Form **990-PF**

Department of the Treasury
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. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending ,

UNITED ENGINEERING FOUNDATION, INC.
GLENMEDE TRUST CO
1650 MARKET ST #1200
PHILADELPHIA, PA 19103-7391

A Employer identification number: 13-6162675

B Telephone number (see instructions)

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 17,757,810.

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

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

	Line	(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)				
	2 Check ► [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments			N/A	
	4 Dividends and interest from securities	540,267.	540,267.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	54,602.			
	b Gross sales price for all assets on line 6a 3,760,574.				
	7 Capital gain net income (from Part IV, line 2)		54,602.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	594,869.	594,869.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	79,840.	19,960.		51,443.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST 1	32,906.	8,227.		6,945.
	b Accounting fees (attach sch) SEE ST 2	12,150.	3,038.		8,738.
	c Other professional fees (attach sch) SEE ST 3	68,688.	68,688.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 4	6,951.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	937.	937.		
	21 Travel, conferences, and meetings	7,451.	745.		6,706.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 5	61,331.	19,444.		49,491.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	270,254.	121,039.		123,323.
	25 Contributions, gifts, grants paid PART XV	774,000.			774,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,044,254.	121,039.		897,323.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-449,385.			
	b **Net investment income** (if negative, enter -0-)		473,830.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	163,555.	227,272.	227,272.
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less: allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	24,503.	4,755.	4,755.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)			
	c Investments – corporate bonds (attach schedule) STATEMENT 6	43,645.	41,365.	41,365.
	11 Investments – land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) STATEMENT 7	17,363,593.	17,484,418.	17,484,418.
	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)	17,595,296.	17,757,810.	17,757,810.
LIABILITIES	17 Accounts payable and accrued expenses	37,346.	50,630.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	37,346.	50,630.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	14,613,550.	14,762,780.	
	25 Temporarily restricted			
	26 Permanently restricted	2,944,400.	2,944,400.	
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	17,557,950.	17,707,180.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	17,595,296.	17,757,810.	

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	17,557,950.
2	Enter amount from Part I, line 27a	2	-449,385.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	598,615.
4	Add lines 1, 2, and 3	4	17,707,180.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	17,707,180.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE STATEMENT 9			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 — **2** 54,602.

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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	879,677.	18,428,082.	0.047736
2014	826,655.	18,891,535.	0.043758
2013	742,860.	17,968,959.	0.041341
2012	771,735.	16,883,176.	0.045710
2011	706,723.	17,144,525.	0.041221

2	**Total** of line 1, column (d)	2	0.219766
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	0.043953
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	17,589,005.
5	Multiply line 4 by line 3	5	773,090.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,738.
7	Add lines 5 and 6	7	777,828.
8	Enter qualifying distributions from Part XII, line 4	8	897,323.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary — see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here. ► [X] and enter 1% of Part I, line 27b			1	4,738.
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	0.
3	Add lines 1 and 2			3	4,738.
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	4,738.
6	Credits/Payments:				
a	2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	5,832.		
b	Exempt foreign organizations — tax withheld at source	6 b			
c	Tax paid with application for extension of time to file (Form 8868)	6 c	2,000.		
d	Backup withholding erroneously withheld	6 d			
7	Total credits and payments Add lines 6a through 6d			7	7,832.
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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**		►	10	3,094.
11	Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ► 3,094.	**Refunded**	►	11	0.

Part VII-A Statements Regarding Activities

		Line	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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1 b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1 c		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.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b	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.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, col. (c), and Part XV*	7	X	
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*	8 b	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► GLENMEDE TRUST CO Telephone no. ► 215-419-6000

Located at ► 1650 MARKET ST, SUITE 1200 PHILADELPHIA PA ZIP + 4 ► 19103-7939

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

			Yes	No
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. 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
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016.)*	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 2016?	4 b		X

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

			Yes	No
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 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is 'Yes' to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A	
Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If 'Yes,' attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If 'Yes' to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A		7b		

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 10		79,840.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over $50,000 for professional services . . . . ► 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 . . . ►	0.

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	17,442,661.
b	Average of monthly cash balances	1b	414,197.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,856,858.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	17,856,858.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	267,853.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,589,005.
6	**Minimum investment return.** Enter 5% of line 5	6	879,450.

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	879,450.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 4,738.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	4,738.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	874,712.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	874,712.
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	874,712.

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	897,323.
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	897,323.
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	4,738.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	892,585.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				874,712.
2 Undistributed income, if any, as of the end of 2016.				
a Enter amount for 2015 only			227,411.	
b Total for prior years: 20 ___, 20 ___, 20 ___		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► $ 897,323.				
a Applied to 2015, but not more than line 2a			227,411.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2016 distributable amount				669,912.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016. *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				204,800.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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					
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).)

NONE

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

NONE

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

Check here ► [X] 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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ASME TWO PARK AVENUE NEW YORK NY 10016	N/A	501(C) 3	2017 ENGINEERING PUBLIC SYMPOSIUM	28,000.
AMERICAN SOCIETY OF CIVIL ENGINEERS 1801 ALEXANDER BELL DRIVE RESTON VA 20191	N/A	501(C) 3	DREAM BIG: ENGINEERING BUILDING ENGINEERING CAPACITY	337,000.
ASME 2 PARK AVENUE NEW YORK NY 10016	N/A	501(C) 3	ENGINEERING FOR CHANGE SOLUTIONS PROJECTS.	250,000.
DISCOVERE ALEXANDRIA VA		501(C) 3	ENGAGING STUDENTS IN ENGINEERING	77,000.
NATIONAL SOCIETY OF BLACK ENGINEERS 205 DAINGERFIELD ROAD ALEXANDRIA VA 22314		PC	THE 50K COALITION 2016 UEF GRANT.	82,000.
Total ► 3a				774,000.
b Approved for future payment				
Total ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	540,267.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	54,602.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				594,869.	

13 **Total.** Add line 12, columns (b), (d), and (e) . 13 594,869.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

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

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

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Patrick J Natale | 10/30/17 | EXECUTIVE DIR.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KENNETH G. SHAPIRO	KENNETH G. SHAPIRO	10-20-17		P00947399

Firm's name ▶ SHAPIRO & DUFFALO C.P.A. P.C. — Firm's EIN ▶ 13-3929454

Firm's address ▶ 110 E 59TH ST FL 22 NEW YORK, NY 10022-1325 — Phone no 212-752-6353

STATEMENT 1
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	$ 32,906.	$ 8,227.		$ 6,945.
TOTAL	$ 32,906.	$ 8,227.		$ 6,945.

STATEMENT 2
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	$ 12,150.	$ 3,038.		$ 8,738.
TOTAL	$ 12,150.	$ 3,038.		$ 8,738.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	$ 68,688.	$ 68,688.		
TOTAL	$ 68,688.	$ 68,688.		$ 0.

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
EXCISE TAX	$ 6,951.			
TOTAL	$ 6,951.	$ 0.		$ 0.

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
INSURANCE	$ 6,276.	$ 3,138.		$ 3,138.
OTHER	750.	75.		1,133.
SUPPORT SERVICES	54,000.	16,200.		44,945.
TELEPHONE	305.	31.		275.
TOTAL	$ 61,331.	$ 19,444.		$ 49,491.

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STMT 12	MKT VAL	$ 41,365.	$ 41,365.
	TOTAL	$ 41,365.	$ 41,365.

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

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER PUBLICLY TRADED SECURITIES			
SEE STMT 11	MKT VAL	$ 4,778,610.	$ 4,778,610.
SEE STMT 11	MKT VAL	10,121,758.	10,121,758.
SEE STMT 11	MKT VAL	483,811.	483,811.
SEE STMT 12	MKT VAL	154,846.	154,846.
TOTAL OTHER PUBLICLY TRADED SECURITIES		$ 15,539,025.	$ 15,539,025.
OTHER SECURITIES			
SEE STMT 11	MKT VAL	456,674.	456,674.
SEE STMT 11	MKT VAL	1,096,667.	1,096,667.
SEE STMT 11	MKT VAL	348,407.	348,407.
SEE STMT 12	MKT VAL	43,645.	43,645.
TOTAL OTHER SECURITIES		$ 1,945,393.	$ 1,945,393.
TOTAL		$ 17,484,418.	$ 17,484,418.

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNREALIZED GAIN ON INVESTMENTS	$ 598,615.
TOTAL	$ 598,615.

STATEMENT 9
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	55 CHUBB LIMITED	PURCHASED	VARIOUS	VARIOUS
2	67 FORTIVE CORP	PURCHASED	VARIOUS	VARIOUS
3	4665.081 GMO QUALITY FUND III	PURCHASED	VARIOUS	VARIOUS
4	4423.446 DREYFUS GLOBAL REAL ESTATE SECURITIES FD	PURCHASED	VARIOUS	VARIOUS
5	9602.357 PIMCO ALL ASSETS AUTH -IS	PURCHASED	VARIOUS	VARIOUS
6	10941.015 GLENMEDE SECURED OPTIONS	PURCHASED	VARIOUS	VARIOUS
7	1045 REGIONS FINANCIAL CORP	PURCHASED	VARIOUS	VARIOUS
8	8496.732 AQR RISK PARITY FUND - I	PURCHASED	VARIOUS	VARIOUS
9	4491.33 LEGG MASON GLOBAL OPPS BD	PURCHASED	VARIOUS	VARIOUS
10	15649.278 BLACKROCK STRATEGIC INCOME OPP	PURCHASED	VARIOUS	VARIOUS
11	1538.241 GLENMEDE INTERNATIONAL SECURED OPTIONS	PURCHASED	VARIOUS	VARIOUS
12	50315.038 GLENMEDE CORE FIXED INCOME	PURCHASED	VARIOUS	VARIOUS
13	15347.726 DFA INTERNATIONAL CORE EQUITY	PURCHASED	VARIOUS	VARIOUS
14	490 KEYCORP - NEW	PURCHASED	VARIOUS	VARIOUS
15	575 TRANSOCEAN LTD	PURCHASED	VARIOUS	VARIOUS
16	12912.998 DFA US LARGE CAP EQUITY PORTFOLIO	PURCHASED	VARIOUS	VARIOUS
17	4071.747 DFA EMERG MKTS CORE EQUITY	PURCHASED	VARIOUS	VARIOUS
18	1195 BANK OF AMERICA CORP	PURCHASED	VARIOUS	VARIOUS
19	17750.319 ROYCE SPECIAL EQUITY FUND -IN	PURCHASED	VARIOUS	VARIOUS
20	290 ALLY FINANCIAL INC	PURCHASED	VARIOUS	VARIOUS
21	667 FIRST TR NORTH AMERICAN ENERGY INFRA ETF	PURCHASED	VARIOUS	VARIOUS
22	19665.765 OAKMARK INTERNATIONAL FD I	PURCHASED	VARIOUS	VARIOUS
23	7340.567 GLENMEDE LARGE CAP CORE	PURCHASED	VARIOUS	VARIOUS
24	265 CITIZENS FINANCIAL GROUP INC	PURCHASED	VARIOUS	VARIOUS
25	1983.771 GLENMEDE SMALL CAP ADV	PURCHASED	VARIOUS	VARIOUS
26	235 DEVON ENERGY CORP	PURCHASED	VARIOUS	VARIOUS
27	235 OGE ENERGY CORP	PURCHASED	VARIOUS	VARIOUS
28	200 CBRE GROUP INC	PURCHASED	VARIOUS	VARIOUS
29	490 CISCO SYSTEMS	PURCHASED	VARIOUS	VARIOUS
30	155 MORGAN STANLEY	PURCHASED	VARIOUS	VARIOUS
31	265 EXELON CORPORATION	PURCHASED	VARIOUS	VARIOUS
32	275 ONEMAIN HOLDINGS INC	PURCHASED	VARIOUS	VARIOUS
33	185 CIT GROUP INC	PURCHASED	VARIOUS	VARIOUS
34	210 FIRSTENERGY CORP	PURCHASED	VARIOUS	VARIOUS
35	175 HALLIBURTON CO	PURCHASED	VARIOUS	VARIOUS
36	315 NOBLE ENERGY INC	PURCHASED	VARIOUS	VARIOUS
37	290 NATIONAL OILWELL VARCO INC	PURCHASED	VARIOUS	VARIOUS
38	185 INVESCO LTD	PURCHASED	VARIOUS	VARIOUS
39	160 KROGER CO.	PURCHASED	VARIOUS	VARIOUS
40	175 CF INDUSTRIES HOLDINGS INC	PURCHASED	VARIOUS	VARIOUS
41	135 DISCOVER FINANCIAL SERVICES	PURCHASED	VARIOUS	VARIOUS
42	465 ORACLE CORP	PURCHASED	VARIOUS	VARIOUS

STATEMENT 9 (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
43	70 DOLLAR TREE INC	PURCHASED	VARIOUS	VARIOUS
44	165 BAXTER INTL. INC.	PURCHASED	VARIOUS	VARIOUS
45	210 HCP INC	PURCHASED	VARIOUS	VARIOUS
46	230 PPL CORPORATION	PURCHASED	VARIOUS	VARIOUS
47	160 PUBLIC SERVICE ENTERPRISE GROUP INC.	PURCHASED	VARIOUS	VARIOUS
48	265 BAXALTA INC	PURCHASED	VARIOUS	VARIOUS
49	1941 U.S. COMMODITY INDEX	PURCHASED	VARIOUS	VARIOUS
50	190 US BANCORP	PURCHASED	VARIOUS	VARIOUS
51	245 SUNTRUST BANKS INC.	PURCHASED	VARIOUS	VARIOUS
52	170 DOLLAR GENERAL CORP	PURCHASED	VARIOUS	VARIOUS
53	4106 VANGUARD FTSE ALL-WORLD EX-U	PURCHASED	VARIOUS	VARIOUS
54	195 CONOCOPHILLIPS	PURCHASED	VARIOUS	VARIOUS
55	186 ABBOTT LABORATORIES	PURCHASED	VARIOUS	VARIOUS
56	135 PATTERSON COS INC	PURCHASED	VARIOUS	VARIOUS
57	13 ADIENT PLC	PURCHASED	VARIOUS	VARIOUS
58	75 DR PEPPER SNAPPLE GROUP	PURCHASED	VARIOUS	VARIOUS
59	125 PACCAR INC.	PURCHASED	VARIOUS	VARIOUS
60	225 METLIFE INC	PURCHASED	VARIOUS	VARIOUS
61	70 CITIGROUP INC	PURCHASED	VARIOUS	VARIOUS
62	178 AMPHENOL CORP-CL A	PURCHASED	VARIOUS	VARIOUS
63	235 CAMPBELL SOUP CO.	PURCHASED	VARIOUS	VARIOUS
64	245 MERCK & CO INC	PURCHASED	VARIOUS	VARIOUS
65	115 PG&E CORP	PURCHASED	VARIOUS	VARIOUS
66	115 TYSON FOODS INC. CLASS A	PURCHASED	VARIOUS	VARIOUS
67	150 HELMERICH & PAYNE INC.	PURCHASED	VARIOUS	VARIOUS
68	230 ST JUDE MEDICAL INC	PURCHASED	VARIOUS	VARIOUS
69	110 WELLS FARGO CO	PURCHASED	VARIOUS	VARIOUS
70	285 SCRIPPS NETWORKS INTERAC	PURCHASED	VARIOUS	VARIOUS
71	110 ALBEMARLE CORP.	PURCHASED	VARIOUS	VARIOUS
72	175 COGNIZANT TECH SOLUTIONS CRP	PURCHASED	VARIOUS	VARIOUS
73	110 FIDELITY NATIONAL INFORMATION SERVICES	PURCHASED	VARIOUS	VARIOUS
74	175 WAL MART STORES INC.	PURCHASED	VARIOUS	VARIOUS
75	110 GLOBAL PAYMENTS INC	PURCHASED	VARIOUS	VARIOUS
76	85 FOOT LOCKER INC	PURCHASED	VARIOUS	VARIOUS
77	386 JPMORGAN CHASE & CO	PURCHASED	VARIOUS	VARIOUS
78	90 AMERICAN EXPRESS CO.	PURCHASED	VARIOUS	VARIOUS
79	85 SCHLUMBERGER LTD.	PURCHASED	VARIOUS	VARIOUS
80	80 VALERO ENERGY CORP	PURCHASED	VARIOUS	VARIOUS
81	65 T ROWE PRICE GROUP INC	PURCHASED	VARIOUS	VARIOUS
82	30 CAPITAL ONE FINL CORP.	PURCHASED	VARIOUS	VARIOUS
83	135 OMNICOM GROUP	PURCHASED	VARIOUS	VARIOUS
84	115 ENTERGY CORP. NEW	PURCHASED	VARIOUS	VARIOUS
85	295 EXXON MOBIL CORPORATION	PURCHASED	VARIOUS	VARIOUS
86	70 UNION PACIFIC CORP.	PURCHASED	VARIOUS	VARIOUS
87	295 PROCTER & GAMBLE CO.	PURCHASED	VARIOUS	VARIOUS
88	135 ELI LILLY & CO.	PURCHASED	VARIOUS	VARIOUS
89	40 EXPRESS SCRIPTS HOLDING INC	PURCHASED	VARIOUS	VARIOUS
90	70 REINSURANCE GROUP OF AMERICA	PURCHASED	VARIOUS	VARIOUS
91	55 CHEVRON CORP	PURCHASED	VARIOUS	VARIOUS
92	130 GARTNER GROUP CLASS A	PURCHASED	VARIOUS	VARIOUS
93	200 DANAHER CORP	PURCHASED	VARIOUS	VARIOUS
94	129 PNC FINANCIAL SERVICES GROUP	PURCHASED	VARIOUS	VARIOUS
95	40 PARKER-HANNIFIN CORP.	PURCHASED	VARIOUS	VARIOUS
96	60 MASTERCARD INC-CL A	PURCHASED	VARIOUS	VARIOUS
97	65 UNITED TECHNOLOGIES CORP	PURCHASED	VARIOUS	VARIOUS
98	150 PEPSICO INC.	PURCHASED	VARIOUS	VARIOUS

STATEMENT 9 (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
99	1148.347 VANGUARD PRIMECAP ADM	PURCHASED	VARIOUS	VARIOUS
100	260 JOHNSON & JOHNSON	PURCHASED	VARIOUS	VARIOUS
101	90 APPLE INC.	PURCHASED	VARIOUS	VARIOUS
102	103 ACCENTURE PLC	PURCHASED	VARIOUS	VARIOUS
103	50 THE TRAVELERS COMPANIES INC	PURCHASED	VARIOUS	VARIOUS
104	60 LABORATORY CORP OF AMERICA HOLDINGS	PURCHASED	VARIOUS	VARIOUS
105	135 RAYTHEON COMPANY	PURCHASED	VARIOUS	VARIOUS
106	70 HOME DEPOT INC.	PURCHASED	VARIOUS	VARIOUS
107	67 WATERS CORP	PURCHASED	VARIOUS	VARIOUS
108	40 GENERAL DYNAMICS CORP.	PURCHASED	VARIOUS	VARIOUS
109	70 BOEING CO.	PURCHASED	VARIOUS	VARIOUS
110	75 SNAP ON INC	PURCHASED	VARIOUS	VARIOUS
111	75 GOLDMAN SACHS GROUP INC	PURCHASED	VARIOUS	VARIOUS
112	30 PANERA BREAD COMPANY-CL A	PURCHASED	VARIOUS	VARIOUS
113	45 MCKESSON HBOC INC	PURCHASED	VARIOUS	VARIOUS
114	25 W W GRAINGER INC	PURCHASED	VARIOUS	VARIOUS
115	15 BIOGEN IDEC INC	PURCHASED	VARIOUS	VARIOUS
116	35 ALLERGAN PLC SHS	PURCHASED	VARIOUS	VARIOUS
117	4 PRICELINE.COM INC	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	6,375.		5,568.	807.				$ 807.
2	3,272.		1,984.	1,288.				1,288.
3	91,391.		96,277.	-4,886.				-4,886.
4	42,819.		32,495.	10,324.				10,324.
5	72,402.		73,458.	-1,056.				-1,056.
6	124,509.		90,245.	34,264.				34,264.
7	9,801.		8,836.	965.				965.
8	78,340.		77,234.	1,106.				1,106.
9	46,293.		43,791.	2,502.				2,502.
10	150,546.		151,934.	-1,388.				-1,388.
11	13,890.		15,090.	-1,200.				-1,200.
12	564,535.		555,981.	8,554.				8,554.
13	163,013.		174,811.	-11,798.				-11,798.
14	5,927.		5,750.	177.				177.
15	5,082.		7,119.	-2,037.				-2,037.
16	177,635.		160,544.	17,091.				17,091.
17	75,164.		63,792.	11,372.				11,372.
18	15,998.		20,112.	-4,114.				-4,114.
19	308,678.		315,962.	-7,284.				-7,284.
20	5,384.		5,406.	-22.				-22.
21	16,669.		13,774.	2,895.				2,895.
22	375,026.		420,056.	-45,030.				-45,030.
23	173,551.		157,439.	16,112.				16,112.
24	5,831.		5,686.	145.				145.
25	53,562.		47,503.	6,059.				6,059.
26	7,368.		6,008.	1,360.				1,360.
27	6,722.		6,178.	544.				544.
28	5,751.		5,278.	473.				473.
29	13,445.		13,306.	139.				139.
30	6,604.		4,478.	2,126.				2,126.
31	9,550.		7,701.	1,849.				1,849.
32	5,592.		8,468.	-2,876.				-2,876.

STATEMENT 9 (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)
33	6,307.		5,806.	501.				$ 501.
34	7,050.		6,663.	387.				387.
35	5,660.		5,763.	-103.				-103.
36	10,814.		10,450.	364.				364.
37	10,198.		9,687.	511.				511.
38	4,962.		6,194.	-1,232.				-1,232.
39	5,360.		5,689.	-329.				-329.
40	5,332.		6,263.	-931.				-931.
41	6,687.		4,838.	1,849.				1,849.
42	17,711.		16,984.	727.				727.
43	5,659.		2,639.	3,020.				3,020.
44	6,533.		6,295.	238.				238.
45	7,154.		8,030.	-876.				-876.
46	8,209.		8,870.	-661.				-661.
47	7,395.		6,190.	1,205.				1,205.
48	10,559.		10,343.	216.				216.
49	76,726.		78,552.	-1,826.				-1,826.
50	7,330.		8,107.	-777.				-777.
51	10,273.		10,496.	-223.				-223.
52	14,134.		7,361.	6,773.				6,773.
53	168,373.		178,242.	-9,869.				-9,869.
54	7,837.		8,493.	-656.				-656.
55	7,289.		8,353.	-1,064.				-1,064.
56	5,886.		6,103.	-217.				-217.
57	569.		592.	-23.				-23.
58	6,894.		3,460.	3,434.				3,434.
59	7,527.		5,925.	1,602.				1,602.
60	8,865.		10,847.	-1,982.				-1,982.
61	3,032.		3,623.	-591.				-591.
62	10,146.		9,297.	849.				849.
63	14,316.		12,349.	1,967.				1,967.
64	15,307.		12,941.	2,366.				2,366.
65	6,843.		6,117.	726.				726.
66	6,705.		6,133.	572.				572.
67	6,945.		8,033.	-1,088.				-1,088.
68	15,163.		12,435.	2,728.				2,728.
69	5,176.		5,979.	-803.				-803.
70	17,605.		15,735.	1,870.				1,870.
71	7,446.		6,161.	1,285.				1,285.
72	10,207.		10,503.	-296.				-296.
73	8,106.		6,666.	1,440.				1,440.
74	11,814.		10,756.	1,058.				1,058.
75	6,705.		6,857.	-152.				-152.
76	5,598.		5,533.	65.				65.
77	25,731.		26,592.	-861.				-861.
78	5,023.		6,260.	-1,237.				-1,237.
79	6,105.		5,929.	176.				176.
80	4,941.		5,657.	-716.				-716.
81	4,504.		4,647.	-143.				-143.
82	1,944.		2,165.	-221.				-221.
83	10,730.		10,214.	516.				516.
84	9,369.		8,846.	523.				523.
85	24,861.		22,995.	1,866.				1,866.

STATEMENT 9 (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)
86	6,485.		5,474.	1,011.				$ 1,011.
87	24,073.		24,461.	-388.				-388.
88	10,066.		11,375.	-1,309.				-1,309.
89	2,758.		3,496.	-738.				-738.
90	8,454.		6,131.	2,323.				2,323.
91	4,592.		4,948.	-356.				-356.
92	11,221.		11,791.	-570.				-570.
93	16,732.		18,576.	-1,844.				-1,844.
94	11,749.		12,295.	-546.				-546.
95	4,060.		3,879.	181.				181.
96	5,244.		5,842.	-598.				-598.
97	6,911.		6,444.	467.				467.
98	15,025.		14,988.	37.				37.
99	128,732.		117,573.	11,159.				11,159.
100	29,850.		26,730.	3,120.				3,120.
101	8,752.		9,326.	-574.				-574.
102	10,811.		10,764.	47.				47.
103	5,367.		5,643.	-276.				-276.
104	6,628.		7,418.	-790.				-790.
105	17,369.		16,812.	557.				557.
106	8,710.		9,257.	-547.				-547.
107	8,534.		9,017.	-483.				-483.
108	6,625.		5,494.	1,131.				1,131.
109	8,301.		10,121.	-1,820.				-1,820.
110	11,997.		12,857.	-860.				-860.
111	10,989.		13,517.	-2,528.				-2,528.
112	6,228.		5,843.	385.				385.
113	7,332.		8,875.	-1,543.				-1,543.
114	5,455.		5,065.	390.				390.
115	3,910.		4,000.	-90.				-90.
116	10,187.		10,938.	-751.				-751.
117	5,087.		5,100.	-13.				-13.
							TOTAL	$ 54,602.

STATEMENT 10
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	VICE PRESIDENT 0.50	$ 0.	$ 0.	$ 0.
DAVID L. BELDEN PO BOX 651143 POTOMAC FALLS, VA 20165	EXECUTIVE DIR. 20.00	0.	0.	0.

STATEMENT 10 (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
MARK RUBIN PO BOX 833836 RICHARDSON, TX 75083-3836	TRUSTEE 1.00	$ 0.	$ 0.	$ 0.
E. JAMES PRENDERGAST 445 HOES LANE PISCATAWAY, NJ 08855	TRUSTEE 0.25	0.	0.	0.
JUNE C WISPELWEY THREE PARK AVENUE NEW YORK, NY 10016-5991	TRUSTEE 1.00	0.	0.	0.
PATRICK J. NATALE ASCE - 1801 ALEXANDER BELL DR. RESTON, VA 20191-4400	EXECUTIVE DIR. 20.00	79,840.	0.	0.
THOMAS G. LOUGHLIN ASME THREE PARK AVENUE NEW YORK, NY 10016	TRUSTEE 1.00	0.	0.	0.
IAN SADLER MCC INTERNATIONAL MCDONALD, PA 15057	PRESIDENT 1.00	0.	0.	0.
THOMAS W. SMITH III ASCE 1801 ALEXANDER BELL DRIVE RESTON, VA 20191-4400	TRUSTEE 1.00	0.	0.	0.
ROBERT D. STEVENS 777 MAIN STREET, SUITE 1250 FORT WORTH, TX 76102	SECRETARY 0.25	0.	0.	0.
CHERYL I TEICH 400 ARCOLA ROAD COLLEGEVILLE, PA 19426	TRUSTEE 0.25	0.	0.	0.
HOWARD MICHEL OLD WESTPORT ROAD DARTMOUTH, MA 02747	TRUSTEE 1.00	0.	0.	0.
	TOTAL	$ 79,840.	$ 0.	$ 0.

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	(198 21)	1 00	(198 21)	-	-	0 0%
GS FS GOVERNMENT FUND DTD 6/1/2016	219,537 00	FGTXX		1 00	219,537 00	1 00	219,537 00	-	999 88	0 5%
Cash Total					**219,338.79**		**219,338.79**	-	**999.88**	**0.5%**
Fixed Income										
Taxable										
GLENMEDE CORE FIXED INCOME	303,480 59	GTCGX		11 50	3,490,316 94	10.91	3,310,973 27	(179,343 67)	67,069 21	2 0% +
Taxable Total					**3,490,316.94**		**3,310,973.27**	**(179,343.67)**	**67,069 21**	**2.0%**
International										
BLACKROCK STRATEGIC INCOME OPP DTD 11/1/2013	49,949 85	BSIIX		10 33	516,172 56	9 83	491,007 00	(25,165 56)	13,435 56	2 7% +
LEGG MASON BW GLOBAL OP BD-IS	45,099 90	GOBSX		10 72	483,469 55	10 05	453,253 94	(30,215 61)	-	0 0% +
TEMPLETON GLOBAL BOND FUND	43,760 49	FBNRX		12 37	541,125 91	11 96	523,375 48	(17,750 43)	14,309.68	2 7% +
International Total					**1,540,768.02**		**1,467,636 42**	**(73,131.60)**	**27,745.24**	**1.9%**
Fixed Income Total					**5,031,084.96**		**4,778,609.69**	**(252,475.27)**	**94,814.45**	**2.0%**
Equity										
Large Cap										
Mutual Funds										
DFA US LARGE CAP EQUITY PORTFOLIO	86,699 99	DUSQX		12 58	1,091,060 57	13 86	1,201,661 82	110,601 25	21,154 80	1 8% +
GLENMEDE LARGE CAP CORE	50,401 35	GTLOX		18 98	956,447.43	23 75	1,197,031 99	240,584 56	12,650 74	1 1% +
GLENMEDE SECURED OPTIONS	48,872 52	GTSOX		11 85	579,278 67	12 10	591,357 44	12,078 77	-	0 0% +

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
GMO QUALITY FUND III	33,893 76	GQETX		20 71	702,068 75	20 49	694,483 10	(7,585 65)	11,930 60	1 7% +
VANGUARD PRIMECAP FUND ADMIRAL SHARES	10,898 65	VPMAX		95 73	1,043,301 79	108 83	1,186,100 41	142,798 62	16,249 89	1 4% +
Separately Managed Accounts[1]										
Glenmede Large Cap Value					561,993 77		648,162 83	86,169 06	15,655 62	2 4%
Glenmede Strategic Growth					547,361 76		686,550 14	139,188 38	11,826 65	1 7%
Large Cap Total					**5,481,512.74**		**6,205,347.73**	**723,834.99**	**89,468.30**	**1 4%**
Small Cap										
Mutual Funds										
GLENMEDE SMALL CAP ADV	32,408 56	GTCSX		21 27	689,398 45	28 82	934,014 56	244,616 11	1,458 38	0 2% +
Small Cap Total					**689,398.45**		**934,014.56**	**244,616 11**	**1,458.38**	**0.2%**
International										
Mutual Funds										
DFA EMERG MKTS CORE EQUITY	26,313 28	DFCEX		18 90	497,425 47	17 36	456,798 61	(40,626.86)	9,656 98	2 1% +
DFA INTERNATIONAL CORE EQUITY	60,200 34	DFIEX		12 41	746,833 41	11 66	701,935 95	(44,897 46)	18,300 90	2 6% +
GLENMEDE INTERNATIONAL	53,982 25	GTCIX		12 27	662,599 19	12 81	691,512 58	28,913 39	11,984 06	1 7% +
GLENMEDE INTERNATIONAL SECURED OPTIONS	28,334 29	NOVIX		10 44	295,669 47	9 61	272,292.55	(23,376 92)	5,836 86	2 1% +
OBERWEIS FUNDS INTL OP INSTL	18,042 77	OBIIX		9 42	169,962 91	9 72	175,375 74	5,412 83	701 86	0 4%
VANGUARD FTSE ALL-WORLD EX-U	15,493 00	VEU		47 28	732,520 04	44 18	684,480 74	(48,039 30)	20,264 84	3 0% +
International Total					**3,105,010.49**		**2,982,396.17**	**(122,614.32)**	**66,745.51**	**2.2%**
Equity Total					**9,275,921.68**		**10,121,758.46**	**845,836.78**	**157,672.20**	**1.6%**

Alternative Assets

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Estate										
DREYFUS GLOBAL REAL ESTATE SECURITIES FD	56,985 95	DRLIX		8 49	483,852 10	8 49	483,810 69	(41 41)	11,796 09	2 4% +
Real Estate Total					**483,852 10**		**483,810.69**	**(41.41)**	**11,796.09**	**2 4%**
Private Equity										
GLENMEDE CLIENT OPP UNF COMMITMENT	94,720 00			-	-	-	-	-	-	0 0% +
GLENMEDE CLIENT OPPORTUNITIES PFIC POOL	263,679 62			0 43	113,279 71	0.94	248,869 26	135,589 55	-	0 0%
GLENMEDE PRIVATE INVESTMENT FUND VIII	198,000 00			1 00	198,000 00	1 09	215,738 62	17,738 62	-	0 0% +
GLENMEDE PRIVATE INVESTMENT VIII UNF	102,000 00			-	-	-	-	-	-	0 0%
Private Equity Total					**311,279 71**		**464,607.88**	**153,328.17**	-	**0.0%**
Absolute Return										
AQR RISK PARITY FUND -I	12,308.46	AQRIX		11 33	139,500 86	9 34	114,961 03	(24,539 83)	2,892 49	2 5% +
AQR STYLE PREMIA ALTERNATIVE FUND	12,050 62	QSPIX		10 10	121,673 99	9 92	119,542 12	(2,131 87)	2,084 76	1 7% +
LIBERTY SPECIAL STRATEGIES OFFSHORE FUND	6,400 00			100 00	640,000 00	116 36	744,718 23	104,718 23	-	0 0%
PIMCO ALL ASSETS AUTH -IS	13,998 26	PAUIX		10 13	141,737 51	8 39	117,445 43	(24,292 08)	4,255 47	3 6% +
Absolute Return Total					**1,042,912.36**		**1,096,666.81**	**53,754.45**	**9,232.72**	**0.8%**

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Commodities										
FIRST TR NORTH AMERICAN ENERGY INFRA ETF	4,799 00	EMLP		20 65	99,099.35	25.24	121,126 76	22,027 41	4,381 49	3 6%
UNITED STATES COMMODITY INDEX	5,682 00	USCI		56 75	322,467 30	40 00	227,280 00	(95,187 30)	-	0 0% +
Commodities Total					**421,566.65**		**348,406.76**	**(73,159.89)**	**4,381.49**	**1.3%**
Alternative Assets Total					**2,259,610.82**		**2,393,492.14**	**133,881.32**	**25,410.30**	**1.1%**
Total For 5617-00-4/2					**16,785,956.25**		**17,513,199.08**	**727,242.83**	**278,896.82**	**1.6%**
Accrued Income							**2,864.32**			
Grand Total							**$17,516,063.40**			

+ Multiple lots

(1) Holdings in Separately Managed Accounts follow

SEPARATELY MANAGED ACCOUNT HOLDINGS

MANAGER: Glenmede Large Cap Value

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	0 07	1 00	0 07	-	-	0 0%
GS FS GOVERNMENT FUND DTD 6/1/2016	3,274 00	FGTXX		1 00	3,274 00	1 00	3,274 00	-	14 91	0 5%
Cash Total					**3,274.07**		**3,274.07**	-	**14.91**	
SECURITIES										
AFFILIATED MANAGERS GROUP	67 00	AMG		147 79	9,902 26	145 30	9,735 10	(167 16)	-	0 0%+
AFLAC CORP	135 00	AFL		63 46	8,566 79	69 60	9,396 00	829 21	232 20	2 5%
AMERIPRISE FINANCIAL INC	114 00	AMP		103 58	11,808 01	110 94	12,647 16	839 15	342 00	2 7%+
AMTRUST FINANCIAL SERVICES	250 00	AFSI		25 43	6,356 25	27 38	6,845.00	488 75	170.00	2.5%
ANTERO RESOURCES CORP	255 00	AR		25 02	6,379 59	23 65	6,030 75	(348 84)	-	0 0%
ANTHEM INC	50 00	ANTM		125 24	6,262 12	143 77	7,188 50	926 38	130 00	1 8%
AT&T INC	440 00	T		36 37	16,002 59	42 53	18,713 20	2,710 61	862 40	4 6%+
BAKER HUGHES INC	210 00	BHI		48 60	10,205 29	64 97	13,643 70	3,438 41	142 80	1 0%+
BANK OF NEW YORK MELLON CORP	364 00	BK		42 62	15,513 45	47 38	17,246.32	1,732 87	276 64	1 6%+
BUNGE LTD	90 00	BG		62 80	5,652 05	72 24	6,501 60	849.55	151 20	2 3%
CAPITAL ONE FINL CORP	110 00	COF		76 56	8,422 13	87 24	9,596 40	1,174 27	176 00	1 8%
CARNIVAL CORP	155 00	CCL		49 47	7,667 96	52 06	8,069 30	401 34	217.00	2 7%+
CBS CORP CL B	110 00	CBS		52 34	5,756 97	63 62	6,998 20	1,241 23	79 20	1 1%
CELANESE CORP - SERIES A	80 00	CE		68 00	5,440.36	78.74	6,299 20	858.84	115 20	1 8%
CHEVRON CORP	215 00	CVX		102 30	21,995 04	117 70	25,305 50	3,310 46	928 80	3 7%+
CISCO SYSTEMS	480 00	CSCO		28.38	13,623 67	30 22	14,505 60	881 93	499 20	3.4%+
CITIGROUP INC	290 00	C		53 44	15,497 84	59 43	17,234 70	1,736 86	185 60	1 1%+
CORNING INC.	470 00	GLW		18 36	8,629 20	24 27	11,406 90	2,777 70	253 80	2 2%

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
CVS CORP	55 00	CVS		38 97	2,143 35	78 91	4,340 05	2,196 70	110 00	2 5%
DELPHI AUTOMOTIVE PLC	90 00	DLPH		68 52	6,166 86	67 35	6,061 50	(105 36)	104 40	1 7%
DELTA AIR LINES INC	160 00	DAL		45 26	7,241.41	49.19	7,870 40	628 99	129 60	1 6%
DEVON ENERGY CORP	165 00	DVN		36 38	6,003 08	45 67	7,535 55	1,532 47	39 60	0.5%+
DISCOVER FINANCIAL SERVICES	180 00	DFS		53 33	9,599 78	72 09	12,976 20	3,376 42	216 00	1 7%+
DOW CHEM CO	135 00	DOW		51 57	6,962 26	57 22	7,724 70	762 44	248 40	3 2%
EATON CORP PLC ORDINARY	130 00	ETN		49 58	6,445.41	67 09	8,721 70	2,276 29	296 40	3 4%
EXPRESS SCRIPTS HOLDING INC	75 00	ESRX		57 62	4,321 58	68 79	5,159 25	837 67	-	0 0%
FEDEX CORPORATION	70 00	FDX		137 50	9,625 28	186 20	13,034 00	3,408 72	112 00	0 9%+
GENERAL MOTORS CO	270 00	GM		34 28	9,255 19	34 84	9,406 80	151 61	410 40	4 4%+
HELMERICH & PAYNE INC	155 00	HP		57 99	8,988 21	77 40	11,997 00	3,008 79	434.00	3.6%+
HEWLETT PACKARD ENTERPRISE CO	485 00	HPE		15 92	7,718 97	23 14	11,222 90	3,503 93	126 10	1 1%
HOST HOTELS & RESORTS	455 00	HST		16.28	7,407 76	18 84	8,572 20	1,164 44	364 00	4 2%
INGERSOLL-RAND PLC	95 00	IR		67 85	6,445 33	75 04	7,128 80	683 47	152 00	2 1%
INGREDION INC	50 00	INGR		121 06	6,052 94	124 96	6,248 00	195 06	100 00	1 6%
INTEL CORP	470 00	INTC		33 30	15,649 32	36.27	17,046.90	1,397 58	488 80	2.9%+
JM SMUCKER CO/THE-NEW COM	50 00	SJM		124 77	6,238 63	128 06	6,403 00	164 37	150 00	2 3%
JOHNSON & JOHNSON	175 00	JNJ		102 18	17,880 91	115 21	20,161 75	2,280 84	560 00	2 8%+
JOHNSON CONTROLS INTL PLC SHS	137 00	JCI		48 90	6,699 30	41 19	5,643 03	(1,056 27)	137 00	2 4%
JPMORGAN CHASE & CO	290 00	JPM		61 44	17,817 23	86 29	25,024.10	7,206 87	556 80	2 2%+
LAM RESEARCH CORP	105 00	LRCX		83 36	8,752 41	105 73	11,101 65	2,349 24	189 00	1 7%
LINCOLN NATIONAL CORP IND	175 00	LNC		41 34	7,233 67	66.27	11,597 25	4,363 58	203 00	1 8%+
MEDTRONIC PLC SHS	95 00	MDT		81 59	7,751 27	71 23	6,766 85	(984 42)	163 40	2 4%
MOLSON COORS BREWING CO	65 00	TAP		97 08	6,310 18	97 31	6,325 15	14 97	106 60	1 7%
MORGAN STANLEY	235 00	MS		28 52	6,703 33	42 25	9,928 75	3,225 42	188 00	1 9%+
NORFOLK SOUTHERN CORP.	100 00	NSC		87 52	8,751 54	108 07	10,807 00	2,055 46	236 00	2 2%
OCCIDENTAL PETROLEUM CORP	185 00	OXY		68 29	12,632 85	71 23	13,177 55	544 70	562 40	4 3%

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
ONEOK INC	180 00	OKE		45 82	8,248 12	57 41	10,333 80	2,085 68	442 80	4 3%
PACKAGING CORP OF AMERICA	85 00	PKG		66 77	5,675 09	84 82	7,209 70	1,534 61	214 20	3 0%
PFIZER INC	510 00	PFE		31 69	16,159 61	32 48	16,564 80	405.19	652 80	3 9%+
PRINCIPAL FINANCIAL GROUP	185 00	PFG		44 95	8,315 77	57 86	10,704 10	2,388 33	318 20	3 0%+
PRUDENTIAL FINANCIAL INC	85 00	PRU		99 09	8,423 06	104 06	8,845 10	422 04	238 00	2 7%
QUALCOMM CORP	175 00	QCOM		51 25	8,968 80	65 20	11,410 00	2,441 20	371 00	3 3%
STANLEY BLACK & DECKER INC	60 00	SWK		121 24	7,274 50	114 69	6,881 40	(393 10)	139 20	2 0%
TEXTRON INC	140 00	TXT		44 64	6,249 53	48 56	6,798 40	548 87	11 20	0 2%
THERMO FISHER SCIENTIFIC INC	50 00	TMO		148 56	7,428 01	141 10	7,055 00	(373.01)	30 00	0 4%
TYSON FOODS INC CLASS A	90.00	TSN		40.17	3,615 62	61 68	5,551 20	1,935.58	81 00	1 5%
UNUMPROVIDENT CORP	275 00	UNM		34 93	9,605 55	43.93	12,080 75	2,475 20	220 00	1 8%+
VALERO ENERGY CORP	120 00	VLO		58 16	6,978 67	68 32	8,198 40	1,219 73	288 00	3 5%+
VEREIT INC	690 00	VER		8 34	5,754 26	8 46	5,837 40	83 14	379 50	6 5%
VERIZON COMMUNICATIONS	155 00	VZ		47 52	7,366 16	53 38	8,273 90	907 74	358 05	4 3%
VOYA FINL INC	300 00	VOYA		29 20	8,761 37	39 22	11,766 00	3,004 63	0 12	0 0%+
W P CAREY INC	105 00	WPC		68 64	7,207 33	59 09	6,204 45	(1,002 88)	415 80	6 7%
WALGREENS BOOTS ALLIANCE INC	75 00	WBA		83 37	6,253 01	82 76	6,207 00	(46 01)	112 50	1 8%
XL GROUP LTD	170 00	XL		37 40	6,357 85	37 26	6,334.20	(23 65)	136 00	2 1%
ZIMMER BIOMET HOLDINGS INC	90 00	ZBH		106 64	9,597 77	103 20	9,288 00	(309 77)	86 40	0 9%
Securities Total					**558,719.70**		**644,888.76**	**86,169.06**	**15,640.71**	
Glenmede Large Cap Value Total					**$561,993.77**		**$648,162.83**	**$86,169 06**	**$15,655.62**	

+ Multiple lots

MANAGER: Glenmede Strategic Growth

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	0 19	1 00	0 19	-	-	0 0%
GS FS GOVERNMENT FUND DTD 6/1/2016	4,659 00	FGTXX		1 00	4,659 00	1 00	4,659 00	-	21 22	0 5%
Cash Total					**4,659.19**		**4,659.19**	-	**21.22**	
SECURITIES										
ABBOTT LABORATORIES	224 00	ABT		41 02	9,187.58	38.41	8,603.84	(583 74)	237 44	2 8%
ACCENTURE PLC	112 00	ACN		64 47	7,220 35	117 13	13,118 56	5,898 21	271 04	2 1%+
ALPHABET INC CAP STK CL C	20 00	GOOG		735 31	14,706.24	771 82	15,436 40	730.16	-	0 0%+
AMERICAN EXPRESS CO	180 00	AXP		89 27	16,067 95	74 08	13,334 40	(2,733 55)	230 40	1 7%
AMETEK INC	356 00	AME		47 62	16,954 28	48 60	17,301 60	347 32	128 16	0 7%+
AMPHENOL CORP-CL A	202 00	APH		32 29	6,523 16	67 20	13,574 40	7,051 24	129.28	1 0%+
APPLE INC	180 00	AAPL		60 41	10,873 04	115 82	20,847 60	9,974 56	410 40	2 0%+
BAXTER INTL INC.	330 00	BAX		37 48	12,367 41	44 34	14,632 20	2,264.79	171 60	1 2%
BIOGEN IDEC INC	39 00	BIIB		266 63	10,398 63	283 58	11,059 62	660 99	-	0 0%+
BOEING CO	135 00	BA		127 88	17,263 81	155 68	21,016 80	3,752 99	766 80	3 6%+
CAMPBELL SOUP CO	190 00	CPB		45 71	8,685 65	60 47	11,489 30	2,803 65	266 00	2 3%
CHEVRON CORP	110 00	CVX		112 03	12,323 46	117 70	12,947 00	623 54	475 20	3 7%
CHUBB LIMITED	105 00	CB		101 24	10,630 27	132 12	13,872 60	3,242 33	289 80	2 1%
CISCO SYSTEMS	635 00	CSCO		21 86	13,881 23	30 22	19,189 70	5,308 47	660 40	3 4%
COGNIZANT TECH SOLUTIONS CRP	262 00	CTSH		37 15	9,732 62	56 03	14,679 86	4,947 24	-	0 0%+
DISCOVER FINANCIAL SERVICES	150 00	DFS		49 22	7,382 97	72 09	10,813 50	3,430 53	180 00	1 7%
DOLLAR GENERAL CORP	160 00	DG		65 81	10,530 07	74 07	11,851 20	1,321 13	160 00	1 4%
DOLLAR TREE INC	140 00	DLTR		40 09	5,612 54	77 18	10,805 20	5,192 66	-	0 0%+

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
DR PEPPER SNAPPLE GROUP	184 00	DPS		78 44	14,432 43	90 67	16,683 28	2,250 85	390 08	2 3%+
ELI LILLY & CO	115 00	LLY		55 53	6,385 47	73 55	8,458 25	2,072 78	239 20	2 8%
GARTNER GROUP CLASS A	115 00	IT		52 09	5,990.15	101 07	11,623 05	5,632 90	-	0 0%
GILEAD SCIENCES INC	167 00	GILD		80 71	13,478 14	71 61	11,958 87	(1,519 27)	313 96	2 6%
GLOBAL PAYMENTS INC	249 00	GPN		63 94	15,921 73	69 41	17,283 09	1,361 36	9 96	0 1%+
HALLIBURTON CO	355 00	HAL		42 04	14,924 63	54 09	19,201 95	4,277 32	255 60	1 3%+
HOME DEPOT INC	115 00	HD		37 94	4,363 10	134 08	15,419 20	11,056 10	317 40	2 1%
INVESCO LTD	380 00	IVZ		31 94	12,135 87	30 34	11,529 20	(606 67)	425 60	3 7%
JPMORGAN CHASE & CO	219 00	JPM		49 93	10,933 75	86 29	18,897 51	7,963 76	420 48	2 2%
LABORATORY CORP OF AMERICA HOLDINGS	115 00	LH		100 41	11,547 72	128 38	14,763 70	3,215 98	-	0 0%
MASTERCARD INC-CL A	152 00	MA		82 80	12,585 95	103 25	15,694 00	3,108 05	133 76	0 9%+
OMNICOM GROUP	190 00	OMC		73 10	13,888 62	85 11	16,170 90	2,282 28	418 00	2 6%
ORACLE CORP	480 00	ORCL		30 61	14,693 24	38 45	18,456 00	3,762 76	288 00	1 6%+
PANERA BREAD COMPANY-CL A	67.00	PNRA		183.27	12,278 86	205 09	13,741 03	1,462 17	-	0 0%+
PARKER-HANNIFIN CORP	75 00	PH		83 17	6,237 96	140 00	10,500.00	4,262 04	189 00	1 8%+
PATTERSON COS INC	275 00	PDCO		40 86	11,235 23	41 03	11,283 25	48 02	264 00	2.3%+
PEPSICO INC	115 00	PEP		83 59	9,612 58	104 63	12,032 45	2,419 87	346 15	2 9%+
PNC FINANCIAL SERVICES GROUP	126.00	PNC		84 69	10,671 52	116 96	14,736 96	4,065 44	277 20	1 9%
PRICELINE COM INC	12 00	PCLN		1,283 86	15,406 36	1,466 06	17,592 72	2,186 36	-	0 0%+
RAYTHEON COMPANY	150 00	RTN		71.75	10,762.27	142 00	21,300 00	10,537 73	439 50	2 1%+
SCHLUMBERGER LTD	180 00	SLB		92 39	16,629 90	83.95	15,111 00	(1,518 90)	360 00	2 4%+
SMITH & NEPHEW PLC -SPON ADR	557 00	SNN		32 33	18,010 04	30 08	16,754 56	(1,255 48)	337 54	2 0%+
ST JUDE MEDICAL INC	95 00	STJ		54 11	5,140 53	80 19	7,618 05	2,477 52	117 80	1 5%+
T ROWE PRICE GROUP INC	125 00	TROW		77 70	9,713 00	75 26	9,407 50	(305 50)	270 00	2 9%+
US BANCORP	385 00	USB		27 93	10,754 13	51 37	19,777 45	9,023 32	431 20	2 2%+
W W GRAINGER INC	55 00	GWW		238 52	13,118 38	232 25	12,773 75	(344.63)	268 40	2 1%
WAL MART STORES INC	190 00	WMT		76 49	14,533 38	69 12	13,132 80	(1,400 58)	380 00	2 9%+

Security Name	Quantity	Symbol	Bond Rating	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
WATERS CORP	93 00	WAT		114 40	10,639 66	134 39	12,498 27	1,858 61	-	0 0%
WELLS FARGO CO	230 00	WFC		26 93	6,194 58	55 11	12,675 30	6,480 72	349 60	2 8%+
WHOLE FOODS MARKET INC	333 00	WFM		30 46	10,142 13	30 76	10,243 08	100.95	186 48	1 8%+
Securities Total					**542,702.57**		**681,890.95**	**139,188.38**	**11,805.43**	
Glenmede Strategic Growth Total					**$547,361.76**		**$686,550.14**	**$139,188.38**	**$11,826.65**	

+ Multiple lots

Asset detail

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
1,379.35	CRA (BNY Mellon, N.A., Member FDIC) (Principal Holding)	$ 1,379.35	$ 1,379.35		$ 3.45	0.3%	0.6%
3,074.91	CRA (BNY Mellon, N.A., Member FDIC) (Income Holding)	3,074.91	3,074.91		7.69	0.3	1.3
	Principal Cash						
	Income Cash						
Total cash and cash equivalents		**$ 4,454.26**	**$ 4,454.26**	**$ 0.00**	**$ 11.14**		**1.9%**

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
146.54	BNY Mellon Short-Term U S Government Securities Fund	$ 11.7100	$ 1,715.98	$ 1,781.92	$ -65.94	$ 17.58	1.0%	0.7%
693.49	BNY Mellon Intermediate Bond Fund	12.4800	8,654.76	8,928.93	-274.17	181.00	2.1	3.6
939.366	BNY Mellon Bond Fund	12.5900	11,826.62	12,264.55	-437.93	340.05	2.9	4.9
1,214.893	Dreyfus Yield Enhancement Strategy Fund	12.1100	14,712.35	15,222.91	-510.56	635.39	4.3	6.1
Total taxable pooled vehicle			$ 36,909.71	$ 38,198.31	$ -1,288.60	$ 1,174.02		15.4%
Total taxable fixed income			**$ 36,909.71**	**$ 38,198.31**	**$ -1,288.60**	**$ 1,174.02**		**15.4%**
Total fixed income			**$ 36,909.71**	**$ 38,198.31**	**$ -1,288.60**	**$ 1,174.02**		**15.4%**

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
4,202	BNY Mellon Tax-Sensitive Large Cap (MTSMX) Multi-Strategy Fund	$ 14.7200	$ 61,853.44	$ 57,903.93	$ 3,949.51	$ 0.00	0.0%	25.8%
Total U.S. large cap			**$ 61,853.44**	**$ 57,903.93**	**$ 3,949.51**	**$ 0.00**		**25.8%**

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
1,199.779	The BNY Mellon Mid Cap (MPMCX) Multi-Strategy Fund	$ 15.2800	$ 18,332.62	$ 13,866.95	$ 4,465.67	$ 0.00	0.0%	7.6%
Total U.S. mid cap			**$ 18,332.62**	**$ 13,866.95**	**$ 4,465.67**	**$ 0.00**		**7.6%**

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
2,151.678	BNY Mellon Small/Mid Cap Fund (MMCMX)	$ 13.4100	$ 28,854.00	$ 27,504.46	$ 1,349.54	$ 0.00	0.0%	12.0%
Total U.S. small-mid cap			**$ 28,854.00**	**$ 27,504.46**	**$ 1,349.54**	**$ 0.00**		**12.0%**

Developed international

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
4,296.979	Dreyfus Diversified International (DDIFX) Fund	$ 10.6600	$ 45,805.80	$ 44,104.72	$ 1,701.08	$ 545.29	1.2%	19.1%
Total developed international			**$ 45,805.80**	**$ 44,104.72**	**$ 1,701.08**	**$ 545.29**		**19.1%**
Total equities			**$ 154,845.86**	**$ 143,380.06**	**$ 11,465.80**	**$ 545.29**		**64.6%**

Alternative investments

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
3,577.503	Dreyfus BNY Mellon Funds Inc - Dreyfus Alternative Diversifier Strategies Fund	$ 12.2000	$ 43,645.54	$ 44,790.55	$ -1,145.01	$ 486.54	1.1%	18.2%
Total alternative investments			**$ 43,645.54**	**$ 44,790.55**	**$ -1,145.01**	**$ 486.54**		**18.2%**
Total assets			**$ 239,855.37**	**$ 230,823.18**	**$ 9,032.19**	**$ 2,216.99**		**100.0%**