INTERNAL REVENUE SERVICE

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 09/01 **, 2011, and ending** 08/31,**20**12

Name of foundation MANHATTAN FUND - CAROLINE F PEINE CHARITABLE FOUNDATION

A Employer identification number 59-7250365

Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA, N.A. P.O. BOX 831041 — Room/suite

B Telephone number (see instructions) (800) 357-7094

City or town, state, and ZIP code DALLAS, TX 75283-1041

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 8,045,745.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	222,304.	222,304.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	225,557.			
	b Gross sales price for all assets on line 6a 11,259,650.				
	7 Capital gain net income (from Part IV, line 2)		225,557.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,516.	2,516.		STMT 5
	12 **Total.** Add lines 1 through 11	450,377.	450,377.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	48,930.	29,358.		19,572.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 6	1,500.	NONE	NONE	1,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	7,086.	2,301.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 8	2,652.			2,652.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	60,168.	31,659.	NONE	23,724.
	25 Contributions, gifts, grants paid	389,832.			389,832.
	26 **Total expenses and disbursements** Add lines 24 and 25	450,000.	31,659.	NONE	413,556.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	377.			
	b **Net investment income** (if negative, enter -0-)		418,718.		
	c **Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions. JSA Form **990-PF** (2011)

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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	-65,898.	NONE	
	2	Savings and temporary cash investments	102,813.	1,020,494.	1,020,494.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	98,529.	NONE	NONE
	b	Investments - corporate stock (attach schedule)	770,194.	NONE	NONE
	c	Investments - corporate bonds (attach schedule)	647,702.	NONE	NONE
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	6,457,746.	7,025,677.	7,025,251.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	8,011,086.	8,046,171.	8,045,745.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
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	8,011,086.	8,046,171.	
	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)	8,011,086.	8,046,171.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,011,086.	8,046,171.	

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	8,011,086.
2	Enter amount from Part I, line 27a	2	377.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	34,971.
4	Add lines 1, 2, and 3	4	8,046,434.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	263.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,046,171.

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	PUBLICLY TRADED SECURITIES			
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	11,215,693.		11,034,093.	181,600.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				181,600.
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	225,557.
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	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	386,174.	8,258,688.	0.046760
2009	310,756.	7,426,142.	0.041846
2008	456,505.	6,612,535.	0.069036
2007	399,662.	9,117,837.	0.043833
2006	275,534.	9,462,416.	0.029119

2	**Total** of line 1, column (d)	2	0.230594
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	0.046119
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,853,292.
5	Multiply line 4 by line 3	5	362,186.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,187.
7	Add lines 5 and 6	7	366,373.
8	Enter qualifying distributions from Part XII, line 4	8	413,556.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	4,187.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	4,187.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	4,187.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 3,376.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	3,376.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	811.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (816)292-4342
Located at ▶ 1200 MAIN ST, 14TH FLOOR, KANSAS CITY, MO ZIP + 4 ▶ 64105-2100

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 |

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 ▶ 2008 , , ,			
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	X	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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		
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**

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? . . . . **6b** No: 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? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		48,930.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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

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	7,975,586.
b	Average of monthly cash balances	1b	-2,701.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	7,972,885.
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	NONE
3	Subtract line 2 from line 1d	3	7,972,885.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	119,593.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,853,292.
6	**Minimum investment return.** Enter 5% of line 5	6	392,665.

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	392,665.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,187.		
b	Income tax for 2011. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,187.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	388,478.
4	Recoveries of amounts treated as qualifying distributions			4	26,000.
5	Add lines 3 and 4			5	414,478.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	414,478.

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	413,556.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	413,556.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	4,187.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	409,369.

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				414,478.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			402,782.	
b Total for prior years 20 09 ,20 ___,20 ___		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . NONE				
b From 2007 . . . NONE				
c From 2008 . . . NONE				
d From 2009 . . . NONE				
e From 2010 . . . NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 413,556.				
a Applied to 2010, but not more than line 2a			402,782.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				10,774.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				403,704.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2007 . . . NONE				
b Excess from 2008 . . . NONE				
c Excess from 2009 . . . NONE				
d Excess from 2010 . . . NONE				
e Excess from 2011 . . . NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ 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:

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 20				
Total . . . . ▶ **3a**				389,832.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	222,304.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	225,557.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 21				2,516.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				450,377.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 450,377.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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.

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

Mary Trost — 11-5-13 — TRUSTEE

Signature of officer or trustee — Date — Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2011

Name of estate or trust: MANHATTAN FUND - CAROLINE F PEINE CHARITABLE

Employer identification number: 59-7250365

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	83,804.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	83,804.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					43,957.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	97,796.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	141,753.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

Part III Summary of Parts I and II
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13			83,804.
14	Net long-term gain or (loss):				
a	Total for year	14a			141,753.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15			225,557.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:		
a	The loss on line 15, column (3) **or** b $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	279.	279.
AT&T INC BD	5,821.	5,821.
CAMBIAR SMALL CAP FUND INV CL	3,323.	3,323.
AETNA INC NEW COM	22.	22.
AIR PRODUCTS & CHEMICALS INC COM	51.	51.
ALLEGHENY TECHNOLOGIES INC	28.	28.
ALLERGAN INC COM	4.	4.
AMERICAN ELECTRIC POWER CO INC COM	262.	262.
ANADARKO PETROLEUM CORP COM	17.	17.
APACHE CORP COM	15.	15.
APACHE CORP CONV PFD SER D 6.000%	87.	87.
ARTIO GLOBAL HIGH INCOME FUND CL I	8,034.	8,034.
BB&T CORP COM	128.	128.
BOFA GOVERNMENT RESERVES TRUST CLASS	30.	30.
BOFA CASH RESERVES TRUST CLASS	407.	407.
BRISTOL MYERS SQUIBB CO COM	81.	81.
CARNIVAL CORP PAIRED CTF 1 COM	103.	103.
CHEVRONTEXACO CORP COM	285.	285.
CISCO SYSTEMS INC COM	26.	26.
CITIGROUP INC NEW COM	2.	2.
COACH INC	56.	56.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	851.	851.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	797.	797.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	6,658.	6,658.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	781.	781.
CONSOLIDATED EDISON CO NY INC CONS BD SE	7,899.	7,899.
CUMMINS ENGINE CO INC COM	75.	75.
CYPRESS SEMICONDUCTOR CORP COM	11.	11.
DANAHER CORP COM	11.	11.
DEERE JOHN CAP CORP BD	326.	326.
DELAWARE EMERGING MKTS FUND CL INSTL CL	3,188.	3,188.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	116.	116.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DOW CHEM CO	120.	120.
EATON VANCE LARGE-CAP VALUE FUND CL I	16,666.	16,666.
EATON CORP COMMON	118.	118.
EL PASO CORP COM	8.	8.
EXPEDIA INC COMMON STOCK	13.	13.
FEDERAL HOME LN BKS CONS BD CALL 10/27/1	1,338.	1,338.
FEDERAL NATL MTG ASSN BENCHMARK NT	3,368.	3,368.
FLUOR CORP NEW COM	29.	29.
GENERAL ELEC CAP CORP MTN SER A	3,000.	3,000.
GENUINE PARTS CO	111.	111.
GEORGIA PWR CO SR NT SER K	762.	762.
GOLDMAN SACHS GROUP INC	55.	55.
HALLIBURTON CO COM	66.	66.
HARBOR INTERNATIONAL FUND INSTL CL	9,119.	9,119.
HEINZ H J CO	117.	117.
INTERNATIONAL BUSINESS MACHINES CORP COM	48.	48.
ISHARES MSCI EMERGING MKTS INDEX FUND	8,979.	8,979.
ISHERES TR RUSSELL MIDCAP VALUE	1,775.	1,775.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	419.	419.
J P MORGAN CHASE & CO COM	231.	231.
J P MORGAN CHASE & CO GLOBAL SUB NT	6,549.	6,549.
KELLOGG CO COM	119.	119.
LAUDER ESTEE COS INC CL A	146.	146.
LORILLARD INC COM	178.	178.
MACYS INC COM	87.	87.
MC DONALDS CORP COM	197.	197.
MEAD JOHNSON NUTRITION CO COM	57.	57.
MERCK & CO INC NEW COM	244.	244.
METLIFE INC	146.	146.
METLIFE INC GLOBAL SR NT	6,524.	6,524.
METRO WEST T/R BD CL I	3,207.	3,207.
MONSANTO CO NEW COM	133.	133.
NATIONAL OILWELL VARCO INC COM	23.	23.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	2,508.	2,508.
NIKE INC COM CL B	121.	121.
NORDSTROM INC COM	41.	41.
NUCOR CORP	39.	39.
OCCIDENTAL PETROLEUM CORP COM	271.	271.
OLD MUTUAL TS&W MID CAP VALUE FUND CL I	3,115.	3,115.
ORACLE CORPORATION COM	23.	23.
PG&E CORP COM	187.	187.
PIMCO TOTAL RETURN FUND INSTL	30,510.	30,510.
PIMCO HIGH YIELD FD	5,440.	5,440.
P N C BANK CORP COM	112.	112.
PPG INDUSTRIES INC COM	168.	168.
PACCAR INC COM	78.	78.
PFIZER INC COM	232.	232.
PHILIP MORRIS INTL INC COM	242.	242.
PIMCO FOREIGN BOND FUND UNHEDGED INSTL C	9,964.	9,964.
PIMCO COMMODITY REALRETURN STRATEGY FUND	53,108.	53,108.
PIMCO EMERGING MKT CURRENCY FUND INSTL	1,151.	1,151.
PITNEY BOWES INC SR NT	3,590.	3,590.
PRAXAIR INC COM	162.	162.
PRECISION CASTPARTS CORP COM	4.	4.
QUALCOMM INC	30.	30.
QUEST DIAGNOSTICS INC COM	12.	12.
ROCKWELL INTL CORP NEW COM	70.	70.
SAFEWAY INC NEW COM	65.	65.
SEMPRA ENERGY	135.	135.
SOTHEBYS HOLDINGS INC CL A COM	4.	4.
STARBUCKS CORP	68.	68.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	48.	48.
TJX COMPANIES INC NEW COM	144.	144.
TEXTRON INC COM	6.	6.
TIFFANY & CO NEW COM	100.	100.
TIME WARNER INC NEW COM	180.	180.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US BANCORP DEL COM NEW	189.	189.
UNION PACIFIC CORP COM	129.	129.
UNITED PARCEL SERVICE CL B	109.	109.
UNITED TECHNOLOGIES CORP COM	123.	123.
UNITEDHEALTH GROUP INC	43.	43.
VANGUARD REIT ETF	555.	555.
VERIZON COMMUNICATIONS INC NT	3,827.	3,827.
VIACOM INC CL B COM	59.	59.
VISA INC CL A COM	54.	54.
WELLS FARGO COMPANY	136.	136.
WELLS FARGO & CO NEW PFD DEP SHS SER J	125.	125.
WILLIAMS COS INC DEL COM	86.	86.
WYNN RESORTS LTD COM	561.	561.
XCEL ENERGY INC COM	131.	131.
YUM BRANDS INC COM	124.	124.
ACCENTURE PLC CL A COM	125.	125.
ACE LTD COM	189.	189.
TE CONNECTIVITY LTD COM	62.	62.
LYONDELLBASELL INDUSTRIES NV CL A COM	2.	2.
AVAGO TECHNOLOGIES LTD COM	21.	21.
TOTAL	222,304.	222,304.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC BD	473.	473.
DEERE JOHN CAP CORP BD	463.	463.
FEDERAL HOME LN BKS CONS BD CALL 10/27/1	44.	44.
FEDERAL NATL MTG ASSN BENCHMARK NT	833.	833.
GEORGIA PWR CO SR NT SER K	162.	162.
METLIFE INC GLOBAL SR NT	38.	38.
PITNEY BOWES INC SR NT	393.	393.
VERIZON COMMUNICATIONS INC NT	110.	110.
TOTALS	2,516.	2,516.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BANK OF AMERICA, N.A.	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1.	1.
EXCISE TAX - PRIOR YEAR	1,409.	
FEDERAL EXCISE ESTIMATES	3,376.	
FOREIGN TAXES ON QUALIFIED FOR	1,201.	1,201.
FOREIGN TAXES ON NONQUALIFIED	1,099.	1,099.
TOTALS	7,086.	2,301.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
D&O INSURANCE	1,038.	1,038.
WEBSITE MAINTENANCE	598.	598.
GRANT ADMINISTRATION - GREATER MANHATTAN COMMUNITY FDN	1,016.	1,016.
TOTALS	2,652.	2,652.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
ROC ADJUSTMENT - 2011	42.
GRANT RECOVERY	26,000.
Y/E SALES ADJUSTMENT - 2010	5,000.
NET CTF ADJUSTMENT	3,929.
TOTAL	34,971.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
NET ROUNDING	13.
BASIS ADJUSTMENT - 2011 SALES	250.
TOTAL	263.

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

OFFICER NAME:
BANK OF AMERICA,. N.A.
ADDRESS:
P.O. BOX 219119
KANSAS CITY, MO 64121-9119
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 48,930.

OFFICER NAME:
GERI SIMON - C/O BANK OF AMERICA
ADDRESS:
P.O. BOX 219119
KANSAS CITY, MO 64121-9119
TITLE:
DIST COMM
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
STAN WARD - C/O BANK OF AMERICA
ADDRESS:
P.O. BOX 219119
KANSAS CITY, MO 64121-9119
TITLE:
DIST COMM
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
BRUCE C SNEAD - C/O BANK OF AMERICA
ADDRESS:
P.O. BOX 219119
KANSAS CITY, MO 64121-9119
TITLE:
DIST COMM
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
DIANA CHAPEL - C/O BANK OF AMERICA
ADDRESS:
P.O. BOX 219119
KANSAS CITY, MO 64121-9119
TITLE:
DIST COMM
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 48,930.

RECIPIENT NAME:
BANK OF AMERICA, N.A. - TRUSTEE
ADDRESS:
C/O MANHATTAN COMMUNITY FOUNDATION, P.O. BOX 1127
MANHATTAN, KS 66505-1127
RECIPIENT'S PHONE NUMBER: 785-587-8995
FORM, INFORMATION AND MATERIALS:
LETTER OF INTENT - PLEASE LIMIT TO 2 PAGES; FOR COMPLETE GUIDELINES, PLEASE CONTACT THE TRUSTEE: BANK OF AMERICA, N.A. - JAMES J. MUETH P.O. BOX 219119 KANSAS CITY, MO 64121-9119 816-292-4342
SUBMISSION DEADLINES:
LETTER OF INTENT-APRIL 14; FULL PROPOSAL (FOR APPLICANTS SELECTED) - DEADLINE WILL BE PROVIDED
RESTRICTIONS OR LIMITATIONS ON AWARDS:
RESTRICTED TO ORGANIZATIONS DESCRIBED IN IRC SECTIONS 170(c) & 2055(a) WHICH IMPROVE THE QUALITY OF LIFE IN THE CITY OF MANHATTAN, KANSAS, INCLUDING BUT NOT LIMITED TO DISTRIBUTIONS FOR PARKS & RECREATION, THE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
UNIVERSITY FOR MAN, THE REGIONAL CRISIS CENTER, THE CIVIC THEATER, THE MANHATTAN ARTS COUNCIL, THE MANHATTAN CITY LIBRARY, FACILITIES AND/OR SERVICES FOR THE ELDERLY AND HANDICAPPED, THE SUNSET ZOO, TO PROVIDE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SUBSIDIZED CHILD CARE WHICH ENABLES A PARENT OR PARENTS TO BE EMPLOYED OR BE EDUCATED, TO PROVIDE ENERGY ASSISTANCE FOR LOW-INCOME INDIVIDUALS AND/OR FAMILIES, AND TO PROVIDE FOR THE HISTORICAL
RESTRICTIONS OR LIMITATIONS ON AWARDS:
PRESERVATION IN THE CITY OF MANHATTAN, KANSAS. IN ADDITION, INCOME MAY BE DISTRIBUTED FOR THE RECREATIONAL DEVELOPMENT OF THE TOWN OF KEATS, AND FOR THE KONZA PRAIRIE DEVELOPMENT. NO DISTRIBUTIONS SHALL
RESTRICTIONS OR LIMITATIONS ON AWARDS:
BE MADE FOR THE PURPOSE OF PROVIDING THE COSTS TO MAINTAIN THE CITY OF MANHATTAN, KANSAS, IT RATHER BEING THE GRANTOR'S INTENTION TO IMPROVE THE QUALITY OF LIFE IN THE CITY. FURTHERMORE, FUNDS SHALL NOT BE USED
RESTRICTIONS OR LIMITATIONS ON AWARDS:
FOR THE PURPOSES OF INDUSTRIAL DEVELOPMENT, ORGANIZED ATHLETICS (WITH THE EXCEPTION OF THE SPECIAL OLYMPICS FOR HANDICAPPED INDIVIDUALS), OR FOR CHURCH OR RELIGIOUS PURPOSES.

RECIPIENT NAME:
MANHATTAN ARTS CENTER, INC.
ADDRESS:
1520 POYNTZ AVE
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
'THE MAGIG FLUTE' PRODUCTION FOR CHILDREN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 9,840.

RECIPIENT NAME:
MANHATTAN DAYCARE
AND LEARNING
ADDRESS:
121 N 6TH ST
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
MANHATTAN EMERGENCY SHELTER, INC.
ADDRESS:
416 S 4TH ST
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR PERMANENT SUPPORTIVE HOUSING FOR HOMELESS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 43,594.

RECIPIENT NAME:
BOYS & GIRLS CLUBS OF MANHATTAN
ADDRESS:
220 S 5TH ST
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT HISPANIC OUTREACH PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 21,500.

RECIPIENT NAME:
SHEPHERD'S CROSSING
ADDRESS:
P.O. BOX 812
MANHATTAN, KS 66505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FURTHER UPWARD MOBILITY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
COLLEGE AVENUE EARLY LEARNING
CENTER
ADDRESS:
1609 COLLEGE AVE
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CREATE OUTDOOR LEARNING ENVIRONMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
MANHATTAN-OGDEN PUBLIC SCHOOLS
FOUNDATION
ADDRESS:
P.O. BOX 191
MANHATTAN, KS 66505-0191
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUNDS FOR 4TH GRADE TEACHER HIRING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 21,978.

RECIPIENT NAME:
GREATER MANHATTAN COMMUNITY
FOUNDATION
ADDRESS:
555 POYNTZ AVE, SUITE 269
MANHATTAN, KS 66505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOR PERMANENT ENDOWMENT FOR WONDER WORKSHOP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CITY OF MANHATTAN
ADDRESS:
P.O. BOX 841
MANHATTAN, KS 66505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT MANHATTAN JUNETEENTH CELEBRATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
MANHATTAN-OGDEN PUBLIC SCHOOLS
FOUNDATION
ADDRESS:
P.O. BOX 191
MANHATTAN, KS 66505-0191
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FAMILY LITERACY CONNECTION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
CATHOLIC CHARITIES
ADDRESS:
323 POYNTX, SUITE 102
MANHATTAN, KS 66505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT EMERGENCY BASIC CARE NEED PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,350.

RECIPIENT NAME:
SUNFLOWER CASA PROJECT, INC.
ADDRESS:
115 N 4TH ST
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HIRE STAFF FOR VOLUNTEER SUPERVISION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 13,850.

RECIPIENT NAME:
FLINT HILLS SEXUAL ASSAULT
COALITION, INC.
ADDRESS:
105 COURTHOUSE PLAZA
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE TECHNOLOGY EQUIPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
SUNSET ZOOLOGICAL PARK
ADDRESS:
2333 OAK ST
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT TECHNOLOGY INTEGRATION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 90,000.

RECIPIENT NAME:
MANHATTAN PUBLIC LIBRARY
ADDRESS:
629 POYNTZ AVE
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CHILDREN'S ROOM EXPANSION PROJECT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 62,500.

RECIPIENT NAME:
KANSAS STATE UNIVERSITY
ADDRESS:
116 ACKERT HALL - BIOLOGY DIVISION
MANHATTAN, KS 66506
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE BINOCULARS FOR DOCENTS & STUDENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 3,500.

RECIPIENT NAME:
FLINT HILLS COMMUNITY CLINIC
ADDRESS:
401 HOUSTON ST, SUITE C
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
TECHNOLGY UPGRADE & CLINIC FURNISHINGS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
KANSAS BLACK FARMERS ASSOCIATION
DBA NICODEMUS EDUCATIONAL CAMPS
ADDRESS:
721 RIDGEWOOD
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LOW-INCOME YOUTH SCHOLARSHIPS TO ATTEND CAMP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,520.

RECIPIENT NAME:
FLINT HILLS TRANSPORTATION AGENCY
ADDRESS:
115 N 4TH ST
MANHATTAN, KS 66502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT GENERAL MAINTENANCE OF VEHICLES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
GREATER MANHATTAN COMMUNITY
FOUNDATION
ADDRESS:
555 POYNTZ AVE, SUITE 269
MANHATTAN, KS 66505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
STORAGE UNIT FOR TOYS OF MANHATTAN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 1,700.

RECIPIENT NAME:
GREATER MANHATTAN COMMUNITY
FOUNDATION
ADDRESS:
555 POYNTZ AVE, SUITE 269
MANHATTAN, KS 66505
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT THE 'MANHATTAN YES FUND'
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 35,000.

TOTAL GRANTS PAID: 389,832.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION		AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
AT&T INC BD	14	473.	
DEERE JOHN CAP COR	14	463.	
FEDERAL HOME LN BK	14	44.	
FEDERAL NATL MTG A	14	833.	
GEORGIA PWR CO SR	14	162.	
METLIFE INC GLOBAL	14	38.	
PITNEY BOWES INC S	14	393.	
VERIZON COMMUNICAT	14	110.	

FEDERAL FOOTNOTES

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

MANHATTAN FUND - CAROLINE F PEINE CHARI

59-7250365

Balance Sheet

08/31/2012

Bank of America

Cusip	Asset	Units	Basis	Market Value
202671913	AGGREGATE BOND CTF	47590.789	811,043.19	814,121 35
45399C107	DIVIDEND INCOME COMMON TRUST	21368.592	809,999.99	804,907.85
29099J109	EMERGING MARKETS STOCK	8312.097	365,124.13	363,493.82
99Z466163	HIGH QUALITY CORE COMMON TRUST	39408.867	400,028.94	398,116 26
99Z466197	INTERNATIONAL FOCUSED EQUITY	37711 286	364,412.63	364,434.33
464287655	ISHARES RUSSELL 2000 INDEX	1995.000	162,552 20	161,834.40
464287507	ISHARES S&P MIDCAP 400 INDEX	2495.000	243,661.70	242,613.80
466001864	IVY ASSET STRATEGY FUND	7949.126	200,000 00	197,694.76
323991307	MID CAP GROWTH CTF	12459.053	240,260 56	239,070.54
302993993	MID CAP VALUE CTF	12561.433	240,452.16	238,418.51
714199106	PERMANENT PORTFOLIO	6824.864	325,000.00	329,845.68
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	70577.452	770,000 00	777,763.52
693390841	PIMCO HIGH YIELD FD	43012 524	401,751.86	406,468.35
73935S105	POWERSHARES DB COMMODITY	20085 000	567,938.27	578,247.15
99Z466247	REIT COMMON TRUST FUND	39383.258	400,000.00	398,653 09
99Z466189	SMALL CAP GROWTH LEADERS	11585.695	119,999.99	119,545.84
303995997	SMALL CAP VALUE CTF	6890 057	120,014.75	118,376 69
921943858	VANGUARD MSCI EAFE ETF	3680.000	121,560 70	120,299.20
922042858	VANGUARD MSCI EMERGING MKTS	8760.000	361,875.60	351,346.08
	Cash/Cash Equivalent	1020494 260	1,020,494.26	1,020,494.26
		Totals:	8,046,170.93	8,045,745.47