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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

2011

For calendar year 2011 or tax year beginning 2/1/2011, and ending 1/31/2012

Name of foundation MANNING FOUNDATION		A Employer identification number 76-6105634
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (888) 730-4933
Wells Fargo Bank N A PO Box 41629 MAC T7061 021		C If exemption application is pending, check here ☐
City or town, state, and ZIP code Austin TX 78704		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test check here and attach computation ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		E If private foundation status was terminated under section 507(b)(1)(A), 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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,221,816	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 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 ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	47,803	42,657		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	96,561			
b Gross sales price for all assets on line 6a	656,925			
7 Capital gain net income (from Part IV, line 2)		96,561		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	144,364	139,218	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	45,751	22,875		22,876
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	1,800	0	0	1,800
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,051	1,051	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	216	216	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	48,818	24,142	0	24,676
25 Contributions, gifts, grants paid	83,000			83,000
26 Total expenses and disbursements. Add lines 24 and 25	131,818	24,142	0	107,676
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	12,546			
b Net investment income (if negative, enter -0-)		115,076		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

(HTA)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		0	
	2 Savings and temporary cash investments		18,226	18,226
	3 Accounts receivable ☐ 0			
	Less allowance for doubtful accounts ☐ 0	0	0	0
	4 Pledges receivable ☐ 0			
	Less allowance for doubtful accounts ☐ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ☐ 0			
	Less allowance for doubtful accounts ☐ 0	0	0	0
	8 Inventories for sale or use		0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	1,754,660	435,957	561,121
	c Investments—corporate bonds (attach schedule)	70,000	35,000	27,679
	11 Investments—land, buildings, and equipment basis ☐ 0			
Less accumulated depreciation (attach schedule) ☐ 0	0	0	0	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	3	1,346,963	1,614,790	
14 Land, buildings, and equipment basis ☐ 0				
Less accumulated depreciation (attach schedule) ☐ 0	0	0	0	
15 Other assets (describe ☐)	0	0	0	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	1,824,663	1,836,146	2,221,816	
Liabilities	17 Accounts payable and accrued expenses		0	
	18 Grants payable			
	19 Deferred revenue		0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ☐ OTHER LIABILITIES)	948	0	
	23 Total liabilities (add lines 17 through 22)	948	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,823,715	1,836,146	
	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)	1,823,715	1,836,146		
31 Total liabilities and net assets/fund balances (see instructions)	1,824,663	1,836,146		

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	1,823,715
2 Enter amount from Part I, line 27a	2	12,546
3 Other increases not included in line 2 (itemize) ☐ See Attached Statement	3	4,207
4 Add lines 1, 2, and 3	4	1,840,468
5 Decreases not included in line 2 (itemize) ☐ PY RETURN OF CAPITAL ADJUSTMENT	5	4,322
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,836,146

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MANNING FOUNDATION

76-6105634 Page **3****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 Attached Statement				
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	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
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	96,561
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.

(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))
2010	99,325	2,146,258	0.046278
2009	117,142	1,934,742	0.060547
2008	147,515	2,485,396	0.059353
2007	144,303	3,073,300	0.046954
2006	136,486	2,890,365	0.047221
2 Total of line 1, column (d)			2 0.260353
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 0.052071
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,256,322
5 Multiply line 4 by line 3			5 117,489
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,151
7 Add lines 5 and 6			7 118,640
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 107,676

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	2,302
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	2,302
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,302
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	2,573	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	2,573	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0	
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	271	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax 271 Refunded	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WELLS FARGO BANK N A Telephone no 888-730-4933 Located at P O Box 41629 MAC T7061-021 Austin TX ZIP+4 78704			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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 2011?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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)	2b	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		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 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 2011)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **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? ☐ Yes ☐ No **N/A**

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 **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? ☐ Yes ☒ No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. P O Box 41629 MAC T7061-021 Austin TX 787	CO-TRUSTEE 4 00	27,751	0	0
GERARD H STAFFORD JR 7606 BURNING HILLS HOUSTON TX 77071	CO-TRUSTEE 1 00	9,000	0	0
NANCY S ROBINSON 1LONG TIMBERS LANE HOUSTON TX 77024	CO-TRUSTEE 1 00	9,000	0	0
	00	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000				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		0
		0
		0
		0
		0
		0

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

**Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	0
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	2,211,406
b	Average of monthly cash balances	1b	79,276
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,290,682
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,290,682
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	34,360
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,256,322
6	Minimum investment return. Enter 5% of line 5	6	112,816

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	112,816
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,302
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	2,302
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	110,514
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	110,514
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	110,514

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	107,676
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	107,676
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	107,676

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				110,514
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			82,946	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 107,676				
a Applied to 2010, but not more than line 2a			82,946	
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 2011 distributable amount				24,730
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (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				
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				85,784
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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 2011, enter the date of the ruling



b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
0				0
				0
				0
				0
				0

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

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total				3a 83,000
b Approved for future payment NONE				
Total				3b 0

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? | | | Yes | No |
|----------|---|--------------|--|-----|----|
| | | | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | | | |
| | (1) Cash | 1a(1) | | | X |
| | (2) Other assets | 1a(2) | | | X |
| b | Other transactions | | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | | X |
| | (4) Reimbursement arrangements | 1b(4) | | | X |
| | (5) Loans or loan guarantees | 1b(5) | | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | | 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 | | | | |

[illegible]

- 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) is based on all information of which preparer has any knowledge.


 SVP Wells Fargo Bank N A
 11/8/2012
SVP Wells Fargo Bank N A

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 11/8/2012	Check ☒ if self-employed	PTIN P01251603
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no 412-355-6000	

MANNING FOUNDATION

76-6105634 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

RACE FOR THE CURE

Street

5433 Westheimer Rd Suite 325

City

HOUSTON

State

TX

Zip Code

77056

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

RETINA RESEARCH FOUNDATION

Street

1977 Butler Boulevard

City

HOUSTON

State

TX

Zip Code

77030

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name

BROOKWOOD COMMUNITY

Street

1752 FM 1489

City

BROOKSHIRE

State

TX

Zip Code

77423

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

53,000

Name

BAYLOR COLLEGE OF MEDICINE

Street

One Baylor Plaza

City

HOUSTON

State

TX

Zip Code

77030

Foreign Country

Relationship

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Net Gain or Loss
									Gross Sales		Cost, Other Basis and Expenses		
									Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	
Long Term CG Distributions									883				
Short Term CG Distributions									0				
1	X	MARVELL TECHNOLOGY GR	G5876H105			11/18/2010		5/13/2011	2,576	3,349			-773
2	X	MARVELL TECHNOLOGY GR	G5876H105			5/5/2010		5/13/2011	335	446			-111
3	X	MARVELL TECHNOLOGY GR	G5876H105			2/8/2010		5/13/2011	7,422	9,313			-1,891
4	X	COOPER INDUSTRIES PLC	G24140108			5/5/2010		6/10/2011	2,962	2,401			561
5	X	ACCENTURE PLC	G1151C101			7/23/2010		6/10/2011	3,341	2,421			920
6	X	WAL MART STORES INC	931142103			12/21/2009		9/2/2011	366	374			-8
7	X	WAL MART STORES INC	931142103			10/23/2008		9/2/2011	8,512	8,307			205
8	X	WAL MART STORES INC	931142103			4/29/2008		6/10/2011	2,062	2,287			-122
9	X	WAL MART STORES INC	931142103			2/6/2009		6/10/2011	614	306			308
10	X	VANGUARD MSCI EMERGING	922042858			11/7/2008		6/10/2011	9,265	4,820			4,445
11	X	VANGUARD MSCI EMERGING	922042858			11/11/2010		6/28/2011	1,373	1,581			-208
12	X	URBAN OUTFITTERS INCORP	917047102			10/25/2010		6/28/2011	372	397			-25
13	X	URBAN OUTFITTERS INCORP	917047102			9/3/2010		6/28/2011	3,660	4,278			-618
14	X	URBAN OUTFITTERS INCORP	917047102			9/3/2010		6/10/2011	813	936			-123
15	X	URBAN OUTFITTERS INCORP	917047102			9/3/2010		6/7/2011	1,366	1,571			-205
16	X	URBAN OUTFITTERS INCORP	917047102			12/22/2010		6/7/2011	1,802	2,294			-492
17	X	URBAN OUTFITTERS INCORP	917047102			4/29/2008		6/10/2011	4,500	3,244			1,256
18	X	UNION PACIFIC CORP	907818108			4/29/2008		4/19/2011	483	360			123
19	X	UNION PACIFIC CORP	907818108			8/26/2008		4/19/2011	4,830	3,980			850
20	X	UNION PACIFIC CORP	907818108			12/21/2009		12/7/2011	324	339			-15
21	X	THERMO FISHER SCIENTIFIC	883556102			4/29/2008		12/7/2011	7,880	9,789			-1,909
22	X	THERMO FISHER SCIENTIFIC	883556102			4/29/2008		6/29/2011	3,291	2,937			354
23	X	THERMO FISHER SCIENTIFIC	883556102			4/29/2008		6/10/2011	3,471	3,167			304
24	X	THERMO FISHER SCIENTIFIC	883556102			12/21/2009		4/1/2011	766	711			55
25	X	CVS/CAREMARK CORPORATI	126650100			7/30/2009		6/10/2011	6,342	4,791			1,551
26	X	ISHARES S&P LATIN AMERIC	464287390			7/30/2009		6/10/2011	11,360	8,755			2,605
27	X	ISHARES TR MSCI EMERGIN	464287234			5/15/2009		6/10/2011	4,332	2,714			1,618
28	X	ISHARES INC MSCI PACIFIC	464286665			7/1/2009		6/10/2011	11,087	7,614			3,473
29	X	ISHARES INC MSCI PACIFIC	464286665			6/12/2009		6/10/2011	9,223	6,593			2,630
30	X	ISHARES INC MSCI PACIFIC	464286665			1/1/1901		12/31/2011	17	13			4
31	X	UIT	464285105			1/1/1901		11/30/2011	17	12			5
32	X	UIT	464285105			1/1/1901		10/31/2011	17	12			5
33	X	UIT	464285105			1/1/1901		9/30/2011	18	13			5
34	X	UIT	464285105			1/1/1901		8/31/2011	18	12			6
35	X	UIT	464285105			1/1/1901		7/31/2011	15	11			4
36	X	UIT	464285105			1/1/1901		6/30/2011	15	12			3
37	X	UIT	464285105			1/1/1901		5/31/2011	15	12			3
38	X	UIT	464285105			1/1/1901		4/30/2011	14	12			2
39	X	UIT	464285105			1/1/1901		3/31/2011	14	13			1
40	X	UIT	464285105			1/1/1901		2/28/2011	12	11			1
41	X	UIT	464285105			4/29/2008		6/10/2011	2,207	2,889			-682
42	X	INTERCONTINENTAL EXCHAN	45865V100			11/10/2008		8/19/2011	5,589	4,101			1,488
43	X	INTEL CORP	458140100			11/10/2008		6/10/2011	1,610	1,079			531
44	X	INTEL CORP	458140100			11/10/2010		6/10/2011	2,361	1,972			389
45	X	HMS HLDGS CORP	40425J101			4/29/2008		6/10/2011	1,535	1,677			-142
46	X	GOOGLE INC	38259P508			12/22/2010		6/10/2011	2,046	2,417			-371
47	X	GOOGLE INC	38259P508			10/25/2010		6/10/2011	684	796			-112
48	X	GOLDMAN SACHS GROUP INC	38141G104			1/10/2011		6/10/2011	2,324	2,887			-563
49	X	GOLDMAN SACHS GROUP INC	38141G104			1/29/2010		9/20/2011	1,315	749			566
50	X	FASTENAL CO	311900104			1/29/2010		9/20/2011	1,498	854			644
51	X	FASTENAL CO	311900104			1/29/2010		9/20/2011	1,498	854			644

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount		Totals										Cost, Other		Net Gain	
		883		Securities										Basis and Expenses		or Loss	
		0		Other sales										0		0	
	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss			
52	X	FASTENAL CO	311900104			1/29/2010		6/10/2011	2,889	1,937				952			
53	X	FASTENAL CO	311900104			1/29/2010		4/19/2011	3,001	1,957				1,044			
54	X	FMC TECHNOLOGIES INC	30249U101			11/10/2010		12/7/2011	5,347	4,037				1,310			
55	X	FMC TECHNOLOGIES INC	30249U101			11/10/2010		6/10/2011	2,917	2,782				135			
56	X	EXXON MOBIL CORPORATION	30231G102			5/15/2009		6/10/2011	3,997	2,794				1,203			
57	X	EXXON MOBIL CORPORATION	30231G102			11/10/2010		6/10/2011	879	783				96			
58	X	EDWARDS LIFESCIENCES CO	28176E108			6/8/2010		11/18/2011	9,115	7,519				1,596			
59	X	EDWARDS LIFESCIENCES CO	28176E108			6/8/2010		6/10/2011	3,214	1,984				1,230			
60	X	ECOLAB INC	27886S100			9/3/2010		6/10/2011	1,938	1,779				159			
61	X	EATON VANCE FLOATING RA	277911491			6/15/2011		8/18/2011	10,836	11,333				-497			
62	X	DIAGEO PLC - ADR	25243Q205			4/1/2011		6/10/2011	83	77				6			
63	X	DEERE & CO	244199105			4/19/2011		1/3/2012	9,065	10,530				-1,465			
64	X	DEERE & CO	244199105			4/19/2011		6/10/2011	1,398	1,570				-172			
65	X	DANAHER CORP	235851102			2/18/2010		6/10/2011	979	715				264			
66	X	DANAHER CORP	235851102			5/5/2010		6/10/2011	1,804	1,442				362			
67	X	DANAHER CORP	235851102			5/5/2010		4/19/2011	3,637	2,884				753			
68	X	CREE, INC	225447101			5/5/2010		5/13/2011	5,987	9,998				-4,011			
69	X	CONCHO RESOURCES INC	20605P101			1/10/2011		6/10/2011	1,237	1,221				16			
70	X	COMPLETE PRODTN SVCS IN	20453E109			1/10/2011		10/21/2011	4,183	3,604				579			
71	X	COMPLETE PRODTN SVCS IN	20453E109			12/20/2010		10/21/2011	5,901	5,501				400			
72	X	COMPLETE PRODTN SVCS IN	20453E109			12/20/2010		6/10/2011	2,518	2,328				190			
73	X	WSC - SALES PROCEEDS	20441W203			6/13/2011		6/13/2011	5	0				5			
74	X	COMPANHIA DE BEBIDAS-PR	20441W203			4/1/2011		6/10/2011	2,383	2,194				189			
75	X	COGNIZANT TECH SOLUTION	192446102			5/13/2011		6/10/2011	2,272	2,379				-107			
76	X	CELGENE CORP COM	151020104			9/11/2008		6/10/2011	2,164	2,600				-436			
77	X	CARNIVAL CORP	143658300			11/18/2010		6/10/2011	2,052	2,397				-345			
78	X	CVS/CAREMARK CORPORATI	126650100			5/5/2010		4/1/2011	4,213	4,407				-194			
79	X	TEVA PHARMACEUTICAL IND	881624209			3/25/2009		6/28/2011	618	589				29			
80	X	TEVA PHARMACEUTICAL IND	881624209			3/5/2009		6/28/2011	7,990	7,321				669			
81	X	TEVA PHARMACEUTICAL IND	881624209			3/25/2009		6/10/2011	1,377	1,268				109			
82	X	TEVA PHARMACEUTICAL IND	881624209			3/25/2009		3/1/2011	5,347	4,845				502			
83	X	TARGET CORP	87612E106			1/1/1950		4/1/2011	8,556	5,844				2,712			
84	X	STERICYCLE INC COM	858912108			6/12/2009		12/6/2011	7,893	4,886				3,007			
85	X	STERICYCLE INC COM	858912108			6/12/2009		6/10/2011	1,788	1,047				741			
86	X	SCHLUMBERGER LTD	806857108			11/10/2010		6/10/2011	4,287	3,806				481			
87	X	PUTNAM FLOATING RATE INC	746763226			9/1/2010		8/18/2011	14,098	14,570				-472			
88	X	PRECISION CASTPARTS COR	740189105			4/29/2008		9/20/2011	3,585	2,496				1,089			
89	X	PRECISION CASTPARTS COR	740189105			4/29/2008		6/10/2011	3,577	2,853				724			
90	X	PRAXAIR INC COM	74005P104			4/29/2008		6/10/2011	2,007	1,814				193			
91	X	POWERSHARES DB COMMOD	73935S105			12/22/2010		4/6/2011	1,812	1,563				249			
92	X	POWERSHARES DB COMMOD	73935S105			5/5/2010		4/6/2011	1,750	1,300				450			
93	X	POWERSHARES DB COMMOD	73935S105			2/6/2009		6/10/2011	13,340	8,511				4,829			
94	X	ISHARES MSCI EAFE	464287465			1/27/2009		6/10/2011	16,248	10,854				5,394			
95	X	PEABODY ENERGY CORPORA	704549104			12/12/2008		1/3/2012	5,111	3,286				1,825			
96	X	PEABODY ENERGY CORPORA	704549104			12/12/2008		6/10/2011	2,108	892				1,216			
97	X	ORACLE CORPORATION	68389X105			12/20/2010		6/10/2011	3,163	3,215				-52			
98	X	NIKE INC CL B	654106103			4/16/2009		6/10/2011	561	378				183			
99	X	NIKE INC CL B	654106103			1/27/2009		6/10/2011	16,558	10,559				8,099			
100	X	NETAPP INC	64110D104			6/14/2010		6/10/2011	395	322				73			
101	X	NETAPP INC	64110D104			5/13/2011		6/10/2011	2,076	2,275				-199			
102	X	NESTLE S.A REGISTERED SH	641069406			10/25/2010		6/10/2011	4,311	3,790				521			

										Amount		Totals							
Long Term CG Distributions										883		Securities		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										0		Other sales		0		560,364		96,561	
	Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss				
	103	X	MLN MORGAN STANLEY	6174465L9			4/30/2008		5/3/2011	34,445	35,000				-555				
	104	X	MEDCO HEALTH SOLUTIONS	58405U102			8/4/2008		6/10/2011	1,240	1,070				170				
	105	X	MEDCO HEALTH SOLUTIONS	58405U102			8/4/2008		3/1/2011	4,533	3,549				984				
	106	X	MEDCO HEALTH SOLUTIONS	58405U102			9/11/2008		3/1/2011	1,056	850				206				
	107	X	MCDONALDS CORP	580135101			6/24/2008		6/10/2011	3,146	2,227				919				
	108	X	JUNIPER NETWORKS INC	48203R104			3/1/2011		8/31/2011	4,457	9,002				-4,545				
	109	X	JUNIPER NETWORKS INC	48203R104			3/1/2011		6/10/2011	1,392	1,996				-604				
	110	X	JPMORGAN CHASE & CO	46625H100			3/18/2004		6/10/2011	2,926	2,982				-56				
	111	X	ISHARES MSCI EAFE GROWT	464288885			11/18/2010		6/10/2011	7,873	7,605				268				
	112	X	CEF ISHARES S&P SMALL CA	464287887			9/2/2008		6/21/2011	12,824	10,832				1,992				
	113	X	CEF ISHARES S&P SMALL CA	464287887			9/2/2008		6/10/2011	31,542	27,477				4,065				
	114	X	ISHARES TR SMALLCAP 600 I	464287804			5/15/2009		9/20/2011	1,271	840				431				
	115	X	ISHARES TR SMALLCAP 600 I	464287804			10/23/2008		9/20/2011	5,020	3,369				1,651				
	116	X	ISHARES TR SMALLCAP 600 I	464287804			10/23/2008		9/20/2011	6,672	4,431				2,241				
	117	X	ISHARES TR SMALLCAP 600 I	464287804			10/23/2008		8/19/2011	5,633	4,009				1,624				
	118	X	ISHARES TR SMALLCAP 600 I	464287804			8/17/2009		8/19/2011	539	437				102				
	119	X	ISHARES TR SMALLCAP 600 I	464287804			11/7/2008		8/19/2011	24,808	18,305				6,503				
	120	X	ISHARES TR SMALLCAP 600 I	464287804			8/17/2009		6/10/2011	15,863	11,116				4,747				
	121	X	ISHARES TR SMALLCAP 600 I	464287804			3/31/2010		4/6/2011	7,630	4,951				2,679				
	122	X	ISHARES TR SMALLCAP 600 I	464287804			3/31/2010		4/6/2011	9,126	7,349				1,777				
	123	X	ISHARES TR SMALLCAP 600 I	464287804			12/21/2009		4/6/2011	2,693	1,960				733				
	124	X	ISHARES S&P MIDCAP 400 GF	464287606			3/31/2010		6/10/2011	6,867	5,563				1,304				
	125	X	ISHARES TR S & P MIDCAP 40	464287507			2/6/2009		6/10/2011	34,448	19,398				15,050				
	126	X	CVS/CAREMARK CORPORATI	126650100			7/25/2008		4/1/2011	4,318	4,780				-462				
	127	X	CVS/CAREMARK CORPORATI	126650100			4/29/2008		4/1/2011	4,248	5,044				-796				
	128	X	APPLE INC	037833100			4/29/2008		6/10/2011	7,195	3,851				3,344				
	129	X	APACHE CORP	037411105			12/21/2009		1/3/2012	673	713				-40				
	130	X	APACHE CORP	037411105			9/2/2008		1/3/2012	7,022	7,771				-749				
	131	X	APACHE CORP	037411105			9/2/2008		9/20/2011	4,512	5,003				-491				
	132	X	APACHE CORP	037411105			11/10/2010		9/20/2011	1,824	2,090				-266				
	133	X	APACHE CORP	037411105			4/29/2008		9/20/2011	1,824	2,522				-698				
	134	X	APACHE CORP	037411105			4/29/2008		6/10/2011	4,602	5,176				-574				
	135	X	AMERICAN TOWER SYSTEMS	029912201			4/1/2011		6/10/2011	1,601	1,677				-76				
	136	X	AMAZON COM INC COM	023135106			8/25/2009		6/10/2011	10,102	4,573				5,529				
	137	X	AMAZON COM INC COM	023135106			10/22/2009		6/10/2011	4,303	2,122				2,181				
	138	X	AFFILIATED MANAGERS GRO	008252108			10/25/2010		6/10/2011	289	262				27				
	139	X	AFFILIATED MANAGERS GRO	008252108			11/11/2010		6/10/2011	1,638	1,529				109				
	140	X	AFLAC INC	001055102			9/18/2009		8/31/2011	10,563	12,183				-1,620				
	141	X	AFLAC INC	001055102			9/18/2009		6/10/2011	270	257				13				
	142	X	AFLAC INC	001055102			12/21/2009		6/10/2011	2,927	3,017				-90				
	143	X	SECTION 1256 GAIN FROM K1							168					168				
	144	X	ST GAIN FROM PARTNERSHIP							9					9				
	145	X	LT GAIN FROM PARTNERSHIP							217					217				
	146	X	FINAL YEAR K1 ADJUSTMENT								3,697				-3,697				

Line 16b (990-PF) - Accounting Fees

		1,800	0	0	1,800
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,800			1,800
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		1,051	1,051	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID				
3	FOREIGN TAX WITHHELD	1,051	1,051		
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	216	216	Adjusted Net Income	0
		Revenue and Expenses per Books	Net Investment Income		Disbursements for Charitable Purposes
1	PARTNERSHIP EXPENSES	45	45		
2	ADR FEES				
3	STATE AG FEES				
4	INVESTMENT EXPENSES	171	171		
5					
6					
7					
8					
9					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	INVESTMENTS - CORP STOCK		1,754,660	435,957	2,232,785	561,121
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
1	INVESTMENTS - CORP BONDS			70,000	35,000	60,087	27,679
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	Item or Category				
2	INVESTMENTS - OTHER		3	1,346,963	1,614,790
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 22 (990-PF) - Other Liabilities

	Description	Beginning Balance	Ending Balance
1	OTHER LIABILITIES	948	0
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	865
2	PARTNERSHIP INCOME ADJUSTMENT	2	3,342
3	Total	3	4,207

Line 5 - Decreases not included in Part III, Line 2

1	PY RETURN OF CAPITAL ADJUSTMENT	1	4,322
2	Total	2	4,322

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						Amount	883								
	Long Term CG Distributions														
	Short Term CG Distributions						0								
1	MARVELL TECHNOLOGY GROUP	G5876H105		11/18/2010	5/13/2011			2,576	0	3,349	-773			0	95,678
2	MARVELL TECHNOLOGY GROUP	G5876H105		5/5/2010	5/13/2011			335	0	446	-111			0	-111
3	MARVELL TECHNOLOGY GROUP	G5876H105		2/8/2010	5/13/2011			7,422	0	9,313	-1,891			0	-1,891
4	COOPER INDUSTRIES PLC NEW IRELAND	G24140108		5/5/2010	6/10/2011			2,962	0	2,401	561			0	561
5	ACCENTURE PLC	G1151C101		7/23/2010	6/10/2011			3,341	0	2,421	920			0	920
6	WAL MART STORES INC	931142103		12/21/2009	9/2/2011			366	0	374	-8			0	-8
7	WAL MART STORES INC	931142103		10/23/2008	9/2/2011			8,512	0	8,307	205			0	205
8	WAL MART STORES INC	931142103		4/29/2008	9/2/2011			992	0	1,114	-122			0	-122
9	WAL MART STORES INC	931142103		4/29/2008	6/10/2011			2,062	0	2,287	-225			0	-225
10	VANGUARD MSCI EMERGING MARKETS	922042858		2/6/2009	6/10/2011			614	0	306	308			0	308
11	VANGUARD MSCI EMERGING MARKETS	922042858		11/7/2008	6/10/2011			9,265	0	4,820	4,445			0	4,445
12	URBAN OUTFITTERS INCORPORATED	917047102		11/11/2010	6/28/2011			1,373	0	1,581	-208			0	-208
13	URBAN OUTFITTERS INCORPORATED	917047102		10/25/2010	6/28/2011			372	0	397	-25			0	-25
14	URBAN OUTFITTERS INCORPORATED	917047102		9/3/2010	6/28/2011			3,660	0	4,278	-618			0	-618
15	URBAN OUTFITTERS INCORPORATED	917047102		9/3/2010	6/10/2011			813	0	936	-123			0	-123
16	URBAN OUTFITTERS INCORPORATED	917047102		9/3/2010	6/7/2011			1,366	0	1,571	-205			0	-205
17	URBAN OUTFITTERS INCORPORATED	917047102		12/22/2010	6/7/2011			1,802	0	2,294	-492			0	-492
18	UNION PACIFIC CORP	907818108		4/29/2008	6/10/2011			4,500	0	3,244	1,256			0	1,256
19	UNION PACIFIC CORP	907818108		4/29/2008	4/19/2011			483	0	360	123			0	123
20	UNION PACIFIC CORP	907818108		8/26/2008	4/19/2011			4,830	0	3,980	850			0	850
21	THERMO FISHER SCIENTIFIC INC	883556102		12/21/2009	12/7/2011			324	0	339	-15			0	-15
22	THERMO FISHER SCIENTIFIC INC	883556102		4/29/2008	12/7/2011			7,880	0	9,789	-1,909			0	-1,909
23	THERMO FISHER SCIENTIFIC INC	883556102		4/29/2008	6/29/2011			3,291	0	2,837	354			0	354
24	THERMO FISHER SCIENTIFIC INC	883556102		4/29/2008	6/10/2011			3,471	0	3,167	304			0	304
25	CVS/CAREMARK CORPORATION	126650100		12/21/2009	4/12/2011			766	0	711	55			0	55
26	ISHARES S&P LATIN AMERICA 40	464287390		7/30/2009	6/10/2011			6,342	0	4,791	1,551			0	1,551
27	ISHARES TR MSCI EMERGING MARKET	464287234		7/30/2009	6/10/2011			11,360	0	8,755	2,605			0	2,605
28	ISHARES INC MSCI PACIFIC EX JAPAN	464286665		5/15/2009	6/10/2011			4,332	0	2,714	1,618			0	1,618
29	ISHARES INC MSCI PACIFIC EX JAPAN	464286665		7/11/2009	6/10/2011			11,087	0	7,614	3,473			0	3,473
30	ISHARES INC MSCI PACIFIC EX JAPAN	464286665		6/12/2009	6/10/2011			9,223	0	6,593	2,630			0	2,630
31	UIT	464285105		1/1/1901	12/31/2011			17	0	13	4			0	4
32	UIT	464285105		1/1/1901	11/30/2011			17	0	12	5			0	5
33	UIT	464285105		1/1/1901	10/31/2011			17	0	12	5			0	5
34	UIT	464285105		1/1/1901	9/30/2011			18	0	13	5			0	5
35	UIT	464285105		1/1/1901	8/31/2011			18	0	12	6			0	6
36	UIT	464285105		1/1/1901	7/31/2011			15	0	11	4			0	4
37	UIT	464285105		1/1/1901	6/30/2011			15	0	12	3			0	3
38	UIT	464285105		1/1/1901	5/31/2011			15	0	12	3			0	3
39	UIT	464285105		1/1/1901	4/30/2011			14	0	12	2			0	2
40	UIT	464285105		1/1/1901	3/31/2011			14	0	13	1			0	1
41	UIT	464285105		1/1/1901	2/28/2011			12	0	11	1			0	1
42	INTERCONTINENTAL EXCHANGE INC	45865V100		4/29/2008	6/10/2011			2,207	0	2,889	-682			0	-682
43	INTEL CORP	458140100		11/10/2008	8/19/2011			5,589	0	4,101	1,488			0	1,488
44	INTEL CORP	458140100		11/10/2008	6/10/2011			1,610	0	1,079	531			0	531
45	HMS HLDGS CORP	40425J101		11/10/2010	6/10/2011			2,361	0	1,972	389			0	389
46	GOOGLE INC	38259P508		4/29/2008	6/10/2011			1,535	0	1,677	-142			0	-142
47	GOOGLE INC	38259P508		12/22/2010	6/10/2011			2,046	0	2,417	-371			0	-371
48	GOLDMAN SACHS GROUP INC	38141G104		10/25/2010	6/10/2011			684	0	796	-112			0	-112
49	GOLDMAN SACHS GROUP INC	38141G104		1/10/2011	6/10/2011			2,324	0	2,887	-563			0	-563
50	FASTENAL CO	311900104		1/29/2010	9/20/2011			1,315	0	749	566			0	566
51	FASTENAL CO	311900104		1/29/2010	9/20/2011			1,498	0	854	644			0	644
52	FASTENAL CO	311900104		1/29/2010	6/10/2011			2,889	0	1,937	952			0	952
53	FASTENAL CO	311900104		1/29/2010	4/19/2011			3,001	0	1,957	1,044			0	1,044
54	FMC TECHNOLOGIES INC	30249U101		11/10/2010	12/7/2011			5,347	0	4,037	1,310			0	1,310
55	FMC TECHNOLOGIES INC	30249U101		11/10/2010	6/10/2011			2,917	0	2,782	135			0	135
56	EXXON MOBIL CORPORATION	30231G102		5/15/2009	6/10/2011			3,997	0	2,794	1,203			0	1,203
57	EXXON MOBIL CORPORATION	30231G102		11/10/2010	6/10/2011			879	0	783	96			0	96
58	EDWARDS LIFESCIENCES CORP	28176E108		6/8/2010	11/18/2011			9,115	0	7,519	1,596			0	1,596

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Long Term CG Distributions	Short Term CG Distributions	Amount	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals				Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
								Gross Sales Price	655,042	0	560,364	95,678	0	0	0	0	0	95,678
59	EDWARDS LIFESCIENCES CORP	28176E108	0			6/8/2010	6/10/2011	3,214			0	1,984	1,230					
60	ECOLAB INC	278865100				9/3/2010	6/10/2011	1,938			0	1,779	159					
61	EATON VANCE FLOATING RATE FD-I #9	277911491				6/15/2011	6/18/2011	10,836			0	11,333	-497					
62	DIAGEO PLC - ADR	25243Q205				4/11/2011	6/10/2011	83			0	77	6					
63	DEERE & CO	244199105				4/19/2011	1/3/2012	9,065			0	10,530	-1,465					
64	DEERE & CO	244199105				4/19/2011	6/10/2011	1,398			0	1,570	-172					
65	DANAHER CORP	235851102				2/18/2010	6/10/2011	979			0	715	264					
66	DANAHER CORP	235851102				5/5/2010	6/10/2011	1,804			0	1,442	362					
67	DANAHER CORP	235851102				5/5/2010	4/19/2011	3,637			0	2,884	753					
68	CREE INC	225447101				5/5/2010	5/13/2011	5,987			0	9,998	-4,011					
69	CONCHO RESOURCES INC	20605P101				1/10/2011	6/10/2011	1,237			0	1,221	16					
70	COMPLETE PRODTN SVCS INC	20453E109				1/10/2011	10/21/2011	4,183			0	3,604	579					
71	COMPLETE PRODTN SVCS INC	20453E109				12/20/2010	10/21/2011	5,901			0	5,501	400					
72	COMPLETE PRODTN SVCS INC	20453E109				12/20/2010	6/10/2011	2,518			0	2,328	190					
73	WSC - SALES PROCEEDS	20441W203				6/13/2011	6/13/2011	5			0	0	5					
74	COMPANIA DE BEBIDAS-PRF ADR	20441W203				4/11/2011	6/10/2011	2,383			0	2,194	189					
75	COGNIZANT TECH SOLUTIONS CRP CO	192446102				5/13/2011	6/10/2011	2,272			0	2,379	-107					
76	CELGENE CORP COM	151020104				9/11/2008	6/10/2011	2,164			0	2,600	-436					
77	CARNIVAL CORP	143658300				1/18/2010	6/10/2011	2,052			0	2,397	-345					
78	CVSCAREMARK CORPORATION	126650100				5/5/2010	4/17/2011	4,213			0	4,407	-194					
79	TEVA PHARMACEUTICAL INDUSTRIES	881624209				3/25/2009	6/28/2011	618			0	589	29					
80	TEVA PHARMACEUTICAL INDUSTRIES	881624209				3/5/2009	6/28/2011	7,990			0	7,321	669					
81	TEVA PHARMACEUTICAL INDUSTRIES	881624209				3/25/2009	6/10/2011	1,377			0	1,268	109					
82	TEVA PHARMACEUTICAL INDUSTRIES	881624209				3/25/2009	3/1/2011	5,347			0	4,845	502					
83	TARGET CORP	87612E106				1/11/1950	4/11/2011	8,556			0	5,844	2,712					
84	STERICYCLE INC COM	858912108				6/12/2009	12/6/2011	7,893			0	4,886	3,007					
85	STERICYCLE INC COM	858912108				6/12/2009	6/10/2011	1,788			0	1,047	741					
86	SCHLUMBERGER LTD	806857108				1/10/2010	6/10/2011	4,287			0	3,806	481					
87	PUTNAM FLOATING RATE INC FUND #1	746763226				9/11/2010	8/18/2011	14,098			0	14,570	-472					
88	PRECISION CASTPARTS CORP	740189105				4/29/2008	9/20/2011	3,585			0	2,496	1,089					
89	PRECISION CASTPARTS CORP	740189105				4/29/2008	6/10/2011	3,577			0	2,853	724					
90	PRAXAIR INC COM	74005P104				4/29/2008	6/10/2011	2,007			0	1,814	193					
91	POWERSHARES DB COMMODITY INDE	73935S105				12/22/2010	4/6/2011	1,812			0	1,563	249					
92	POWERSHARES DB COMMODITY INDE	73935S105				5/5/2010	4/6/2011	1,750			0	1,300	450					
93	POWERSHARES DB COMMODITY INDE	73935S105				2/6/2009	4/6/2011	13,340			0	8,511	4,829					
94	ISHARES MSCI EAFE	464287465				1/27/2009	6/10/2011	16,248			0	10,854	5,394					
95	PEABODY ENERGY CORPORATION	704549104				12/12/2008	1/3/2012	5,111			0	3,286	1,825					
96	PEABODY ENERGY CORPORATION	704549104				12/12/2008	6/10/2011	2,108			0	892	1,216					
97	ORACLE CORPORATION	68389X105				12/20/2010	6/10/2011	3,163			0	3,215	-52					
98	NIKE INC CL B	654106103				4/16/2009	6/10/2011	561			0	378	183					
99	NIKE INC CL B	654106103				1/27/2009	6/10/2011	18,658			0	10,559	8,099					
100	NETAPP INC	64110D104				6/14/2010	6/10/2011	395			0	322	73					
101	NETAPP INC	64110D104				5/13/2011	6/10/2011	2,076			0	2,275	-199					
102	NESTLE S.A. REGISTERED SHARES - A	641069406				10/25/2010	6/10/2011	4,311			0	3,790	521					
103	MLN MORGAN STANLEY 5/03/11	6174485L9				4/30/2008	5/3/2011	34,445			0	35,000	-555					
104	MEDCO HEALTH SOLUTIONS INC	58405U102				8/4/2008	6/10/2011	1,240			0	1,070	170					
105	MEDCO HEALTH SOLUTIONS INC	58405U102				8/4/2008	3/1/2011	4,533			0	3,549	984					
106	MEDCO HEALTH SOLUTIONS INC	58405U102				9/11/2008	3/1/2011	1,056			0	850	206					
107	MCDONALDS CORP	580135101				6/24/2008	6/10/2011	3,146			0	2,227	919					
108	JUNIPER NETWORKS INC	48203R104				3/1/2011	6/10/2011	4,457			0	9,002	-4,545					
109	JUNIPER NETWORKS INC	48203R104				3/1/2011	6/10/2011	1,392			0	1,996	-604					
110	JP MORGAN CHASE & CO	46625H100				1/18/2010	6/10/2011	2,926			0	2,982	-56					
111	ISHARES MSCI EAFE GROWTH	464288885				9/2/2008	6/21/2011	7,873			0	7,605	268					
112	CEF ISHARES S&P SMALL CAP 600 GR	464287887				9/2/2008	6/21/2011	12,824			0	10,832	1,992					
113	CEF ISHARES S&P SMALL CAP 600 GR	464287887				9/2/2008	6/10/2011	31,542			0	27,477	4,065					
114	ISHARES TR SMALLCAP 600 INDEX FD	464287804				5/15/2009	9/20/2011	1,271			0	840	431					
115	ISHARES TR SMALLCAP 600 INDEX FD	464287804				10/23/2008	9/20/2011	5,020			0	3,369	1,651					
116	ISHARES TR SMALLCAP 600 INDEX FD	464287804				10/23/2008	9/20/2011	6,672			0	4,431	2,241					

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						883	0	656,042	0	560,364	95,678	0	0	0	95,678
117	ISHARES TR SMALLCAP 600 INDEX FD	464287804		10/23/2008	8/19/2011			5,633	0	4,009	1,624			0	1,624
118	ISHARES TR SMALLCAP 600 INDEX FD	464287804		8/17/2009	8/19/2011			539	0	437	102			0	102
119	ISHARES TR SMALLCAP 600 INDEX FD	464287804		11/7/2008	8/19/2011			24,808	0	18,305	6,503			0	6,503
120	ISHARES TR SMALLCAP 600 INDEX FD	464287804		8/17/2009	8/10/2011			15,863	0	11,116	4,747			0	4,747
121	ISHARES TR SMALLCAP 600 INDEX FD	464287804		8/17/2009	4/6/2011			7,630	0	4,951	2,679			0	2,679
122	ISHARES TR SMALLCAP 600 INDEX FD	464287804		3/31/2010	4/6/2011			9,126	0	7,349	1,777			0	1,777
123	ISHARES TR SMALLCAP 600 INDEX FD	464287804		12/21/2009	4/6/2011			2,693	0	1,960	733			0	733
124	ISHARES S&P MIDCAP 400 GROWTH	464287606		3/31/2010	6/10/2011			6,867	0	5,563	1,304			0	1,304
125	ISHARES TR S & P MIDCAP 400 ID FD	464287507		2/6/2009	6/10/2011			34,448	0	19,398	15,050			0	15,050
126	CVS/CAREMARK CORPORATION	126650100		7/25/2008	4/1/2011			4,318	0	4,780	-462			0	-462
127	CVS/CAREMARK CORPORATION	126650100		4/29/2008	4/1/2011			4,248	0	5,044	-796			0	-796
128	APPLE INC	037833100		4/29/2008	6/10/2011			7,195	0	3,851	3,344			0	3,344
129	APACHE CORP	037411105		12/21/2009	1/3/2012			673	0	713	-40			0	-40
130	APACHE CORP	037411105		9/2/2008	1/3/2012			7,022	0	7,771	-749			0	-749
131	APACHE CORP	037411105		9/2/2008	9/20/2011			4,512	0	5,003	-491			0	-491
132	APACHE CORP	037411105		11/10/2010	9/20/2011			1,824	0	2,080	-266			0	-266
133	APACHE CORP	037411105		4/29/2008	9/20/2011			1,824	0	2,522	-698			0	-698
134	APACHE CORP	037411105		4/29/2008	6/10/2011			4,602	0	5,176	-574			0	-574
135	AMERICAN TOWER SYSTEMS CORP C	029912201		4/1/2011	6/10/2011			1,601	0	1,677	-76			0	-76
136	AMAZON COM INC COM	023135106		8/25/2009	6/10/2011			10,102	0	4,573	5,529			0	5,529
137	AMAZON COM INC COM	023135106		10/22/2009	6/10/2011			4,303	0	2,122	2,181			0	2,181
138	AFFILIATED MANAGERS GROUP INC C	008252108		10/25/2010	6/10/2011			289	0	262	27			0	27
139	AFFILIATED MANAGERS GROUP INC C	008252108		11/11/2010	6/10/2011			1,638	0	1,529	109			0	109
140	AFLAC INC	001055102		9/18/2009	8/31/2011			10,563	0	12,183	-1,620			0	-1,620
141	AFLAC INC	001055102		9/18/2009	6/10/2011			270	0	257	13			0	13
142	AFLAC INC	001055102		12/21/2009	6/10/2011			168	0	3,017	-90			0	-90
143	SECTION 1256 GAIN FROM K1							9	0	0	9			0	9
144	ST GAIN FROM PARTNERSHIP K1							217	0	0	217			0	217
145	LT GAIN FROM PARTNERSHIP K1							0	0	0	0			0	0
146	FINAL YEAR K1 ADJUSTMENT							0	0	3,697	-3,697			0	-3,697

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Wells Fargo Bank N.A.	X	P O Box 41629 MAC T7061-021	Austin	TX	78704		CO-TRUSTEE	4.00	27,751
2	GERARD H STAFFORD JR		7606 BURNING HILLS	HOUSTON	TX	77071		CO-TRUSTEE	1.00	9,000
3	NANCY S ROBINSON		1 LONG TIMBERS LANE	HOUSTON	TX	77024		CO-TRUSTEE	1.00	9,000
4										
5										
6										
7										
8										
9										
10										

45,751

Part

0			
0		Expense Account	0
	Benefits		Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	2,573
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	2,573

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	82,946
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	82,946

Name: MANNING FOUNDATION TRUST

Account # 70877600

FYE: 01/31/2012

BALANCE SHEET

<u>SECURITY CATEGORY</u>	<u>CUSIP</u>	<u>ASSET NAME</u>	<u>FMV</u>	<u>FED COST</u>
Invest - Corp Stock	008252108	AFFILIATED MANAGERS GROUP, INC COM	11056 1	9593 1
Invest - Corp Stock	018490102	ALLERGAN INC	13626 05	12964 44
Invest - Corp Stock	023135106	AMAZON COM INC COM	17110 72	7452 23
Invest - Other	03027X100	AMERICAN TOWER CORP	8256 3	6812 73
Invest - Corp Stock	037833100	APPLE INC	41083 2	15746 66
Invest - Other	04315J860	ARTIO GLOBAL HIGH INCOME-I #1525	37341 15	40000
Invest - Other	123998007	CB RICHARD ELLIS REALTY TRUST	108695 65	94331 65
Invest - Corp Stock	143658300	CARNIVAL CORP	8214 4	9013 53
Invest - Corp Stock	151020104	CELGENE CORP COM	13883 79	12447 27
Invest - Corp Stock	189754104	COACH INC	12749 1	10945 51
Invest - Corp Stock	191216100	COCA COLA CO	9521 73	9831 38
Invest - Corp Stock	192446102	COGNIZANT TECH SOLUTIONS CRP COM	10619	10773 89
Invest - Corp Stock	20441W203	COMPANHIA DE BEBIDAS-PRF ADR	13464 3	10821 91
Invest - Corp Stock	20605P101	CONCHO RESOURCES INC	12799 2	11008 84
Invest - Corp Stock	22160K105	COSTCO WHOLESALE CORP	7075 22	7335 7
Invest - Other	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	28698 59	34438 31
Invest - Corp Stock	235851102	DANAHER CORP	11604 71	8318 4
Invest - Corp Stock	25243Q205	DIAGEO PLC - ADR	15148 89	12032 06
Invest - Other	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	60134 9	53531 8
Invest - Other	277911491	EATON VANCE FLOATING RATE FD-I #924	15472 06	15662 43
Invest - Corp Stock	278865100	ECOLAB INC	10939 64	8946 61
Invest - Corp Stock	30231G102	EXXON MOBIL CORPORATION	22107 36	5586 4
Invest - Corp Stock	30249U101	FMC TECHNOLOGIES INC	16150 76	11672 37
Invest - Corp Stock	311900104	FASTENAL CO	13070 4	5829 13
Invest - Corp Stock	38141G104	GOLDMAN SACHS GROUP INC	9029 07	12901 68
Invest - Corp Bonds	38143UCM1	MLN GOLDMAN SACHS GROUP INC 5/07/13	27678 7	35000
Invest - Corp Stock	38259P508	GOOGLE INC	21464 07	19076 89
Invest - Corp Stock	40425J101	HMS HLDGS CORP	13864 2	7980 64
Invest - Other	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	63958 29	69809 68
Invest - Corp Stock	45865V100	INTERCONTINENTALEXCHANGE INC	12478 32	12674 25
Invest - Corp Stock	461202103	INTUIT COM	6942 12	6107 97
Invest - Other	464285105	ISHARES GOLD TRUST	83847 24	43833 67
Invest - Other	464286665	ISHARES INC MSCI PACIFIC EX-JAPAN	95022 08	53835 69
Invest - Other	464287176	ISHARES BARCLAYS TIPS BOND FUND	50250 56	45341 7
Invest - Other	464287234	ISHARES TR MSCI EMERGING MARKETS	40888 81	30025 37
Invest - Other	464287390	ISHARES S&P LATIN AMERICA 40	25413 62	20622 26
Invest - Other	464287465	ISHARES MSCI EAFE	61942 32	47060 13
Invest - Other	464287507	ISHARES TR S & P MIDCAP 400 ID FD	149720 2	84269 71
Invest - Other	464287606	ISHARES S&P MIDCAP 400 GROWTH	28907	23448 7
Invest - Other	464287804	ISHARES TR SMALLCAP 600 INDEX FD	22786 4	13146 09
Invest - Other	464287887	CEF ISHARES S&P SMALL CAP 600 GROWTH	129079 32	88834 44
Invest - Other	464288885	ISHARES MSCI EAFE GROWTH	31562 96	32681 09
Invest - Corp Stock	46625H100	JPMORGAN CHASE & CO	11674 9	12931 95
Invest - Other	46625H365	JP MORGAN ALERIAN MLP INDEX	41308 8	35952 7
Invest - Corp Stock	517834107	LAS VEGAS SANDS CORP	8103 15	7705 62
	8439104	ESTEE LAUDER COMPANIES INC	6256 44	5491 8
	855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	45966 81	45191
	30135101	MCDONALDS CORP	17630 9	9654 98
	8405U102	MEDCO HEALTH SOLUTIONS INC	9178 96	7187 57
	89509108	MERGER FD SH BEN INT #260	34966 18	35649 44
	37071101	NATIONAL OILWELL INC COM	12206 7	11968 76
	541069406	NESTLE S A REGISTERED SHARES - ADR	15072 86	13350 52

Invest - Corp Stock	64110D104	NETAPP INC	8416 02	8989 54
Invest - Corp Stock	68389X105	ORACLE CORPORATION	13597 22	13217 82
Invest - Other	693390882	PIMCO FOREIGN BD FD USD H-INST #103	21440 84	21000
Invest - Other	72201F516	PIMCO EMERGING LOCAL BOND IS #332	66903 03	66045 06
Invest - Corp Stock	74005P104	PRAXAIR INC COM	10832 4	9167 12
Invest - Corp Stock	740189105	PRECISION CASTPARTS CORP	14567 52	10483 15
Invest - Corp Stock	741503403	PRICELINE COM INC	8471 84	7943 27
Invest - Other	746763226	PUTNAM FLOATING RATE INC FUND #1857	15519 29	15430 1
Invest - Corp Stock	747525103	QUALCOMM INC	13822 7	13442 19
Invest - Other	76628T645	RIDGEWORTH SEIX HY BD-I #5855	40591 34	40000
Invest - Corp Stock	806857108	SCHLUMBERGER LTD	20145 56	12974 02
Invest - Other	81369Y605	AMEX FINANCIAL SELECT SPDR	5804 71	5378 33
Invest - Corp Stock	85590A401	STARWOOD HOTELS & RESORTS WORLDWIDE	8298 72	8455 77
Invest - Corp Stock	907818108	UNION PACIFIC CORP	20347 18	12753 84
Invest - Corp Stock	913903100	UNIVERSAL HEALTH SVCS INC CL B	6854 14	6659 09
Invest - Other	922042858	VANGUARD MSCI EMERGING MARKETS ETF	61463 16	46609 23
Invest - Other	922908553	VANGUARD REIT VIPER	13820 8	13018 86
Invest - Corp Stock	941848103	WATERS CORP	5194 2	5639 52
Invest - Other	949917702	WF ADV ULTRA SH-TRM MUNI INC-I #3107	200000	200000
Invest - Other	949921654	WELLS FARGO ADV S/T MUNI-INS #3161	25025 03	25000
Invest - Corp Stock	G1151C101	ACCENTURE PLC	14564 36	10250 83
Invest - Corp Stock	G24140108	COOPER INDUSTRIES PLC NEW IRELAND	11883 12	8629 11
Other Assets	MI0147527	TX WHART 5312 694 AC A21,657,266,17	1	1
Other Assets	MI0147584	TX BRAZ 20AZ HOOPER & WADE	1	1
Other Assets	MI0147592	TX COL 5136 AC 151/379	1	1
Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	17642 48	17642 48
Savings & Temp Inv	VP0528308	FEDERATED TREAS OBL FD 68	583 28	583 28
Cash			-	

TOTALS: 2,221,816 14 1,836,146 26

TOTAL SAVINGS & TEMP INV: 18,225 76

TOTAL INVEST - CORP STOCK: 561,121 24 435,957 33

TOTAL INVEST - OTHER: 1,614,790 44 1,346,963 17

TOTAL INVEST - CORP BONDS: 27,678 70 35,000 00