15	long
Occidental Petroleum Corp De	7	10/20/2004	7/2/2013	630.76	199.6	431.16	long
Occidental Petroleum Corp De	16	10/21/2004	7/2/2013	1,441.73	460.01	981.72	long
Pepsico Inc Nc	92	12/30/2002	7/2/2013	7,490.13	3,880.69	3,609.44	long
Philip Morris Intl Inc	166	12/30/2002	7/2/2013	14,468.73	3,653.46	10,815.27	long
Phillips 66 Com	32	8/31/2004	5/29/2013	2,115.68	538.84	1,576.84	long
Phillips 66 Com	21	10/26/2004	5/29/2013	1,388.41	414.23	974.18	long
Phillips 66 Com	15	12/21/2004	5/29/2013	991.72	302.85	688.87	long
Phillips 66 Com	6	12/22/2004	5/29/2013	396.69	119.19	277.5	long
Phillips 66 Com	11	12/22/2004	7/2/2013	626.76	218.51	408.25	long
Praxair Inc	10	3/9/2005	7/2/2013	1,147.38	480.79	666.59	long
Praxair Inc	9	3/10/2005	7/2/2013	1,032.64	430.92	601.72	long
Procter & Gamble	93	12/30/2002	7/2/2013	7,278.05	4,045.50	3,232.55	long
Qualcomm Inc	50	11/30/2006	7/2/2013	3,033.44	1,825.55	1,207.89	long
Rio Tinto Plc Spon Adr	94	10/22/2010	7/2/2013	3,787.56	6,026.09	-2,238.53	long
Rio Tinto Plc Spon Adr	26	3/1/2011	7/2/2013	1,047.62	1,825.01	-777.39	long

The Robert G. Jane Engel Foundation Inc.

EIN 22-2764445

Realized Gain/Loss Statement

Tax Year Ending 9/30/13

Security	Quantity	Date Acquired	Date Sold	Proceeds (\$)	Total Cost (\$)	G/L Amount (\$)	Holding Period
Roche Holdings Adr	7	1/21/2010	7/2/2013	435 53	312 41	123 12	long
Roche Holdings Adr	74	1/25/2010	7/2/2013	4,604 20	3,226 40	1,377 80	long
Royal Dutch Shell Plc	15	12/30/2002	7/2/2013	952 48	661 06	291.42	long
Sabmiller Plc Spons Adr	26	3/22/2012	7/2/2013	1,245 37	1,052 35	193 02	long
Target Corporation	75	12/30/2002	7/2/2013	5,201 15	2,244 65	2,956 50	long
Texas Instruments	29	11/30/2006	7/2/2013	1,013 53	860 59	152 94	long
Time Warner Cable Inc New	19	9/2/2011	7/2/2013	2,079 51	1,215 73	863 78	long
Total S A Spon Adr	6	3/1/2005	7/2/2013	287.82	350 39	-62 57	long
Total S A Spon Adr	74	3/10/2005	7/2/2013	3,549 72	4,382 46	-832.74	long
United Technologies Corp	8	5/16/2006	7/2/2013	748 79	521.26	227 53	long
United Technologies Corp	21	9/20/2006	7/2/2013	1,965 56	1,350 93	614 63	long
Wal Mart Stores Inc	72	12/30/2002	7/2/2013	5,368 94	3,618.01	1,750 93	long
Walgreen Co	34	12/30/2002	5/29/2013	1,688 72	982 99	705 73	long
Walgreen Co	30	12/30/2002	7/2/2013	1,328 97	867 34	461 63	long
Walt Disney Co Hldg Co	54	3/11/2010	7/2/2013	3,420 84	1,817 81	1,603 03	long
Xilinx Inc	23	5/15/2012	7/2/2013	904 8	757 69	147 11	long
Sub-Total Long Term				215834 07	116450 61	99383 46	
TOTAL LONG TERM				613361.77	327383.43	285978.34	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MORGAN STANLEY SB#100383-090- DIV	4,919.	4,919.
MORGAN STANLEY SB#100383-090- INT	11,093.	11,093.
MORGAN STANLEY SB#100385-090- DIV	4,464.	4,464.
MORGAN STANLEY SB#100385-090- INT	3.	3.
MORGAN STANLEY SB#100386-090- DIV	18,335.	18,335.
MORGAN STANLEY SB#100386-090- INT	7.	7.
TOTAL	<u>38,821.</u>	<u>38,821.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

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

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	1,291.	1,291.
FYE 9/30/12 EXCISE TAX PAID	362.	
FYE 9/30/13 ESTIMATE (EFTPS)	3,200.	
TOTALS	<u>4,853.</u>	<u>1,291.</u>

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	13,876.	13,876.	
NJ FILING FEE	25.		25.
TOTALS	13,901.	13,876.	25.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MSSB #100383-090 SEE STATEMENT	29,974.	26,590.
MSSB #100385-090 SEE STATEMENT	245,574.	260,233.
MSSB #100386-090 SEE STATEMENT	311,584.	493,508.
TOTALS	<u>587,132.</u>	<u>780,331.</u>

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

MSSB #100383-090 SEE STATEMENT

130,738.

131,081.

TOTALS

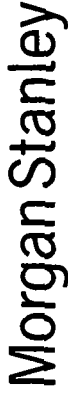
130,738.

131,081.

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MSSB #100383-090 (ETF/CEF) SEE STATEMENT	60,046.	57,341.
TOTALS	<u>60,046.</u>	<u>57,341.</u>



Brokerage Account

[illegible]

Active Assets Account
615-100383-090

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

Account Detail

INTERESTED PARTY COPY

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
5.9%	\$29,973.97	\$26,590.30	\$(3,383.67) ST	\$1,644.50	6.18%
				\$0.00	

STOCKS

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
BLACKROCK INCOME OPP TR (BNA)	7/12/13	2,975 000	\$10.060	\$29,927.63	\$29,452.50	\$(475.13) ST	\$2,124.15	7.21
Share Price: \$9.90; Next Dividend Payable 10/2013								
WESTERN ASSET INVT GRA DEF OPP (IGI)	7/12/13	1,420,000	21.210	30,118.29	27,888.80	(2,229.49) ST	1,704 00	6.10
Share Price \$19.640; Next Dividend Payable 10/2013								

EXCHANGE-TRADED & CLOSED-END FUNDS

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
12.7%	\$60,045.92	\$57,341.30	\$(2,704.62) ST	\$3,828.15	6.68%
				\$0.00	

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
CITIGROUP INC	12/6/10	20,000,000	\$104.249	\$20,849.80			\$1,000.00	4.81
CUSIP 172967CQ2			\$101.135	\$20,226.91	\$20,753.80	\$526.89 LT	\$41.66	
Unit Price: \$103.769; Coupon Rate 5.000%; Matures 09/15/2014; Int. Semi-Annually Mar/Sep 15; Yield to Maturity 1.037%; Moody BAA3 (*) S&P BBB+, Issued 09/16/04								
DONNELLEY R.R. & SONS	12/6/10	20,000,000	106.116	21,223.20			1,225.00	5.64
CUSIP 257867AT8			103.521	20,704.20	21,700.00	995.80 LT	255.20	
Unit Price: \$108.500; Coupon Rate 6.125%; Matures 01/15/2017; Int. Semi-Annually Jan/Jul 15; Yield to Maturity 3.373%; Moody BA3 S&P BB, Issued 01/08/07								
PITNEY BOWES INC	12/6/10	20,000,000	102.684	20,536.80	20,805.80	452 31 LT	950.00	4.56
CUSIP 72447WAA7			101.767	20,353.49			356.25	
Unit Price: \$104.029; Coupon Rate 4.750%; Matures 05/15/2018; Int. Semi-Annually May/Nov 15; Yield to Maturity 3.791%; Moody BAA2 S&P BBB; Issued 04/29/03								
ALCOA INC	12/6/10	20,000 000	104.402	20,880.40	20,854.20	235 96 LT	1,144.00	5.48
CUSIP 013817AP6			103.091	20,618.24			117.57	
Unit Price: \$104.271; Coupon Rate 5.720%; Matures 02/23/2019; Int. Semi-Annually Feb/Aug 23; Yield to Maturity 4.811%; Moody BAI S&P BBB-, Issued 02/23/07								
GENERAL ELECTRIC CAPITAL CORP	12/6/10	20,000,000	108.651	21,730.20	22,407.60	1,097 39 LT	1,110.00	4.95
CUSIP 36966R4N3			106.551	21,310.21			508.74	
Unit Price: \$112.038; Coupon Rate 5.550%; Matures 10/15/2020; Int. Semi-Annually Apr/Oct 15; Yield to Maturity 3.599%; Moody A1 S&P AA+, Issued 10/01/09								

Security Mark
at Right



Active Assets Account
615-100383-090

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

INTERESTED PARTY COPY

CORPORATE BONDS			
	100,000,000	\$105,220.40	\$5,429.00
		\$103,213.05	\$1,279.42
		\$106,521.40	\$3,308.35 LT
			5.10%

CORPORATE FIXED INCOME

FIXED-RATE CAPITAL SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj.	Unit Cost	Orig. Total Cost Adj.	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MERRILL LYNCH CAP TRUST I 6.45 EXT TO 12/15/2086 (MER.K) (MER.K)	5/30/07	1,000,000	\$25.517	\$25.517	\$25,517.35	\$25,517.35	\$24,560.00	\$(957.35)	\$1,612.50	6.56
<i>Unit Price \$24.560, Coupon Rate 6.450%, Matures 12/15/2066, Interest Paid Quarterly Jun 15, Callable \$25.00 on 10/29/13; Moody BA2 (*) S&P BB+</i>										

Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
100,000,000	\$130,737.75			\$7,041.50	5.37%
	\$128,730.40	\$131,081.40	\$2,351.00 LT	\$1,279.42	
CORPORATE FIXED INCOME					

TOTAL CORPORATE FIXED INCOME
(incl.accr.int.)

Watchlist and CreditWatch Indicators (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade
For more information on Watchlist and CreditWatch Indicators, please go to our website at www.morganstanley.com/bondratrains or contact your financial advisor.

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	\$218,750.29	\$450,432.97	\$2,351.00 LT \$(6,088.29) ST	\$12,537.67 \$1,279.42	2.78%

TOTAL VALUE (includes accrued interest)

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

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

ACTIVITY

CASH FLOW ACTIVITY BY DATE

Transaction Settlement				Comments	Quantity	Price	Credits/(Debits)
Date	Date	Activity Type	Description				
9/4	9/13	Check	THE SEEING EYE	Check # 0381			\$ (55,000.00)
9/4	9/19	Check	WILDLIFE CONSERVATION SOCIETY	Check # 0383			(25,000.00)
9/4	9/23	Check	CORNELL PLANTATIONS	Check # 0376			(20,000.00)
9/4	9/12	Check	CATHEDRAL CH OF ST JOHN THE DI	Check # 0375			(15,000.00)
9/4	9/16	Check	AKC MUSEUM OF THE DOG	Check # 0374			(9,000.00)



Fiduciary Services Active Assets Account
615-100385-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Global Currents
INTERESTED PARTY COPY

Investment Advisory Account
Manager: HARDING LOEVNER L.P

[†] See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

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

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions.

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	\$17.72			
MORGAN STANLEY BANK N.A. #	10,776.26	5.00	—	0.050
CASH, BDP, AND MMFS	Percentage of Assets %	Market Value		Estimated Annual Income Accrued Interest
		\$10,793.98		\$5.00 \$0.00
NET UNSETTLED PURCHASES/SALES				
CASH, BDP, AND MMFS (PROJECTED SETTLED BALANCE)	3.2%	\$(2,273.65)		
		\$8,520.33		

Bank Deposits are held at either: (1) Morgan Stanley Bank, N.A., and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC, or (2) Citibank, N.A., each a national bank and FDIC member.

The "Projected Settled Balance" includes accrued interest on deposits and reflects the impact of unsettled purchases/sales.

Account Detail

Fiduciary Services Active Assets Account
615-100385-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Global Currents
INTERESTED PARTY COPY

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AIA GROUP LTD SPON ADR (AAGIY)	7/12/13	397.000	\$17.950	\$7,126.15	\$7,463.60	\$337.45 ST	\$69.48	0.93
Share Price: \$18.800								
AIR LIQUIDE ADR (AIQUY)	7/12/13	306.000	25.481	7,797.14	8,500.68	703.54 ST	156.98	1.84
Share Price: \$27.780								
ALLIANZ SE ADS (AZSEY)	7/12/13	529.000	15.160	8,019.64	8,368.78	349.14 ST	230.12	2.74
Share Price: \$15.820								
ANHEUSER BUSCH INBEV SA SPON (BUD)	7/12/13	60.000	91.520	5,491.20	5,952.00	460.80 ST	110.94	1.86
Share Price: \$99.200								
ARM HOLDINGS PLC ADS (ARMH)	7/12/13	128.000	41.097	5,260.47	6,159.36	898.89 ST	25.22	0.40
Share Price: \$48.120; Next Dividend Payable 10/15/13								
ATLAS COPCO AS A DR A NEW (ATLKY)	7/12/13	166.000	25.100	4,166.60	4,867.12	700.52 ST	97.77	2.00
Share Price: \$29.320								
BAIDU INC ADS (BIDU)	7/12/13	42.000	96.650	4,059.30	6,517.56	2,458.26 ST	—	—
Share Price: \$155.180								
BANCO BILBAO ADR RTS	9/27/13	438.000	—	Pending Corp. Action	N/A	N/A	—	—
Share Price: N/A								
BANCO BILBAO VIZ ARG SA ADS (BBVA)	7/12/13	438.000	8.300	3,635.40	4,896.84	1,261.44 ST	190.53	3.89
Share Price: \$11.180								
BAYERISCHE MOTOREN WERKE AG (BAMXY)	7/12/13	93.000	30.730	2,857.89	3,331.26	473.37 ST		
7/24/13	47.000	32.490	1,527.02	1,683.54	156.52 ST			
Total		140.000		4,384.91	5,014.80	629.89 ST	103.46	2.06
Share Price: \$35.820								
BG GROUP PLC (BRGY)	7/12/13	238.000	17.850	4,248.30	4,536.28	287.98 ST	64.97	1.43
Share Price: \$19.060								
BUNGE LTD (BG)	7/12/13	73.000	74.266	5,421.45	5,541.43	119.98 ST	87.60	1.58
Share Price: \$75.910; Next Dividend Payable 12/20/13								
CANADIAN NATL RAILWAY CO (CNI)	7/12/13	50.000	100.958	5,047.92	5,068.50	20.58 ST	83.20	1.64
Share Price: \$101.370; Next Dividend Payable 12/20/13								
COCHLEAR LTD UNSPON ADR (CHEOY)	7/12/13	102.000	28.760	2,933.52	2,880.48	(53.04) ST	78.03	2.70
Share Price: \$28.240; Next Dividend Payable 10/04/13								
CSL LTD UNSPON ADR (CMXHY)	7/12/13	158.000	29.820	4,711.56	4,715.82	4.26 ST	72.68	1.54
Share Price: \$29.847; Next Dividend Payable 10/21/13								
DASSAULT SYSTEMS SA ADS (DASTY)	7/12/13	78.000	133.466	10,410.37	10,393.50	(16.87) ST	56.71	0.54
Share Price: \$133.250								



Account Detail

Fiduciary Services Active Assets Account
615-100385-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Global Currents
INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DBS GROUP HOLDINGS LTD SP (DBSDY) Share Price: \$52.450	7/12/13	80.000	51.980	4,158.40	4,196.00	37.60 ST	138.72	3.30
FANUC CORPORATION UNSP ADR (FANUY) Share Price: \$27.650	7/12/13	252.000	25.470	6,418.44	6,967.80	549.36 ST	69.80	1.00
FRESENIUS MEDICAL CARE AG&CO (FMS) Share Price: \$32.380	7/12/13	235.000	32.678	7,679.31	7,609.30	(70.01) ST	78.49	1.03
GAZPROM O A O SPON ADR (OGZPY) Share Price: \$8.820	7/12/13	291.000	7.450	2,167.95	2,566.62	398.67 ST	83.23	3.24
HONG KONG EXCHANGES & CLEARING (HKXCY) Share Price: \$16.054; Next Dividend Payable 10/15/13	7/12/13	194.000	15.600	3,026.40	3,114.47	88.07 ST	74.11	2.37
ICICI BANK LTD (IBN) Share Price: \$30.480	7/12/13	137.000	38.373	5,257.11	4,175.76	(1,081.35) ST	91.38	2.18
IMPERIAL OIL LTD COM NEW (IMO) Share Price: \$43.960; Next Dividend Payable 10/01/13	7/12/13	89.000	41.881	3,727.43	3,912.44	185.01 ST	41.56	1.06
ITAU UNIBANCO MULTIPLE ADR (ITUB) Share Price: \$14.120	10/24/11 10/28/11 9/7/12 1/2/13 7/12/13	36.000 56.000 40.000 80.000 222.000	17.252 17.787 15.325 15.124 12.060	621.06 996.05 613.01 1,209.92 2,677.32	508.32 790.72 564.80 1,129.60 3,134.64	(112.74) LT (205.33) LT (48.21) LT (80.32) ST 457.32 ST		0.56
Total		434.000		6,117.36	6,128.08	(366.28) LT 377.00 ST	34.43	
JGC CORP UNSPONSORED ADR (JGCCY) Share Price: \$72.550	7/12/13	102.000	76.630	7,816.26	7,400.10	(416.16) ST	81.50	1.10
L OREAL CO ADR (LRLCY) Share Price: \$34.400	7/12/13	213.000	34.058	7,254.34	7,327.20	72.86 ST	99.90	1.36
LVMH MOET HENNESSY LOUIS VUITT (LVMUY) Share Price: \$39.370	7/12/13	92.000	34.870	3,208.00	3,622.04	414.04 ST	50.97	1.40
MITSUBISHI EST ADR (MITEY) Share Price: \$29.750	9/27/13	146.000	30.012	4,381.77	4,343.50	(38.27) ST	14.01	0.32
MTN GRP LTD SPONS ADR (MTNOY) Share Price: \$19.860	7/12/13	127.000	19.400	2,463.80	2,522.22	58.42 ST	93.35	3.70
NESTLE SPON ADR REP REG SHR (NSRGY) Share Price: \$69.600; Next Dividend Payable 05/2014	7/12/13	147.000	67.330	9,897.51	10,231.20	333.69 ST	266.95	2.60

Account Detail

Fiduciary Services Active Assets Account
615-100385-090ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Global Currents
INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NOKIAN TYRES OYJ UNSPON ADR (NKRKY)	7/12/13	176,000	21.750	3,828.00	4,468.64	640.64 ST	131.30	2.93
Share Price: \$25.390								
NOVO NORDISK A/S ADR (NVO)	7/12/13	19,000	164.690	3,129.11	3,215.18	86.07 ST	43.02	1.33
Share Price: \$169.220								
PETROLEO BRAS SA ADS (PBR)	7/12/13	135,000	13.033	1,759.46	2,091.15	331.69 ST	—	—
Share Price: \$15.490								
ROCHE HOLDINGS ADR (RHHBY)	7/12/13	129,000	64.100	8,268.90	8,711.37	442.47 ST	209.50	2.40
Share Price: \$67.530								
SAP AG (SAP)	7/12/13	135,000	75.177	10,148.83	9,979.20	(169.63) ST	107.73	1.07
Share Price: \$73.920								
SASOL LTD SPON ADR (SSL)	7/12/13	49,000	44.790	2,194.71	2,341.71	147.00 ST	81.49	3.47
Share Price: \$47.790								
SCHLUMBERGER LTD (SLB)	7/12/13	68,000	76.857	5,226.27	6,008.48	782.21 ST	85.00	1.41
Share Price: \$88.360; Next Dividend Payable 10/11/13								
SCHNEIDER ELEC SA UNSP ADR (SBGSY)	3/18/11	83,000	16.195	1,344.17	1,401.04	56.87 LT		
	6/10/11	40,000	16.238	649.50	675.20	25.70 LT		
	7/12/13	300,000	14.529	4,358.70	5,064.00	705.30 ST		
Total		423,000		6,352.37	7,140.24	82.57 LT 705.30 ST	158.20	2.21
Share Price: \$16.880								
SONOVA HLDG AG UNSP ADR (SONVY)	7/12/13	122,000	22.250	2,714.50	3,035.36	320.86 ST	—	—
Share Price: \$24.880								
SVENSKA HANDELSBANKEN AB ADR (SVNLY)	7/12/13	130,000	21.640	2,813.20	2,780.70	(32.50) ST	83.85	3.01
Share Price: \$21.390								
SWATCH GROUP AG ADR THE UNSPON (SWGAY)	7/12/13	130,000	28.710	3,732.30	4,174.30	442.00 ST	27.04	0.64
Share Price: \$32.110								
SYSMEX CORP UNSPON ADR (SSMYX)	7/12/13	188,000	31.450	5,912.60	6,034.80	122.20 ST	33.46	0.55
Share Price: \$32.100								
TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	7/12/13	445,000	18.450	8,210.25	7,547.20	(663.05) ST	178.45	2.36
Share Price: \$16.960								
TESCO PLC SPONSORED ADR (TSCDY)	7/12/13	188,000	16.070	3,021.16	3,301.28	280.12 ST	120.88	3.66
Share Price: \$17.560								



CLIENT STATEMENT | For the Period September 1-30, 2013

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Global Currents
INTERESTED PARTY COPY

Fiduciary Services Active Assets Account
615-100385-090

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
TURKIYE GARANTI BANKASI A S (TKGBV)	7/12/13	1,115,000	3.880	4,326.20	4,418.74	92.54 ST	65.93	1.49
Share Price: \$3.963								
UNICHARM CORP UNSPON ADR (UNICY)	7/12/13	547,000	11.130	6,088.11	6,410.84	322.73 ST	32.95	0.51
Share Price: \$11.720								
UNILEVER PLC (NEW) ADS (UL)	7/12/13	76,000	42.356	3,219.07	2,932.08	(286.99) ST	102.14	3.48
Share Price: \$38.580								
WPP PLC SPON NEW ADR (WPPGY)	12/8/10	14,000	60.281	843.93	1,441.16	597.23 LT		
	6/6/12	19,000	58.267	1,107.08	1,955.86	848.78 LT		
	7/12/13	55,000	90.643	4,985.37	5,661.70	676.33 ST		
Total		88,000	6,936.38	6,936.38	9,058.72	1,446.01 LT 676.33 ST	201.43	2.22
Share Price: \$102.940								
XINYI GLASS HLDGS LTD UNSPON (XYIGY)	7/12/13	87,000	16.150	1,405.05	1,589.49	184.44 ST	44.46	2.79
Share Price: \$18.270								

STOCKS

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
96.8%	\$245,574.48	\$260,232.96	\$1,162.30 LT \$13,496.18 ST	\$4,352.92	1.67%
TOTAL MARKET VALUE					
	\$245,574.48	\$268,753.29	\$1,162.30 LT \$13,496.18 ST	\$4,357.92	1.62%
TOTAL VALUE (includes accrued interest)					
	\$245,574.48	\$268,753.29		\$0.00	

TOTAL VALUE (includes accrued interest)

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



Account Detail

Fiduciary Services Active Assets Account
615-100386-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Fayeze Sarofim
INTERESTED PARTY COPY

Investment Objectives†: Capital Appreciation, Aggressive Income, Income, Speculation

Investment Advisory Account
Manager: FAYEZ SAROFIM & CO

† See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

HOLDINGS

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

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis. Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	\$59.02			
MORGAN STANLEY BANK N.A. #	11,521.61	6.00	—	0.050
CASH, BDP, AND MMFS				
Percentage of Assets %		Market Value	Estimated Annual Income	Estimated Annual Income
2.3%		\$11,580.63	Accrued Interest	\$6.00
				\$0.00

Bank Deposits are held at either: (1) Morgan Stanley Bank, N.A., and/or Morgan Stanley Private Bank, National Association, affiliates of Morgan Stanley Smith Barney LLC, or (2) Citibank, N.A., each a national bank and FDIC member.

Account Detail

Fiduciary Services Active Assets Account
615-100386-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Fayeze Sarofim
INTERESTED PARTY COPY

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABBOTT LABORATORIES (ABT)								
	12/30/02	181,000	\$16.631	\$3,010.28	\$6,007.39	\$2,997.11 LT		
	5/30/13	29,000	37.655	1,092.00	962.51	(129.49) ST		
Total		210,000		4,102.28	6,969.90	2,997.11 LT (129.49) ST	117.60	1.68
<i>Share Price: \$33.190; Next Dividend Payable 11/20/13</i>								
ABBVIE INC COM (ABBV)								
	12/30/02	177,000	18.035	3,192.26	7,917.21	4,724.95 LT	283.20	3.57
<i>Share Price: \$44.730; Next Dividend Payable 11/20/13</i>								
ACE LTD (ACE)								
	7/15/13	27,000	93.591	2,526.96	2,526.12	(0.84) ST	55.08	2.18
<i>Share Price: \$93.560; Next Dividend Payable 10/21/13</i>								
AIR PROD & CHEM INC (APD)								
	10/27/10	24,000	84.392	2,025.41	2,557.68	532.27 LT		
	5/23/11	28,000	90.538	2,535.07	2,983.96	448.89 LT		
Total		52,000		4,560.48	5,541.64	981.16 LT	147.68	2.66
<i>Share Price: \$106.570; Next Dividend Payable 11/12/13</i>								
ALTRIA GROUP INC (MO)								
	12/30/02	106,000	9.659	1,023.80	3,641.10	2,617.30 LT A		
	5/27/08	79,000	22.399	1,769.51	2,713.65	944.14 LT A		
	6/4/09	92,000	17.050	1,568.59	3,160.20	1,591.61 LT		
Total		277,000		4,361.90	9,514.95	5,153.05 LT	531.84	5.58
<i>Share Price: \$34.350; Next Dividend Payable 10/10/13</i>								
AMERICAN EXPRESS CO (AXP)								
	1/14/04	24,000	42.246	1,013.89	1,812.48	798.59 LT A		
	11/8/12	40,000	55.993	2,239.71	3,020.80	781.09 ST		
Total		64,000		3,253.60	4,833.28	798.59 LT 781.09 ST	58.88	1.21
<i>Share Price: \$75.520; Next Dividend Payable 11/20/13</i>								
APPLE INC (AAPL)								
	10/27/08	10,000	95.967	959.67	4,767.50	3,807.83 LT A		
	6/3/09	9,000	140.088	1,260.79	4,290.75	3,029.96 LT		
	1/31/12	22,000	455.344	10,017.56	10,488.50	470.94 LT		
Total		41,000		12,238.02	19,546.75	7,308.73 LT	500.20	2.55
<i>Share Price: \$476.750; Next Dividend Payable 11/20/13</i>								
AUTOMATIC DATA PROCESSING INC (ADP)								
	3/13/06	24,000	42.998	1,031.95	1,737.12	705.17 LT A		
	10/20/06	46,000	42.782	1,967.96	3,329.48	1,361.52 LT A		
Total		70,000		2,999.91	5,066.60	2,066.69 LT	121.80	2.40
<i>Share Price: \$72.380; Next Dividend Payable 10/01/13</i>								
BLACKROCK INC (BLK)								
	9/2/11	12,000	159.039	1,908.47	3,247.44	1,338.97 LT		
	1/31/12	16,000	181.741	2,907.86	4,329.92	1,422.06 LT		
Total		28,000		4,816.33	7,577.36	2,761.03 LT	188.16	2.48
<i>Share Price: \$270.620; Next Dividend Payable 12/20/13</i>								



Fiduciary Services Active Assets Account
615-100386-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Faye Sarofim
INTERESTED PARTY COPY

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CATERPILLAR INC (CAT)	7/11/06	29,000	73.065	2,118.88	2,418.60	299.72 LT A		
	5/7/09	31,000	37.928	1,175.77	2,585.40	1,409.63 LT		
	5/23/11	51,000	101.212	5,161.82	4,253.40	(908.42) LT		
	Total	111,000		8,456.47	9,257.40	800.93 LT	266.40	2.87
Share Price: \$83.400; Next Dividend Payable 11/2013								
CDN PACIFIC RY LTD NEW (CP)	2/14/13	12,000	118.500	1,422.00	1,479.60	57.60 ST		
	2/26/13	28,000	117.391	3,286.96	3,452.40	165.44 ST		
	Total	40,000		4,708.96	4,932.00	223.04 ST	53.96	1.09
	Share Price: \$123.300, Next Dividend Payable 10/28/13							
CHEVRON CORP (CVX)	12/30/02	107,000	33.265	3,559.36	13,000.50	9,441.14 LT A		
	10/26/04	15,000	53.777	806.65	1,822.50	1,015.85 LT A		
	11/27/09	8,000	78.579	628.63	972.00	343.37 LT		
	5/23/11	24,000	101.359	2,432.61	2,916.00	483.39 LT		
	Total	154,000		7,427.25	18,711.00	11,283.75 LT	616.00	3.29
Share Price: \$121.500, Next Dividend Payable 12/2013								
COCA COLA CO (KO)	12/30/02	288,000	21.675	6,242.40	10,909.44	4,667.04 LT A		
	6/3/09	134,000	24.494	3,282.19	5,075.92	1,793.73 LT		
	1/31/12	124,000	33.671	4,175.24	4,697.12	521.88 LT		
	Total	546,000		13,699.83	20,682.48	6,982.65 LT	611.52	2.95
Share Price: \$37.880, Next Dividend Payable 10/01/13								
COMCAST CORP (NEW) CLASS A (CMCSA)	2/14/13	118,000	40.138	4,736.23	5,323.57	587.34 ST	92.04	1.72
Share Price: \$45.115, Next Dividend Payable 10/23/13								
CONOCOPHILLIPS (COP)	8/31/04	12,000	28.336	340.03	834.12	494.09 LT		
	10/26/04	42,000	33.187	1,393.84	2,919.42	1,525.58 LT		
	12/21/04	30,000	33.969	1,019.08	2,085.30	1,066.22 LT		
	12/22/04	54,000	33.422	1,804.78	3,753.54	1,948.76 LT		
	4/21/05	10,000	40.047	400.47	695.10	294.63 LT		
	5/7/09	52,000	33.912	1,763.44	3,614.52	1,851.08 LT		
Total		200,000		6,721.64	13,902.00	7,180.36 LT	552.00	3.97
Share Price: \$69.510; Next Dividend Payable 12/2013								
DIAGEO PLC SPON ADR NEW (DEO)	11/9/12	41,000	114.807	4,707.10	5,210.28	503.18 ST	118.78	2.27
Share Price: \$127.080, Next Dividend Payable 10/08/13								
EOG RESOURCES INC (EOG)	7/15/13	17,000	144.571	2,457.70	2,877.76	420.06 ST	12.75	0.44
Share Price: \$169.280, Next Dividend Payable 10/2013								
ESTEE LAUDER CO INC CL A (EL)	12/30/02	110,000	13.055	1,436.05	7,689.00	6,252.95 LT A	79.20	1.03
Share Price: \$69.900; Next Dividend Payable 12/2013								

Account Detail

Fiduciary Services Active Assets Account
615-100386-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Favez Sarofim
INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
EXXON MOBIL CORP (XOM)								
	4/8/92	161,000	11.780	1,896.50	13,852.44	11,955.94 LT A		
	2/5/04	23,000	40.329	927.56	1,978.92	1,051.36 LT A		
	6/4/09	12,000	72.968	875.62	1,032.48	156.86 LT		
	8/4/09	33,000	70.300	2,319.90	2,839.32	519.42 LT		
	2/22/10	42,000	65.553	2,753.23	3,613.68	860.45 LT		
Total		271,000		8,772.81	23,316.84	14,544.03 LT	682.92	2.92
<i>Share Price: \$86.040; Next Dividend Payable 12/2013</i>								
FRANKLIN RESOURCES INC (BEN)								
	5/30/08	129,000	33.942	4,378.54	6,520.95	2,142.41 LT A		
	7/15/13	27,000	47.882	1,292.81	1,364.85	72.04 ST		
Total		156,000		5,671.35	7,885.80	2,142.41 LT 72.04 ST	62.40	0.79
<i>Share Price: \$50.550; Next Dividend Payable 10/11/13</i>								
FREEMPORT MCMORAN CP&GLD (FCX)								
	11/30/09	51,000	41.709	2,127.15	1,687.08	(440.07) LT		
	2/23/10	12,000	37.349	448.19	396.96	(51.23) LT		
	2/28/11	61,000	52.560	3,206.15	2,017.88	(1,188.27) LT		
	5/23/11	49,000	47.199	2,312.75	1,620.92	(691.83) LT		
Total		173,000		8,094.24	5,722.84	(2,371.40) LT	216.25	3.77
<i>Share Price: \$33.080; Next Dividend Payable 11/2013</i>								
GENERAL ELECTRIC CO (GE)								
	4/8/92	314,000	34.209	10,741.52	7,501.46	(3,240.06) LT A		
	1/10/03	1,000	25.900	25.90	23.89	(2.01) LT A		
Total		315,000		10,767.42	7,525.35	(3,242.07) LT	239.40	3.18
<i>Share Price: \$23.890; Next Dividend Payable 10/25/13</i>								
HSBC HOLDINGS PLC SPON ADR NEW (HBC)								
	9/27/04	9,000	79.145	712.31	488.34	(223.97) LT A		
	9/28/04	39,000	79.340	3,094.27	2,116.14	(978.13) LT A		
	12/21/04	8,000	84.826	678.61	434.08	(244.53) LT A		
	12/22/04	18,000	85.065	1,531.17	976.68	(554.49) LT A		
	12/23/04	11,000	85.197	937.17	596.86	(340.31) LT A		
	7/5/05	9,000	79.833	718.50	488.34	(230.16) LT A		
	4/8/09	45,000	18.488	831.94	2,441.70	1,609.76 LT		
Total		139,000		8,503.97	7,542.14	(961.83) LT	326.65	4.33
<i>Share Price: \$54.260</i>								
INTEL CORP (INTC)								
	12/30/02	406,000	15.970	6,483.79	9,305.92	2,822.13 LT A		
	9/20/06	5,000	19.610	98.05	114.60	16.55 LT A		
Total		411,000		6,581.84	9,420.53	2,838.68 LT	369.90	3.92
<i>Share Price: \$22.921; Next Dividend Payable 12/2013</i>								



Fiduciary Services Active Assets Account
615-100386-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: FayeZ Sarofim
INTERESTED PARTY COPY

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
INTL BUSINESS MACHINES CORP (IBM)	1/20/10	24 000	130.333	3,127.98	4,444.32	1,316.34 LT		
	3/11/10	39 000	127.453	4,970.68	7,222.02	2,251.34 LT		
	9/11/12	14,000	202.506	2,835.08	2,592.52	(242.56) LT		
	Total	77,000		10,933.74	14,258.86	3,325.12 LT	292.60	2.05
Share Price: \$185.180; Next Dividend Payable 12/2013								
INTUITIVE SURGICAL INC (ISRG)	4/3/09	8,000	97.076	776.60	3,010.16	2,233.56 LT		
	3/8/11	1,000	330.900	330.90	376.27	45.37 LT		
	Total	9 000		1,107.50	3,386.43	2,278.93 LT	--	--
	Share Price: \$376.270							
JOHNSON & JOHNSON (JNJ)	12/30/02	7,000	53.638	375.46	606.83	231.37 LT A		
	3/4/04	87,000	53.069	4,617.04	7,542.03	2,924.99 LT A		
	3/31/09	29,000	53.133	1,540.87	2,514.01	973.14 LT		
	6/4/09	32,000	55.860	1,787.52	2,774.08	986.56 LT		
	Total	155 000		8,320.89	13,436.95	5,116.06 LT	409.20	3.04
Share Price: \$86.690; Next Dividend Payable 12/2013								
JPMORGAN CHASE & CO (JPM)	4/8/92	47 000	12.862	604.49	2,429.43	1,824.94 LT A		
	12/2/04	30,000	38.582	1,157.46	1,550.70	393.24 LT A		
	1/13/09	79,000	25.292	1,998.04	4,083.51	2,085.47 LT A		
	6/2/09	42 000	34.948	1,467.82	2,170.98	703.16 LT		
	1/24/11	35 000	45.021	1,575.74	1,809.15	233.41 LT		
Total	233 000		6,803.55	12,043.77	5,240.22 LT	354.16	2.94	
Share Price: \$51.690; Next Dividend Payable 10/2013								
KRAFT FOODS GROUP INC COM (KRFT)	10/22/10	31,000	33.520	1,039.11	1,626.88	587.77 LT	62.00	3.81
Share Price: \$52.480; Next Dividend Payable 10/2013								
MC DONALDS CORP (MCD)	12/30/02	21,000	15.550	326.55	2,020.41	1,693.86 LT A		
	6/3/09	48,000	60.693	2,913.26	4,618.08	1,704.82 LT		
	11/27/09	66,000	63.644	4,200.52	6,349.86	2,149.34 LT		
	Total	135,000		7,440.33	12,988.35	5,548.02 LT	437.40	3.36
Share Price: \$96.210; Next Dividend Payable 12/2013								
MERCK & CO INC NEW COM (MRK)	4/8/92	59 000	8.054	475.20	2,808.92	2,333.72 LT A		
	6/5/09	13,000	26.269	341.50	618.91	277.41 LT		
	7/1/09	34 000	28.019	952.66	1,618.70	666.04 LT		
	Total	106,000		1,769.36	5,046.55	3,277.17 LT	182.32	3.61
Share Price: \$47.609; Next Dividend Payable 10/07/13								
MONDELEZ INTL INC COM (MDLZ)	10/22/10	109 000	20.669	2,252.91	3,424.88	1,171.97 LT	61.04	1.78
Share Price: \$31.421; Next Dividend Payable 10/15/13								

Account Detail

Fiduciary Services Active Assets Account
615-100386-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Favez Sarofim
INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
NESTLE SPON ADR REP REG SHR (NSRGY)	12/30/02	203.000	21.216	4,306.91	14,128.80	9,821.89 LT A	368.65	2.60
Share Price: \$69.600; Next Dividend Payable 05/2014								
NEWS CORPORATION CL A (NWSA)	12/30/02	21.000	4.903	102.96	337.26	234.30 LT		
	7/6/05	31.000	7.369	228.43	497.86	269.43 LT		
Total		52.000		331.39	835.12	503.73 LT		
Share Price: \$16.060								
NOVARTIS AG ADR (NVS)	5/29/13	22.000	72.626	1,597.78	1,687.62	89.84 ST		
	6/18/13	25.000	73.211	1,830.27	1,917.75	87.48 ST H		
	6/18/13	22.000	73.211	1,610.63	1,687.62	76.99 ST		
Total		69.000		5,038.68	5,292.99	254.31 ST	141.93	2.68
Share Price: \$76.710; Next Dividend Payable 04/2014								
NOVO NORDISK AS ADR (NVO)	5/7/08	30.000	66.841	2,005.24	5,076.60	3,071.36 LT A		
	5/8/08	5.000	67.062	335.31	846.10	510.79 LT A		
	5/9/08	5.000	67.396	336.98	846.10	509.12 LT A		
	5/12/08	6.000	67.740	406.44	1,015.32	608.88 LT A		
Total		46.000		3,083.97	7,784.12	4,700.15 LT	104.14	1.33
Share Price: \$169.220								
OCCIDENTAL PETROLEUM CORP DE (OXY)	10/21/04	22.000	28.751	632.52	2,057.88	1,425.36 LT A		
	12/2/04	14.000	28.316	396.43	1,309.56	913.13 LT A		
	12/21/04	56.000	29.475	1,650.60	5,238.24	3,587.64 LT A		
	5/23/11	29.000	99.188	2,876.45	2,712.66	(163.79) LT		
	9/2/11	15.000	84.327	1,264.90	1,403.10	138.20 LT		
Total		136.000		6,820.90	12,721.44	5,900.54 LT	348.16	2.73
Share Price: \$93.540; Next Dividend Payable 10/15/13								
ORACLE CORP (ORCL)	5/15/12	165.000	26.996	4,454.32	5,473.05	1,018.73 LT	79.20	1.44
Share Price: \$33.170; Next Dividend Payable 11/2013								
PEPSICO INC NC (PEP)	12/30/02	104.000	42.181	4,386.87	8,268.00	3,881.13 LT A	236.08	2.85
Share Price: \$79.500; Next Dividend Payable 12/2013								
PHILIP MORRIS INTL INC (PM)	12/30/02	114.000	22.009	2,509.00	9,871.26	7,362.26 LT A		
	4/10/08	38.000	49.014	1,862.52	5,290.42	1,427.90 LT A		
	5/27/08	42.000	51.590	2,166.78	5,636.78	1,470.00 LT A		
	1/13/09	64.000	42.461	2,717.48	5,541.76	2,824.28 LT A		
	3/31/09	22.000	36.240	797.27	1,904.98	1,107.71 LT		
Total		280.000		10,053.05	24,245.20	14,192.15 LT	1,052.80	4.34
Share Price: \$86.590; Next Dividend Payable 10/11/13								



Account Detail

Fiduciary Services Active Assets Account
615-100386-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Favez Sarofim
INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PHILLIPS 66 COM (PSX)								
	12/22/04	10,000	19.865	198.65	578.20	379.55 LT		
	4/21/05	5,000	23.804	119.02	289.10	170.08 LT		
	5/7/09	26,000	20.157	524.07	1,503.32	979.25 LT		
Total		41,000		841.74	2,370.62	1,528.88 LT	51.25	2.16
Share Price: \$57.820; Next Dividend Payable 12/2013								
PRAXAIR INC (PX)								
	3/10/05	18,000	47.880	861.83	2,163.78	1,301.95 LT A		
	3/24/06	22,000	55.658	1,224.48	2,644.62	1,420.14 LT A		
	11/25/09	23,000	82.862	1,905.82	2,764.83	859.01 LT		
Total		63,000		3,992.13	7,573.23	3,581.10 LT	151.20	1.99
Share Price: \$120.210; Next Dividend Payable 12/2013								
PROCTER & GAMBLE (PG)								
	12/30/02	105,000	43.500	4,567.50	7,936.95	3,369.45 LT A		
	1/14/04	68,000	50.160	3,410.88	5,140.12	1,729.24 LT A		
Total		173,000		7,978.38	13,077.07	5,098.69 LT	416.24	3.18
Share Price: \$75.590; Next Dividend Payable 11/2013								
QUALCOMM INC (QCOM)								
	11/30/06	39,000	36.511	1,423.93	2,625.48	1,201.55 LT A		
	5/23/08	61,000	47.305	2,885.62	4,106.52	1,220.90 LT A		
Total		100,000		4,309.55	6,732.00	2,422.45 LT	140.00	2.07
Share Price: \$67.320; Next Dividend Payable 12/2013								
ROCHE HOLDINGS ADR (RHHBY)								
	1/25/10	44,000	43.600	1,918.40	2,971.32	1,052.92 LT		
	1/28/10	66,000	43.107	2,845.08	4,456.98	1,611.90 LT		
	2/23/10	8,000	41.510	332.08	540.24	208.16 LT		
Total		118,000		5,095.56	7,968.54	2,872.98 LT	191.63	2.40
Share Price: \$67.530								
ROYAL DUTCH SHELL PLC (RDSA)								
	12/30/02	50,000	44.071	2,203.54	3,284.00	1,080.46 LT A		
	6/27/05	31,000	64.558	2,001.31	2,036.08	34.77 LT A		
	10/27/08	64,000	46.208	2,957.34	4,203.52	1,246.18 LT A		
	3/31/09	8,000	44.835	358.68	525.44	166.76 LT		
	2/22/10	20,000	55.674	1,113.47	1,313.60	200.13 LT		
	6/1/11	18,000	70.738	1,273.28	1,182.24	(91.04) LT		
Total		191,000		9,907.62	12,544.88	2,637.26 LT	584.46	4.65
Share Price: \$65.680								
SABMiller PLC SPONS ADR (SBMRY)								
	3/22/12	50,000	40.475	2,023.75	2,536.00	512.25 LT	49.15	1.93
Share Price: \$50.720								
TARGET CORPORATION (TGT)								
	12/30/02	58,000	29.929	1,735.86	3,710.84	1,974.98 LT A		
	2/28/11	83,000	52.300	4,340.86	5,310.34	969.48 LT		

Account Detail

Fiduciary Services Active Assets Account
515-100386-090ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Fayez Sarofim
INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Share Price: \$63.980, Next Dividend Payable 12/2013								
TEXAS INSTRUMENTS (TXN)								
	11/30/06	5,000	29.675	148.38	201.45	53.07 LT A		
	9/5/07	86,000	35.312	3,036.85	3,464.94	428.09 LT A		
	10/25/07	74,000	31.190	2,308.07	2,981.46	673.39 LT A		
	10/25/10	45,000	28.917	1,301.27	1,813.05	511.78 LT		
Total		210,000		6,794.57	8,460.90	1,666.33 LT	242.52	2.68
Share Price: \$40.290, Next Dividend Payable 11/2013								
TIME WARNER CABLE INC NEW (TWC)								
	9/2/11	22,000	63.986	1,407.68	2,455.20	1,047.52 LT	57.20	2.32
Share Price: \$111.600, Next Dividend Payable 12/2013								
TOTAL S A SPON ADR (TOT)								
	4/21/05	14,000	55.926	782.97	810.88	27.91 LT A		
	10/10/05	62,000	63.259	3,922.04	3,591.04	(331.00) LT A		
	12/2/05	6,000	63.407	380.44	347.52	(32.92) LT A		
	10/27/08	42,000	45.861	1,926.17	2,432.64	506.47 LT A		
	2/22/10	13,000	58.160	756.08	752.96	(3.12) LT		
	3/1/11	15,000	60.305	904.58	868.80	(35.78) LT		
	6/1/11	23,000	57.033	1,311.76	1,332.16	20.40 LT		
	9/2/11	26,000	47.704	1,240.30	1,505.92	265.62 LT		
Total		201,000		11,224.34	11,641.92	417.58 LT	527.22	4.52
Share Price: \$57.920, Next Dividend Payable 10/15/13								
TWENTY-FIRST CENTURY FOX CL A (FOXA)								
	12/30/02	84,000	9.479	796.26	2,814.84	2,018.58 LT		
	7/6/05	127,000	14.250	1,809.71	4,255.77	2,446.06 LT		
Total		211,000		2,605.97	7,070.61	4,464.64 LT	52.75	0.74
Share Price: \$33.510, Next Dividend Payable 10/16/13								
UNITED TECHNOLOGIES CORP (UTX)								
	9/20/06	29,000	64.330	1,865.57	3,126.78	1,261.21 LT A		
	10/25/07	43,000	75.727	3,256.24	4,636.26	1,380.02 LT A		
	5/23/11	31,000	85.895	2,662.74	3,342.42	679.68 LT		
Total		103,000		7,784.55	11,105.46	3,320.91 LT	220.42	1.98
Share Price: \$107.820, Next Dividend Payable 12/2013								
WAL MART STORES INC (WMT)								
	12/30/02	58,000	50.250	2,914.50	4,289.68	1,375.18 LT A		
	7/6/05	15,000	49.461	741.91	1,109.40	367.49 LT A		
	3/31/09	12,000	52.349	628.19	887.52	259.33 LT		
	5/14/09	23,000	49.468	1,137.77	1,701.08	563.31 LT		
	6/4/09	7,000	50.739	355.17	517.72	162.55 LT		
Total		115,000		5,777.54	8,505.40	2,727.86 LT	216.20	2.54
Share Price: \$73.960, Next Dividend Payable 12/2013								



Account Detail

Fiduciary Services Active Assets Account
615-100386-090

ROBERT G. AND JANE V. ENGEL FNDN
PO BOX 42
Nickname: Favez Sarofim
INTERESTED PARTY COPY

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WALGREEN CO (WAG)	12/30/02	54,000	28.911	1,561.22	2,905.20	1,343.98 LT A		
	6/3/09	56,000	31.096	1,741.40	3,012.80	1,271.40 LT		
	Total	110,000		3,302.62	5,918.00	2,615.38 LT	138.60	2.34
Share Price: \$53.800, Next Dividend Payable 12/2013								
WALT DISNEY CO HLDG CO (DIS)	3/11/10	50,000	33.663	1,683.16	3,224.50	1,541.34 LT		
	3/1/11	26,000	43.116	1,121.02	1,676.74	555.72 LT		
	Total	76,000		2,804.18	4,901.24	2,097.06 LT	57.00	1.16
Share Price: \$64.490, Next Dividend Payable 12/2013								
WELLS FARGO & CO NEW (WFC)	7/15/13	118,000	43.265	5,105.31	4,875.76	(229.55) ST	141.60	2.90
	Share Price: \$41.320; Next Dividend Payable 12/2013							
XILINX INC (XLNX)	5/15/12	49,000	32.943	1,614.20	2,295.69	681.49 LT	49.00	2.13
	Share Price: \$46.851, Next Dividend Payable 11/2013							

STOCKS

Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Yield %
97.7%	\$311,584.49	\$493,507.89	\$179,442.19 LT	\$13,972.73	2.83%
			\$2,481.18 ST	\$0.00	
TOTAL MARKET VALUE					
	\$311,584.49	\$505,088.52	\$179,442.19 LT	\$13,978.73	2.77%
			\$2,481.18 ST	\$0.00	

TOTAL VALUE (includes accrued interest)

\$505,088.52

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

H - Wash sale rules apply to this tax lot. The cost basis has been adjusted to account for disallowed loss of a related wash sale transaction.

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

ATTACHMENT 8FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ADJ TO COST BASIS - 385-090

1,456.

TOTAL

1,456.

ATTACHMENT 9FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING

THE FOUNDATION IS REGISTERED WITH THE STATE OF NEW JERSEY, HOWEVER IT DOES NOT MEET FILING REQUIREMENTS AS GROSS CONTRIBUTIONS DO NOT MEET FILING THRESHOLD.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT A. ENGEL 1601 QUEENS ROAD WEST CHARLOTTE, NC 28207-243	TRUSTEE 1.00	0	0	0
JANE V. ENGEL 80 WEARIMUS ROAD HO-HO-KUS, NJ 07423-0042	PRESIDENT 1.00	0	0	0
JENNIFER E. YOUNG 927 TAUGANNOCK BLVD. ITHACA, NY 14850	TRUSTEE 1.00	0	0	0
ELIZABETH HUNTER ENGEL 22 BELLEVUE AVENUE SOUTH PORTLAND, ME 04106	TRUSTEE 1.00	0	0	0
GRAND TOTALS		0	0	0

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

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AKC MUSEUM OF THE DOG 1721 SOUTH MASON ROAD ST. LOUIS, MO 63131	NONE 509 (A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	9,000.
ANIMAL REFUGE LEAGUE P O. BOX 336 WESTBROOK, ME 04098	NONE 509 (A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
BIRCH ROCK CAMP 30 BELLEVUE AVENUE SOUTH PORTLAND, ME 04106	NONE 509 (A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,500.
CANCER COMMUNITY CENTER 778 MAIN STREET SOUTH PORTLAND, ME 04106	NONE 170 (B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	2,000.
CANCER RESOURCE CENTER OF THE FINGER LAKES 612 WEST STATE STREET ITHACA, NY 14850	NONE 509 (A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	250.
CATHEDRAL CHURCH OF ST. JOHN THE DIVINE 1047 AMSTERDAM AVENUE NEW YORK, NY 10025	NONE 509 (A) (1)	TO PROMOTE THE WORK OF THE ORGANIZATION	16,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAYUGA LAKE WATERSHED NETWORK P O. BOX 348 AURORA, NY 13026	NONE 509(A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	250.
CAPE ELIZABETH LAND TRUST P.O. BOX 256 CCB CAPE ELIZABETH, ME 04197	NONE 170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,500.
CAYUGA NATURE CENTER 1420 TAUGHANNOCK BOULEVARD ITHACA, NY 14850	NONE 170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	500.
CENTER FOR ORANGUTAN AND CHIMPANZEE CONSERVATION BOX 488 WAUCHULA, FL 33873	NONE 170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	2,500
CHARLOTTE COUNTRY DAY SCHOOL 1440 CARMEL ROAD CHARLOTTE, NC 28226	NONE 170(B) (1) (A) (II)	TO PROMOTE THE WORK OF THE ORGANIZATION	8,000.
COLET FOUNDATION C/O ROBERT A. ENGEL 1601 QUEENS ROAD WE CHARLOTTE, NC 28207-2433	NONE 501(C) (3)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
CORNELL PLANTATIONS ONE PLANTATION ROAD ITHACA, NY 14850	NONE 170 (B) (1) (A) (II)		TO PROMOTE THE WORK OF THE ORGANIZATION	20,000.
CORNELL UNIVERSITY, LABORATORY OF ORNITHOLOGY 159 SAPSUCKER WOODS ROAD ITHACA, NY 14850	NONE 170 (B) (1) (A) (II)		TO PROMOTE THE WORK OF THE ORGANIZATION	5,000.
CORNELL UNIVERSITY, OFFICE OF DEVELOPMENT 130 E. SENECA STREET ITHACA, NY 14850	NONE 170 (B) (1) (A) (II)		TO PROMOTE THE WORK OF THE ORGANIZATION	2,500.
CSMA 330 E STATE STREET ITHACA, NY 14850	NONE 170 (B) (1) (A) (VI)		TO PROMOTE THE WORK OF THE ORGANIZATION	500.
DEERFIELD ACADEMY MAIN STREET DEERFIELD, MA 01342	NONE 170 (B) (1) (A) (II)		TO PROMOTE THE WORK OF THE ORGANIZATION	3,000.
EVER AFTER MUSTANG RESCUE 463 WEST STREET BIDDEFORD, ME 04005	NONE 509 (A) (2)		TO PROMOTE THE WORK OF THE ORGANIZATION	2,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAMILY & CHILDREN'S SERVICES OF ITHACA 127 W. STATE STREET ITHACA, NY 14850	NONE 170(B) (1) (A) (VI)		TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
FIRST CHURCH OF CHRIST SCIENTIST 8 HILLSIDE AVENUE MONTCLAIR, NJ 07042	NONE 509(A) (1)		TO PROMOTE THE WORK OF THE ORGANIZATION	250.
FIRST CHURCH OF CHRIST SCIENTIST 1048 E. MOREHEAD STREET CHARLOTTE, NC 28204	NONE 509(A) (1)		TO PROMOTE THE WORK OF THE ORGANIZATION	250.
FRIENDS MAINE WILDLIFE PARK P.O. BOX 1231 GRAY, ME 040309	NONE 509(A) (3)		TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
HISTORY CENTER 401 E. STATE STREET ITHACA, NY 14850	NONE 170(B) (1) (A) (VI)		TO PROMOTE THE WORK OF THE ORGANIZATION	500.
HOSPICARE 127 E. KIND ROAD ITHACA, NY 14850	NONE 170(B) (1) (A) (VI)		TO PROMOTE THE WORK OF THE ORGANIZATION	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HUTCHISON SCHOOL 1740 RIDGEWAY ROAD MEMPHIS, TN 38119	NONE 170(B) (1) (A) (II)	TO PROMOTE THE WORK OF THE ORGANIZATION	3,000.
ITHACA PUBLIC EDUCATION INITIATIVE P.O. BOX 4268 ITHACA, NY 14852	NONE 170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	15,000.
MAINE AUDUBON SOCIETY 20 GISLAND FARM ROAD FALMOUTH, ME 04105	NONE 509(A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
MAINE STATE SOCIETY FOR PROTECTION OF ANIMALS P.O. BOX 10 SOUTH WINDHAM, ME 04082	NONE 170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,500.
MEMPHIS UNIVERSITY SCHOOL 619 PARK AVENUE MEMPHIS, TN 38119	NONE 170(B) (1) (A) (II)	TO PROMOTE THE WORK OF THE ORGANIZATION	250.
MORRIS MUSEUM 6 NORMANDY HEIGHTS ROAD MORRISTOWN, NJ 07960	NONE 170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD 100 WESTINGHOUSE CIRCLE HORSEHEAD, NY 14845	NONE 170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	850.
PRINCETON UNIVERSITY P.O. BOX 39 PRINCETON, NJ 08540	NONE 170(B) (1) (A) (II)	TO PROMOTE THE WORK OF THE ORGANIZATION	3,750.
RUNNING TO PLACES PRODUCTIONS 1774 DANBY ROAD ITHACA, NY 14850	NONE 509(A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	250.
SCIENCENTER, DEVELOPMENT OFFICE 601 FIRST STREET ITHACA, NY 14850	NONE 509(A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	2,000.
SECOND CHURCH OF CHRIST SCIENTIST 3535 CENTRAL AVENUE MEMPHIS, TN 38111	NONE 509(A) (1)	TO PROMOTE THE WORK OF THE ORGANIZATION	500.
SOUTHERN MAINE AGENCY ON AGING 136 U.S. RT 1 SCARBOROUGH, ME 04074	NONE 170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPCA, TOMPKINS COUNTY CHAPTER 1640 HANSHAW ROAD ITHACA, NY 14850	NONE 170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
STATE THEATRE 107 W STATE STREET ITHACA, NY 14850	NONE 509(A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	500.
STONELEIGH-BURNHAM SCHOOL BERNARDSTON ROAD GREENFIELD, MA 01301	NONE 170(B) (1) (A) (II)	TO PROMOTE THE WORK OF THE ORGANIZATION	4,500.
TEACH FOR AMERICA 5855 EXECUTIVE CENTER DRIVE SUITE 200 CHARLOTTE, NC 28212	NONE 170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	5,000.
THE IVY 1879 FOUNDATION P.O BOX 1414 PRINCETON, NJ 08542	NONE 509(A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	2,500.
THE KITCHEN THEATRE 108 WEST STATE STREET ITHACA, NY 14850	NONE 170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE RAPTOR TRUST 1390 WHITE BRIDGE ROAD MILLINGTON, NJ 07946	NONE	509(A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	7,000.
THE RINK 1767 E. SHORE DRIVE ITHACA, NY 14850	NONE	509(A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
THE SEEING EYE P.O. BOX 375 MORRISTOWN, NJ 07963	NONE	170(B) (1) (A) (II)	TO PROMOTE THE WORK OF THE ORGANIZATION	55,000.
TOMPKINS COUNTY PUBLIC LIBRARY 101 E. GREEN STREET ITHACA, NY 14850	NONE	509(A) (3)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
VALLEY HOSPITAL FOUNDATION 223 N VAN DIEN STREET RIDGEWOOD, NJ 07450	NONE	509(A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	45,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX, NY 10460	NONE	170(B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	25,500.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WSKG P.O. BOX 300 BINGHAMTON, NY 13902	NONE 170 (B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	500.
HEALING HEARTS EQUINE RESCUE P.O. BOX 773 ITHACA, NY 14852	NONE 170 (B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	2,500.
MAINE CANCER FOUNDATION 170 U.S. ROUTE 1 - SUITE 250 FALMOUTH, ME 04105	NONE 509 (A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	500.
COMMUNITY FOUNDATION WOMEN'S FUND ENDOWMENT 309 N AURORA STREET ITHACA, NY 14850	NONE 170 (B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
SOUTH PORTLAND LAND TRUST P.O. BOX 2312 ITHACA, NY 14850	NONE 509 (A) (1)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
DORIANTHIA CHAPTER #19 P O. BOX 6684 ITHACA, NY 14851	NONE 509 (A) (1)	TO PROMOTE THE WORK OF THE ORGANIZATION	150.

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
FAMILY READING PROGRAM 54 GUNDERMAN ROAD ITHACA, NY 14850	NONE	170 (B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	250.
GULF OF MAINE RESEARCH INSTITUTE 350 COMMERCIAL STREET PORTLAND, ME 04010	NONE	170 (B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
KINGS ACADEMY, INC. 245 PARK AVENUE 39TH FLOOR NEW YORK, NY 10167	NONE	170 (B) (1) (A) (VI)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
MAINE ANIMAL REHABILITATION CENTER 11 HILLS BEACH ROAD BIDDEFORD, ME 04105	NONE	170 (B) (1) (A) (II)	TO PROMOTE THE WORK OF THE ORGANIZATION	1,000.
LUCKY PUP DOG RESCUE PO BOX 461 KENNEBUNKPORT, ME 04046	NONE	509 (A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	2,000.
MIRA'S MOVEMENT 120 E. STATE STREET 2ND FLOOR ITHACA, NY 14850	NONE	509 (A) (2)	TO PROMOTE THE WORK OF THE ORGANIZATION	250.

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

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNION COLLEGE PARENT FUND ABBE HALL, 807 UNION STREET SCHENECTADY, NY 12308	NONE	170 (B) (1) (A) (II)	TO PROMOTE THE WORK OF THE ORGANIZATION	250.
TOTAL CONTRIBUTIONS PAID				<u>275,000</u>