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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052

**2010**

For calendar year 2010, or tax year beginning 02-01-2010 , and ending 01-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation  
MANNING FOUNDATION ACCOUNT NUMBER 70877600

Number and street (or P O box number if mail is not delivered to street address)  
PO BOX 41629

City or town, state, and ZIP code  
AUSTIN, TX 787040028

**A Employer identification number**  
76-6105634

**B Telephone number** (see page 10 of the instructions)  
(877) 719-4048

**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 ☐

H Check type of organization ☒ 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, col. (c), line 16)  
\$ 2,292,875

J Accounting method ☒ Cash ☐ 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 page 11 of the instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities. . . . .	40,659	40,659		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-18,652			
	b Gross sales price for all assets on line 6a _____ 1,036,574				
	7 Capital gain net income (from Part IV , line 2) . . . .		0		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .				
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	22,007	40,659		
	13 Compensation of officers, directors, trustees, etc	45,050	22,525		22,525
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	1,650	1,650		0
	c Other professional fees (attach schedule) . . . . .				
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see page 14 of the instructions)	864	864		0
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	256	256		0
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	47,820	25,295		22,525
	25 Contributions, gifts, grants paid . . . . .	76,800			76,800
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	124,620	25,295		99,325
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-102,613			
	b <b>Net investment income</b> (if negative, enter -0-)		15,364		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form **990-PF** (2010)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .			
	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 page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	1,841,780	1,754,660	2,232,785
	c	Investments—corporate bonds (attach schedule). . . . .	95,000	70,000	60,087
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	3	3	3
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,936,783	1,824,663	2,292,875
	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)	10,455	948	
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	10,455	948	
Net Assets or Fund Balances		<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	1,926,328	1,823,715	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,926,328	1,823,715	
	31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,936,783	1,824,663	

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	1,926,328
2	Enter amount from Part I, line 27a . . . . .	2	-102,613
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	1,823,715
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	1,823,715

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1a	See Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	-18,652
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

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 page 18 of 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))
2009	117,142	1,934,742	0 060547
2008	147,515	2,485,296	0 059355
2007	144,303	3,073,300	0 046954
2006	136,486	2,890,365	0 047221
2005	129,222	2,761,409	0 046796

2	Total of line 1, column (d). . . . .	2	0 260873
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 052175
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5. . . . .	4	2,146,258
5	Multiply line 4 by line 3. . . . .	5	111,981
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	154
7	Add lines 5 and 6. . . . .	7	112,135
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	99,325

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)			
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	307
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	307
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	307
6 Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	2,880
b	Exempt foreign organizations—tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld . . . . .	6d	
7 Total credits and payments Add lines 6a through 6d. . . . .		7	2,880
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	2,573
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 2,573 Refunded		11	0

Part VII-A Statements Regarding Activities			
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .			Yes No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . 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.		1a 1b	No No
c Did the foundation file Form 1120-POL for this year? . . . . .		1c	No
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	No
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	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		5	No
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	Yes
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	Yes
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	Yes	
14	The books are in care of <b>WELLS FARGO BANK NA</b> Telephone no <b>(877) 719-4048</b> Located at <b>4801 SOUTHWEST PKWY ONE STE 200 AUSTIN TX</b> ZIP+4 <b>78735</b>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2010, 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		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? ( <b>Exception.</b> 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 ). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20____, 20____, 20____, 20____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2010 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i> )	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2010?	4b		No

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 page 22 of the 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 page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

☐ 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 ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

☐ Yes ☒ No

5b

6b

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 page 22 of the 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
GERARD H STAFFORD JR	TRUSTEE	9,000	0	0
7606 BURNING HILLS HOUSTON, TX 77071	5 00			
NANCY S ROBINSON	TRUSTEE	9,000	0	0
1 LONG TIMBERS LANE HOUSTON, TX 77024	5 00			
WELLS FARGO BANK NA	TRUSTEE	27,050	0	0
PO BOX 41629 AUSTIN, TX 787040028	5 00			

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	0



Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,178,939
b	Average of monthly cash balances. . . . .	1b	0
c	Fair market value of all other assets (see page 24 of the instructions). . . . .	1c	3
d	Total (add lines 1a, b, and c). . . . .	1d	2,178,942
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	2,178,942
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	4	32,684
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,146,258
6	Minimum investment return. Enter 5% of line 5. . . . .	6	107,313

Part XI

Distributable Amount (see page 25 of the 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	107,313
2a	Tax on investment income for 2010 from Part VI, line 5. . . . .	2a	307
b	Income tax for 2010 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	307
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	107,006
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	107,006
6	Deduction from distributable amount (see page 25 of the instructions). . . . .	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7	107,006

Part XII

Qualifying Distributions (see page 25 of the 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	99,325
b	Program-related investments—total from Part IX-B. . . . .	1b	0
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	99,325
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 page 26 of the instructions). . . . .	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	99,325
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7			
2	Undistributed income, if any, as of the end of 2010			
a	Enter amount for 2009 only. . . . . 75,265			
b	Total for prior years 20____, 20____, 20____ 0			
3	Excess distributions carryover, if any, to 2010			
a	From 2005. . . . .			
b	From 2006. . . . .			
c	From 2007. . . . .			
d	From 2008. . . . .			
e	From 2009. . . . .			
f	Total of lines 3a through e. . . . . 0			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 99,325			
a	Applied to 2009, but not more than line 2a 75,265			
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions) 0			
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . 0			
d	Applied to 2010 distributable amount. . . . . 24,060			
e	Remaining amount distributed out of corpus 0			
5	Excess distributions carryover applied to 2010 0			
(If an amount appears in column (d), the same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5 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 page 27 of the instructions . . . 0			
e	Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . . 0			
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . . 82,946			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . . 0			
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). . . . . 0			
9	Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . . 0			
10	Analysis of line 9			
a	Excess from 2006. . . . .			
b	Excess from 2007. . . . .			
c	Excess from 2008. . . . .			
d	Excess from 2009. . . . .			
e	Excess from 2010. . . . .			

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2010	(b) 2009	(c) 2008	(d) 2007	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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) )

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

2

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a

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

b

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

c

Any submission deadlines

d

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

**Part XV** **Supplementary Information** (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> KOMEN FOUNDATION 2425 FOUNTAINVIEW SUITE 210 HOUSTON, TX 77057	N/A		CHARITABLE CONTRIBUTION	5,000
RETINA RESEARCH FOUNDATION 6560 FANNIN SUITE 2200 HOUSTON, TX 77030	N/A		MEDICAL RESEARCH	21,800
THE BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE, TX 77423	N/A		CHARITABLE CONTRIBUTION	50,000
<b>Total</b> . . . . .			<b>3a</b>	76,800
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>3b</b>	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . . .			14	40,659	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	-18,652	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . .					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e). . . . .		0		22,007	0
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .			<b>13</b>		22,007

[illegible]

Part XVII

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

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.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

1a(1)

1a(2)

1b(1)

1b(2)

1b(3)

1b(4)

1b(5)

1b(6)

1c

Yes

No

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

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

Sign Here

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

\*\*\*\*\*

Signature of officer or trustee

2011-06-09

Date

\*\*\*\*\*

Title

Paid Preparer's Use Only

Preparer's Signature

ROBERT BURNS

Date

2011-06-09

Check if self-employed

☐

PTIN

Firm's name

FCA CORP

Firm's address

791 TOWN COUNTRY BLVD SUITE 250  
HOUSTON, TX 770243925

Firm's EIN

Phone no (713) 781-2856

Form 990-PF (2010)

Additional Data

Software ID:

Software Version:

EIN: 76-6105634

Name: MANNING FOUNDATION ACCOUNT NUMBER 70877600

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
A	120 AFLAC INC	P	2009-12-21	2010-08-27
B	7 ABBOTT LABORATORIES	P	2009-12-21	2010-07-26
C	87 ABBOTT LABORATORIES	P	2008-04-29	2010-07-26
D	169 ABBOTT LABORATORIES	P	2008-04-29	2010-08-06
E	1127 ACTIVISION BLIZZARD INC	P	2009-12-21	2010-08-27
F	93 ALBERTO-CULVER CO	P	2010-01-22	2010-08-27
G	267 ALBERTO-CULVER CO	P	2010-01-22	2010-10-25
H	46 AMAZON COM INC	P	2009-10-22	2010-08-27
I	13 AMAZON COM INC	P	2009-12-21	2010-08-27
J	62 APACHE CORP	P	2008-04-29	2010-08-27
K	39 APPLE COMPUTER INC	P	2008-04-29	2010-08-27
L	20 BB&T CORP	P	2009-08-17	2010-03-24
M	550 BB&T CORP	P	2009-05-21	2010-03-24
N	13 BB&T CORP	P	2009-12-21	2010-03-24
O	159 BEST BUY INC	P	2009-05-15	2010-07-09
P	55 BEST BUY INC	P	2009-10-22	2010-07-09
Q	5 BEST BUY INC	P	2009-12-21	2010-07-09
R	270 CVS/CAREMARK CORPORATION	P	2008-04-29	2010-06-14
S	136 CVS/CAREMARK CORPORATION	P	2008-04-29	2010-08-27
T	73 CARNIVAL CORP	P	2009-08-14	2010-08-27
U	62 CELGENE CORP	P	2008-09-11	2010-08-27
V	5 CITRIX SYS INC	P	2009-12-21	2010-06-14
W	10 CITRIX SYS INC	P	2009-08-17	2010-06-14
X	218 CITRIX SYS INC	P	2009-08-14	2010-06-14
Y	50 CREE INC	P	2010-05-05	2010-08-27
Z	25000 MLN CREDITSUISSE RUSSELL 2000	P	2008-07-10	2010-07-16
AA	117 DANAHER CORP	P	2010-05-05	2010-08-27
AB	18 DIAGEO PLC	P	2010-01-22	2010-08-27
AC	2237 136 DODGE & COX INCOME FD	P	2010-09-01	2011-01-21
AD	31 EOG RESOURCES INC	P	2010-06-23	2010-08-27

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AE	88 EOG RESOURCES INC	P	2010-06-23	2010-11-10
AF	77 EDWARDS LIFESCIENCES CORP	P	2010-06-08	2010-08-27
AG	53 EDWARDS LIFESCIENCES CORP	P	2010-06-08	2010-12-20
AH	39 EDWARDS LIFESCIENCES CORP	P	2010-11-10	2010-12-20
AI	0 775 EXXON MOBIL CORPORATION	P	2008-07-25	2010-07-02
AJ	10 647 EXXON MOBIL CORPORATION	P	2009-12-21	2010-08-27
AK	37 215 EXXON MOBIL CORPORATION	P	2009-05-15	2010-08-27
AL	58 138 EXXON MOBIL CORPORATION	P	2008-07-25	2010-08-27
AM	2 FMC TECHNOLOGIES INC	P	2010-08-06	2010-08-27
AN	87 FASTENAL CO	P	2010-03-03	2010-08-27
AO	479 GILEAD SCIENCES INC	P	2010-01-29	2010-06-08
AP	15 GOOGLE INC	P	2008-04-29	2010-08-27
AQ	152 HEWLETT PACKARD CO	P	2008-04-29	2010-08-27
AR	88 HEWLETT PACKARD CO	P	2008-04-29	2010-11-18
AS	122 HEWLETT PACKARD CO	P	2008-09-24	2010-12-20
AT	5 HEWLETT PACKARD CO	P	2008-09-02	2010-12-20
AU	231 HEWLETT PACKARD CO	P	2008-04-29	2010-12-20
AV	160 HOME DEPOT INC	P	2009-04-16	2010-07-09
AW	11 HOME DEPOT INC	P	2009-12-21	2010-07-09
AX	69 HOME DEPOT INC	P	2009-04-16	2010-08-27
AY	226 HOME DEPOT INC	P	2009-04-16	2010-09-03
AZ	484 INTEL CORP	P	1995-01-11	2010-02-08
BA	24 INTEL CORP	P	2009-12-21	2010-08-27
BB	26 INTEL CORP	P	1995-01-11	2010-08-27
BC	4 INTEL CORP	P	2008-09-02	2010-08-27
BD	25 INTEL CORP	P	2009-08-17	2010-08-27
BE	44 INTEL CORP	P	2008-11-10	2010-08-27
BF	54 INTERCONTINENTAL EXCHANGE INC	P	2008-04-29	2010-08-27
BG	27 INTERCONTINENTAL EXCHANGE INC	P	2008-04-29	2010-11-11
BH	93 IBM CORP	P	2008-04-29	2010-07-23



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
BI	3 IBM CORP	P	2009-12-21	2010-07-23
BJ	55 IBM CORP	P	2009-05-15	2010-07-23
BK	470 ISHARES GOLD TRUST	P	2001-01-01	2010-02-26
BL	470 ISHARES GOLD TRUST	P	2001-01-01	2010-03-31
BM	470 ISHARES GOLD TRUST	P	2001-01-01	2010-04-30
BN	470 ISHARES GOLD TRUST	P	2001-01-01	2010-05-28
BO	4700 ISHARES GOLD TRUST	P	2001-01-01	2010-06-30
BP	4700 ISHARES GOLD TRUST	P	2001-01-01	2010-07-30
BQ	4700 ISHARES GOLD TRUST	P	2001-01-01	2010-08-31
BR	4700 ISHARES GOLD TRUST	P	2001-01-01	2010-09-30
BS	4700 ISHARES GOLD TRUST	P	2001-01-01	2010-10-29
BT	4700 ISHARES GOLD TRUST	P	2001-01-01	2010-11-30
BU	4700 ISHARES GOLD TRUST	P	2001-01-01	2010-12-31
BV	1675 ISHARES INC MSCI PACIFIC EX-JAPAN	P	2009-07-30	2010-03-31
BW	142 ISHARES INC NSCI PACIFIC EX-JAPAN	P	2009-12-21	2010-03-31
BX	495 ISHARES INC MSCI PACIFIC EX-JAPAN	P	2009-07-30	2010-05-05
BY	519 ISHARES INC MSCI PACIFIC EX-JAPAN	P	2009-07-30	2010-08-27
BZ	421 ISHARES INC MSCI PACIFIC EX-JAPAN	P	2009-06-12	2010-08-27
CA	41 ISHARES TR MSCI EMERGING MARKETS	P	2009-12-21	2010-08-27
CB	378 ISHARES TR MSCI EMERGING MARKETS	P	2009-07-30	2010-08-27
CC	18 ISHARES S&P LATIN AMERICA 40	P	2009-12-21	2010-08-27
CD	194 ISHARES S&P LATIN AMERICA 40	P	2010-06-14	2010-08-27
CE	19 ISHARES S&P LATIN AMERICA 40	P	2009-07-30	2010-08-27
CF	47 ISHARES MSCI EAFE	P	2009-12-22	2010-08-27
CG	461 ISHARES MSCI EAFE	P	2009-01-27	2010-08-27
CH	27 ISHARES MSCI EAFE	P	2009-01-27	2010-12-22
CI	251 ISHARES TR S&P MIDCAP 400 ID FD	P	2009-08-17	2010-08-27
CJ	370 ISHARES TR S&P MIDCAP 400 ID FD	P	2009-02-06	2010-08-27
CK	65 ISHARES TR S&P MIDCAP 400 ID FD	P	2009-12-21	2010-08-27
CL	25 ISHARES TR S&P MIDCAP 400 ID FD	P	2009-02-06	2010-12-22

Form 990PF Part IV – Capital Gains and Losses for Tax on Investment Income – Columns a – d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
CM	117 ISHARES S&P MIDCAP 400 GROWTH	P	2010-03-31	2010-08-27
CN	524 ISHARES TR SMALLCAP 600 INDEX FD	P	2010-03-31	2010-08-27
CO	564 CEF ISHARES S&P SMALL CAP 600 GROWTH	P	2008-05-22	2010-08-27
CP	210 CEF ISHARES S&P SMALL CAP 600 GROWTH	P	2008-09-02	2010-08-27
CQ	33 CEF ISHARES S&P SMALL CAP 600 GROWTH	P	2008-09-02	2010-12-22
CR	135 ISHARES MSCI EAFE GROWTH	P	2009-12-03	2010-08-27
CS	225 JPMORGAN CHASE & CO	P	2004-03-18	2010-02-18
CT	33 JPMORGAN CHASE & CO	P	2004-03-18	2010-08-27
CU	98 JPMORGAN CHASE & CO	P	2010-03-24	2010-08-27
CV	3 JACOBS ENGR GROUP INC	P	2008-09-02	2010-08-19
CW	10 JACOBS ENGR GROUP INC	P	2009-12-21	2010-08-19
CX	401 JACOBS ENGR GROUP INC	P	2008-04-29	2010-08-19
CY	5 MCDONALDS CORP	P	2009-12-21	2010-08-27
CZ	71 MCDONALDS CORP	P	2008-06-24	2010-08-27
DA	20 MEDCO HEALTH SOLUTIONS INC	P	2010-05-05	2010-08-27
DB	69 MEDCO HEALTH SOLUTIONS INC	P	2008-09-11	2010-08-27
DC	97 MICROSOFT CORP	P	1995-01-11	2010-08-27
DD	278 MICROSOFT CORP	P	1995-01-11	2010-09-17
DE	13 MONSANTO CO	P	2008-05-22	2010-03-03
DF	2 MONSANTO CO	P	2008-09-02	2010-03-03
DG	48 MONSANTO CO	P	2008-09-24	2010-03-03
DH	50 MONSANTO CO	P	2009-01-20	2010-03-03
DI	47 MONSANTO CO	P	2009-08-17	2010-03-03
DJ	147 MORGAN STANLEY	P	2009-12-21	2010-08-27
DK	431 MORGAN STANLEY	P	2009-12-21	2010-10-25
DL	64 NESTLE	P	2010-07-09	2010-08-27
DM	56 NETAPP INC	P	2010-07-23	2010-08-27
DN	24 NETAPP INC	P	2010-06-14	2010-08-27
DO	10 NIKE INC CL B	P	2009-08-17	2010-08-27
DP	64 NIKE INC CL B	P	2009-04-16	2010-08-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
DQ	6 NIKE INC CL B	P	2009-12-21	2010-08-27
DR	86 NUVASIVE INC	P	2010-03-03	2010-08-27
DS	251 NUVASIVE INC	P	2010-01-06	2010-11-10
DT	9 NUVASIVE INC	P	2010-03-03	2010-11-10
DU	6338 348 PIMCO TOTAL RET FD-INST 35	P	2010-09-01	2011-01-21
DV	53 PEABODY ENERGY CORPORATION	P	2008-12-12	2010-08-27
DW	7 PEABODY ENERGY CORPORATION	P	2009-12-21	2010-08-27
DX	68 PETROLEO BRASILEIRO SA	P	2009-07-30	2010-08-27
DY	10 PETROLEO BRASILEIRO SA	P	2009-12-21	2010-08-27
DZ	223 PETROLEO BRASILEIRO SA	P	2009-07-30	2010-11-10
EA	5 PETROLEO BRASILEIRO SA	P	2009-08-17	2010-11-10
EB	19 POTASH CORP SASK	P	2010-01-22	2010-08-27
EC	59 POTASH CORP SASK	P	2010-01-22	2010-10-25
ED	7 POWERSHARES DB COMMODITY INDEX	P	2009-12-21	2010-08-27
EE	44 POWERSHARES DB COMMODITY INDEX	P	2010-05-05	2010-08-27
EF	41 PRAXAIR INC	P	2008-04-29	2010-08-27
EG	38 PRECISION CASTPARTS CORP	P	2010-07-26	2010-08-27
EH	8 PRECISION CASTPARTS CORP	P	2008-04-29	2010-08-27
EI	71 PROCTER & GAMBLE CO	P	2008-04-29	2010-08-27
EJ	218 PROCTER & GAMBLE CO	P	2008-04-29	2011-01-10
EK	8 PROCTER & GAMBLE CO	P	2009-12-21	2011-01-10
EL	277 QUALCOMM INC	P	2009-05-05	2010-05-05
EM	93 QUALCOMM INC	P	2009-08-14	2010-05-05
EN	6147 541 T ROWE PRICE SHORT TERM BD FD 55	P	2010-09-01	2011-01-21
EO	25 SCHLUMBERGER LTD	P	2010-08-06	2010-08-27
EP	35 SCHLUMBERGER LTD	P	2008-12-19	2010-08-27
EQ	7 SCHLUMBERGER LTD	P	2009-12-21	2010-08-27
ER	35 STATE STREET CORP	P	2010-03-24	2010-08-27
ES	106 STATE STREET CORP	P	2010-03-24	2010-10-25
ET	5 STERICYCLE INC	P	2009-12-21	2010-08-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
EU	36 STERICYCLE INC	P	2009-06-12	2010-08-27
EV	88 TARGET CORP	P	1995-01-11	2010-08-27
EW	92 TARGET CORP	P	1995-01-11	2010-11-18
EX	5 TEVA PHARMACEUTICAL INDUSTRIES	P	2009-03-25	2010-08-27
EY	102 TEVA PHARMACEUTICAL INDUSTRIES	P	2009-12-21	2010-08-27
EZ	96 THERMO FISHER SCIENTIFIC INC	P	2008-04-29	2010-08-27
FA	164 US BANCORP	P	2008-04-29	2010-08-27
FB	432 US BANCORP	P	2008-04-29	2010-09-03
FC	36 US BANCORP	P	2008-09-02	2010-09-03
FD	15 US BANCORP	P	2009-12-21	2010-09-03
FE	14 UNION PACIFIC CORP	P	2008-09-02	2010-08-27
FF	83 UNION PACIFIC CORP	P	2008-08-26	2010-08-27
FG	36 VANGUARD EMERGING MARKETS ETF	P	2009-12-21	2010-08-27
FH	323 VANGUARD EMERGING MARKETS ETF	P	2008-11-07	2010-08-27
FI	75 VISA INC CLASS A	P	2008-06-24	2010-08-27
FJ	4 VISA INC CLASS A	P	1919-01-22	2010-08-27
FK	21 VISA INC CLASS A	P	2008-06-24	2010-09-17
FL	25 VISA INC CLASS A	P	2008-05-22	2010-09-17
FM	64 VISA INC CLASS A	P	2009-03-10	2010-11-18
FN	16 VISA INC CLASS A	P	2009-08-17	2010-11-18
FO	55 VISA INC CLASS A	P	2008-05-22	2010-11-18
FP	4 VISA INC CLASS A	P	2008-09-02	2010-11-18
FQ	51 VISA INC CLASS A	P	2009-01-27	2010-11-18
FR	78 WAL MART STORES INC	P	2008-04-29	2010-08-27
FS	144 XTO ENERGY INC	P	2008-05-22	2010-06-23
FT	147 XTO ENERGY INC	P	2008-07-25	2010-06-23
FU	108 ACCENTURE PLC	P	2010-07-23	2010-08-27
FV	73 COOPER INDUSTRIES PLC	P	2010-05-05	2010-08-27
FW	12 COOPER INDUSTRIES PLC	P	2010-05-05	2010-08-27
FX	89 MARVELL TECHNOLOGY GROUP	P	2010-05-05	2010-08-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
FY	95 MARVELL TECHNOLOGY GROUP	P	2010-03-03	2010-08-27
FZ	97 TRANSOCEAN LTD	P	2010-01-06	2010-05-05
GA	POWERSHARES DB COMMODITY INDEX ST LOSS	P	2010-12-31	2010-12-31
GB	POWERSHARES DB COMMODITY INDEX LT GAIN	P	2009-02-06	2010-12-31
GC	POWERSHARES DB COMMODITY INDEX 1256	P	2009-02-06	2010-12-31
GD	CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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	5,548		5,570	-22
B	342		379	-37
C	4,254		4,655	-401
D	8,468		9,043	-575
E	12,106		12,453	-347
F	2,888		2,702	186
G	9,978		7,755	2,223
H	5,769		4,243	1,526
I	1,630		1,720	-90
J	5,463		8,228	-2,765
K	9,418		6,827	2,591
L	645		541	104
M	17,739		11,434	6,305
N	419		335	84
O	5,434		5,662	-228
P	1,880		2,141	-261
Q	171		202	-31
R	8,686		11,164	-2,478
S	3,781		5,624	-1,843
T	2,264		2,219	45
U	3,150		4,357	-1,207
V	222		201	21
W	444		351	93
X	9,671		7,855	1,816
Y	2,749		3,495	-746
Z	25,000		25,000	0
AA	4,215		4,821	-606
AB	1,185		1,241	-56
AC	29,664		30,000	-336
AD	2,714		3,313	-599

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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 E	8,249		9,403	-1,154
A F	4,436		4,021	415
A G	4,456		2,767	1,689
A H	3,279		2,574	705
A I	43		53	-10
A J	624		704	-80
A K	2,183		2,080	103
A L	3,410		3,984	-574
A M	125		126	-1
A N	3,973		3,931	42
A O	16,282		23,231	-6,949
A P	6,788		8,387	-1,599
A Q	5,821		7,273	-1,452
A R	3,660		4,211	-551
A S	5,121		5,708	-587
A T	210		230	-20
A U	9,696		11,054	-1,358
A V	4,507		4,176	331
A W	310		320	-10
A X	1,964		1,801	163
A Y	6,760		5,899	861
A Z	9,409		11,464	-2,055
B A	437		486	-49
B B	473		616	-143
B C	73		91	-18
B D	455		462	-7
B E	801		633	168
B F	5,213		8,212	-2,999
B G	3,110		4,106	-996
B H	11,942		11,423	519

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
BI	385		386	-1
BJ	7,063		5,603	1,460
BK	16		13	3
BL	18		14	4
BM	17		13	4
BN	18		13	5
BO	18		13	5
BP	11		8	3
BQ	11		8	3
BR	12		8	4
BS	13		8	5
BT	13		8	5
BU	13		8	5
BV	72,110		59,538	12,572
BW	6,113		5,747	366
BX	19,877		17,595	2,282
BY	20,216		18,448	1,768
BZ	16,399		14,018	2,381
CA	1,639		1,660	-21
CB	15,108		13,562	1,546
CC	802		834	-32
CD	8,639		8,667	-28
CE	846		717	129
CF	2,354		2,593	-239
CG	23,086		18,261	4,825
CH	1,556		1,070	486
CI	18,174		15,938	2,236
CJ	26,790		19,451	7,339
CK	4,706		4,715	-9
CL	2,280		1,315	965



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
CM	9,225		10,012	-787
CN	28,151		31,566	-3,415
CO	31,877		37,422	-5,545
CP	11,869		13,871	-2,002
CQ	2,442		2,180	262
CR	6,932		7,687	-755
CS	9,037		9,450	-413
CT	1,183		1,386	-203
CU	3,512		4,373	-861
CV	107		210	-103
CW	355		377	-22
CX	14,248		34,685	-20,437
CY	367		313	54
CZ	5,218		4,054	1,164
DA	906		1,181	-275
DB	3,127		3,450	-323
DC	2,313		251	2,062
DD	7,064		719	6,345
DE	961		1,582	-621
DF	148		217	-69
DG	3,548		5,389	-1,841
DH	3,696		3,873	-177
DI	3,474		3,727	-253
DJ	3,635		4,348	-713
DK	10,586		12,749	-2,163
DL	3,261		3,155	106
DM	2,234		2,404	-170
DN	958		968	-10
DO	707		560	147
DP	4,525		3,458	1,067

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
DQ	424		388	36
DR	2,607		3,550	-943
DS	6,183		8,053	-1,870
DT	222		372	-150
DU	68,708		72,891	-4,183
DV	2,222		1,244	978
DW	293		317	-24
DX	2,271		2,794	-523
DY	334		467	-133
DZ	7,902		9,163	-1,261
EA	177		204	-27
EB	2,767		2,092	675
EC	8,457		6,496	1,961
ED	156		167	-11
EE	977		1,021	-44
EF	3,528		3,718	-190
EG	4,330		4,560	-230
EH	912		951	-39
EI	4,249		4,681	-432
EJ	13,996		14,372	-376
EK	514		493	21
EL	10,270		12,000	-1,730
EM	3,448		4,309	-861
EN	29,816		30,000	-184
EO	1,344		1,553	-209
EP	1,881		1,399	482
EQ	376		448	-72
ER	1,229		1,594	-365
ES	4,293		4,828	-535
ET	324		278	46

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
EU	2,330		1,795	535
EV	4,561		3,025	1,536
EW	5,096		3,162	1,934
EX	250		227	23
EY	5,095		5,557	-462
EZ	4,129		5,528	-1,399
FA	3,450		5,631	-2,181
FB	9,684		14,834	-5,150
FC	807		1,154	-347
FD	336		340	-4
FE	1,018		1,143	-125
FF	6,038		6,606	-568
FG	1,464		1,449	15
FH	13,139		7,943	5,196
FI	5,268		6,191	-923
FJ	281		348	-67
FK	1,447		1,733	-286
FL	1,723		1,954	-231
FM	4,919		3,323	1,596
FN	1,230		1,068	162
FO	4,227		4,299	-72
FP	307		299	8
FQ	3,920		2,186	1,734
FR	3,990		4,574	-584
FS	6,279		9,447	-3,168
FT	6,410		7,150	-740
FU	4,034		4,359	-325
FV	3,045		3,578	-533
FW	500		588	-88
FX	1,439		1,725	-286

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
FY	1,536		1,906	-370
FZ	7,151		8,893	-1,742
GA			2	-2
GB	122			122
GC	1,417			1,417
GD	2,046			2,046

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	
A			-22
B			-37
C			-401
D			-575
E			-347
F			186
G			2,223
H			1,526
I			-90
J			-2,765
K			2,591
L			104
M			6,305
N			84
O			-228
P			-261
Q			-31
R			-2,478
S			-1,843
T			45
U			-1,207
V			21
W			93
X			1,816
Y			-746
Z			0
AA			-606
AB			-56
AC			-336
AD			-599

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	
AE			-1,154
AF			415
AG			1,689
AH			705
AI			-10
AJ			-80
AK			103
AL			-574
AM			-1
AN			42
AO			-6,949
AP			-1,599
AQ			-1,452
AR			-551
AS			-587
AT			-20
AU			-1,358
AV			331
AW			-10
AX			163
AY			861
AZ			-2,055
BA			-49
BB			-143
BC			-18
BD			-7
BE			168
BF			-2,999
BG			-996
BH			519

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
BI				-1
BJ				1,460
BK				3
BL				4
BM				4
BN				5
BO				5
BP				3
BQ				3
BR				4
BS				5
BT				5
BU				5
BV				12,572
BW				366
BX				2,282
BY				1,768
BZ				2,381
CA				-21
CB				1,546
CC				-32
CD				-28
CE				129
CF				-239
CG				4,825
CH				486
CI				2,236
CJ				7,339
CK				-9
CL				965

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69		
CM			-787
CN			-3,415
CO			-5,545
CP			-2,002
CQ			262
CR			-755
CS			-413
CT			-203
CU			-861
CV			-103
CW			-22
CX			-20,437
CY			54
CZ			1,164
DA			-275
DB			-323
DC			2,062
DD			6,345
DE			-621
DF			-69
DG			-1,841
DH			-177
DI			-253
DJ			-713
DK			-2,163
DL			106
DM			-170
DN			-10
DO			147
DP			1,067



Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
DQ				36
DR				-943
DS				-1,870
DT				-150
DU				-4,183
DV				978
DW				-24
DX				-523
DY				-133
DZ				-1,261
EA				-27
EB				675
EC				1,961
ED				-11
EE				-44
EF				-190
EG				-230
EH				-39
EI				-432
EJ				-376
EK				21
EL				-1,730
EM				-861
EN				-184
EO				-209
EP				482
EQ				-72
ER				-365
ES				-535
ET				46

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
EU				535
EV				1,536
EW				1,934
EX				23
EY				-462
EZ				-1,399
FA				-2,181
FB				-5,150
FC				-347
FD				-4
FE				-125
FF				-568
FG				15
FH				5,196
FI				-923
FJ				-67
FK				-286
FL				-231
FM				1,596
FN				162
FO				-72
FP				8
FQ				1,734
FR				-584
FS				-3,168
FT				-740
FU				-325
FV				-533
FW				-88
FX				-286

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
FY				-370
FZ				-1,742
GA				-2
GB				122
GC				1,417
GD				2,046

TY 2010 Accounting Fees Schedule

**Name:** MANNING FOUNDATION ACCOUNT NUMBER 70877600

**EIN:** 76-6105634

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,650	1,650		0

**TY 2010 Investments Corporate  
Bonds Schedule****Name:** MANNING FOUNDATION ACCOUNT NUMBER 70877600**EIN:** 76-6105634

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
GOLDMAN SACHS GROUP - 35000	35,000	27,983
MLN CREDIT SUISSE - 25000	0	0
MORGAN STANLEY ZERO CPN - 35000	35,000	32,104

TY 2010 Investments Corporate  
Stock Schedule

**Name:** MANNING FOUNDATION ACCOUNT NUMBER 70877600  
**EIN:** 76-6105634

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBOTT LABS - 263 SH	0	0
ACTIVISION BLIZZARD INC - 1127 SH	0	0
AFLAC INC - 355 SH	15,458	20,441
ALBERTO-CULVER CO - 360 SH	0	0
AMAZON.COM INC - 165 SH	14,147	27,991
APACHE CORP - 204 SH	23,276	24,349
APPLE INC - 112 SH	19,598	38,004
BB&T CORP - 583 SH	0	0
BEST BUY INC - 219 SH	0	0
CARNIVAL CORP - 329 SH	11,410	14,710
CB RICHARD ELLIS REALTY TR - 10869.565 SH	98,653	108,696
CEF ISHARES S&P SMALLCAP 600 GR - 2226 SH	127,143	161,875
CELGENE CORP - 185 SH	12,366	9,533
CITRIX SYSTEMS INC - 233 SH	0	0
COOPER INDUSTRIES PLC - 250 SH	11,031	15,315
CVS/CAREMARK CORP - 389 SH	14,942	13,304
DIAGEO PLC - 168 SH	11,801	12,902
EXXON MOBIL - 325 SH	9,164	26,221
GENZYME CORP - 286 SH	0	0
GOOGLE INC - 44 SH	23,171	26,416
HEWLETT PACKARD CO - 738 SH	0	0
HOME DEPOT INC - 466 SH	0	0
IBM CORP - 151 SH	0	0
INTEL CORP - 360 SH	5,181	7,726
INTERCONTINENTAL EXCHANGE - 128 SH	15,564	15,423
ISHARES GOLD TRUST - 4700 SH	40,336	61,147
ISHARES INC MSCI PACIFIC EX-JAPAN - 2745 SH	70,756	127,148
ISHARES MSCI EAFE - 1462 SH	57,914	86,901
ISHARES MSCI EAFE GROWTH - 629 SH	36,532	38,451
ISHARES S&P LATIN AMERICA 40 - 674 SH	25,414	34,623

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ISHARES TR MSCI EMERGING MARKETS INDEX FUND - 1215 SH	38,780	55,659
ISHARES TR S&P MIDCAP 400 INDEX FD - 1972 SH	103,668	182,075
ISHARES TR SMALLCAP 600 INDEX - 1523 SH	69,913	104,402
JACOBS ENGINEERING GROUP - 414 SH	0	0
JPMORGAN CHASE CO - 384 SH	15,914	17,257
MCDONALDS CORP - 217 SH	11,882	15,986
MEDCO HEALTH SOLUTIONS - 260 SH	12,656	15,865
MICROSOFT - 375 SH	0	0
MONSANTO CO - 160 SH	0	0
MORGAN STANLEY - 578 SH	0	0
NIKE INC - 240 SH	10,937	19,795
NUVASIVE INC - 251 SH	0	0
PEABODY ENERGY CORP - 178 SH	4,178	11,289
PETROLEO BRASILEIRO SA - 306 SH	0	0
POTASH CORP - 78 SH	0	0
POWERSHARES DB COMMODITY INDEX - 541 SH	11,374	15,435
PRAXAIR INC - 122 SH	10,981	11,351
PRECISION CASTPARTS CORP - 134 SH	15,833	19,161
PROCTER & GAMBLE CO - 297 SH	0	0
QUALCOMM INC - 370 SH	0	0
SCHLUMBERGER - 265 SH	12,983	23,582
STERICYCLE INC - 119 SH	5,933	9,340
TARGET CORP - 170 SH	5,844	9,321
TEVA PHARMACEUTICAL - 316 SH	14,022	17,269
THERMO FISHER SCIENTIFIC - 283 SH	16,232	16,207
TRANSOCEAN LTD - 97 SH	0	0
UNION PACIFIC CORP - 278 SH	20,337	26,307
US BANCORP - 647 SH	0	0
VANGUARD EMERGING MKT ETF - 1046 SH	23,839	48,629
VISA INC - 315 SH	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WAL MART STORES INC - 228 SH	12,082	12,784
WELLS FARGO ADVANTAGE MONEY MKT	62,862	62,862
XTO ENERGY INC - 564 SH	0	0
ARTIO GLOBAL HIGH INCOME I #1525 - 3910.068 SH	40,000	40,665
ISHARES BARCLAYS TIPS BOND FUND - 421 SH	45,342	45,274
LAUDUS MONDRIAN INTL FIXED INC FD #2940 - 3879.056 SH	45,191	45,812
PIMCO EMERGING LOCAL BOND FD I #332 - 4410.355 SH	46,000	45,691
PUTNAM FLOATING RATE INC FD #1857 - 3468.208 SH	30,000	31,006
RIDGEWORTH SEIX HIGH YIELD BOND FD I #5855 - 4223.865 SH	40,000	42,281
URBAN OUTFITTERS - 326 SH	11,057	11,025
COMPLETE PRODUCTION SERVICES INC - 403 SH	11,433	11,260
CONCHO RESOURCES INC - 82 SH	7,150	7,893
FMC TECHNOLOGIES INC - 2110SH	14,919	19,834
AFFILIATED MANAGERS GROUP INC - 130 SH	11,384	13,238
GOLDMAN SACHS GROUP INC - 103 SH	16,585	16,853
EDWARDS LIFESCIENCES CORP - 182 SH	9,503	15,341
HMS HOLDINGS CORP - 172 SH	9,953	11,066
DANAHER CORP - 345 SH	13,360	15,890
FASTENAL CO - 272 SH	11,326	15,792
COGNIZANT TECH SOLUTIONS - 131 SH	9,469	9,556
CREE INC - 143 SH	9,998	7,220
NETAPP INC - 231 SH	9,312	12,643
ORACLE CORP - 583 SH	16,433	18,673
ECOLAB INC - 217 SH	10,726	10,783
ACCENTURE PLC - 314 SH	12,672	16,162
MARVELL TECHNOLOGY GROUP - 710 SH	13,108	13,497
NESTLE SA - 331 SH	17,141	17,947
ISHARES S&P MIDCAP 400 GROWTH - 339 SH	29,011	34,571
DIAMOND HILL LONG-SHORT FD I #11 - 2980.130 SH	45,745	49,530
HUSSMAN STRATEGIC GROWTH FD #601 - 4683.871 SH	62,436	56,113



Name of Stock	End of Year Book Value	End of Year Fair Market Value
MERGER FD SH BEN INT - 1972.212 SH	31,299	31,417

## TY 2010 Investments - Other Schedule

**Name:** MANNING FOUNDATION ACCOUNT NUMBER 70877600

**EIN:** 76-6105634

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BRAZORIA CO, TX ROYALTY INT	AT COST	1	1
COLORADO CO, TX ROYALTY INT	AT COST	1	1
WHARTON CO, TX ROYALTY INT	AT COST	1	1

TY 2010 Other Expenses Schedule

**Name:** MANNING FOUNDATION ACCOUNT NUMBER 70877600

**EIN:** 76-6105634

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursement s for Charit able Purposes
INVESTMENT EXPENSES	256	256		0

TY 2010 Other Liabilities Schedule

**Name:** MANNING FOUNDATION ACCOUNT NUMBER 70877600

**EIN:** 76-6105634

Description	Beginning of Year - Book Value	End of Year - Book Value
UNSETTLED TRADES	10,455	948

TY 2010 Taxes Schedule

**Name:** MANNING FOUNDATION ACCOUNT NUMBER 70877600

**EIN:** 76-6105634

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX ON DIVIDENDS	864	864		0