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Form

990-PF

Process as original

Internal Revenue Service

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

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No.

2013

For calendar year 2013, or tax year beginning 2013, and ending

UNITED ENGINEERING FOUNDATION, INC.
P.O. BOX 651143
POTOMAC FALLS, VA 20165

A Employer identification number

13-6162675

B Telephone number (see the instructions)

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 18,730,379.

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc. received (att sch)

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

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

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

b Gross sales price for all assets on line 6a

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

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less: Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) SEE ST. 2

b Accounting fees (attach sch) SEE ST. 3

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instrs) SEE STM. 4

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 5

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

25 Contributions, gifts, grants paid PART. XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

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

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here. ☐ and enter 'N/A' on line 1. Date of ruling or determination letter. (attach copy of letter if necessary — see instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ☐ and enter 1% of Part I, line 27b.		1 18,048.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2 0.
3 Add lines 1 and 2.		3 18,048.
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 18,048.
6 Credits/Payments:		
a 2013 estimated tax prmts and 2012 overpayment credited to 2013.	6a 12,876.	
b Exempt foreign organizations — tax withheld at source.	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c 10,000.	
d Backup withholding erroneously withheld.	6d	
7 Total credits and payments. Add lines 6a through 6d.	7 22,876.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached.	8 17.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.	9 0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10 4,811.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax. 4,811. Refunded.	11 0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? 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 \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?		N/A
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, column (c), and Part XV.	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions). NY		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses.		X

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Form 990-PF (2013)

Part VII-A: Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: N/A	13	X	
14	The books are in care of THE ORGANIZATION Telephone no. 973-244-2328 Located at 22 LAW DRIVE FAIRFIELD NJ ZIP + 4 07004-3218			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2013, 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			X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ No
If 'Yes,' list the years 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If 'Yes,' did it have excess business holdings in 2013 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 2013.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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Form 990-PF (2013)

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

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		98,335.	0.	0.

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

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

Total number of other employees paid over \$50,000 ☐ 0

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

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 SEE STATEMENT 12				
Total			3 a	645,961.
b Approved for future payment				
Total			3 b	

2013

FEDERAL STATEMENTS

PAGE 1

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

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

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	\$ 827.	\$ 827.	
TOTAL	<u>\$ 827.</u>	<u>\$ 827.</u>	<u>\$ 0.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	\$ 8,877.	\$ 3,551.		\$ 6,241.
TOTAL	<u>\$ 8,877.</u>	<u>\$ 3,551.</u>		<u>\$ 6,241.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES.....	\$ 9,000.	\$ 3,600.		\$ 5,400.
TOTAL	<u>\$ 9,000.</u>	<u>\$ 3,600.</u>		<u>\$ 5,400.</u>

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL NET INVESTMENT INCOME TAX	\$ 17,455.			
TOTAL	<u>\$ 17,455.</u>	<u>\$ 0.</u>		<u>\$ 0.</u>

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES.. . . .	\$ 675.			\$ 675.
INSURANCE.. . . .	10,860.	\$ 5,430.		5,430.
INVESTMENT EXPENSES	71,387.	71,387.		
OTHER.....	1,091.	109.		982.
POSTAGE & SHIPPING.....	707.			707.
RENTAL EXPENSES	88,161.	88,161.		
SUPPLIES.....	791.			604.
SUPPORT SERVICES.....	22,220.	8,888.		13,332.
TELEPHONE	492.	49.		443.
WEB SITE.....	900.			1,200.
TOTAL	\$ 197,284.	\$ 174,024.		\$ 23,373.

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

<u>U.S. GOVERNMENT OBLIGATIONS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
SEE STMT 14	MKT VAL	\$ 60,884.	\$ 60,884.
SEE STMT 13	MKT VAL	90,679.	90,679.
SEE STMT 14	MKT VAL	16,671.	16,671.
		<u>\$ 168,234.</u>	<u>\$ 168,234.</u>
	TOTAL	<u>\$ 168,234.</u>	<u>\$ 168,234.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER PUBLICLY TRADED SECURITIES</u>			
SEE STMT 13	MKT VAL	\$ 5,162,337.	\$ 5,162,337.
SEE STMT 13	MKT VAL	10,551,732.	10,551,732.
SEE STMT 13	MKT VAL	515,735.	515,735.
SEE STMT 14	MKT VAL	187,106.	187,106.
TOTAL OTHER PUBLICLY TRADED SECURITIES		<u>\$ 16,416,910.</u>	<u>\$ 16,416,910.</u>
<u>OTHER SECURITIES</u>			
SEE STMT 13	MKT VAL	366,356.	366,356.
SEE STMT 13	MKT VAL	1,039,645.	1,039,645.
SEE STMT 13	MKT VAL	548,631.	548,631.
TOTAL OTHER SECURITIES		<u>\$ 1,954,632.</u>	<u>\$ 1,954,632.</u>
	TOTAL	<u>\$ 18,371,542.</u>	<u>\$ 18,371,542.</u>

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST REC.....	\$ 178.	\$ 178.
SECURITY DEPOSITS.....	91,560.	91,560.
TOTAL	<u>\$ 91,738.</u>	<u>\$ 91,738.</u>

STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS	\$ 1,278,935.
TOTAL	<u>\$ 1,278,935.</u>

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	110 APACHE CORP	PURCHASED	VARIOUS	1/09/2013
2	235 FLUOR CORP (NEW)	PURCHASED	VARIOUS	1/10/2013
3	940 GENERAL ELECTRIC CO.	PURCHASED	VARIOUS	1/10/2013
4	215 WALT DISNEY CO.	PURCHASED	VARIOUS	1/11/2013
5	235 OMNICOM GROUP	PURCHASED	VARIOUS	1/11/2013
6	685 SUNTRUST BANKS INC.	PURCHASED	VARIOUS	1/11/2013
7	194 DUKE ENERGY CORP	PURCHASED	VARIOUS	1/14/2013
8	325 ARROW ELECTRONICS INC	PURCHASED	VARIOUS	1/14/2013
9	555 HCA HOLDINGS INC	PURCHASED	VARIOUS	1/14/2013
10	170 NEXTERA ENERGY INC	PURCHASED	VARIOUS	1/15/2013
11	395 XCEL ENERGY INC	PURCHASED	VARIOUS	1/15/2013
12	475 KBR INC	PURCHASED	VARIOUS	1/16/2013
13	70 ALLERGAN INC	PURCHASED	VARIOUS	1/17/2013
14	355 PNC FINANCIAL SERVICES GROUP	PURCHASED	VARIOUS	1/17/2013
15	555 WELLS FARGO CO	PURCHASED	VARIOUS	1/17/2013
16	95 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	1/18/2013
17	355 SCRIPPS NETWORKS INTERAC	PURCHASED	VARIOUS	1/18/2013
18	11 W W GRAINGER INC	PURCHASED	VARIOUS	1/22/2013
19	20 AIR PRODUCTS & CHEMICALS INC.	PURCHASED	VARIOUS	1/22/2013
20	50 E I DU PONT DE NEMOURS & CO.	PURCHASED	VARIOUS	1/22/2013
21	285 ARROW ELECTRONICS INC	PURCHASED	VARIOUS	1/24/2013
22	60 NATIONAL OILWELL VARCO INC	PURCHASED	VARIOUS	2/05/2013
23	60 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	2/05/2013
24	92 COACH INC	PURCHASED	VARIOUS	2/06/2013
25	403 COACH INC	PURCHASED	VARIOUS	2/06/2013
26	80 YUM BRANDS INC	PURCHASED	VARIOUS	2/07/2013
27	250 NIELSEN HOLDINGS N V	PURCHASED	VARIOUS	2/07/2013
28	285 NIELSEN HOLDINGS N V	PURCHASED	VARIOUS	2/07/2013
29	435 CONOCOPHILLIPS	PURCHASED	VARIOUS	2/08/2013
30	435 XL GROUP PLC F	PURCHASED	VARIOUS	2/08/2013
31	705 SLM CORP	PURCHASED	VARIOUS	2/08/2013
32	55 COGNIZANT TECH SOLUTIONS CRP	PURCHASED	VARIOUS	2/11/2013

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
33	65 LABORATORY CORP OF AMERICA HOLDINGS	PURCHASED	VARIOUS	2/11/2013
34	150 ORACLE CORP	PURCHASED	VARIOUS	2/11/2013
35	180 TIME WARNER CABLE	PURCHASED	VARIOUS	2/11/2013
36	190 EXXON MOBIL CORPORATION	PURCHASED	VARIOUS	2/11/2013
37	75 CAPITAL ONE FINL CORP.	PURCHASED	VARIOUS	2/12/2013
38	90 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	2/14/2013
39	580 SLM CORP	PURCHASED	VARIOUS	2/15/2013
40	5 APPLE INC.	PURCHASED	VARIOUS	2/19/2013
41	15 BED BATH & BEYOND INC	PURCHASED	VARIOUS	2/19/2013
42	20 ACE LTD	PURCHASED	VARIOUS	2/19/2013
43	25 JOHNSON & JOHNSON	PURCHASED	VARIOUS	2/19/2013
44	25 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	2/19/2013
45	135 EXXON MOBIL CORPORATION	PURCHASED	VARIOUS	2/20/2013
46	245 NEWMONT MINING CORP.	PURCHASED	VARIOUS	2/20/2013
47	165 MCKESSON HBOC INC	PURCHASED	VARIOUS	2/21/2013
48	1 W W GRAINGER INC	PURCHASED	VARIOUS	2/22/2013
49	19 W W GRAINGER INC	PURCHASED	VARIOUS	2/22/2013
50	160 OCCIDENTAL PETROLEUM CORP.	PURCHASED	VARIOUS	2/22/2013
51	260 DIGITAL REALTY TRUST INC	PURCHASED	VARIOUS	2/22/2013
52	300 CAPITAL ONE FINL CORP.	PURCHASED	VARIOUS	2/22/2013
53	320 BMC SOFTWARE	PURCHASED	VARIOUS	2/22/2013
54	80 ACTAVIS INC COM	PURCHASED	VARIOUS	2/25/2013
55	115 CIGNA CORP.	PURCHASED	VARIOUS	2/25/2013
56	53621.622 TIAA CREF HIGH YIELD FUND - IN DTD	5/1/2012		
		PURCHASED	VARIOUS	2/27/2013
57	140 ASHLAND INC	PURCHASED	VARIOUS	2/28/2013
58	25 BUNGE LTD	PURCHASED	VARIOUS	3/01/2013
59	50 CVS CORP	PURCHASED	VARIOUS	3/01/2013
60	75 REYNOLDS AMERICAN INC	PURCHASED	VARIOUS	3/01/2013
61	90 LABORATORY CORP OF AMERICA HOLDINGS	PURCHASED	VARIOUS	3/05/2013
62	360 UNITEDHEALTH GROUP INC	PURCHASED	VARIOUS	3/05/2013
63	305 DIAMOND OFFSHORE DRILLING	PURCHASED	VARIOUS	3/07/2013
64	20 BED BATH & BEYOND INC	PURCHASED	VARIOUS	3/12/2013
65	50 BED BATH & BEYOND INC	PURCHASED	VARIOUS	3/12/2013
66	80 TORCHMARK CORP	PURCHASED	VARIOUS	3/13/2013
67	120 MICROCHIP TECHNOLOGY INC.	PURCHASED	VARIOUS	3/13/2013
68	245 FIDELITY NATIONAL TITLE CL A	PURCHASED	VARIOUS	3/13/2013
69	25 CHEVRON CORP	PURCHASED	VARIOUS	3/14/2013
70	225 CIGNA CORP.	PURCHASED	VARIOUS	3/14/2013
71	45 GOLDMAN SACHS GROUP INC	PURCHASED	VARIOUS	3/15/2013
72	280 KELLOGG CO.	PURCHASED	VARIOUS	3/19/2013
73	285 SCHLUMBERGER LTD.	PURCHASED	VARIOUS	3/19/2013
74	530 MICROCHIP TECHNOLOGY INC.	PURCHASED	VARIOUS	3/19/2013
75	400 ACE LTD	PURCHASED	VARIOUS	3/20/2013
76	570 PNC FINANCIAL SERVICES GROUP	PURCHASED	VARIOUS	3/20/2013
77	140 W W GRAINGER INC	PURCHASED	VARIOUS	3/21/2013
78	165 PRECISION CASTPARTS CORP	PURCHASED	VARIOUS	3/21/2013
79	235 SCHLUMBERGER LTD.	PURCHASED	VARIOUS	3/21/2013
80	270 OCCIDENTAL PETROLEUM CORP.	PURCHASED	VARIOUS	3/21/2013
81	365 J. B. HUNT	PURCHASED	VARIOUS	3/21/2013
82	470 AVAGO TECHNOLOGIES LTD	PURCHASED	VARIOUS	3/21/2013
83	638 QUALCOMM CORP.	PURCHASED	VARIOUS	3/21/2013
84	105 PROCTER & GAMBLE CO.	PURCHASED	VARIOUS	3/26/2013
85	110 NOVO-NORDISK A/S	PURCHASED	VARIOUS	3/26/2013
86	745 JOHNSON & JOHNSON	PURCHASED	VARIOUS	3/26/2013
87	90 ACCENTURE PLC	PURCHASED	VARIOUS	3/27/2013

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STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
88	95 FLOWSERVE CORP	PURCHASED	VARIOUS	3/28/2013
89	585 FIDELITY NATIONAL TITLE CL A	PURCHASED	VARIOUS	3/28/2013
90	200 BUNGE LTD	PURCHASED	VARIOUS	4/01/2013
91	255 TIME WARNER INC	PURCHASED	VARIOUS	4/01/2013
92	295 MYLAN LABORATORIES INC.	PURCHASED	VARIOUS	4/01/2013
93	110 ACTAVIS INC COM	PURCHASED	VARIOUS	4/04/2013
94	125 PVH CORP	PURCHASED	VARIOUS	4/04/2013
95	240 TORCHMARK CORP	PURCHASED	VARIOUS	4/04/2013
96	610 WELLS FARGO CO	PURCHASED	VARIOUS	4/04/2013
97	50 NORDSTROM INC.	PURCHASED	VARIOUS	4/09/2013
98	110 SIGNET JEWELERS LTD	PURCHASED	VARIOUS	4/10/2013
99	80 M & T BANK CORPORATION	PURCHASED	VARIOUS	4/15/2013
100	100 BED BATH & BEYOND INC	PURCHASED	VARIOUS	4/15/2013
101	140 FIDELITY NATIONAL INFORMATION SERVICES	PURCHASED	VARIOUS	4/15/2013
102	54 LABORATORY CORP OF AMERICA HOLDINGS	PURCHASED	VARIOUS	4/16/2013
103	55 ORACLE CORP	PURCHASED	VARIOUS	4/16/2013
104	141 LABORATORY CORP OF AMERICA HOLDINGS	PURCHASED	VARIOUS	4/16/2013
105	0.556 CST BRANDS INC	PURCHASED	VARIOUS	5/08/2013
106	40 CST BRANDS INC	PURCHASED	VARIOUS	5/13/2013
107	40 FRANKLIN RESOURCES INC.	PURCHASED	VARIOUS	5/13/2013
108	85 PHILIP MORRIS INTERNATIONAL	PURCHASED	VARIOUS	5/13/2013
109	100 BLACKROCK INC	PURCHASED	VARIOUS	5/13/2013
110	170 AMERICAN EXPRESS CO.	PURCHASED	VARIOUS	5/13/2013
111	190 COLGATE PALMOLIVE CO.	PURCHASED	VARIOUS	5/13/2013
112	370 WELLS FARGO CO	PURCHASED	VARIOUS	5/13/2013
113	465 MICROSOFT CORP.	PURCHASED	VARIOUS	5/13/2013
114	90 M & T BANK CORPORATION	PURCHASED	VARIOUS	5/14/2013
115	125 JPMORGAN CHASE & CO	PURCHASED	VARIOUS	5/14/2013
116	130 CHEVRON CORP	PURCHASED	VARIOUS	5/14/2013
117	490 BANK OF AMERICA CORP	PURCHASED	VARIOUS	5/14/2013
118	75 KIMBERLY CLARK CORP.	PURCHASED	VARIOUS	5/15/2013
119	100 CVS CORP	PURCHASED	VARIOUS	5/15/2013
120	55 CHEVRON CORP	PURCHASED	VARIOUS	5/16/2013
121	210 FIRST REP BK SAN FRAN CALI NEW COM	PURCHASED	VARIOUS	5/16/2013
122	35 ADVANCE AUTO PARTS	PURCHASED	VARIOUS	5/17/2013
123	60 CHEVRON CORP	PURCHASED	VARIOUS	5/17/2013
124	85 PROCTER & GAMBLE CO.	PURCHASED	VARIOUS	5/17/2013
125	170 FIRST REP BK SAN FRAN CALI NEW COM	PURCHASED	VARIOUS	5/20/2013
126	35 GOLDMAN SACHS GROUP INC	PURCHASED	VARIOUS	5/21/2013
127	80 B/E AEROSPACE INC	PURCHASED	VARIOUS	5/21/2013
128	85 EQUIFAX INC	PURCHASED	VARIOUS	5/21/2013
129	260 THERMO FISHER SCIENTIFIC INC	PURCHASED	VARIOUS	5/21/2013
130	45 ADVANCE AUTO PARTS	PURCHASED	VARIOUS	5/22/2013
131	50 WABTEC	PURCHASED	VARIOUS	5/22/2013
132	130 COCA COLA CO.	PURCHASED	VARIOUS	5/22/2013
133	260 3M CO	PURCHASED	VARIOUS	5/22/2013
134	285 NORDSTROM INC.	PURCHASED	VARIOUS	5/22/2013
135	420 GENERAL MILLS INC.	PURCHASED	VARIOUS	6/04/2013
136	220 HUMANA INC.	PURCHASED	VARIOUS	6/05/2013
137	201 WISCONSIN ENERGY CORP.	PURCHASED	VARIOUS	6/07/2013
138	359 WISCONSIN ENERGY CORP.	PURCHASED	VARIOUS	6/07/2013
139	145 EASTMAN CHEMICAL CO.	PURCHASED	VARIOUS	6/14/2013
140	220 MARATHON PETROLEUM CORP	PURCHASED	VARIOUS	6/14/2013
141	250 INTERNATIONAL PAPER CO.	PURCHASED	VARIOUS	6/14/2013
142	365 VALERO ENERGY CORP	PURCHASED	VARIOUS	6/14/2013
143	290 KLA-TENCOR CORPORATION	PURCHASED	VARIOUS	6/17/2013

UNITED ENGINEERING FOUNDATION, INC.

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STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
144	28 PRICELINE.COM INC	PURCHASED	VARIOUS	6/18/2013
145	425 HONEYWELL INTERNATIONAL INC	PURCHASED	VARIOUS	6/18/2013
146	105 AMERICAN EXPRESS CO.	PURCHASED	VARIOUS	6/20/2013
147	420 ORACLE CORP	PURCHASED	VARIOUS	6/27/2013
148	470 YUM BRANDS INC	PURCHASED	VARIOUS	6/27/2013
149	514 PROCTER & GAMBLE CO.	PURCHASED	VARIOUS	7/03/2013
150	140 COMCAST CORP-CL A	PURCHASED	VARIOUS	7/05/2013
151	0.125 MALLINCKRODT PUB LTD CO SHS	PURCHASED	VARIOUS	7/05/2013
152	35 ACTAVIS INC COM	PURCHASED	VARIOUS	7/11/2013
153	50 SANDISK CORP	PURCHASED	VARIOUS	7/11/2013
154	65 CIT GROUP INC	PURCHASED	VARIOUS	7/11/2013
155	65 THE GAP INC.	PURCHASED	VARIOUS	7/11/2013
156	85 PENTAIR LTD SHS	PURCHASED	VARIOUS	7/11/2013
157	260 CONAGRA INC.	PURCHASED	VARIOUS	7/11/2013
158	33 MALLINCKRODT PUB LTD CO SHS	PURCHASED	VARIOUS	7/12/2013
159	240 MONSANTO CO	PURCHASED	VARIOUS	7/16/2013
160	275 CONAGRA INC.	PURCHASED	VARIOUS	7/18/2013
161	21 AMPHENOL CORP-CL A	PURCHASED	VARIOUS	7/22/2013
162	89 AMPHENOL CORP-CL A	PURCHASED	VARIOUS	7/22/2013
163	25 KIMBERLY CLARK CORP.	PURCHASED	VARIOUS	7/30/2013
164	45 BED BATH & BEYOND INC	PURCHASED	VARIOUS	8/12/2013
165	54 ROCHE HOLDINGS LTD SPONSORED ADR	PURCHASED	VARIOUS	8/12/2013
166	85 STATE STREET CORP	PURCHASED	VARIOUS	8/12/2013
167	125 DOLLAR TREE INC	PURCHASED	VARIOUS	8/12/2013
168	155 CHARLES SCHWAB CORP.	PURCHASED	VARIOUS	8/12/2013
169	249 FLIR SYSTEMS INC	PURCHASED	VARIOUS	8/12/2013
170	300 ROCKWELL COLLINS	PURCHASED	VARIOUS	8/12/2013
171	515 EXXON MOBIL CORPORATION	PURCHASED	VARIOUS	8/12/2013
172	80 ADVANCE AUTO PARTS	PURCHASED	VARIOUS	8/13/2013
173	316 ROCHE HOLDINGS LTD SPONSORED ADR	PURCHASED	VARIOUS	8/13/2013
174	436 FLIR SYSTEMS INC	PURCHASED	VARIOUS	8/13/2013
175	210 HELMERICH & PAYNE INC.	PURCHASED	VARIOUS	8/15/2013
176	120 KIMBERLY CLARK CORP.	PURCHASED	VARIOUS	8/16/2013
177	70 NCR CORPORATION (NEW)	PURCHASED	VARIOUS	8/22/2013
178	20 AMGEN	PURCHASED	VARIOUS	9/03/2013
179	150 UNITED TECHNOLOGIES CORP.	PURCHASED	VARIOUS	9/03/2013
180	925 PULTE CORP	PURCHASED	VARIOUS	9/03/2013
181	335 MACY'S INC	PURCHASED	VARIOUS	9/09/2013
182	210 ADVANCE AUTO PARTS	PURCHASED	VARIOUS	9/11/2013
183	285 CHARLES SCHWAB CORP.	PURCHASED	VARIOUS	9/11/2013
184	400 BAXTER INTL. INC.	PURCHASED	VARIOUS	9/11/2013
185	332 AMERICAN EXPRESS CO.	PURCHASED	VARIOUS	9/12/2013
186	220 SIGNET JEWELERS LTD	PURCHASED	VARIOUS	9/27/2013
187	235 EQUIFAX INC	PURCHASED	VARIOUS	9/27/2013
188	360 PHILIP MORRIS INTERNATIONAL	PURCHASED	VARIOUS	9/27/2013
189	810 COCA COLA CO.	PURCHASED	VARIOUS	9/27/2013
190	965 CHARLES SCHWAB CORP.	PURCHASED	VARIOUS	9/27/2013
191	375 XL GROUP PLC F	PURCHASED	VARIOUS	9/30/2013
192	190 INTERNATIONAL BUSINESS MACHINES CORP.	PURCHASED	VARIOUS	10/15/2013
193	1370 MICROSOFT CORP.	PURCHASED	VARIOUS	10/15/2013
194	715 JPMORGAN CHASE & CO	PURCHASED	VARIOUS	10/17/2013
195	555 HERTZ GLOBAL HOLDINGS INC	PURCHASED	VARIOUS	10/18/2013
196	140 AMGEN	PURCHASED	VARIOUS	10/21/2013
197	340 THE GAP INC.	PURCHASED	VARIOUS	10/21/2013
198	445 LENNAR CORP.	PURCHASED	VARIOUS	10/21/2013
199	235 DIAMOND OFFSHORE DRILLING	PURCHASED	VARIOUS	10/22/2013

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STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
200	145 GOLDMAN SACHS GROUP INC	PURCHASED	VARIOUS	10/23/2013
201	756.144 ROYCE SPECIAL EQUITY FUND -IN	PURCHASED	VARIOUS	10/29/2013
202	977.836 T ROWE PRICE INST EMERGING STOCK FD	PURCHASED	VARIOUS	10/29/2013
203	2650.511 GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO	PURCHASED	VARIOUS	10/29/2013
204	4832.714 OAKMARK INTERNATIONAL FD I	PURCHASED	VARIOUS	10/29/2013
205	7008.601 THORNBURG INTL VALUE FD-I	PURCHASED	VARIOUS	10/29/2013
206	8949.881 LONGLEAF PARTNERS FUND	PURCHASED	VARIOUS	10/29/2013
207	9358.049 MATTHEWS PACIFIC TIGER FD - IS	PURCHASED	VARIOUS	10/29/2013
208	26082.42 MANAGERS TIMESSQ M/C GRW-IN	PURCHASED	VARIOUS	10/29/2013
209	44561.934 GLENMEDE FUND INC SECURED OPTIONS	PURCHASED	VARIOUS	10/29/2013
210	45854.522 GLENMEDE TOTAL MARKET PORTFOLIO	PURCHASED	VARIOUS	10/29/2013
211	53428.317 GLENMEDE FUND INC-CORE FIXED INCOME PORTFOLIO	PURCHASED	VARIOUS	10/29/2013
212	35 ACTAVIS PLC SHS	PURCHASED	VARIOUS	10/31/2013
213	40 JM SMUCKER CO/THE-NEW COM	PURCHASED	VARIOUS	10/31/2013
214	40 MCKESSON HBOC INC	PURCHASED	VARIOUS	10/31/2013
215	40 MOHAWK INDUSTRIES INC	PURCHASED	VARIOUS	10/31/2013
216	40 ROCK-TENN COMPANY -CL A	PURCHASED	VARIOUS	10/31/2013
217	40 WHIRLPOOL CORP.	PURCHASED	VARIOUS	10/31/2013
218	45 DOVER CORP.	PURCHASED	VARIOUS	10/31/2013
219	45 STANLEY BLACK & DECKER INC	PURCHASED	VARIOUS	10/31/2013
220	50 APPLE INC.	PURCHASED	VARIOUS	10/31/2013
221	50 BORG WARNER AUTOMOTIVE	PURCHASED	VARIOUS	10/31/2013
222	50 MURPHY OIL CORP.	PURCHASED	VARIOUS	10/31/2013
223	50 SNAP ON INC	PURCHASED	VARIOUS	10/31/2013
224	55 AMERIPRISE FINANCIAL INC	PURCHASED	VARIOUS	10/31/2013
225	55 LYONDELLBASELL INDUSTRIES NV	PURCHASED	VARIOUS	10/31/2013
226	55 THE TRAVELERS COMPANIES INC	PURCHASED	VARIOUS	10/31/2013
227	60 CHUBB CORP.	PURCHASED	VARIOUS	10/31/2013
228	60 CONSTELLATION BRANDS INC A	PURCHASED	VARIOUS	10/31/2013
229	60 QUALCOMM CORP.	PURCHASED	VARIOUS	10/31/2013
230	65 PRUDENTIAL FINANCIAL INC	PURCHASED	VARIOUS	10/31/2013
231	70 B/E AEROSPACE INC	PURCHASED	VARIOUS	10/31/2013
232	70 CIGNA CORP.	PURCHASED	VARIOUS	10/31/2013
233	70 EXPRESS SCRIPTS HOLDING INC	PURCHASED	VARIOUS	10/31/2013
234	75 AETNA INC NEW	PURCHASED	VARIOUS	10/31/2013
235	75 AGCO CORP	PURCHASED	VARIOUS	10/31/2013
236	75 PENTAIR LTD SHS	PURCHASED	VARIOUS	10/31/2013
237	80 COVIDIEN PLC	PURCHASED	VARIOUS	10/31/2013
238	80 HUBBELL (HARVEY) INC CLASS B	PURCHASED	VARIOUS	10/31/2013
239	80 SANDISK CORP	PURCHASED	VARIOUS	10/31/2013
240	80 STATE STREET CORP	PURCHASED	VARIOUS	10/31/2013
241	80 TE CONNECTIVITY LTD	PURCHASED	VARIOUS	10/31/2013
242	80 VENTAS INC	PURCHASED	VARIOUS	10/31/2013
243	85 CONOCOPHILLIPS	PURCHASED	VARIOUS	10/31/2013
244	90 CIT GROUP INC	PURCHASED	VARIOUS	10/31/2013
245	90 HALLIBURTON CO.	PURCHASED	VARIOUS	10/31/2013
246	90 NOBLE ENERGY INC	PURCHASED	VARIOUS	10/31/2013
247	90 REYNOLDS AMERICAN INC	PURCHASED	VARIOUS	10/31/2013
248	95 DEVON ENERGY CORP	PURCHASED	VARIOUS	10/31/2013
249	95 LAM RESEARCH CORP	PURCHASED	VARIOUS	10/31/2013
250	95 TIME WARNER INC	PURCHASED	VARIOUS	10/31/2013
251	100 ALLSTATE CORP.	PURCHASED	VARIOUS	10/31/2013

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STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
252	100 AVNET INC.	PURCHASED	VARIOUS	10/31/2013
253	100 AXIS CAPITAL HOLDINGS LTD	PURCHASED	VARIOUS	10/31/2013
254	100 C R BARD INC.	PURCHASED	VARIOUS	10/31/2013
255	100 COGNIZANT TECH SOLUTIONS CRP	PURCHASED	VARIOUS	10/31/2013
256	100 COMCAST CORP-CL A	PURCHASED	VARIOUS	10/31/2013
257	100 CVS CORP	PURCHASED	VARIOUS	10/31/2013
258	100 JOHNSON CONTROLS	PURCHASED	VARIOUS	10/31/2013
259	100 LINCOLN NATIONAL CORP IND	PURCHASED	VARIOUS	10/31/2013
260	100 T ROWE PRICE GROUP INC	PURCHASED	VARIOUS	10/31/2013
261	105 DISCOVER FINANCIAL SERVICES	PURCHASED	VARIOUS	10/31/2013
262	105 FIDELITY NATIONAL INFORMATION SERVICES	PURCHASED	VARIOUS	10/31/2013
263	105 NETAPP INC	PURCHASED	VARIOUS	10/31/2013
264	105 NOBLE CORP	PURCHASED	VARIOUS	10/31/2013
265	110 NCR CORPORATION (NEW)	PURCHASED	VARIOUS	10/31/2013
266	110 PARKER-HANNIFIN CORP.	PURCHASED	VARIOUS	10/31/2013
267	110 PRINCIPAL FINANCIAL GROUP	PURCHASED	VARIOUS	10/31/2013
268	110 SYNOPSIS INC.	PURCHASED	VARIOUS	10/31/2013
269	115 KROGER CO.	PURCHASED	VARIOUS	10/31/2013
270	120 RAYTHEON COMPANY	PURCHASED	VARIOUS	10/31/2013
271	130 AMERICAN INTERNATIONAL GROUP INC.	PURCHASED	VARIOUS	10/31/2013
272	130 TORCHMARK CORP	PURCHASED	VARIOUS	10/31/2013
273	135 MYLAN LABORATORIES INC.	PURCHASED	VARIOUS	10/31/2013
274	140 ALLERGAN INC	PURCHASED	VARIOUS	10/31/2013
275	140 BED BATH & BEYOND INC	PURCHASED	VARIOUS	10/31/2013
276	140 KIMBERLY CLARK CORP.	PURCHASED	VARIOUS	10/31/2013
277	140 LYONDELLBASELL INDUSTRIES NV	PURCHASED	VARIOUS	10/31/2013
278	140 NATIONAL OILWELL VARCO INC	PURCHASED	VARIOUS	10/31/2013
279	150 SCRIPPS NETWORKS INTERAC	PURCHASED	VARIOUS	10/31/2013
280	150 WABTEC	PURCHASED	VARIOUS	10/31/2013
281	160 FLUOR CORP (NEW)	PURCHASED	VARIOUS	10/31/2013
282	160 HELMERICH & PAYNE INC.	PURCHASED	VARIOUS	10/31/2013
283	160 ROSS STORES INC	PURCHASED	VARIOUS	10/31/2013
284	165 CITIGROUP INC	PURCHASED	VARIOUS	10/31/2013
285	170 AMPHENOL CORP-CL A	PURCHASED	VARIOUS	10/31/2013
286	180 CHEVRON CORP	PURCHASED	VARIOUS	10/31/2013
287	180 DANAHER CORP	PURCHASED	VARIOUS	10/31/2013
288	180 HANESBRANDS INC	PURCHASED	VARIOUS	10/31/2013
289	180 THE GAP INC.	PURCHASED	VARIOUS	10/31/2013
290	180 WESTERN DIGITAL CORP.	PURCHASED	VARIOUS	10/31/2013
291	190 EMERSON ELECTRIC CO.	PURCHASED	VARIOUS	10/31/2013
292	190 HALLIBURTON CO.	PURCHASED	VARIOUS	10/31/2013
293	190 HOME DEPOT INC.	PURCHASED	VARIOUS	10/31/2013
294	190 PEPSICO INC.	PURCHASED	VARIOUS	10/31/2013
295	200 DISCOVER FINANCIAL SERVICES	PURCHASED	VARIOUS	10/31/2013
296	200 DOLLAR TREE INC	PURCHASED	VARIOUS	10/31/2013
297	200 STATE STREET CORP	PURCHASED	VARIOUS	10/31/2013
298	200 WAL MART STORES INC.	PURCHASED	VARIOUS	10/31/2013
299	220 EXPEDITORS INTL WASH INC	PURCHASED	VARIOUS	10/31/2013
300	220 GARTNER GROUP CLASS A	PURCHASED	VARIOUS	10/31/2013
301	225 CHESAPEAKE ENERGY CORP	PURCHASED	VARIOUS	10/31/2013
302	230 MSCI INC	PURCHASED	VARIOUS	10/31/2013
303	255 FORD MOTOR COMPANY	PURCHASED	VARIOUS	10/31/2013
304	260 ASTRAZENECA PLC SPONSORED ADR	PURCHASED	VARIOUS	10/31/2013
305	260 MEDTRONIC INC.	PURCHASED	VARIOUS	10/31/2013
306	270 ACCENTURE PLC	PURCHASED	VARIOUS	10/31/2013
307	270 GENERAL MILLS INC.	PURCHASED	VARIOUS	10/31/2013

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
308	280 FRANKLIN RESOURCES INC.	PURCHASED	VARIOUS	10/31/2013
309	300 NETAPP INC	PURCHASED	VARIOUS	10/31/2013
310	310 ABBVIE INC COM	PURCHASED	VARIOUS	10/31/2013
311	320 PATTERSON COS INC	PURCHASED	VARIOUS	10/31/2013
312	360 JPMORGAN CHASE & CO	PURCHASED	VARIOUS	10/31/2013
313	360 PROGRESSIVE CORP OHIO	PURCHASED	VARIOUS	10/31/2013
314	380 ABBOTT LABORATORIES	PURCHASED	VARIOUS	10/31/2013
315	380 ALTRIA GROUP INC	PURCHASED	VARIOUS	10/31/2013
316	410 US BANCORP	PURCHASED	VARIOUS	10/31/2013
317	420 WELLS FARGO CO	PURCHASED	VARIOUS	10/31/2013
318	590 INTERNATIONAL GAME TECHNOLOGY	PURCHASED	VARIOUS	10/31/2013
319	590 ORACLE CORP	PURCHASED	VARIOUS	10/31/2013
320	615 BANK OF AMERICA CORP	PURCHASED	VARIOUS	10/31/2013
321	690 CISCO SYSTEMS	PURCHASED	VARIOUS	10/31/2013
322	230 WABTEC	PURCHASED	VARIOUS	11/12/2013
323	100 JM SMUCKER CO/THE-NEW COM	PURCHASED	VARIOUS	11/13/2013
324	100 STANLEY BLACK & DECKER INC	PURCHASED	VARIOUS	11/13/2013
325	90 ROCK-TENN COMPANY -CL A	PURCHASED	VARIOUS	11/14/2013
326	160 C R BARD INC.	PURCHASED	VARIOUS	11/14/2013
327	185 AETNA INC NEW	PURCHASED	VARIOUS	11/14/2013
328	210 NOBLE ENERGY INC	PURCHASED	VARIOUS	11/14/2013
329	215 CIT GROUP INC	PURCHASED	VARIOUS	11/15/2013
330	245 AXIS CAPITAL HOLDINGS LTD	PURCHASED	VARIOUS	11/15/2013
331	460 CITIGROUP INC	PURCHASED	VARIOUS	11/15/2013
332	270 THE GAP INC.	PURCHASED	VARIOUS	12/03/2013
333	280 NETAPP INC	PURCHASED	VARIOUS	12/17/2013
334	534.017 VANGUARD PRIMECAP FUND ADMIRAL SHARES	PURCHASED	VARIOUS	12/20/2013
335	2050.021 GMO QUALITY FUND IV	PURCHASED	VARIOUS	12/20/2013
336	2645.503 GLENMEDE FUND INC-LARGE CAP 100 PORT	PURCHASED	VARIOUS	12/20/2013
337	4212.3 GLENMEDE FUND INC SECURED OPTIONS	PURCHASED	VARIOUS	12/20/2013
338	2016.129 GMO QUALITY FUND IV	PURCHASED	VARIOUS	12/27/2013
339	2587.992 GLENMEDE FUND INC-LARGE CAP 100 PORT	PURCHASED	VARIOUS	12/27/2013
340	9115.77 GLENMEDE FUND INC-CORE FIXED INCOME PORTFOLIO	PURCHASED	VARIOUS	12/27/2013
341	680 FORD MOTOR COMPANY	PURCHASED	VARIOUS	12/30/2013

	(E)	(F)	(G)	(H)	(I)	(J)	(K)	(L)
ITEM	GROSS SALES	DEPREC. ALLOWED	COST BASIS	GAIN (LOSS)	FMV 12/31/69	ADJ. BAS. 12/31/69	EXCESS (I) - (J)	GAIN (LOSS)
1	9,137.		8,641.	496.				\$ 496.
2	14,164.		14,934.	-770.				-770.
3	19,834.		19,731.	103.				103.
4	10,927.		10,705.	222.				222.
5	11,889.		11,741.	148.				148.
6	19,549.		19,420.	129.				129.
7	12,547.		12,377.	170.				170.
8	12,341.		12,376.	-35.				-35.
9	18,068.		16,744.	1,324.				1,324.
10	12,048.		11,762.	286.				286.
11	10,698.		10,550.	148.				148.
12	13,894.		14,212.	-318.				-318.
13	7,258.		6,489.	769.				769.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 10 (CONTINUED)

FORM 990-PF, PART IV, LINE 1

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
14	21,055.		20,700.	355.				\$ 355.
15	19,232.		18,970.	262.				262.
16	5,069.		5,153.	-84.				-84.
17	20,790.		23,039.	-2,249.				-2,249.
18	2,277.		2,226.	51.				51.
19	1,742.		1,680.	62.				62.
20	2,297.		2,249.	48.				48.
21	10,771.		10,853.	-82.				-82.
22	4,464.		4,138.	326.				326.
23	3,332.		3,254.	78.				78.
24	4,593.		5,107.	-514.				-514.
25	20,048.		22,370.	-2,322.				-2,322.
26	5,191.		5,312.	-121.				-121.
27	8,018.		7,912.	106.				106.
28	9,135.		9,020.	115.				115.
29	25,184.		27,784.	-2,600.				-2,600.
30	11,963.		10,901.	1,062.				1,062.
31	12,008.		12,077.	-69.				-69.
32	4,224.		4,064.	160.				160.
33	5,888.		5,630.	258.				258.
34	5,259.		5,060.	199.				199.
35	15,804.		17,657.	-1,853.				-1,853.
36	17,027.		16,759.	268.				268.
37	4,270.		4,345.	-75.				-75.
38	5,165.		4,882.	283.				283.
39	10,630.		9,935.	695.				695.
40	2,350.		2,661.	-311.				-311.
41	886.		839.	47.				47.
42	1,730.		1,596.	134.				134.
43	1,887.		1,753.	134.				134.
44	1,423.		1,356.	67.				67.
45	11,908.		11,908.	0.				0.
46	10,894.		11,215.	-321.				-321.
47	17,082.		15,999.	1,083.				1,083.
48	230.		202.	28.				28.
49	4,352.		3,845.	507.				507.
50	13,706.		12,257.	1,449.				1,449.
51	16,425.		17,651.	-1,226.				-1,226.
52	16,058.		17,379.	-1,321.				-1,321.
53	13,223.		13,388.	-165.				-165.
54	6,697.		6,880.	-183.				-183.
55	6,891.		6,148.	743.				743.
56	559,274.		558,197.	1,077.				1,077.
57	10,606.		12,039.	-1,433.				-1,433.
58	1,806.		1,817.	-11.				-11.
59	2,524.		2,418.	106.				106.
60	3,308.		3,107.	201.				201.
61	7,994.		7,796.	198.				198.
62	19,359.		19,526.	-167.				-167.
63	20,703.		20,867.	-164.				-164.
64	1,179.		1,118.	61.				61.
65	2,937.		2,795.	142.				142.
66	4,650.		4,454.	196.				196.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
67	4,417.		3,911.	506.				\$ 506.
68	6,076.		5,770.	306.				306.
69	2,964.		2,721.	243.				243.
70	13,502.		12,029.	1,473.				1,473.
71	6,896.		6,043.	853.				853.
72	17,430.		15,638.	1,792.				1,792.
73	22,450.		19,750.	2,700.				2,700.
74	19,452.		17,273.	2,179.				2,179.
75	35,413.		31,920.	3,493.				3,493.
76	37,970.		33,237.	4,733.				4,733.
77	31,393.		28,332.	3,061.				3,061.
78	32,071.		31,254.	817.				817.
79	18,077.		16,285.	1,792.				1,792.
80	22,297.		20,685.	1,612.				1,612.
81	26,985.		21,794.	5,191.				5,191.
82	16,612.		17,073.	-461.				-461.
83	41,223.		40,004.	1,219.				1,219.
84	8,117.		7,129.	988.				988.
85	17,740.		18,490.	-750.				-750.
86	58,893.		52,225.	6,668.				6,668.
87	6,623.		6,146.	477.				477.
88	15,602.		13,946.	1,656.				1,656.
89	14,069.		13,777.	292.				292.
90	14,651.		14,538.	113.				113.
91	14,492.		12,197.	2,295.				2,295.
92	8,623.		8,098.	525.				525.
93	10,117.		9,460.	657.				657.
94	13,322.		14,707.	-1,385.				-1,385.
95	14,213.		13,361.	852.				852.
96	22,464.		20,850.	1,614.				1,614.
97	2,768.		2,755.	13.				13.
98	7,259.		5,874.	1,385.				1,385.
99	8,297.		8,230.	67.				67.
100	6,547.		5,591.	956.				956.
101	5,511.		4,873.	638.				638.
102	5,128.		4,677.	451.				451.
103	1,859.		1,855.	4.				4.
104	13,392.		12,213.	1,179.				1,179.
105	17.		0.	17.				17.
106	1,235.		0.	1,235.				1,235.
107	6,390.		1,887.	4,503.				4,503.
108	7,987.		7,109.	878.				878.
109	27,516.		20,671.	6,845.				6,845.
110	11,937.		9,772.	2,165.				2,165.
111	22,850.		19,863.	2,987.				2,987.
112	14,237.		12,647.	1,590.				1,590.
113	15,369.		12,420.	2,949.				2,949.
114	9,255.		9,259.	-4.				-4.
115	6,156.		5,935.	221.				221.
116	16,034.		14,151.	1,883.				1,883.
117	6,328.		5,689.	639.				639.
118	7,720.		6,893.	827.				827.
119	5,763.		4,835.	928.				928.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
120	6,724.		5,987.	737.				\$ 737.
121	8,252.		7,283.	969.				969.
122	2,982.		2,532.	450.				450.
123	7,405.		6,531.	874.				874.
124	6,695.		5,771.	924.				924.
125	6,787.		5,896.	891.				891.
126	5,460.		4,700.	760.				760.
127	5,045.		3,952.	1,093.				1,093.
128	5,385.		4,777.	608.				608.
129	22,365.		17,487.	4,878.				4,878.
130	3,881.		3,256.	625.				625.
131	5,594.		4,339.	1,255.				1,255.
132	5,573.		4,713.	860.				860.
133	28,928.		24,141.	4,787.				4,787.
134	17,305.		15,701.	1,604.				1,604.
135	20,145.		20,166.	-21.				-21.
136	17,817.		15,109.	2,708.				2,708.
137	8,208.		8,288.	-80.				-80.
138	14,646.		14,802.	-156.				-156.
139	10,072.		10,748.	-676.				-676.
140	17,885.		17,184.	701.				701.
141	11,309.		10,695.	614.				614.
142	14,133.		13,921.	212.				212.
143	16,045.		15,613.	432.				432.
144	22,585.		19,461.	3,124.				3,124.
145	33,145.		26,975.	6,170.				6,170.
146	7,757.		6,035.	1,722.				1,722.
147	12,632.		14,168.	-1,536.				-1,536.
148	32,060.		31,208.	852.				852.
149	39,749.		34,896.	4,853.				4,853.
150	5,758.		5,813.	-55.				-55.
151	6.		0.	6.				6.
152	4,378.		3,010.	1,368.				1,368.
153	3,026.		2,330.	696.				696.
154	3,162.		3,006.	156.				156.
155	2,835.		2,440.	395.				395.
156	5,008.		4,254.	754.				754.
157	9,269.		7,670.	1,599.				1,599.
158	1,418.		0.	1,418.				1,418.
159	24,786.		22,716.	2,070.				2,070.
160	10,128.		8,113.	2,015.				2,015.
161	1,777.		1,448.	329.				329.
162	7,516.		6,137.	1,379.				1,379.
163	2,463.		2,298.	165.				165.
164	3,435.		2,516.	919.				919.
165	3,409.		2,778.	631.				631.
166	5,897.		5,195.	702.				702.
167	6,733.		5,405.	1,328.				1,328.
168	3,490.		2,775.	715.				715.
169	8,184.		6,162.	2,022.				2,022.
170	22,389.		19,075.	3,314.				3,314.
171	47,050.		45,426.	1,624.				1,624.
172	6,436.		5,788.	648.				648.

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UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
226	4,803.		4,453.	350.				\$ 350.
227	5,560.		4,990.	570.				570.
228	3,902.		3,803.	99.				99.
229	4,108.		3,762.	346.				346.
230	5,277.		5,207.	70.				70.
231	5,638.		3,458.	2,180.				2,180.
232	5,185.		3,742.	1,443.				1,443.
233	4,306.		4,033.	273.				273.
234	4,636.		4,510.	126.				126.
235	4,726.		4,319.	407.				407.
236	4,978.		3,753.	1,225.				1,225.
237	5,144.		5,083.	61.				61.
238	8,562.		7,724.	838.				838.
239	5,605.		3,728.	1,877.				1,877.
240	5,494.		4,889.	605.				605.
241	4,257.		3,582.	675.				675.
242	5,318.		5,255.	63.				63.
243	6,279.		5,429.	850.				850.
244	4,483.		4,162.	321.				321.
245	4,675.		3,866.	809.				809.
246	6,899.		9,997.	-3,098.				-3,098.
247	4,604.		3,729.	875.				875.
248	6,101.		5,382.	719.				719.
249	5,130.		4,439.	691.				691.
250	6,654.		4,544.	2,110.				2,110.
251	5,318.		4,941.	377.				377.
252	3,909.		3,612.	297.				297.
253	4,707.		4,168.	539.				539.
254	13,487.		9,774.	3,713.				3,713.
255	8,864.		7,388.	1,476.				1,476.
256	4,820.		4,152.	668.				668.
257	6,228.		4,835.	1,393.				1,393.
258	4,293.		4,119.	174.				174.
259	4,451.		4,409.	42.				42.
260	7,764.		7,448.	316.				316.
261	5,437.		5,150.	287.				287.
262	4,941.		3,655.	1,286.				1,286.
263	4,163.		4,171.	-8.				-8.
264	4,068.		3,931.	137.				137.
265	4,001.		3,185.	816.				816.
266	12,796.		9,469.	3,327.				3,327.
267	5,175.		4,222.	953.				953.
268	3,997.		3,848.	149.				149.
269	5,006.		3,284.	1,722.				1,722.
270	9,733.		8,449.	1,284.				1,284.
271	6,675.		5,959.	716.				716.
272	9,517.		7,237.	2,280.				2,280.
273	5,164.		3,706.	1,458.				1,458.
274	13,041.		12,977.	64.				64.
275	10,718.		7,827.	2,891.				2,891.
276	15,029.		12,867.	2,162.				2,162.
277	10,566.		9,478.	1,088.				1,088.
278	11,611.		9,655.	1,956.				1,956.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 10 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
279	12,096.		9,735.	2,361.				\$ 2,361.
280	9,829.		13,016.	-3,187.				-3,187.
281	12,262.		10,168.	2,094.				2,094.
282	12,376.		10,367.	2,009.				2,009.
283	12,168.		10,003.	2,165.				2,165.
284	8,283.		8,030.	253.				253.
285	13,703.		11,723.	1,980.				1,980.
286	21,781.		19,593.	2,188.				2,188.
287	12,996.		11,508.	1,488.				1,488.
288	11,455.		9,462.	1,993.				1,993.
289	6,618.		6,758.	-140.				-140.
290	12,996.		11,461.	1,535.				1,535.
291	12,747.		10,752.	1,995.				1,995.
292	9,886.		8,161.	1,725.				1,725.
293	14,461.		12,054.	2,407.				2,407.
294	16,070.		16,118.	-48.				-48.
295	10,342.		9,809.	533.				533.
296	11,808.		8,647.	3,161.				3,161.
297	13,726.		12,223.	1,503.				1,503.
298	15,388.		15,575.	-187.				-187.
299	10,250.		8,673.	1,577.				1,577.
300	13,380.		11,952.	1,428.				1,428.
301	6,347.		4,429.	1,918.				1,918.
302	9,503.		7,939.	1,564.				1,564.
303	4,485.		4,436.	49.				49.
304	13,892.		12,927.	965.				965.
305	14,976.		11,933.	3,043.				3,043.
306	20,047.		18,437.	1,610.				1,610.
307	13,691.		12,964.	727.				727.
308	15,209.		13,210.	1,999.				1,999.
309	11,907.		11,917.	-10.				-10.
310	15,314.		11,988.	3,326.				3,326.
311	13,328.		13,374.	-46.				-46.
312	18,968.		17,093.	1,875.				1,875.
313	9,464.		9,063.	401.				401.
314	14,143.		12,743.	1,400.				1,400.
315	13,976.		13,385.	591.				591.
316	15,469.		13,393.	2,076.				2,076.
317	17,984.		14,356.	3,628.				3,628.
318	11,298.		10,305.	993.				993.
319	19,558.		19,902.	-344.				-344.
320	8,764.		7,140.	1,624.				1,624.
321	15,476.		15,195.	281.				281.
322	15,128.		19,958.	-4,830.				-4,830.
323	11,002.		10,348.	654.				654.
324	8,145.		8,967.	-822.				-822.
325	8,531.		8,011.	520.				520.
326	22,010.		15,638.	6,372.				6,372.
327	11,775.		11,125.	650.				650.
328	15,761.		23,326.	-7,565.				-7,565.
329	10,385.		9,942.	443.				443.
330	11,817.		10,211.	1,606.				1,606.
331	22,867.		22,388.	479.				479.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
332	11,009.		10,137.	872.				\$ 872.
333	11,073.		11,123.	-50.				-50.
334	50,000.		50,870.	-870.				-870.
335	50,000.		53,957.	-3,957.				-3,957.
336	50,000.		49,312.	688.				688.
337	50,000.		50,126.	-126.				-126.
338	50,000.		53,065.	-3,065.				-3,065.
339	50,000.		48,240.	1,760.				1,760.
340	100,000.		106,108.	-6,108.				-6,108.
341	10,261.		11,828.	-1,567.				-1,567.
TOTAL								\$ 721,411.

STATEMENT 11
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
SAM Y. ZAMRIK 457 NIMITZ AVENUE STATE COLLEGE, PA 16801-6412	TREASURER 3.00	\$ 0.	\$ 0.	0.
MOSHE KAM DREXEL UNIVERSITY PHILADELPHIA, PA 19104	TRUSTEE 0.50	0.	0.	0.
MICHAEL E. KARMIS VIRGINIA POLYTECHNIC INSTITUTE BLACKSBURG, VA 24076	VICE PRESIDENT 1.00	0.	0.	0.
DAVID L. BELDEN PO BOX 651143 POTOMAC FALLS, VA 20165	EXECUTIVE DIR. 20.00	98,335.	0.	0.
DENNIS R. MARTENSON 100 CLYDESDALE TRAIL, #225 MEDINA, MN 55340	PRESIDENT 4.00	0.	0.	0.
E. JAMES PRENDERGAST 445 HOES LANE PISCATAWAY, NJ 08855	TRUSTEE 0.50	0.	0.	0.
JUNE C WISPELWEY THREE PARK AVENUE NEW YORK, NY 10016-5991	TRUSTEE 1.00	0.	0.	0.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PATRICK J. NATALE ASCE - 1801 ALEXANDER BELL DR. RESTON, VA 20191-4400	TRUSTEE 1.00	\$ 0.	\$ 0.	\$ 0.
DAVID O. ROSENTHAL JACOBS ENGINEERING HOUSTON, TX 77072	TRUSTEE 4.00	0.	0.	0.
THOMAS G. LOUGHLIN ASME THREE PARK AVENUE NEW YORK, NY 10016	TRUSTEE 0.38	0.	0.	0.
IAN SADLER MCC INTERNATIONAL MCDONALD, PA 15057	TRUSTEE 1.00	0.	0.	0.
TOTAL		\$ 98,335.	\$ 0.	\$ 0.

STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
IEEE 3 PARK AVENUE, 17TH FLOOR NEW YORK, NY 10016	N/A	501(C) 3	UNITED WEB PLATFORM FOR HISTORY OF TECHNOLOGY & ENGINEERING.	\$ 21,003.
ASME 3 PARK AVENUE NEW YORK, NY 10016	N/A	501(C) 3	ENGINEERING PUBLIC SYMPOSIUM	28,000.
AIME 8307 SHAFFER PARKWAY LITTLETON, CO 80127	N/A	501(C) 3	ACCESSIBILITY FOR THE EMERGING LEADERS ALLIANCE	34,000.
AMERICAN SOCIETY OF CIVIL ENGINEERS 1801 ALEXANDER BELL DRIVE RESTON, VA 20191	N/A	501(C) 3	PROFESSIONAL RESPONSIBILITY & STANDARDS OF PRACTICE	46,537.

UNITED ENGINEERING FOUNDATION, INC.

13-6162675

STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN INSTITUTE OF CHEMICAL ENGINEERS 3 PARK AVENUE NEW YORK, NY 10016	N/A	501(C) 3	ENGINEERING SOLUTIONS FOR WATER GRAND CHALLENGES WORKSHOP	\$ 79,000.
ENGINEERS WEEK 1420 KING STREET ALEXANDRIA, VA 22314	N/A	501(C) 3	INSPIRE INNOVATION: NATIONAL ENGINEERS WEEK TOOLKIT	86,650.
UNIVERSITY OF HOUSTON 316 E. COLLEN BUILDING HOUSTON, TX 77204	N/A	501(C) 3	ENGINES OF OUR INGENUITY	99,008.
AAES 1801 ALEXANDER BELL DRIVE RESTON, VA 20191	N/A	501(C) 3	AAES & ENGINEERING SOCIETIES PLANNING IMPLEMENTATION.	24,346.
ASME 3 PARK AVENUE NEW YORK, NY 10016	N/A	501(C) 3	ENGINEERING FOR CHANGE ACCELERATION, NEWS & NETWORKING.	150,000.
AMERICAN SOCIETY OF CIVIL ENGINEERS 1801 ALEXANDER BELL DRIVE RESTON, VA 20191	N/A	501(C) 3	BRIDGING FOR CLIMATE CHANGE/ENGINEERI NG GAP WEBINAR	7,917.
NATIONAL BUILDING MUSEUM 401 F ST NW WASHINGTON, DC 20001	N/A	501(C) 3	DESIGNING FOR DISASTER CURRICULUM PROGRAM & KIT	69,500.
TOTAL \$				<u>645,961.</u>

Statement 13

GLENMEDE

UNITED ENGINEERING FOUNDATION INC IM - 5617-00-4/2

12/01/2013 - 12/31/2013

HOLDINGS LIST

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
☒ Cash										
CASH				1.00	7,136.62	1.00	7,136.62	-	-	0.0%
GLENMEDE FUND INC-GOVT CASH PORTFOLIO DTD 1/1/1988	83,542.00	GIGXX		1.00	83,542.00	1.00	83,542.00	-	0.07	0.0%
Cash Total					90,678.62		90,678.62	-	0.07	0.0%
☒ Fixed Income										
Taxable										
GLENMEDE FUND INC-CORE FIXED INCOME PORT	271,847.90	GTCGX		11.60	3,152,653.57	10.98	2,984,889.92	(167,763.65)	88,078.72	3.0% +
Taxable Total					3,152,653.57		2,984,889.92	(167,763.65)	88,078.72	3.0%
High Yield										
BLACKROCK FLOATING RATE INCOME DTD 10/1/2012	106,088.89	BFRFX		10.46	1,109,809.73	10.51	1,114,994.28	5,184.55	38,674.90	3.5% +
High Yield Total					1,109,809.73		1,114,994.28	5,184.55	38,674.90	3.5%
International										
LEGG MASON BW GLOBAL OP 8D-US DTD 6/1/2009	48,303.11	GOSX		10.87	525,021.57	10.79	521,190.52	(3,831.05)	19,779.96	3.8% +
TEMPLETON GLOBAL BOND FD-AD	41,349.32	TGBAX		12.46	515,363.58	13.09	541,262.57	25,898.99	21,212.20	3.9% +
International Total					1,040,385.15		1,062,453.09	22,067.94	40,992.16	3.9%
Fixed Income Total					5,302,848.45		5,162,337.29	(140,511.16)	167,945.78	3.3%

GLENMEDE

UNITED ENGINEERING FOUNDATION INC IM - 5617-00-4/2

12/01/2013 - 12/31/2013

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equity										
Large Cap										
Mutual Fund										
GLENMEDE FUND INC SECURED OPTIONS	58,205.76	GTSOX		11.93	694,187.47	11.92	693,812.71	(374.76)	-	0.0% +
GLENMEDE FUND INC-LARGE CAP 100 PORT	49,395.52	GTLOX		18.64	920,434.35	19.42	959,260.96	38,626.61	8,298.45	0.9% +
GMO QUALITY FUND IV	32,169.80	GQEFX		21.05	677,276.07	24.94	802,314.71	125,038.64	17,661.22	2.2% +
LONGLEAF PARTNERS FUND	22,279.83	LPFX		27.60	614,850.05	33.75	751,944.26	137,094.21	6,015.55	0.8% +
MANAGERS TIMESSQ M/C GRW-IN	25,513.10	TMDIX		13.75	350,869.11	18.49	471,737.29	120,868.18	-	0.0% +
VANGUARD PRIMECAP FUND ADMIRAL SHARES	10,407.34	VPMAX		95.14	990,164.60	95.73	996,294.18	6,129.58	-	0.0% +
Separately Managed Accounts**										
Glenmede Large Cap Value					653,514.87		807,651.01	154,136.14	10,030.43	1.2%
Glenmede Strategic Growth					939,943.05		1,148,318.24	208,375.19	21,125.31	1.8%
Large Cap Total					5,841,437.57		6,631,333.36	789,893.79	43,130.96	1.0%
Small Cap										
Mutual Fund										
GLENMEDE FUND INC - ADVISOR SMALL CAP	15,355.44	GTCSX		17.49	268,552.71	26.19	402,158.90	133,606.19	1,765.88	0.4% +
ROYCE SPECIAL EQUITY FUND -IN	15,799.66	RSEIX		21.30	336,569.29	24.88	393,095.57	56,526.28	900.58	0.2% +
Small Cap Total					605,122.00		795,254.47	190,132.47	2,666.46	0.3%

12/01/2013 - 12/31/2013

Security Name	Quantity	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
International									
Mutual Fund									
DFA EMERG MKTS CORE EQUITY	19,831.43	DFCEX	20.17	400,000.00	19.46	385,919.69	(14,080.31)	7,833.42	2.0%
DFA INTERNATIONAL CORE EQUITY	59,429.48	DFIEK	12.62	750,000.00	12.81	761,291.60	11,291.60	18,482.57	2.4%
GLENMEDE INTL SECURED OPTIONS PORT	35,253.90	NOVIX	10.51	370,537.35	10.87	383,209.88	12,672.53	423.05	0.1% +
OAKMARK INTERNATIONAL FD I	17,573.13	OAKIX	15.55	273,346.06	26.32	462,524.65	189,178.59	7,661.88	1.7% +
T ROWE PRICE INST EMERGING STOCK FD	12,323.76	IEMFX	26.24	323,416.60	29.40	362,318.49	38,901.89	3,080.94	0.9% +
THORNBURG INTL VALUE FD-I	24,013.72	TGVIX	24.83	596,146.19	32.06	769,879.77	173,733.58	9,845.62	1.3% +
International Total				2,713,446.20		3,125,144.08	411,697.88	47,327.46	1.5%
Equity Total				9,160,007.77		10,551,731.91	1,391,724.14	113,124.89	1.1%

Alternative Assets

Real Estate

DREYFUS GLOBAL REAL ESTATE SECURITIES FD	63,670.94	DRUX	8.53	543,156.81	8.10	515,734.58	(27,422.23)	17,000.14	3.3% +
Real Estate Total				543,156.81		515,734.58	(27,422.23)	17,000.14	3.3%
Private Equity									
GLENMEDE CLIENT OPP UNF COMMITMENT	56,310.40								0.0%
GLENMEDE CLIENT OPPORTUNITIES PPC POOL	263,679.62		1.00	263,679.62	1.39	366,356.46	102,676.84		0.0% +
Private Equity Total				263,679.62		366,356.46	102,676.84		0.0%
Absolute Return									
AGR RISK PARITY FUND-I	14,676.72	AQRX	12.12	177,908.06	10.77	158,068.22	(19,839.84)	3,992.07	2.5% +
LIBERTY SPECIAL STRATEGIES OFFSHORE FUND	6,400.00		100.00	640,000.00	112.08	717,280.21	77,280.21		0.0%

GLENMEDE

UNITED ENGINEERING FOUNDATION INC IM - 5617-00-4/2

12/01/2013 - 12/31/2013

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
PIMCO ALL ASSETS AUTH-IS	16,595.63	PAUIX		10.35	171,764.76	9.90	164,296.73	(7,468.03)	9,774.83	5.9%
Absolute Return Total					989,872.82		1,039,645.16	49,972.34	13,766.89	1.3%
Commodities										
UNITED STATES COMMODITY INDEX	9,783.00	USCI		57.55	563,038.11	56.08	548,630.64	(14,407.47)	-	0.0% +
Commodities Total					563,038.11		548,630.64	(14,407.47)	-	0.0%
Alternative Assets Total					2,359,547.36		2,470,366.84	110,819.48	30,767.03	1.2%
Total For 5617-00-4/2					16,913,082.20		18,275,114.66	1,362,032.46	311,837.77	1.7%
Accrued Income							7,370.45			
Grand Total							\$18,282,485.11			

+ Multiple lots

(1) Holdings in Separately Managed Accounts follow

Statement 14

Asset detail

Cash and cash equivalents

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,830.05 CRA (BNY Mellon, N.A., Member FDIC) (Principal Holding)	\$ 2,830.05	\$ 2,830.05		\$ 0.00	0.0%	1.1%
6,469 CRA (BNY Mellon, N.A., Member FDIC) (Income Holding)	6,469.00	6,469.00		0.00	0.0	2.5
Principal Cash						
Income Cash						
Total cash and cash equivalents	\$ 9,299.05	\$ 9,299.05	\$ 0.00	\$ 0.00		3.6%

Fixed income

Taxable

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,058.03	BNY Mellon Short-Term U S Government Securities Fund	\$ 12.0100	\$ 12,706.94	\$ 12,865.65	\$ -158.71	\$ 141.78	1.1%	4.9%
1,696.255	BNY Mellon Intermediate Bond Fund	12.6700	21,491.55	21,846.52	-354.97	464.77	2.2	8.4
2,097.945	BNY Mellon Bond Fund	12.7200	26,685.86	27,043.55	-357.70	782.53	2.9	10.4
Total taxable pooled vehicle			\$ 60,884.35	\$ 61,755.73	\$ -871.38	\$ 1,389.08		23.7%
Total taxable fixed income			\$ 60,884.35	\$ 61,755.73	\$ -871.38	\$ 1,389.08		23.7%
Total fixed income			\$ 60,884.35	\$ 61,755.73	\$ -871.38	\$ 1,389.08		23.7%

CH
JL
NY



BNY MELLON
WEALTH MANAGEMENT

Portfolio manager

Client Services Group
888 805 5689



Page 5 of 16

October . December 31, 2013

Tua J Breuchaud FBO United Engin Fdn
Account number 10585387300

age 6 of 16

Equities

U.S. large cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
7,081,422	BNY Mellon Tax-Sensitive Large Cap (MTSMX) Multi-Strategy Fund	\$ 15.8200	\$ 112,028.10	\$ 94,146.89	\$ 17,881.21	\$ 1,430.45	1.3%	43.5%

Total U.S. large cap

			\$ 112,028.10	\$ 94,146.89	\$ 17,881.21	\$ 1,430.45		43.5%
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U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
725,756	The BNY Mellon Mid Cap (MPMCX) Multi-Strategy Fund	\$ 14.5000	\$ 10,523.46	\$ 6,067.51	\$ 4,455.95	\$ 39.19	0.4%	4.1%

Total U.S. mid cap

			\$ 10,523.46	\$ 6,067.51	\$ 4,455.95	\$ 39.19		4.1%
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U.S. small-mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,541,433	BNY Mellon Small/Mid Cap Fund (MMCVX)	\$ 15.9400	\$ 24,570.44	\$ 20,303.51	\$ 4,266.93	\$ 128.71	0.5%	9.6%

Total U.S. small-mid cap

			\$ 24,570.44	\$ 20,303.51	\$ 4,266.93	\$ 128.71		9.6%
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Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,342,854	Dreyfus Diversified International (DFPIX) Fund	\$ 11.6900	\$ 15,697.96	\$ 13,114.64	\$ 2,583.32	\$ 255.14	1.6%	6.1%

Total developed international

			\$ 15,697.96	\$ 13,114.64	\$ 2,583.32	\$ 255.14		6.1%
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611
011
116



Emerging markets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
2,443,329	BNY Mellon Emerging Markets Fund (MEMKX)	\$ 9.9400	\$ 24,286.69	\$ 21,789.27	\$ 2,497.42	\$ 258.99	1.1%	9.4%
Total emerging markets			\$ 24,286.69	\$ 21,789.27	\$ 2,497.42	\$ 258.99		9.4%
Total equities			\$ 187,106.65	\$ 155,421.82	\$ 31,684.83	\$ 2,112.48		72.7%
Total assets			\$ 257,290.05	\$ 226,476.60	\$ 30,813.45	\$ 3,501.56		100.0%

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension — check this box and complete Part I only. . . . ☐

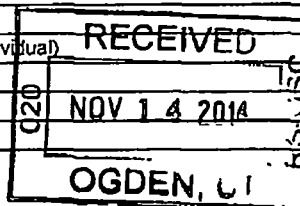
All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	UNITED ENGINEERING FOUNDATION, INC.	13-6162675
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	P.O. BOX 651143	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	POTOMAC FALLS, VA 20165	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12



- The books are in the care of ► THE ORGANIZATION

Telephone No. ► 973-244-2328

Fax No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2014, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ☒ calendar year 2013 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	10,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	10,000.

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

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

Form 8868 (Rev. 1-2014)

FIF20501L 12/31/13

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