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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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

UW ESTELLE A MANNING RESIDUARY

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

P O BOX 1802

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

Check all that apply

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

Check type of organization

☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationFair market value of all assets at end
of year (from Part II, col. (c), line
16) \$ 30,557,140.J Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____

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

A Employer identification number

13-6073778

B Telephone number (see instructions)

888-866-3275

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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				
4 Dividends and interest from securities	701,561.	688,660.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	242,429.			
b Gross sales price for all assets on line 6a 14,610,989.				
7 Capital gain net income (from Part IV, line 2)		242,429.		
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)		133.		STMT 15
12 Total. Add lines 1 through 11	943,990.	931,222.		
13 Compensation of officers, directors, trustees, etc.	176,729.	106,037.		70,692.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)	45,620.	45,620.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	87,659.	11,159.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	869.	14,869.		750.
24 Total operating and administrative expenses. Add lines 13 through 23	310,877.	177,685.		71,442.
25 Contributions, gifts, grants paid	1,282,326.			1,282,326.
26 Total expenses and disbursements. Add lines 24 and 25	1,593,203.	177,685.		1,353,768.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-649,213.			
b Net investment income (if negative, enter -0-)		753,537.		
c Adjusted net income (if negative, enter -0-)				

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	NONE		
	2	Savings and temporary cash investments	2,028,294.	973,799.	973,799.
	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 ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) .	NONE		
	b	Investments - corporate stock (attach schedule) . STMT 19	24,086,136.	27,016,624.	29,583,341.
	c	Investments - corporate bonds (attach schedule)	NONE		
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans	NONE		
	13	Investments - other (attach schedule)	2,551,823.		
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	28,666,253.	27,990,423.	30,557,140.	
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)		NONE		
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	28,666,253.	27,990,423.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .	NONE		
	30	Total net assets or fund balances (see instructions)	28,666,253.	27,990,423.	
	31	Total liabilities and net assets/fund balances (see instructions)	28,666,253.	27,990,423.	

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	28,666,253.
2	Enter amount from Part I, line 27a	2	-649,213.
3	Other increases not included in line 2 (itemize) ▶ INCOME ADJUSTMENT	3	3,885.
4	Add lines 1, 2, and 3	4	28,020,925.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 20	5	30,502.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,990,423.

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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 OTHER GAINS AND LOSSES					
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 14,613,971.		14,368,522.	245,449.		
b -3,020.			-3,020.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			245,449.		
b			-3,020.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	242,429.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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))
2011	1,483,493.	30,461,638.	0.048700
2010	1,464,835.	28,710,710.	0.051021
2009	1,019,216.	25,311,355.	0.040267
2008	1,492,174.	31,800,707.	0.046923
2007			
2 Total of line 1, column (d)			2 0.186911
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 0.046728
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 29,820,591.
5 Multiply line 4 by line 3			5 1,393,457.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,535.
7 Add lines 5 and 6			7 1,400,992.
8 Enter qualifying distributions from Part XII, line 4			8 1,353,768.

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 ☐ and enter 1% of Part I, line 27b		1	15,071.
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	15,071.
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	15,071.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	24,461.	
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	24,461.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,390.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 9,390. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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?	13	X	
Website address N/A				
14	The books are in care of US TRUST FIDUCIARY TAX SERV Telephone no. (888) 866-3275 Located at P.O. BOX 1802, PROVIDENCE, RI ZIP+4 02901-1802			
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			
16	At any time during calendar year 2012, 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)? ☐ 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 2012? ☐ 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶		
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		
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 2012 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 2012.) ☐ 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 2012? ☐ 4b		X

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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? ☐ Yes ☒ No **6b**

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****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
BANK OF AMERICA, N.A. ONE BRYANT PARK, NEW YORK, NY 10036	TRUSTEE 40	176,729.	- 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**

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

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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	28,560,477.
b	Average of monthly cash balances	1b	1,714,235.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	30,274,712.
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	30,274,712.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	454,121.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,820,591.
6	Minimum investment return. Enter 5% of line 5	6	1,491,030.

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	1,491,030.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	15,071.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,071.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,475,959.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,475,959.
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	1,475,959.

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	1,353,768.
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	1,353,768.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,353,768.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,475,959.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			274,728.	
b Total for prior years. 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,353,768.				
a Applied to 2011, but not more than line 2a . . .			274,728.	
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 2012 distributable amount				1,079,040.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2012 . (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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				396,919.
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 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2008 . . .	NONE			
b Excess from 2009 . . .	NONE			
c Excess from 2010 . . .	NONE			
d Excess from 2011 . . .	NONE			
e Excess from 2012 . . .	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 2012, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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).)

N/A

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.

N/A

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 or e-mail 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 <i>Paid during the year</i>				
SEE STATEMENT 25				1,282,326.
Total			▶ 3a	1,282,326.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AAR CORP COM	81.	81.
ABB LTD SPONSORED ADR	406.	406.
AES CORP COM	9.	
AT&T INC	3,610.	3,610.
ACTUANT CORP COM CL A NEW	9.	9.
ADIDAS AG SPONSORED ADR	259.	259.
ADTRAN INC COM	18.	18.
ADVANCED AUTO PTS INC COM	4.	4.
AGILENT TECHNOLOGIES INC	49.	49.
ALBEMARLE CORPORATION	54.	54.
ALLERGAN INCORPORATED	349.	349.
ALLIANT CORP	217.	217.
ALLIANZ GLOBAL INVS FIXED INCOME SHS SER	105,131.	105,131.
ALLIANZ GLOBAL INVS MANAGED ACCOUNTS TR	71,638.	71,638.
ALTERA CORPORATION	30.	30.
AMADEUS IT HLDG SA ADS UNSPONSORED ADR	168.	168.
AMEREN CORP	211.	211.
AMERICA MOVIL S A DE C V SPONSORED ADR R	194.	194.
AMERICAN ASSETS TR INC REIT	19.	13.
AMERICAN ELECTRIC POWER CO	2,575.	2,575.
AMERICAN EXPRESS CO	1,160.	1,160.
AMERISOURCEBERGEN CORP COM	254.	254.
AMERIPRISE FINANCIAL INC	738.	738.
AMETEK INC - NEW	70.	70.
AMGEN INC COM	554.	554.
ANADARKO PETROLEUM CORP	158.	158.
ANALOG DEVICES INC	151.	151.
AON CORP	134.	134.
APACHE CORPORATION	115.	115.
APPLE INC COM	1,023.	1,023.
APTARGROUP INCORPORATED	187.	187.
ARTIO GLOBAL HIGH INCOME FUND CL I	14,453.	14,101.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ASHLAND INC NEW COM	88.	88.
B & G FOODS INC CL A COM	34.	14.
BG GROUP PLC- SPON ADR ISIN US0554342032	188.	188.
BALL CORP	53.	53.
BANCO BRADESCO S A SPONSORED ADR REPSTG	602.	602.
BANKUNITED INC COM	195.	195.
BARD C R INCORPORATED	49.	49.
BARNES GROUP INC COM	272.	272.
BEAM INC COM	50.	50.
BERRY PETE CO CL A	40.	40.
BHP BILLITON LIMITED ADR	1,640.	1,640.
BOEING CO	1,044.	1,044.
BOFA GOVERNMENT RESERVES TRUST CLASS	139.	139.
BRAMBLES LTD UNSPONSORED ADR	546.	546.
BRINKS CO	31.	31.
BRITISH AMERICAN TOBACCO PLC (UK/US\$) IS	604.	604.
BRITISH SKY BROADCASTING GROUP PLC	311.	311.
BRUNSWICK CORPORATION	23.	23.
BUCKEYE TECHNOLOGIES INC COM	18.	18.
BUCKLE INC COM	17.	17.
BUNZL PLC SPONSORED ADR NEW	455.	455.
CBS CORP CL B COM	289.	289.
CF INDS HLDGS INC COM	112.	112.
C H ROBINSON WORLDWIDE INC COM	154.	154.
CIGNA CORPORATION	3.	3.
CLECO CORP NEW COM	245.	245.
CNOOC LTD SPONSORED ADR	493.	493.
CSX CORP	113.	113.
CVS CAREMARK CORP COM	1,216.	1,216.
CA INC COM	89.	89.
CABOT CORP	22.	22.
CABOT OIL & GAS CORP CL A	11.	11.
CANADIAN NATL RY CO	174.	174.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CANON INC ADR REPSTG 5 SHS	608.	608.
CAP GEMINI S A ADR	243.	243.
CAPITAL ONE FINANCIAL CORPORATION	79.	79.
CELANESE CORP DEL SER A COM	92.	92.
CENOVUS ENERGY INC COM	130.	130.
CENTRICA PLC SPONSORED ADR NEW 2004	522.	522.
CENTURYTEL INC	3,007.	3,007.
CHEESECAKE FACTORY INCORPORATED	31.	31.
CHEMED CORP NEW	48.	48.
CHEUNG KONG HLDGS LTD ADR	377.	377.
CHEVRONTEXACO CORP COM	3,476.	3,476.
CHICAGO BRDG & IRON CO N V N Y REGISTRY	9.	9.
CHINA MOBILE HONG KONG LTD SPONSORED ADR	325.	325.
CIELO S A SPONSORED ADR	289.	289.
CITIGROUP INC NEW COM	87.	87.
CLARCOR INC COM	9.	9.
CLIFFS NAT RES INC COM	315.	315.
COCA COLA AMATIL LTD SPONSORED ADR	555.	555.
COCA-COLA ENTERPRISES INC NEW COM	225.	225.
COCA COLA HELLENIC BOTTLING CO S A ADR S	128.	128.
COGENT COMMUNICATIONS GROUP INC NEW COM	14.	14.
COGNEX CORP COM	239.	239.
COHEN & STEERS INC COM	289.	154.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	11,043.	11,043.
COMCAST CORP NEW CL A COM	777.	777.
COMERICA INCORPORATED	90.	90.
COMPASS GROUP PLC SPONSORED ADR NEW	628.	628.
CONOCOPHILLIPS COM	3,344.	3,344.
CONSOL ENERGY INC	32.	32.
CRANE COMPANY	156.	156.
CUMMINS ENGINE INC	156.	156.
CURTISS WRIGHT * COM	74.	74.
CYPRESS SEMICONDUCTOR CORP	26.	

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CYTEC INDUSTRIES INCORPORATED	105.	105.
DR HORTON	15.	15.
DSW INC CL A	282.	282.
DANA HLDG CORP	117.	117.
DANONE SPONSORED ADR	397.	397.
DEERE & COMPANY	629.	629.
DENSO CORP UNSPONSORED ADR	238.	238.
DEVRY INC DEL	7.	7.
DICKS SPORTING GOODS INC COM	382.	382.
DISNEY WALT CO	2,191.	2,191.
DISCOVER FINL SVCS COM	141.	141.
DISH NETWORK CORP COM CL A	239.	239.
DOMINOS PIZZA INC COM	525.	525.
DOVER CORPORATION	35.	35.
DR PEPPER SNAPPLE INC COM	83.	83.
EOG RESOURCES INC	1,245.	1,245.
EQT CORP COM	68.	68.
EAST WEST BANCORP INC COM	132.	132.
EASTMAN CHEMICAL COMPANY	72.	72.
EATON CORPORATION	184.	184.
EDISON INTERNATIONAL	208.	208.
EMCOR GROUP INC	152.	152.
ENSCO PLC SPONSORED ADR	37.	37.
EQUIFAX INC	136.	136.
ERICSSON L M TEL CO ADR CL B	318.	318.
ETHAN ALLEN INTERIORS INC	93.	93.
EXELIS INC COM	8.	8.
EXPEDIA INC DEL NEW COM	21.	21.
EXPEDITORS INTL WASH INC	57.	57.
EXXON MOBIL CORPORATION	2,522.	2,522.
FAMILY DLR STORES INC	77.	77.
FANUC CORP UNSP ADR	168.	168.
FASTENAL CO COM	98.	98.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL HOME LN MTG CORP POOL #G04688	324.	324.
FEDERAL HOME LN MTG CORP POOL #G04913	301.	301.
FEDERAL HOME LN MTG CORP POOL #G04951	3,267.	3,267.
FEDERAL HOME LN MTG CORP POOL #A89385	718.	718.
FEDERAL HOME LN MTG CORP POOL #A94713	3,097.	3,097.
FEDERAL HOME LN MTG CORP POOL #A96409	3,686.	3,686.
FEDERAL HOME LN MTG CORP POOL #A97618	997.	997.
FEDERAL HOME LN MTG CORP REFERENCE NTS	253.	253.
FEDERAL NATL MTG ASSN POOL #AH0936	5,905.	5,905.
FEDERAL NATL MTG ASSN POOL #AH3586	108.	108.
FEDERAL NATL MTG ASSN POOL #AH3645	8,613.	8,613.
FEDERAL NATL MTG ASSN POOL #AI1888	23,684.	23,684.
FEDERAL NATL MTG ASSN POOL #AO9925	3,376.	3,376.
FEDERAL NATL MTG ASSN POOL #AP7553	870.	870.
FEDERAL NATL MTG ASSN NT	828.	828.
FEDERAL NATL MTG ASSN POOL #745275	447.	447.
FEDERAL NATL MTG ASSN POOL #745336	445.	445.
FEDERAL NATL MTG ASSN POOL #745343	19,152.	19,152.
FEDERAL NATL MTG ASSN POOL #826586	88.	88.
FEDERAL NATL MTG ASSN POOL #889982	207.	207.
FEDERAL NATL MTG ASSN POOL #889996	273.	273.
FEDERAL NATL MTG ASSN POOL #934231	10,983.	10,983.
FEDERAL NATL MTG ASSN POOL #986761	248.	248.
FEDERAL NATL MTG ASSN POOL #995672	470.	470.
FEDERAL NATL MTG ASSN POOL #MA1027	75.	75.
FEDERAL NATL MTG ASSN POOL #MA1086	135.	135.
FEDERATED INVS INC PA CL B	41.	41.
FEDEX CORP	95.	95.
FIFTH THIRD BANCORP COM	885.	885.
FINISH LINE INC CL A	69.	69.
FIRST MIDWEST BANCORP INC DEL	7.	7.
FIRST REP BK SAN FRANCISCO CA NEW COM	37.	37.
FLUOR CORP NEW COM	35.	35.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FLOWERVE CORP	78.	78.
FOMENTO ECONOMICO MEXICANO SA SPON ADR U	171.	171.
FOOT LOCKER INC COM	60.	60.
FORD MTR CO DEL COM	143.	143.
FRANKLIN RES INC COM	5,509.	5,509.
FREEMPORT-MCMORAN COPPER & GOLD INC COM	1,331.	1,331.
FRESENIUS MEDICAL CARE-ADR	123.	123.
GNC HLDGS INC COM	63.	63.
GAP INCORPORATED	18.	18.
GARDNER DENVER MACHINERY INC	5.	5.
GAZPROM O A O SPONSORED ADR	439.	439.
GENERAL DYNAMICS CORP	671.	671.
GENERAL ELEC CO	3,601.	3,601.
GENTEX CORP	145.	145.
GLAXO PLC	270.	270.
GLOBE SPECIALTY METALS INC COM	18.	18.
GOLDMAN SACHS GROUP INC	629.	629.
GRAINGER W W INCORPORATED	117.	117.
GREAT PLAINS ENERGY INC COM	142.	142.
GRUPO TELEVISA GDS	81.	81.
GUESS INC COM	99.	99.
HALLIBURTON CO	72.	72.
HANOVER INS GROUP INC COM	109.	109.
HARBOR INTERNATIONAL FUND INSTL CL	21,843.	21,843.
HARRIS CORP DEL COM	217.	217.
HECLA MINING CO COM	8.	8.
HEINZ H J CO	269.	269.
HELMERICH & PAYNE INC	8.	8.
HENRY JACK & ASSOC INC COM	45.	45.
HERSHEY FOODS CORP	85.	85.
HESS CORP COM	126.	126.
HEWLETT PACKARD CO COM	372.	372.
HOLLYFRONTIER CORP COM	363.	363.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HONEYWELL INTERNATIONAL INC	846.	846.
HUBBELL INC CL B	30.	30.
HUMANA INC	362.	362.
HUNT J B TRANSPORT SERVICES INC COM	72.	72.
HUNTINGTON BANCSHARES INCORPORATED	104.	104.
HUNTINGTON INGALLS INDS INC COM	11.	11.
HUTCHISON WHAMPOA LTD ADR	287.	287.
IAC / INTERACTIVECORP PAR \$.001 COM	67.	67.
ITT CORP NEW COM	3.	3.
IMPERIAL TOBACCO GROUP ADR UNITED KINGDO	821.	821.
INDUSTRIAL & COML BK CHINA ADR	711.	711.
INNOPHOS HLDGS INC COM	162.	162.
INTERNATIONAL BUSINESS MACHS	1,136.	1,136.
INTERNATIONAL PAPER COMPANY	133.	133.
INTERNATIONAL PWR PLC SPONSORED ADR	118.	118.
INTERVAL LEISURE GROUP INC COM	95.	95.
INTUIT INC	91.	91.
ISHARES MSCI EMERGING MKTS INDEX FUND	23,333.	23,333.
ITC HLDGS CORP COM	279.	279.
J & J SNACK FOODS CORP COM	91.	91.
J P MORGAN CHASE & CO COM	3,245.	3,245.
JOHNSON & JOHNSON	3,414.	3,414.
JOHNSON CONTROLS INCORPORATED	245.	245.
JONES LANG LASALLE INC	26.	26.
JOY GLOBAL INC 00	93.	93.
JULIUS BAER GROUP LTD ADR	375.	375.
KBR INC COM	30.	30.
KLA INSTRS CORP	276.	276.
KANSAS CITY SOUTHN INDS INC	77.	77.
KELLOGG CO	120.	120.
KENNAMETAL INC	77.	77.
KEPPEL CORP LTD SPONSORED ADR	559.	559.
KEYCORP NEW	673.	673.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
KINGFISHER PLC SPONSORED ADR	429.	429.
KOHL'S CORP COM	160.	160.
KOMATSU LTD SPON ADR NEW	213.	213.
KONINKLIJKE AHOLD NV SPONSORED ADR 2007	243.	243.
KRAFT FOODS INC CL A COM	1,560.	1,560.
KROGER CO	37.	37.
L OREAL COMPANY ADR	172.	172.
LANCASTER COLONY CORP COM	851.	851.
LAS VEGAS SANDS CORP	20,129.	20,129.
ESTEE LAUDER COMPANIES CL A	2,068.	2,068.
LEAR CORP NEW COM	131.	131.
LIMITED BRANDS INC COM	937.	937.
LINCARE HOLDINGS INCORPORATED	62.	62.
LINDSAY MFG CO	18.	18.
LINEAR TECHNOLOGY CORP	116.	116.
LOEWS CORP	26.	26.
LORILLARD INC COM	274.	274.
LOWES COMPANIES INCORPORATED	137.	137.
LUFKIN INDS INC	13.	13.
M & T BANK CORPORATION	118.	118.
MB FINL INC NEW	51.	51.
MACYS INC COM	944.	944.
MANPOWER INCORPORATED WISCONSIN	106.	106.
MARATHON OIL CORP COM	605.	605.
MARSH & MCLENNAN COS INC	272.	272.
MASCO CORPORATION	51.	51.
MAXIMUS INC COM	79.	79.
MCGRAW HILL COS INC COM	357.	357.
MCKESSON HBOC INC	1,636.	1,636.
MEAD JOHNSON NUTRITION CO COM	123.	123.
MEDICIS PHARMACEUTICAL CORP CL A	66.	66.
MERCK & CO INC NEW COM	3,521.	3,521.
MICROSOFT CORPORATION	2,063.	2,063.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MICROCHIP TECHNOLOGY INC COM	119.	
MINERALS TECHNOLOGIES INC COM	14.	14.
MOODYS CORP COM	297.	297.
NATIONAL GRID PLC SPONSORED ADR NEW	2,644.	2,644.
NATIONAL OILWELL VARCO INC COM	202.	202.
NATIONAL PENN BANCSHARES INC COM	276.	276.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	1,784.	1,784.
NESTLE S A SPONSORED ADR	1,601.	1,601.
NEWELL RUBBERMAID INC	34.	34.
NEXTERA ENERGY INC COM	1,440.	1,440.
NIDEC CORP SPONSORED ADR	136.	136.
NOBLE ENERGY INC COM	89.	89.
NORDSTROM INCORPORATED	210.	210.
NORTHWEST BANCSHARES INC MD COM	244.	244.
NOVARTIS AG ADR	549.	549.
NOVO-NORDISK A S ADR	3,932.	3,932.
NV ENERGY INC COM	237.	237.
OCCIDENTAL PETROLEUM CORPORATION	2,867.	2,867.
OCEANEERING INTL INC COM	56.	56.
OMNICARE INCORPORATED	109.	109.
OMNICOM GROUP	218.	218.
ORACLE SYS CORP	920.	920.
OWENS & MINOR INC NEW COM	154.	154.
PG&E CORP COM	1,630.	1,630.
PIMCO HIGH YIELD FUND	37,780.	37,780.
PNC BK CORP	1,309.	1,309.
PPG INDUSTRIES INC	70.	70.
PPL CORPORATION	1,161.	1,161.
PACCAR INC COM	898.	898.
PALL CORPORATION	19.	19.
PARKER HANNIFIN CORPORATION	125.	125.
PEABODY ENERGY CORP COM	187.	187.
PEARSON PLC SPONSORED ADR	90.	90.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PEBBLEBROOK HOTEL TR COM	50.	50.
PEPSICO INCORPORATED	336.	336.
PERRIGO CO	3.	3.
PETSMART INCORPORATED	35.	35.
PFIZER INC	4,443.	4,443.
PHILIP MORRIS INTL INC COM	1,017.	1,017.
PHILLIPS 66 COM	674.	674.
PIER I INC 00	34.	34.
PIMCO COMMODITY REALRETURN STRATEGY FUND	28,421.	28,421.
PIMCO EMERGING MKT CURRENCY FUND INSTL	4,540.	4,540.
PIONEER NATURAL RESOURCES CO	2.	2.
POLARIS INDUSTRIES INCORPORATED	132.	132.
POLYONE CORP	57.	57.
PORTLAND GEN ELEC CO COM NEW	334.	334.
POTASH CORP SASK INC	110.	110.
PRECISION CASTPARTS CORPORATION	147.	147.
PROASSURANCE CORP COM	157.	157.
PROSPERITY BANCSHARES INC COM	204.	204.
PROTECTIVE LIFE CORP	177.	177.
PRUDENTIAL FINL INC COM	1,206.	1,206.
PUBLIC SERVICE ENTERPRISE GROUP INC	227.	227.
PUBLICIS S A NEW NEW SPONSORED ADR COM	214.	214.
QUALCOMM INC	2,985.	2,985.
QUEST DIAGNOSTICS INC	43.	43.
QUESTCOR PHARMACEUTICALS INC	38.	38.
RPM INCORPORATED OHIO	427.	427.
RALPH LAUREN CORP CL A COM	15.	15.
RAYMOND JAMES FINANCIAL INCORPORATED	143.	143.
REED ELSEVIER P L C SPONSORED ADR NEW CO	726.	726.
REGAL BELOIT CORP	67.	67.
REGION FINL CORP NEW	161.	161.
REINSURANCE GROUP AMER INC COM	78.	78.
RELIANCE STL & ALUM CO	11.	11.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
REYNOLDS AMERICAN INC COM	1,473.	1,473.
ROBERT HALF INTL INC	220.	220.
ROCHE HLDG LTD SPONSORED ADR	566.	566.
ROCK-TENN CO CL A COM	188.	188.
ROCKWELL INTL CORP	172.	172.
ROCKWOOD HLDGS INC COM	122.	
ROGERS COMMUNICATIONS INC CL B	215.	215.
ROSS STORES INC	20.	20.
ROWE T PRICE INTL FUNDS INC INTL BD FUND	14,498.	14,498.
ROYAL DUTCH SHELL PLC	752.	752.
ROYAL GOLD INC COM	44.	44.
RYMAN HOSPITALITY PPTYS INC REITS	1,089.	992.
S E I INC	146.	146.
SLM CORP COM	198.	198.
SM ENERGY CO COM	17.	17.
SAP AG ADR	423.	423.
SCHLUMBERGER LIMITED	215.	215.
SCHNEIDER ELEC SA ADR	183.	183.
SEMPRA ENERGY	1,944.	1,944.
SHERWIN WILLIAMS COMPANY	90.	90.
SHIRE PHARMACEUTICALS GRP PLC SPONSORED	42.	42.
SILGAN HOLDINGS INC COM	79.	79.
SILVER WHEATON CORP COM	21.	21.
SIRIUS XM RADIO INC COM	90.	44.
SIX FLAGS ENTMT CORP NEW COM	437.	437.
SMITH & NEPHEW PLC SPDN ADR NEW	190.	190.
SMITH A O CORP COM	156.	156.
SOLERA HLDGS INC COM	11.	11.
SOLUTIA INC NEW COM	10.	10.
SOTHEBYS HLDGS INC CL A	46.	46.
STANLEY BLACK & DECKER INC COM	166.	166.
STAPLES INCORPORATED	65.	65.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	136.	136.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
STATE STREET CORP	409.	409.
SUNCOR ENERGY INC NEW COM	215.	215.
SUNTRUST BANKS INCORPORATED	52.	52.
SWEDBANK A B SPONSORED ADR	432.	432.
SYMETRA FINL CORP COM	93.	93.
SYNGENTA AG SPONSORED ADR	404.	404.
TD AMERITRADE HLDG CORP COM	350.	350.
TJX COMPANIES INCORPORATED NEW	567.	567.
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED A	470.	470.
TARGET CORP	839.	839.
TELEFLEX INCORPORATED	236.	236.
TESCO PLC SPONSORED ADR	272.	272.
TEVA PHARMACEUTICAL INDS LTD ADR	520.	520.
THERMO ELECTRON CORP	183.	183.
TIDEWATER INC	25.	25.
TIME WARNER INC NEW COM	817.	817.
TITAN INTL INC ILLINOIS COM	1.	1.
TORCHMARK CORP	66.	66.
TOTAL S A SPONSORED ADR	335.	335.
TOWER GROUP INC COM	319.	319.
TOWERS WATSON & CO CL A COM	182.	182.
TOYOTA MOTOR CORP UNSPONSORED ADR	141.	141.
TRACTOR SUPPLY CO COM	26.	26.
TRANSCANADA CORP COM	596.	596.
TRAVELERS COS INC COM	2,010.	2,010.
TRUSTMARK CORP COM	334.	334.
US BANCORP DEL COM NEW	870.	870.
ULTA SALON COSMETICS & FRAGRANCE INC COM	92.	92.
UMPQUA HLDGS CORP COM	293.	293.
UNILEVER N V-W/I (NET/USD) US9047847093	1,797.	1,797.
UNION PAC CORP COM	1,700.	1,700.
UNITED STATES TREAS INFL IX N/B 04/15/19	4,179.	4,179.
UNITED STATES TREAS NT INFLATION INDEX	-33.	-33.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
UNITED STATES TREAS BD INFLATION INDEX	7,847.	7,847.
UNITED STATES TREAS NTS	9,344.	9,344.
UNITED STATES TREAS NT DTD 03/01/10 0.87	1,148.	1,148.
UNITED STATES TREAS NT DTD 03/15/10 1.37	375.	375.
UNITED STATES TREAS NT DTD 08/01/11 1.50	802.	802.
UNITED STATES TREAS NT DTD 08/15/11 2.12	4,186.	4,186.
UNITED STATES TREAS NT DTD 11/15/11 2.00	6,368.	6,368.
UNITED STATES TREAS NTS DTD 02/15/12 2.0	1,768.	1,768.
UNITED STATES TREAS NT DTD 02/29/12 1.37	1,454.	1,454.
UNITED STATES TREAS NT INFLATION INDEX	1,340.	1,340.
UNITED TECHNOLOGIES CORP	1,481.	1,481.
UNITEDHEALTH GROUP INC	1,307.	1,307.
UNUMPROVIDENT CORP	37.	37.
V F CORPORATION	135.	135.
VALERO ENERGY CORP - NEW	46.	46.
VANGUARD REIT ETF	34,590.	23,804.
VERIZON COMMUNICATIONS	563.	563.
VISA INC CL A COM	1,592.	1,592.
VODAFONE GROUP PLC NEW SP ADR	4,651.	4,651.
VOLKSWAGEN A G SPONSORED ADR REPSTG PREF	218.	218.
VOLVO AKTIEBOLAGET ADR B	185.	185.
WPP PLC ADR COM	451.	451.
WABTEC	3.	3.
WAL-MART STORES INCORPORATED	312.	312.
WASHINGTON FEDERAL INC	159.	159.
WASTE CONNECTIONS INC COM	39.	39.
WATSCO INC COM	303.	303.
WELLS FARGO COMPANY	3,137.	3,137.
WEST PHARMACEUTICAL SVSC INC COM	139.	139.
WESTAR ENERGY INC COM	283.	283.
WESTERN DIGITAL CORP COM	102.	102.
WESTERN UNION CO COM	127.	127.
WHOLE FOODS MKT INC COM	329.	329.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WILLIAMS SONOMA INCORPORATED	137.	137.
WINDSTREAM CORP COM	106.	35.
WOLVERINE WORLD WIDE INC COM	20.	20.
WOODWARD GOVERNOR CO	44.	44.
WORLD FUEL SVCS CORP 00	5.	5.
WORLEYPARSONS LTD UNSPON ADR	473.	473.
WYNN RESORTS LTD COM	380.	122.
XEROX CORPORATION	124.	124.
XYLEM INC COM	7.	7.
YUM BRANDS INC COM	2,685.	2,685.
AMDOCS LTD COM	21.	21.
ARGO GROUP INTL HLDGS LTD COM	20.	20.
ASPEN INSURANCE HOLDINGS LTD COM	176.	176.
ENERGY XXI (BERMUDA) LTD COM	39.	39.
COVIDIEN PLC COM	908.	908.
ENDURANCE SPECIALTY HOLDINGS LTD COM	85.	85.
ENSCO PLC CL A COM	100.	100.
HERBALIFE LTD COMMON STOCK	242.	242.
INGERSOLL-RAND CO LTD COM	18.	
SEAGATE TECH COM	386.	386.
WILLIS GROUP HLDGS PLC COM	79.	79.
ACE LTD COM	1,515.	1,515.
GARMIN LTD COM	66.	66.
TE CONNECTIVITY LTD COM	147.	147.
CORE LABORATORIES N V COM	6.	6.
LYONDELLBASELL INDUSTRIES NV CL A COM	3,180.	2,344.
AVAGO TECHNOLOGIES LTD COM	108.	108.
	-----	-----
	701,561.	688,660.
	=====	=====
TOTAL		

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
UST EXCELSIOR VENTURE PARTNER III LLC		131.
EXCELSIOR PRIVATE MARKETS FUND II (TE) L		2.
	-----	-----
TOTALS	=====	133. =====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY FEES	45,620.	45,620.
TOTALS	45,620.	45,620.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	4,328.	4,328.
EXCISE TAX - PRIOR YEAR	66,000.	
EXCISE TAX ESTIMATES	10,500.	
FOREIGN TAXES ON QUALIFIED FOR	4,090.	4,090.
FOREIGN TAXES ON NONQUALIFIED	2,741.	2,741.
	-----	-----
TOTALS	87,659.	11,159.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	750.		750.
OTHER INVESTMENT FEE	79.	79.	
INVTMT EXP - INTEREST INCOME	40.	40.	
PARTNERSHIP EXPENSES		14,750.	
TOTALS	869.	14,869.	750.
	=====	=====	=====

UW ESTELLE A MANNING RESIDUARY

13-6073778

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHED ASSET STATEMENT

27,016,624.

29,583,341.

TOTALS

27,016,624.

29,583,341.

=====

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

DESCRIPTION

AMOUNT

ADJ CARRYING VALUE

23,737.

SALES ADJUSTMENT

3,745.

ADJUST PARTNERSHIP BASIS

3,020.

TOTAL

30,502.

=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-3,020.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-3,020.00

=====

=====

RECIPIENT NAME:

SAINT BARNABAS HOSPITAL

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 192,349.

RECIPIENT NAME:

SLOAN-KETTERING CANCER
CENTER

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 320,582.

RECIPIENT NAME:

NY PRESBYTERIAN

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 64,116.

RECIPIENT NAME:

SOCIETY OF THE NEW YORK
HOSPITAL

ADDRESS:

525 E 68TH ST # 123
NEW YORK, NY 10065-4870

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 64,116.

=====

RECIPIENT NAME:

VOLUNTEERS OF AMERICA

ATTN RACHEL WEINSTEIN

ADDRESS:

340 W 85TH ST

NEW YORK, NY 10024-6265

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 64,116.

RECIPIENT NAME:

CHILDRENS AID SOCIETY

ATTN: TC CHANG

ADDRESS:

105 E 22ND ST

NEW YORK, NY 10010-5413

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 64,116.

RECIPIENT NAME:

NEW YORK UNIVERSITY

ATTN MS ELISA COHEN

ADDRESS:

OFFICE OF THE TREASURER

NEW YORK, NY 10003-9502

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 128,233.

RECIPIENT NAME:
SALVATION ARMY
ATTN MR RICHARD D ALLEN
ADDRESS:
440 W NYACK RD
WEST NYACK, NY 10994-1753
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 64,116.

RECIPIENT NAME:
SEAMENS CHURCH INSTITUTE OF N Y
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 64,116.

RECIPIENT NAME:
AMERICAN LUNG ASSOCIATION
700 VETERANS HWY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 128,233.

=====

RECIPIENT NAME:

THE SEEING EYE INC

C/O ROBERT PUDLAK

ADDRESS:

PO BOX 375

MORRISTOWN, NJ 07963-0375

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 128,233.

TOTAL GRANTS PAID:

1,282,326.

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UW ESTELLE A MANNING RESIDUARY

13-6073778

Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	973798 780	973,798 78	973,798 78
000375204	ABB LTD	578.000	10,327.89	12,016 62
001055102	AFLAC INC	764.000	39,514.08	40,583.68
001084102	AGCO CORP	104 000	4,603 41	5,108.48
00130H105	AES CORP	236 000	2,524 80	2,525.20
00206R102	AT&T INC	1136 000	33,038 73	38,294.56
00438V103	ACCRETIVE HEALTH INC	310.000	3,541.85	3,589 80
00484M106	ACORDA THERAPEUTICS INC	105.000	2,622.90	2,610 30
00508X203	ACTUANT CORP	232.000	4,630 24	6,475 12
00687A107	ADIDAS AG	401 000	12,807 94	17,797 98
007865108	AEROPOSTALE	437 000	5,986 42	5,685 37
008252108	AFFILIATED MANAGERS GROUP	83 000	7,637 17	10,802 45
00846U101	AGILENT TECHNOLOGIES INC	54 000	1,750 55	2,210.76
011659109	ALASKA AIR GROUP INC	126 000	4,980.32	5,429 34
012653101	ALBEMARLE CORP	85 000	5,479 02	5,280 20
015351109	ALEXION PHARMACEUTICALS INC	2091 000	155,031.22	196,010 34
016255101	ALIGN TECHNOLOGY INC	276.000	6,158.71	7,659 00
017175100	ALLEGHANY CORP DEL	22.000	6,328.57	7,379 24
018490102	ALLERGAN INC	1737 000	148,308.75	159,335 01
018581108	ALLIANCE DATA SYS CORP	83.000	10,470 40	12,015 08
018802108	ALLIANT CORP	115.000	4,478 32	5,049 65
01882B205	ALLIANZ GLOBAL INVS FIXED	122949.000	1,511,541 76	1,659,811.50
01882B304	ALLIANZ GLOBAL INVS MANAGED	147848.000	1,541,928 31	1,658,854 56
021441100	ALTERA CORP	166.000	6,314 82	5,708 74
02263T104	AMADEUS IT HLDG SA	445.000	7,683 21	11,176 17
023135106	AMAZON COM INC	987.000	216,161 95	247,608 69
023608102	AMEREN CORP	132.000	4,034 79	4,055.04
02364W105	AMERICA MOVIL S A B DE C V	590.000	13,633 27	13,652.60
024061103	AMERICAN AXLE & MFG HLDGS INC	279.000	2,902 55	3,124 80
025537101	AMERICAN ELEC PWR INC	1567.000	60,347.88	66,879.56
025816109	AMERICAN EXPRESS CO	956.000	45,310.68	54,950 88
03073E105	AMERISOURCEBERGEN CORP	476.000	18,555.12	20,553.68
03076C106	AMERIPRISE FINL INC	609.000	33,353.10	38,141.67
031100100	AMETEK INC NEW	268.000	6,240.38	10,068 76

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
032095101	AMPHENOL CORP NEW	103.000	6,304 81	6,664.10
032511107	ANADARKO PETE CORP	535.000	40,135 68	39,755.85
032654105	ANALOG DEVICES INC	146.000	5,023 92	6,140.76
035623107	ANN INC	145.000	3,767 07	4,906.80
03662Q105	ANSYS INC	122.000	8,680 39	8,215.48
037833100	APPLE INC	196.000	80,211 61	104,305 89
03822W406	APPLIED MICRO CIRCUITS CORP	299.000	1,829 07	2,517.58
038336103	APTARGROUP INC	195 000	9,040 20	9,305.40
03834A103	APPROACH RES INC	72.000	2,312 44	1,800.72
042735100	ARROW ELECTRS INC	163 000	5,345 57	6,207.04
043176106	ARUBA NETWORKS INC	121 000	2,280.86	2,509 54
044209104	ASHLAND INC	54 000	2,502.48	4,342 14
045327103	ASPEN TECHNOLOGY INC	102 000	2,633 09	2,819 28
04685W103	ATHENAHEALTH INC	45.000	3,424.51	3,298 05
052769106	AUTODESK INC	182.000	5,867 21	6,433.70
053332102	AUTOZONE INC	19.000	6,441 01	6,734.17
053774105	AVIS BUDGET GROUP INC	221.000	2,972 03	4,380 22
053807103	AVNET INC	156 000	4,333 09	4,775 16
054937107	BB&T CORP	181.000	5,024 48	5,268 91
05508R106	B & G FOODS INC	181 000	5,176.39	5,124 11
055434203	BG GROUP PLC	898 000	17,736 55	14,779 28
056752108	BAIDU INC	2507.000	303,842 74	251,427.03
058498106	BALL CORP	62 000	1,982 14	2,774 50
059460303	BANCO BRADESCO S A	1092 000	17,028 01	18,968 04
06652K103	BANKUNITED INC	227 000	4,759 47	5,547 88
067383109	BARD C R INC	44.000	3,742.08	4,300.56
067806109	BARNES GROUP INC	528.000	10,714.99	11,858.88
073685109	BEACON ROOFING SUPPLY INC	146.000	4,399.33	4,858.88
073730103	BEAM INC	132.000	7,759 16	8,063.88
075896100	BED BATH & BEYOND INC	215 000	13,010 56	12,020 65
085789105	BERRY PETE CO	118 000	4,625 77	3,958.90
088606108	BHP BILLITON LTD	173.000	11,987.17	13,566 66
09062X103	BIOGEN IDEC INC	1461.000	145,631.87	213,846.57
097023105	BOEING CO	603.000	39,056.98	45,442.08

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
099724106	BORG WARNER INC	94.000	5,955.40	6,732.28
105105100	BRAMBLES LTD	1095.000	14,317.43	17,075.43
110448107	BRITISH AMERN TOB PLC	169.000	15,048.26	17,111.25
111013108	BRITISH SKY BROADCASTING GROUP	206.000	9,137.89	10,273.22
11133B409	BROADSOFT INC	94.000	3,076.80	3,415.02
112463104	BROOKDALE SENIOR LIVING INC	241.000	3,192.65	6,102.12
116794108	BRUKER CORP	271.000	3,408.19	4,129.47
117043109	BRUNSWICK CORP	461.000	8,614.25	13,410.49
120738406	BUNZL PLC	177.000	11,096.13	14,515.06
124857202	CBS CORP	327.000	7,136.22	12,442.35
125269100	CF INDS HLDGS INC	57.000	8,133.35	11,580.12
12541W209	C H ROBINSON WORLDWIDE INC	101.000	6,104.10	6,385.22
125509109	CIGNA CORP	122.000	5,459.48	6,522.12
12561W105	CLECO CORP NEW	176.000	6,057.92	7,041.76
126132109	CNOOC LTD	89.000	15,007.18	19,580.00
126408103	CSX CORP	311.000	6,875.35	6,136.03
126650100	CVS CAREMARK CORP	2119.000	77,633.00	102,453.65
12673P105	CA INC	118.000	3,029.99	2,593.64
126804301	CABELAS INC	35.000	1,567.82	1,461.25
127055101	CABOT CORP	109.000	4,001.42	4,337.11
127097103	CABOT OIL & GAS CORP	172.000	5,599.80	8,555.28
127387108	CADENCE DESIGN SYSTEM INC	536.000	5,154.75	7,241.36
129603106	CALGON CARBON CORP	535.000	8,057.29	7,586.30
13342B105	CAMERON INTL CORP	225.000	10,967.01	12,703.50
136375102	CANADIAN NATIONAL RAILWAY	116.000	7,864.26	10,557.16
138006309	CANON INC	95.000	4,371.90	3,724.95
139098107	CAP GEMINI S A	387.000	6,779.49	8,382.81
14040H105	CAPITAL ONE FINL CORP	1021.000	59,489.24	59,146.53
14170T101	CAREFUSION CORP	325.000	7,997.87	9,288.50
148887102	CATAMARAN CORP	188.000	8,907.84	8,854.80
14964U108	CAVIUM INC	108.000	3,034.22	3,370.68
150870103	CELANESE CORP DEL	66.000	2,504.54	2,938.98
151020104	CELGENE CORP	3201.000	206,505.98	251,182.47
15135B101	CENTENE CORP	71.000	3,041.94	2,911.00

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
15135U109	CENOVUS ENERGY INC	147 000	4,652 55	4,930 38
15639K300	CENTRICA PLC	532 000	9,943 08	11,539 61
156700106	CENTURYLINK INC	900.000	34,138.31	35,208 00
15670R107	CEPHEID	130.000	4,750.29	4,401 80
156782104	CERNER CORP	79 000	5,644 50	6,123.29
16117M305	CHARTER COMMUNICATIONS INC DEL	84 000	5,900 14	6,404 16
163072101	CHEESECAKE FACTORY INC	117 000	3,127 41	3,827 07
16359R103	CHEMED CORP	69.000	4,327 37	4,732 71
163893209	CHEMTURA CORP	223 000	4,468.16	4,740 98
166744201	CHEUNG KONG HLDGS LTD	925 000	10,397.00	14,201.53
166764100	CHEVRON CORP	1196 000	123,483.28	129,335.44
168905107	CHILDRENS PL RETAIL STORES INC	229 000	10,947 45	10,142.41
16941M109	CHINA MOBILE LTD	149 000	7,294 29	8,749 28
169656105	CHIPOTLE MEXICAN GRILL INC	18.000	5,746 62	5,354 28
171778202	CIELO S A	260.000	5,087 33	7,236 84
171779309	CIENA CORP	212 000	2,536 31	3,328 40
172967424	CITIGROUP INC	2759 000	89,876 28	109,146 04
177376100	CITRIX SYS INC	158.000	10,223 53	10,367 96
184496107	CLEAN HBRS INC	191 000	10,466.44	10,506 91
18683K101	CLIFFS NAT RES INC	111.000	4,846.19	4,281 27
191085208	COCA COLA AMATIL LTD	443 000	10,583.27	12,372 10
19122T109	COCA-COLA ENTERPRISES INC	200 000	5,156.95	6,346 00
1912EP104	COCA COLA HELLENIC BOTTLING CO	306 000	5,783.40	7,212 42
19239V302	COGENT COMMUNICATIONS GROUP	170 000	3,590.00	3,848 80
192422103	COGNEX CORP	161 000	5,472.33	5,923 21
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	2392 000	159,790.85	176,726 46
19247A100	COHEN & STEERS INC	121 000	3,304.69	3,686.87
197199813	COLUMBIA ACORN INTERNATIONAL	11946 001	404,611 05	487,874.68
20030N101	COMCAST CORP	1728 000	45,509 44	64,558.08
200340107	COMERICA INC	188 000	4,643 46	5,703.92
204166102	COMMVAULT SYS INC	97.000	4,737 79	6,757.25
20449X203	COMPASS GROUP PLC	1991.000	16,346 11	23,463.94
20605P101	CONCHO RES INC	155.000	12,340 01	12,486.80
206708109	CONCUR TECHNOLOGIES INC	41 000	2,675 80	2,768.32

UW ESTELLE A MANNING RESIDUARY

13-6073778

Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
20825C104	CONOCOPHILLIPS	1809 000	96,987 19	104,903 91
21036P108	CONSTELLATION BRANDS INC	177.000	5,203 24	6,264 03
212015101	CONTINENTAL RES INC	84.000	4,721 76	6,173 16
21925Y103	CORNERSTONE ONDEMAND INC	192.000	3,478 54	5,669.76
22160N109	COSTAR GROUP INC	62.000	3,287 24	5,540.94
224399105	CRANE CO	165.000	6,224 20	7,636 20
228227104	CROWN CASTLE INTL CORP	227.000	10,905 89	16,380 32
228368106	CROWN HLDGS INC	370 000	12,344 46	13,619.70
229678107	CUBIST PHARMACEUTICALS INC	60 000	2,291 69	2,523.00
231021106	CUMMINS INC	79.000	7,118 48	8,559.65
231561101	CURTISS WRIGHT CORP	170.000	5,017 53	5,581.10
232806109	CYPRESS SEMICONDUCTOR CORP	241.000	2,881 20	2,612.44
232820100	CYTEC INDS INC	137 000	5,529 75	9,429 71
23334L102	DSW INC	66.000	3,195.15	4,335 54
235825205	DANA HLDG CORP	798.000	9,669 30	12,456 78
237266101	DARLING INTL INC	293 000	4,080 00	4,699 72
23918K108	DAVITA HEALTHCARE PARTNERS INC	26.000	1,829 88	2,873 78
242309102	DEALERTRACK TECHNOLOGIES INC	210.000	6,091 34	6,031 20
244199105	DEERE & CO	392 000	30,362 32	33,876 64
247916208	DENBURY RES INC	363 000	4,875 13	5,880.60
24872B100	DENSO CORP	598 000	10,076.30	10,280.82
251542106	DEUTSCHE BOERSE	1251 000	6,911.19	7,621.09
251566105	DEUTSCHE TELEKOM AG	2045 000	22,031.81	23,173.94
253393102	DICKS SPORTING GOODS INC	152.000	7,492.81	6,914.48
254687106	DISNEY WALT CO	1938.000	65,274 77	96,493.02
254709108	DISCOVER FINL SVCS	221.000	5,444 27	8,519.55
25470F104	DISCOVERY COMMUNICATIONS INC	167.000	6,919.29	10,601.16
25470M109	DISH NETWORK CORP	239 000	6,792.29	8,699.60
256746108	DOLLAR TREE INC	276 000	12,986.25	11,194.56
25754A201	DOMINOS PIZZA INC	128 000	4,067.14	5,574.40
260003108	DOVER CORP	100 000	5,929.75	6,571 00
26138E109	DR PEPPER SNAPPLE INC	62.000	2,317.76	2,739 16
262037104	DRIL-QUIP INC	60.000	3,713.62	4,383 00
268648102	EMC CORP	8880.000	203,504.53	224,664 00

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Cusip	Asset	Units	Basis	Market Value
26875P101	EOG RES INC	2160.000	185,043.85	260,906.40
26884L109	EQT CORP	91.000	4,220.39	5,367.18
27579R104	EAST WEST BANCORP INC	390.000	6,304.24	8,381.10
277432100	EASTMAN CHEM CO	63.000	3,004.42	4,287.15
281020107	EDISON INTL	634.000	28,280.99	28,650.46
28176E108	EDWARDS LIFESCIENCES CORP	2160.000	208,162.48	194,767.20
284131208	ELAN PLC	365.000	4,177.13	3,726.65
285512109	ELECTRONIC ARTS INC	188.000	4,045.76	2,729.76
29084Q100	EMCOR GROUP INC	298.000	6,592.56	10,313.78
29266S106	ENDOLOGIX INC	259.000	3,667.65	3,688.16
29355X107	ENPRO INDS INC	155.000	5,631.66	6,339.50
294429105	EQUIFAX INC	91.000	2,913.05	4,924.92
29444U502	EQUINIX INC	30.000	4,776.21	6,186.00
294821608	ERICSSON	915.000	9,122.18	9,241.50
297425100	ESTERLINE TECHNOLOGIES CORP	90.000	4,814.10	5,724.90
297602104	ETHAN ALLEN INTERIORS INC	101.000	1,448.34	2,596.71
30064K105	EXACTTARGET INC	260.000	6,399.16	5,200.00
3007229Y3	EXCELSIOR MULTI-STRATEGY HEDGE	2585.238	2,303,064.91	2,383,245.60
300862109	UST EXCELSIOR VENTURE PARTNER	987.356	124,201.69	169,899.69
30219G108	EXPRESS SCRIPTS HLDG CO	76.000	2,988.13	4,104.00
30231G102	EXXON MOBIL CORP	1470.000	117,676.54	127,228.50
30249U101	FMC TECHNOLOGIES INC	4128.000	168,658.95	176,802.24
302941109	FTI CONSULTING INC	264.000	10,115.74	8,712.00
30303M102	FACEBOOK INC	6280.000	142,387.88	167,171.72
307000109	FAMILY DLR STORES INC	91.000	5,837.45	5,770.31
307305102	FANUC CORP	394.000	9,619.20	12,090.68
311900104	FASTENAL CO	748.000	34,167.55	34,894.20
312943GW7	FEDERAL HOME LN MTG CORP	199275.657	213,878.82	212,924.05
312945DN5	FEDERAL HOME LN MTG CORP	178142.505	186,729.53	189,582.82
3138A2BE8	FEDERAL NATL MTG ASSN	172452.612	177,504.91	184,006.94
3138A46Y6	FEDERAL NATL MTG ASSN	8590.183	9,238.44	9,217.78
3138A5BP6	FEDERAL NATL MTG ASSN	266952.303	282,927.71	286,455.84
3138AFC24	FEDERAL NATL MTG ASSN	350754.930	370,046.46	380,769.03
3138M2A30	FEDERAL NATL MTG ASSN	369172.238	394,956.61	394,711.57

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3138MBMB9	FEDERAL NATL MTG ASSN	221854 374	233,605 72	232,698 62
31412TLL5	FEDERAL NATL MTG ASSN	91908.546	98,701 17	99,559 93
31416CCH7	FEDERAL NATL MTG ASSN	5075 469	5,445 03	5,484 40
31418AD96	FEDERAL NATL MTG ASSN	2616 252	2,695.15	2,797 24
31418AF45	FEDERAL NATL MTG ASSN	10190 219	10,808.01	10,895 18
315616102	F5 NETWORKS INC	155 000	17,546.27	15,058 25
316645100	FIFTH & PAC COS INC	405 000	4,495.44	5,042.25
316773100	FIFTH THIRD BANCORP	2680 000	28,282.01	40,736.00
31787A507	FINISAR CORP	284.000	4,918 09	4,626.36
317923100	FINISH LINE INC	271 000	5,762.14	5,130.03
320867104	FIRST MIDWEST BANCORP DEL	539 000	6,845 17	6,748.28
33616C100	FIRST REP BK SAN FRANCISCO	185 000	6,237 00	6,064.30
33829M101	FIVE BELOW INC	153 000	4,685.77	4,902.12
343412102	FLUOR CORP	155 000	8,534.17	9,104.70
34354P105	FLOWSERVE CORP	74 000	7,290.26	10,863.20
344419106	FOMENTO ECONOMICO MEXICANO SA	96.000	6,433.92	9,667.20
344849104	FOOT LOCKER INC	168.000	4,947.92	5,396.16
34959E109	FORTINET INC	400.000	8,373.78	8,408 00
34964C106	FORTUNE BRANDS HOME & SEC INC	182 000	5,325 57	5,318.04
354613101	FRANKLIN RES INC	1227 000	122,516.80	154,233 90
35671D857	FREEPORT-MCMORAN COPPER &	1539 000	52,620 85	52,633 80
358029106	FRESENIUS MED CARE AG	280 000	9,702.00	9,604 00
35804H106	FRESH MKT INC	80.000	3,496 66	3,847.20
359694106	FULLER H B CO	174.000	5,250 61	6,058.68
36112J107	FUSION-IO INC	148.000	3,470.59	3,393.64
36191G107	GNC HLDGS INC	191.000	6,539.33	6,356.48
36318L104	GALAXY ENTMT GROUP LTD	219.000	6,709.54	8,575.38
364760108	GAP INC DEL	229 000	8,210 51	7,108.16
368287207	GAZPROM O A O	785 000	7,865.70	7,385.28
369300108	GENERAL CABLE CORP DEL NEW	284.000	7,385.18	8,636.44
369604103	GENERAL ELEC CO	5348.000	87,485.77	112,254.52
371559105	GENESEE & WYO INC	79.000	3,877 68	6,010.32
375558103	GILEAD SCIENCES INC	2906.000	181,249 54	213,445.70
37954N206	GLOBE SPECIALTY METALS INC	100.000	1,677.05	1,375.00

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38141G104	GOLDMAN SACHS GROUP INC	412.000	59,700.08	52,554.72
38259P508	GOOGLE INC	356.000	196,853.96	251,827.28
384802104	GRAINGER W W INC	39.000	7,480.01	7,892.43
388689101	GRAPHIC PACKAGING HLDG CO	877.000	4,724.46	5,665.42
391164100	GREAT PLAINS ENERGY INC	132.000	2,682.73	2,680.92
39679B103	GREENWAY MEDICAL TECHNOLOGIES	182.000	2,958.23	2,795.52
39945C109	GROUPE CGI INC	458.000	8,881.73	10,593.54
40049J206	GRUPO TELEVISA SA DE CV	752.000	14,848.19	19,988.16
40425J101	HMS HLDGS CORP	425.000	11,280.54	11,016.00
405217100	HAIR CELESTIAL GROUP INC	99.000	3,190.22	5,367.78
410345102	HANESBRANDS INC	246.000	6,276.36	8,811.72
411511306	HARBOR INTERNATIONAL FUND	15533.491	766,111.77	964,940.46
413875105	HARRIS CORP DEL	123.000	4,735.47	6,022.08
421924309	HEALTHSOUTH CORP	205.000	3,108.93	4,327.55
422704106	HECLA MNG CO	347.000	2,258.01	2,023.01
423074103	HEINZ H J CO	91.000	4,706.30	5,248.88
427866108	HERSHEY CO	106.000	7,586.18	7,655.32
436440101	HOLOGIC INC	234.000	3,736.66	4,682.36
438516106	HONEYWELL INTL INC	715.000	40,899.34	45,381.05
440543106	HORNBECK OFFSHORE SVCS INC	319.000	10,446.54	10,954.46
443320106	HUB GROUP INC	155.000	4,521.68	5,208.00
443510201	HUBBELL INC	35.000	2,637.08	2,962.05
444859102	HUMANA INC	39.000	2,683.59	2,676.57
445658107	HUNT J B TRANS SVCS INC	46.000	1,757.33	2,746.66
446150104	HUNTINGTON BANCSHARES INC	703.000	3,623.36	4,492.17
446413106	HUNTINGTON INGALLS INDS INC	113.000	4,824.18	4,897.42
448415208	HUTCHISON WHAMPOA LTD	536.000	8,254.40	11,189.00
44919P508	IAC / INTERACTIVECORP	118.000	5,631.29	5,574.56
45103T107	ICON PUB LTD CO	122.000	2,254.42	3,386.72
451055107	ICONIX BRAND GROUP INC	388.000	6,756.74	8,660.16
45166R204	IDENIX PHARMACEUTICALS INC COM	440.000	3,964.64	2,134.00
451734107	IHS INC	69.000	5,727.05	6,624.00
452327109	ILLUMINA INC	153.000	7,182.90	8,505.27
453142101	IMPERIAL TOBACCO GROUP PLC	289.000	19,990.55	22,295.19

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455807107	INDUSTRIAL & COML BK CHINA	1109 000	11,478 15	15,738.93
45774N108	INNOPHOS HLDGS INC	143 000	6,665.89	6,649.50
45784P101	INSULET CORP	228.000	3,695.20	4,838.16
45865V100	INTERCONTINENTAL EXCHANGE INC	40.000	5,190 38	4,952.40
459200101	INTERNATIONAL BUSINESS MACHS	351 000	62,820.74	67,234.05
460146103	INTERNATIONAL PAPER CO	266 000	8,529 02	10,597.44
46113M108	INTERVAL LEISURE GROUP INC	162.000	2,165 13	3,141 18
461202103	INTUIT	150.000	8,012 60	8,921 31
464287234	ISHARES MSCI EMERGING MKTS INDEX	26080.000	1,078,955 68	1,156,648 00
465685105	ITC HLDGS CORP	109.000	8,175 61	8,383 19
465741106	ITRON INC	175.000	7,011 69	7,796 25
466032109	J & J SNACK FOODS CORP	93.000	4,556 70	5,941 13
46625H100	J P MORGAN CHASE & CO	3054.000	96,097.12	134,281.63
478160104	JOHNSON & JOHNSON	1234.000	78,750.98	86,503 40
48020Q107	JONES LANG LASALLE INC	61.000	3,886 07	5,120 34
481165108	JOY GLOBAL INC	111.000	6,213.46	7,079 58
48137C108	JULIUS BAER GROUP LTD	1553 000	10,917.59	10,970 39
48242W106	KBR INC	202 000	7,474 17	6,043 84
482480100	KLA-TENCOR CORP	236 000	10,687.98	11,271 36
485170302	KANSAS CITY SOUTHERN	103 000	5,771 04	8,598 44
487836108	KELLOGG CO	69.000	3,467.78	3,853 65
489170100	KENNAMETAL INC	102 000	3,464.89	4,080 00
492051305	KEPPEL CORP LTD	795 000	9,850 05	14,318 75
493267108	KEYCORP NEW	3758 000	22,238 60	31,642 36
495724403	KINGFISHER PLC	1282 000	9,884 22	11,840 55
50015Q100	KODIAK OIL & GAS CORP	243 000	1,382 67	2,150.55
500255104	KOHL'S CORP	63.000	3,062.64	2,707.74
500458401	KOMATSU LTD	386.000	8,507.44	9,749.97
50076Q106	KRAFT FOODS GROUP INC	555.000	20,905.93	25,235.85
501889208	LKQ CORP	289 000	5,815.55	6,097.90
502117203	L OREAL CO	329 000	6,553.68	9,100.14
502161102	LSI CORP	593 000	4,199.73	4,192.51
50540R409	LABORATORY CORP AMER HLDGS	48 000	4,251.38	4,157.76
513847103	LANCASTER COLONY CORP	130 000	7,855.30	8,994.70

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517834107	LAS VEGAS SANDS CORP	5602 000	248,134 15	258,588 32
518439104	LAUDER ESTEE COS INC	2872 000	137,439.94	171,917 92
521865204	LEAR CORP	183 000	7,847 64	8,571.72
53217R207	LIFE TIME FITNESS INC	105 000	4,204 52	5,167.05
532716107	LIMITED BRANDS INC	186 000	9,260 21	8,753.16
535555106	LINDSAY MANUFACTURING COMPANY	78 000	5,568 67	6,249.36
53578A108	LINKEDIN CORP	2204.000	244,234.43	253,063 28
535919203	LIONS GATE ENTMT CORP	225.000	3,242.68	3,690 00
540424108	LOEWS CORP	104.000	3,700.90	4,238 00
544147101	LORILLARD INC	48.000	5,775 17	5,600 16
548661107	LOWES COS INC	859.000	23,918 34	30,511 68
550021109	LULULEMON ATHLETICA INC	2524 000	136,413 19	192,404 52
55261F104	M & T BK CORP	34 000	2,443.90	3,347 98
55264U108	MB FINL INC	381 000	5,743 50	7,524 75
55616P104	MACYS INC	1636 000	55,348 72	63,836 72
559079207	MAGELLAN HEALTH SVCS INC	185 000	8,848 68	9,065 00
56418H100	MANPOWER INC	123 000	4,245 86	5,220 12
57164Y107	MARRIOTT VACATIONS WORLDWIDE	146 000	4,260 57	6,083 82
571748102	MARSH & MCLENNAN COS INC	434 000	12,762 75	14,959 98
574599106	MASCO CORP	227 000	2,850 10	3,781 82
576323109	MASTEC INC	372 000	6,728.65	9,273.96
577933104	MAXIMUS INC	204.000	7,058.70	12,896.88
580645109	MCGRAW HILL COS INC	79.000	3,417 20	4,318.93
58155Q103	MCKESSON CORP	79.000	5,951 86	7,659.84
582839106	MEAD JOHNSON NUTRITION CO	111 000	8,542 74	7,313.79
58501N101	MEDIVATION INC	39 000	1,725.11	1,995.24
58933Y105	MERCK & CO INC	2840 000	101,645 94	116,269.60
594918104	MICROSOFT CORP	1919 000	49,529.39	51,255.91
595017104	MICROCHIP TECHNOLOGY INC	177 000	6,124.72	5,768.43
595137100	MICROSEMI CORP	340 000	6,304 64	7,153.60
603158106	MINERALS TECHNOLOGIES INC	112 000	3,297.93	4,471.04
60855R100	MOLINA HEALTHCARE INC	93.000	2,591.20	2,516.58
609207105	MONDELEZ INTL INC	1667.000	38,725.70	42,430.48
615369105	MOODYS CORP	307.000	9,719.19	15,448.24

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63607P208	NATIONAL FINL PARTNERS CORP	369 000	5,401 02	6,324.66
636274300	NATIONAL GRID PLC	1025 000	50,161.27	58,876.00
637071101	NATIONAL OILWELL VARCO INC	920 000	63,862.61	62,882 00
637138108	NATIONAL PENN BANCSHARES INC	634.000	4,357 04	5,908.88
63861C109	NATIONSTAR MTG HLDGS INC	44.000	1,329 65	1,363 12
641069406	NESTLE S A	774.000	43,081 35	50,396 69
64111Q104	NETGEAR INC	318.000	8,509 47	12,538 74
651229106	NEWELL RUBBERMAID INC	227 000	4,531 26	5,055.29
65339F101	NEXTERA ENERGY INC	888.000	57,711 19	61,440.72
655044105	NOBLE ENERGY INC	98.000	7,358 14	9,970.52
655664100	NORDSTROM INC	171.000	8,382 99	9,148 50
665531109	NORTHERN OIL & GAS INC NEV	224 000	4,414 26	3,767 68
667340103	NORTHWEST BANCSHARES INC MD	276.000	3,303 72	3,350.64
66987V109	NOVARTIS A G	170 000	9,667 90	10,761.00
670100205	NOVO-NORDISK A S	1122.000	112,656.39	183,121.62
67066G104	NVIDIA CORP	255.000	3,072.47	3,126 30
67072V103	NXSTAGE MED INC	233.000	4,611.23	2,621 25
67073Y106	NV ENERGY INC	370.000	5,413.36	6,711 80
67103H107	O REILLY AUTOMOTIVE INC	76.000	5,997.45	6,795.92
674599105	OCCIDENTAL PETE CORP DEL	1358.000	108,737.52	104,036.38
675232102	OCEANEERING INTL INC	103.000	4,904.04	5,540.37
678026105	OIL STS INTL INC	120 000	6,500 86	8,584 80
679580100	OLD DOMINION FGHT LINE INC	280.000	5,494 93	9,598 40
681904108	OMNICARE INC	280 000	7,871 24	10,108 00
681919106	OMNICOM GROUP INC	150 000	5,837 10	7,494 00
682128103	OMNIVISION TECHNOLOGIES INC	477 000	7,370 78	6,716.16
682159108	ON ASSIGNMENT INC	200 000	4,003 77	4,056 00
682189105	ON SEMICONDUCTOR CORP	419.000	2,825 61	2,953.95
683399109	ONYX PHARMACEUTICALS INC	141 000	5,768 57	10,649.73
68372A104	OPENTABLE INC	93 000	3,947 14	4,538.40
68389X105	ORACLE CORP	1683 000	49,750.08	56,077.56
68401H104	OPTIMER PHARMACEUTICALS INC	163.000	2,143.90	1,475.15
690768403	OWENS ILL INC	152.000	3,197.87	3,233.04
693390841	PIMCO HIGH YIELD FD	88336.933	818,000.00	851,568 03

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693475105	PNC FINL SVCS GROUP INC	906 000	46,466 71	52,828 86
693506107	PPG INDS INC	59.000	6,030 06	7,985.65
693718108	PACCAR INC	537.000	23,322.92	24,277 77
69840W108	PANERA BREAD CO	45 000	5,262 61	7,147 35
699462107	PAREXEL INTL CORP	96 000	1,849 57	2,840.64
701094104	PARKER HANNIFIN CORP	93 000	7,702 53	7,910.58
705015105	PEARSON PLC	372 000	7,011 09	7,268.88
714290103	PERRIGO CO	74 000	7,892 13	7,698 22
716768106	PETSMART INC	110.000	7,654.54	7,517 40
716933106	PHARMACYCLICS INC	68.000	4,059.86	3,929 04
717081103	PFIZER INC	5176 000	92,674 28	129,810.46
718172109	PHILIP MORRIS INTL INC	641 000	54,943 16	53,613 24
718546104	PHILLIPS 66	1292 000	43,048 76	68,605.20
720279108	PIER 1 IMPORTS INC	315.000	5,638 46	6,300 00
722005667	PIMCO COMMODITY REALRETURN	111281 462	844,626 29	738,908 91
72201F409	PIMCO EMERGING MKT CURRENCY	21522 899	220,917 01	227,066.58
731068102	POLARIS INDS INC	50 000	2,680 37	4,207.50
73179P106	POLYONE CORP	335 000	4,641 34	6,840 70
733174700	POPULAR INC	103 000	1,651.51	2,141 37
736508847	PORTLAND GEN ELEC CO	260 000	6,138 60	7,113 60
73755L107	POTASH CORP SASK INC	302 000	12,468.54	12,288 38
740189105	PRECISION CASTPARTS CORP	901 000	150,905.42	170,667 42
741503403	PRICELINE COM INC	294 000	149,730.52	182,394 66
74267C106	PROASSURANCE CORP	48 000	1,844.72	2,025 12
743606105	PROSPERITY BANCSHARES INC	191.000	6,346.62	8,022.00
743674103	PROTECTIVE LIFE CORP	186 000	2,927.64	5,315 88
74463M106	PUBLICIS S A NEW	1002 000	12,001.91	14,943 83
74733T105	QLIK TECHNOLOGIES INC	246.000	5,676.45	5,343 12
747525103	QUALCOMM INC	3309 000	174,726.21	204,693.42
74834L100	QUEST DIAGNOSTICS INC	56.000	2,823.63	3,263 12
74835Y101	QUESTCOR PHARMACEUTICALS INC	123 000	5,085 46	3,286.56
749685103	RPM INTL INC	369.000	6,924.39	10,833 84
750086100	RACKSPACE HOSTING INC	103.000	5,242 23	7,649 81
754730109	RAYMOND JAMES FINL INC	210.000	5,685 59	8,091.30

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Cusip	Asset	Units	Basis	Market Value
75524B104	RBC BEARINGS INC	118 000	4,113 01	5,908 26
756577102	RED HAT INC	242 000	13,813 59	12,816.32
758205207	REED ELSEVIER P L C	555 000	17,766 03	23,332 20
758750103	REGAL BELOIT CORP	77 000	3,812 00	5,426.19
75886F107	REGENERON PHARMACEUTICALS	27 000	3,542 92	4,618 89
7591EP100	REGIONS FINL CORP	8777 000	54,892 59	62,580 01
759351604	REINSURANCE GROUP AMER INC	93 000	4,433.19	4,977 36
770323103	ROBERT HALF INTL INC	367 000	8,649.50	11,677.94
771195104	ROCHE HLDG LTD	414 000	17,687 33	20,805 16
772739207	ROCK-TENN CO	122 000	6,742 74	8,529.02
773903109	ROCKWELL AUTOMATION INC	72 000	4,103 82	6,047 28
774415103	ROCKWOOD HLDGS INC	89.000	3,566 43	4,401 94
775109200	ROGERS COMMUNICATIONS INC	1086.000	44,377 80	49,434 72
777779307	ROSETTA RES INC	286.000	11,356 18	12,961 52
77956H104	ROWE T PRICE INTL FDS INC	60744 853	612,915 57	613,523 02
780259107	ROYAL DUTCH SHELL PLC	220 000	13,902.18	15,595 80
780287108	ROYAL GOLD INC	78 000	5,741.61	6,346.08
781220108	RUCKUS WIRELESS INC	182 000	2,705.11	4,100 46
78377T107	RYMAN HOSPITALITY PPTYS INC	104 985	4,163.86	4,037 72
78388J106	SBA COMMUNICATIONS CORP	101 000	6,003 12	7,168.98
784117103	SEI INVESTMENTS CO	187 000	2,982 19	4,364 58
78442P106	SLM CORP	239.000	3,026 37	4,094.07
78454L100	SM ENERGY CO	146.000	10,020 58	7,622.66
79466L302	SALESFORCE COM INC	1354 000	167,784 71	227,607.40
803054204	SAP AG	341 000	18,365.45	27,409.58
806857108	SCHLUMBERGER LTD	498 000	35,045.35	34,510.70
80687P106	SCHNEIDER ELEC SA	692 000	7,527.37	10,004.94
808513105	SCHWAB CHARLES CORP NEW	248 000	3,294.96	3,561.28
812578102	SEATTLE GENETICS INC	72.000	1,207.26	1,668.24
816851109	SEMPRA ENERGY	860.000	44,062.00	61,008 40
824348106	SHERWIN WILLIAMS CO	104 000	13,316.04	15,997 28
82481R106	SHIRE PLC	92 000	8,625.00	8,480 56
82669G104	SIGNATURE BK NEW YORK N Y	92 000	4,977 72	6,563.28
827048109	SILGAN HOLDINGS INC	114 000	4,134.78	4,735.56

UW ESTELLE A MANNING RESIDUARY

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Cusip	Asset	Units	Basis	Market Value
82706L108	SILICON GRAPHICS INTL CORP	382.000	3,178 18	3,907 86
82735Q102	SILVER BAY RLTY TR CORP	101.000	1,843 40	1,901 83
82967N108	SIRIUS XM RADIO INC	1806.000	4,242 84	5,219 34
83001A102	SIX FLAGS ENTMT CORP NEW	107.000	3,333 31	6,548 40
83088M102	SKYWORKS SOLUTIONS INC	198.000	4,655 87	4,019 40
83175M205	SMITH & NEPHEW PLC	201 000	9,604.44	11,135 40
831865209	SMITH A O	236 000	9,671.96	14,884.52
835898107	SOTHEBYS HLDGS INC	79 000	2,529.40	2,655 98
83616T108	SOURCEFIRE INC	77 000	3,344 28	3,635.94
848577102	SPIRIT AIRLS INC	614 000	11,290.54	10,886 53
854502101	STANLEY BLACK & DECKER INC	86 000	4,671 30	6,361 42
85590A401	STARWOOD HOTELS & RESORTS	131 000	7,497 54	7,514 16
857477103	STATE STR CORP	791 000	33,506 31	37,184 91
858912108	STERICYCLE INC	90.000	7,330.11	8,395 20
860630102	STIFEL FINL CORP	261 000	9,561.21	8,344.17
861642106	STONE ENERGY CORP	347.000	8,355.95	7,120 44
867224107	SUNCOR ENERGY INC	445.000	11,920.46	14,676.10
867914103	SUNTRUST BKS INC	473.000	10,783.41	13,409.55
868157108	SUPERIOR ENERGY SVCS INC	241.000	5,357.70	4,993 52
870195104	SWEDBANK A B	566.000	6,751.78	11,049.45
871503108	SYMANTEC CORP	370.000	6,257.81	6,963.40
87151Q106	SYMETRA FINL CORP	271.000	2,277.85	3,517.58
87159A103	SYNAGEVA BIOPHARMA CORP	46 000	2,476 45	2,129.34
87160A100	SYNGENTA AG	234 000	12,914.37	18,907.20
87236Y108	TD AMERITRADE HLDG CORP	454 000	6,813 86	7,631.74
872540109	TJX COS INC NEW	122 000	4,149 52	5,178 90
87264S106	TRW AUTOMOTIVE HLDGS CORP	84.000	3,286 08	4,503.24
874039100	TAIWAN SEMICONDUCTOR MFG LTD	788 000	9,376 97	13,522.08
87612E106	TARGET CORP	795.000	43,110 42	47,040.15
87817A107	TEAM HEALTH HOLDINGS INC	158.000	4,449 57	4,545 66
879369106	TELEFLEX INC	162.000	8,844.16	11,552 22
88033G407	TENET HEALTHCARE CORP	153.000	3,139.99	4,967.91
88076W103	TERADATA CORP	174.000	10,334.71	10,768.86
881624209	TEVA PHARMACEUTICAL INDS LTD	530.000	19,875.13	19,790.20

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Cusip	Asset	Units	Basis	Market Value
88162G103	TETRA TECH INC NEW	211.000	4,075 10	5,585.17
88224Q107	TEXAS CAP BANCSHARES INC	113.000	5,110 72	5,064.66
88338T104	THERAVANCE INC COM	96.000	1,882 66	2,135.04
883556102	THERMO FISHER SCIENTIFIC CORP	470.000	24,150.19	29,976 60
885175307	THORATEC CORP	77 000	2,512 16	2,889 04
88554D205	3D SYS CORP	92 000	2,855 81	4,908 20
88632Q103	TIBCO SOFTWARE INC	280 000	6,996 91	6,154.40
887317303	TIME WARNER INC	516.000	17,078 31	24,680.28
88830M102	TITAN INTL INC	209.000	4,435 13	4,539 48
889478103	TOLL BROTHERS INC	151.000	4,199 62	4,881 83
891027104	TORCHMARK CORP	194.000	9,330 58	10,023 98
891777104	TOWER GRP INC	434.000	9,105 96	7,720 69
891894107	TOWERS WATSON & CO	208.000	12,484 58	11,691 68
892331307	TOYOTA MOTOR CORP	95.000	6,698 21	8,858 75
89353D107	TRANSCANADA CORP	302.000	12,378 98	14,290 64
89417E109	TRAVELERS COS INC	1139.000	59,564 36	81,802 98
896945201	TRIPADVISOR INC	34.000	875 21	1,425 28
898402102	TRUSTMARK CORP	344 000	6,422 48	7,726 24
902973304	US BANCORP DEL	1226.000	29,117 50	39,158 44
903293405	U S G CORP	169.000	4,163 55	4,743 83
90384S303	ULTA SALON COSMETICS &	137 000	10,598 09	13,461.62
90385D107	ULTIMATE SOFTWARE GROUP INC	61.000	3,328 09	5,759 01
904214103	UMPQUA HLDGS CORP	701 000	6,334 32	8,264 79
904784709	UNILEVER N V	1479.000	47,102 70	56,645 70
907818108	UNION PAC CORP	612.000	52,658 03	76,940 64
910047109	UNITED CONTL HLDGS INC	248 000	5,185 01	5,798 24
911163103	UNITED NAT FOODS INC	80.000	3,060 17	4,287 20
911363109	UNITED RENTALS INC	200 000	5,399.34	9,104 00
912810FR4	UNITED STATES TREAS NT	110446 200	151,943.71	148,989 71
912810PZ5	UNITED STATES TREAS BD	201475 670	293,266.31	287,354 67
912828SH4	UNITED STATES TREAS NT	214000 000	213,155.39	219,300 78
912828TE0	UNITED STATES TREAS NT	361118 090	392,950.42	392,011 74
912828TW0	UNITED STATES TREAS NT	905000 000	908,371.10	907,968.40
913017109	UNITED TECHNOLOGIES CORP	551 000	40,011.71	45,187.51

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Cusip	Asset	Units	Basis	Market Value
91324P102	UNITEDHEALTH GROUP INC	1486 000	71,843 49	80,600 64
917047102	URBAN OUTFITTERS INC	129 000	5,093 84	5,077 44
918204108	V F CORP	75 000	11,270 82	11,322 75
91851C201	VAALCO ENERGY INC COM	1002 000	6,502.15	8,667 30
91913Y100	VALERO ENERGY CORP NEW	260.000	7,996 59	8,871 20
922908553	VANGUARD REIT	20600 000	1,331,587 29	1,355,480.00
92345Y106	VERISK ANALYTICS INC	220.000	9,268 81	11,213.40
92532F100	VERTEX PHARMACEUTICALS INC	147.000	6,082 96	6,159.30
928241108	VIROPHARMA INC	87.000	1,605 28	1,980 12
92826C839	VISA INC	1466.000	129,986 36	222,216.28
92849E101	VITAMIN SHOPPE INC	104 000	3,984 56	5,965.44
928551100	VIVUS INC	178 000	3,706 95	2,388.76
928645100	VOLCANO CORP	153 000	4,280 63	3,612 33
928662402	VOLKSWAGEN A G	412 000	12,325.94	18,701 50
928856400	VOLVO AKTIEBOLAGET	665 000	7,867 96	9,077 25
92933H101	WPP PLC	223 000	11,063.03	16,256 70
93317W102	WALTER INVT MGMT CORP	68 000	2,908.97	2,925.36
938824109	WASHINGTON FED INC	373 000	5,030.83	6,292.51
942622200	WATSCO INC	55.000	4,051 89	4,119 50
942683103	WATSON PHARMACEUTICALS INC	113.000	7,255 13	9,718 00
949746101	WELLS FARGO & CO	3892.000	113,603 67	133,028 56
95082P105	WESCO INTL INC	178 000	6,867 57	12,002 54
955306105	WEST PHARMACEUTICAL SVSC INC	178 000	6,620 38	9,745 50
95709T100	WESTAR ENERGY INC	110 000	2,940 30	3,148 20
958102105	WESTERN DIGITAL CORP	198 000	5,740.93	8,413.02
96208T104	WEX INC	84.000	3,350.01	6,331.08
966837106	WHOLE FOODS MKT INC	139.000	11,979.80	12,671.24
969904101	WILLIAMS SONOMA INC	73 000	2,421.23	3,195 21
978097103	WOLVERINE WORLD WIDE INC	81.000	3,471 45	3,319 38
98161Q101	WORLEYPARSONS LTD	428 000	10,951 45	10,379 86
98235T107	WRIGHT MED GROUP INC	180 000	2,563 21	3,778 20
983134107	WYNN RESORTS LTD	66 000	6,794 67	7,424 34
988498101	YUM BRANDS INC	3285 000	211,810 99	218,124 00
99Z353023	EXCELSIOR ABSOLUTE RETURN	7.063	135,114 00	26,185.81

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	399 000	266,000 00	329,601.93
G01767105	ALKERMES PLC	158 000	2,491 75	2,926.16
G02602103	AMDOCS LTD	160 000	4,499 19	5,438.40
G0450A105	ARCH CAP GROUP LTD	95 000	3,444.64	4,181 90
G05384105	ASPEN INS HLDGS LTD	243 000	5,457 78	7,795 44
G0692U109	AXIS CAP HLDGS LTD	115.000	4,038 33	3,983 60
G10082140	ENERGY XXI (BERMUDA) LTD	137.000	3,276.80	4,407 29
G2554F113	COVIDIEN PLC	761 000	34,575 48	43,940 14
G27823106	DELPHI AUTOMOTIVE PLC	152 000	4,871 31	5,814 00
G29183103	EATON CORP PLC	484 000	25,122 02	26,223.12
G3157S106	ENSCO PLC	89 000	4,975 51	5,275.92
G3727Q101	FREESCALE SEMICONDUCTOR LTD	275.000	2,659 50	3,027.75
G4412G101	HERBALIFE LTD	188 000	10,365.06	6,192 72
G60754101	MICHAEL KORS HLDGS LTD	5138.000	245,947.40	262,192 14
G72800108	PROTHENA CORP PLC	8 903	80 90	65.26
G7945M107	SEAGATE TECH	244 000	3,806 98	7,422.48
H0023R105	ACE LTD	699.000	45,451 51	55,780 20
H27013103	WEATHERFORD INTL LTD	214 000	2,736 45	2,394 66
H84989104	TE CONNECTIVITY LTD	147 000	4,282.11	5,456.64
M0854Q105	ALLOT COMMUNICATIONS LTD	153 000	2,709 01	2,726 46
M81873107	RADWARE LTD	82 000	2,671 18	2,706.00
N22717107	CORE LABORATORIES N V	53.000	5,487 21	5,793 43
N47279109	INTERXION HLDG NV	187 000	3,344.93	4,443.12
N53745100	LYONDELLBASELL INDUSTRIES NV	1084 000	46,959 61	61,885.56
N63218106	NIELSEN HLDGS N V	170.000	4,990 00	5,200 30
Y0486S104	AVAGO TECHNOLOGIES LTD	274 000	9,230 32	8,672 32
Y2573F102	FLEXTRONICS	934.000	5,360.14	5,800.14
		Totals:	27,990,422 51	30,557,140.47

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	UW ESTELLE A MANNING RESIDUARY	13-6073778
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	P O BOX 1802	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PROVIDENCE, RI 02901-1802	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ► US TRUST FIDUCIARY TAX SERV

Telephone No. ► (888) 866-3275

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	15,424.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	24,461.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	UW ESTELLE A MANNING RESIDUARY	13-6073778
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	P O BOX 1802	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	PROVIDENCE, RI 02901-1802	

Enter the Return code for the return that this application is for (file a separate application for each return) **0 4**

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **US TRUST FIDUCIARY TAX SERVICES**.
Telephone No. **(888) 866-3275** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until **11/15**, 20 **13**.
- For calendar year **2012**, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	15,422.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	24,461.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **Kevin J. Kiser** Title _____ Date _____