Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: UW ESTELLE A MANNING RESIDUARY

A Employer identification number: 13-6073778

Number and street (or P O box number if mail is not delivered to street address): P O BOX 1802

Room/suite:

B Telephone number (see instructions): 888-866-3275

City or town, state or province, country, and ZIP or foreign postal code: PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 33,560,530.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

		Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	819,608.	797,266.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,715,276.			
	b	Gross sales price for all assets on line 6a 14,065,319.				
	7	Capital gain net income (from Part IV, line 2)		1,715,276.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)		2,535.		STMT 2
	12	**Total.** Add lines 1 through 11	2,534,884.	2,515,077.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	191,670.	115,002.		76,668.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 3	50,926.	50,926.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	46,661.	10,661.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 5	25,096.	34,195.		920.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	314,353.	210,784.	NONE	77,588.
	25	Contributions, gifts, grants paid	1,486,238.			1,486,238.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,800,591.	210,784.	NONE	1,563,826.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	734,293.			
	b	**Net investment income** (if negative, enter -0-)		2,304,293.		
	c	**Adjusted net income** (if negative, enter -0-)				

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	Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	973,799.	1,229,683.	1,229,683.
	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)			
	b	Investments - corporate stock (attach schedule) STMT 6	27,016,624.	24,209,792.	29,069,869.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7		3,219,926.	3,260,978.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	27,990,423.	28,659,401.	33,560,530.
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	27,990,423.	28,659,401.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	27,990,423.	28,659,401.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	27,990,423.	28,659,401.	

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	27,990,423.
2	Enter amount from Part I, line 27a	2	734,293.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	35,505.
4	Add lines 1, 2, and 3	4	28,760,221.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	100,820.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,659,401.

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	14,088,838.		12,347,843.	1,740,995.
b	-25,719.			-25,719.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				1,740,995.
b				-25,719.
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,715,276.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2012	1,353,768.	29,820,591.	0.045397
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

2 **Total** of line 1, column (d)	2	0.232308
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	0.046462
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	31,740,168.
5 Multiply line 4 by line 3	5	1,474,712.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,043.
7 Add lines 5 and 6	7	1,497,755.
8 Enter qualifying distributions from Part XII, line 4	8	1,563,826.

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**	23,043.
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**	23,043.
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**	23,043.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	**6a**	36,000.		
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**	36,000.
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**	12,957.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 12,957. **Refunded** ▶			**11**	

Part VII-A Statements Regarding Activities

			Yes	**No**
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	**1b**		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . . *If "Yes," attach a detailed description of the activities.*	**2**		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . . *If "Yes," attach the statement required by General Instruction T*	**5**		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	**7**	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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.*	**8b**	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	**9**		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		X

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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 SERVICES 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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)*	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 2013?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. 114 W 47TH ST, NEW YORK, NY 10036	TRUSTEE 40	191,670.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1		Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
	a	Average monthly fair market value of securities	1a	30,759,571.
	b	Average of monthly cash balances	1b	1,463,950.
	c	Fair market value of all other assets (see instructions)	1c	NONE
	d	**Total** (add lines 1a, b, and c)	1d	32,223,521.
	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	32,223,521.
4		Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	483,353.
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,740,168.
6		**Minimum investment return.** Enter 5% of line 5	6	1,587,008.

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	1,587,008.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,043.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	23,043.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,563,965.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,563,965.
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	1,563,965.

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	1,563,826.
	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	1,563,826.
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	23,043.
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,540,783.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					1,563,965.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				NONE	
b Total for prior years 20_____,20_____,20_____			NONE		
3 Excess distributions carryover, if any, to 2013					
a From 2008	NONE				
b From 2009	NONE				
c From 2010	NONE				
d From 2011	NONE				
e From 2012	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,563,826.					
a Applied to 2012, but not more than line 2a				NONE	
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 2013 distributable amount					1,563,826.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2013 *(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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					139.
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 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2009	NONE				
b Excess from 2010	NONE				
c Excess from 2011	NONE				
d Excess from 2012	NONE				
e Excess from 2013	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 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test - enter **(1)** Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				1,486,238.
Total . . . . ▶ **3a**				1,486,238.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	819,608.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,715,276.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,534,884.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 2,534,884.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

	08/22/2014	SVP Tax
Signature of officer or trustee	Date	Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	809.	809.
FOREIGN DIVIDENDS	82,665.	82,665.
NONDIVIDEND DISTRIBUTIONS	22,001.	
DOMESTIC DIVIDENDS	137,911.	137,911.
OTHER INTEREST	55,986.	55,986.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	21,628.	21,628.
NON-TAXABLE FOREIGN INCOME	341.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	6,794.	6,794.
MARKET DISCOUNT ¿‰OTHER INTEREST	99.	99.
NONQUALIFIED FOREIGN DIVIDENDS	19,198.	19,198.
NONQUALIFIED DOMESTIC DIVIDENDS	472,176.	472,176.
TOTAL	819,608.	797,266.

UW ESTELLE A MANNING RESIDUARY 13-6073778

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME			2,535.
	TOTALS		2,535.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	50,926.	50,926.
TOTALS	50,926.	50,926.

UW ESTELLE A MANNING RESIDUARY 13-6073778

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	4,911.	4,911.
EXCISE TAX ESTIMATES	36,000.	
FOREIGN TAXES ON QUALIFIED FOR	3,302.	3,302.
FOREIGN TAXES ON NONQUALIFIED	2,448.	2,448.
TOTALS	46,661.	10,661.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	170.		170.
OTHER CHARITABLE EXPENSES	750.		750.
OTHER INVESTMENT FEE	35.	35.	
DIVIDEND INVESTMENT EXPENSE -	24,141.	24,141.	
PARTNERSHIP EXPENSES		10,019.	
TOTALS	25,096.	34,195.	920.

UW ESTELLE A MANNING RESIDUARY 13-6073778

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED ASSET STATEMENT		27,016,624.	24,209,792.	29,069,869.
	TOTALS	27,016,624.	24,209,792.	29,069,869.

UW ESTELLE A MANNING RESIDUARY 13-6073778

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
UST EXCELSIOR VENTURE PARTNER	C	118,277.	130,756.
EXCELSIOR PRIVATE MARKETS FUND	C	17,040.	17,040.
EXCELSIOR MULTI-STRATEGY HEDGE	C	2,533,783.	2,573,798.
EXCELSIOR ABSOLUTE RETURN	C	125,226.	14,830.
EXCELSIOR PRIVATE MARKETS FUND	C	425,600.	524,554.
TOTALS		3,219,926.	3,260,978.

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

DESCRIPTION		AMOUNT
INCOME ADJUSTMENT		9,786.
ADJUST PARTNERSHIP BASIS		25,719.
	TOTAL	35,505.

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

DESCRIPTION		AMOUNT
ADJUST CARRYING VALUE		12,297.
SALES ADJUSTMENT		88,523.
	TOTAL	100,820.

STATEMENT 9

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-25,719.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-25,719.00

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
SAINT BARNABAS HOSPITAL
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 219,958.

RECIPIENT NAME:
SLOAN-KETTERING CANCER
CENTER
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 366,599.

RECIPIENT NAME:
NY PRESBYTERIAN
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 73,320.

RECIPIENT NAME:
SOCIETY OF THE NEW YORK
HOSPITAL
ADDRESS:
525 E 68TH ST # 123
NEW YORK, NY 10065-4870
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 73,319.

UW ESTELLE A MANNING RESIDUARY 13-6073778
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
VOLUNTEERS OF AMERICA
ATTN RACHEL WEINSTEIN
ADDRESS:
340 W 85TH ST
NEW YORK, NY 10024-6265
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 73,320.

RECIPIENT NAME:
CHILDRENS AID SOCIETY
ATTN: TC CHANG
ADDRESS:
105 E 22ND ST
NEW YORK, NY 10010-5413
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 73,320.

RECIPIENT NAME:
NEW YORK UNIVERSITY
ATTN MS ELISA COHEN
ADDRESS:
OFFICE OF THE TREASURER
NEW YORK, NY 10003-9502
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 146,639.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
SALVATION ARMY
ATTN MR RICHARD D ALLEN
ADDRESS:
440 W NYACK RD
WEST NYACK, NY 10994-1753
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 93,166.

RECIPIENT NAME:
SEAMENS CHURCH INSTITUTE OF N Y
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 73,319.

RECIPIENT NAME:
AMERICAN LUNG ASSOCIATION
700 VETERANS HWY
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 146,639.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
THE SEEING EYE INC
C/O ROBERT PUDLAK
ADDRESS:
PO BOX 375
MORRISTOWN, NJ 07963-0375
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 146,639.

TOTAL GRANTS PAID: 1,486,238.
===============

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
0375204	ABB LTD	676	13,056.59	17,954.56
00101J106	ADT CORP	1066	45,593 31	43,141.02
001055102	AFLAC INC	1033	53,800.54	69,004.40
00130H105	AES CORP	515	6,339.56	7,472.65
00206R102	AT&T INC	1712	53,843 26	60,193 92
03881307	ACACIA RESH CORP	297	6,678.73	4,318 38
00404A109	ACADIA HEALTHCARE CO INC	542	22,177.99	25,652 86
04225108	ACADIA PHARMACEUTICALS INC	816	17,919.73	20,391.84
00507V109	ACTIVISION BLIZZARD INC	366	5,861.33	6,525.78
00687A107	ADIDAS AG	279	8,911.26	17,807.45
08252108	AFFILIATED MANAGERS GROUP	99	11,134.97	21,471.12
015351109	ALEXION PHARMACEUTICALS INC	928	64,283.40	123,316.35
017175100	ALLEGHANY CORP DEL	28	8,712.43	11,198.88
018490102	ALLERGAN INC	1803	155,800.36	200,277.24
018581108	ALLIANCE DATA SYS CORP	104	14,950.69	27,344 72
018802108	ALLIANT CORP	123	4,874 72	6,346.80
018805101	ALLIANZ SE	810	11,667 99	14,549 22
01882B205	ALLIANZ GLOBAL INVS FIXED	150830	1,863,539 82	1,838,617 70
01882B304	ALLIANZ GLOBAL INVS MANAGED	160092	1,674,122.20	1,693,773 36
020002101	ALLSTATE CORP	79	4,031 65	4,308 66
02263T104	AMADEUS IT HLDG SA	419	7,180.76	17,958.76
023135106	AMAZON COM INC	696	148,802.96	277,557.84
02341R302	AMCOR LTD	254	10,163 89	10,258 81
023608102	AMEREN CORP	171	5,399.36	6,183 36
025537101	AMERICAN ELEC PWR INC	813	31,597.91	37,999 62
025816109	AMERICAN EXPRESS CO	956	45,310 68	86,737 88
03073E105	AMERISOURCEBERGEN CORP	161	6,140.09	11,319.91
031100100	AMETEK INC NEW	225	6,198 31	11,850 75
032511107	ANADARKO PETE CORP	675	52,316 62	53,541 00
032654105	ANALOG DEVICES INC	233	8,972.53	11,866 69
032657207	ANALOGIC CORP	83	7,071.01	7,350.48
037833100	APPLE INC	223	112,492 42	125,107 46
038222105	APPLIED MATLS INC	294	4,601.96	5,197 92

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
038336103	APTARGROUP INC	254	12,358 36	17,223 74
03834A103	APPROACH RES INC	312	9,360.88	6,021.60
039670104	ARCTIC CAT INC	174	9,524 67	9,914.52
042068106	ARM HLDGS PLC	3134	131,218 45	171,526.95
042735100	ARROW ELECTRS INC	232	8,293.64	12,586.00
043436104	ASBURY AUTOMOTIVE GROUP INC	133	7,119 29	7,147 42
052769106	AUTODESK INC	64	2,915 32	3,220.42
053807103	AVNET INC	231	6,772.73	10,189.41
05463D100	AXIALL CORP	195	7,894.83	9,250.80
054937107	BB&T CORP	395	11,768 96	14,741 40
056752108	BAIDU INC	1210	143,217.93	215,234.80
058498106	BALL CORP	72	2,425.14	3,719.52
05874B107	BALLY TECHNOLOGIES INC	96	7,267.92	7,531.20
059460303	BANCO BRADESCO S A	1281	18,355.10	16,050 93
05969A105	BANCORP INC	1575	25,561 43	28,208.25
063904106	BANK OF THE OZARKS INC	138	7,014.72	7,809.42
06652K103	BANKUNITED INC	173	3,595.27	5,695 16
067806109	BARNES GROUP INC	521	11,764.01	19,959 51
06846N104	BARRETT BILL CORP	488	11,841.95	13,068.64
073685109	BEACON ROOFING SUPPLY INC	197	6,299.81	7,935.16
077454106	BELDEN INC	115	7,276.49	8,101.75
078454105	BELLE INTL HLDGS LTD	597	9,318.16	6,906.69
08579W103	BERRY PLASTICS GROUP INC	329	7,275.31	7,826.91
09062X103	BIOGEN IDEC INC	569	68,544 16	159,076 47
097023105	BOEING CO	701	51,971.03	95,679.49
09739D100	BOISE CASCADE CO DEL	319	8,431.01	9,404 12
099724106	BORG WARNER INC	220	11,026.28	12,300 20
101137107	BOSTON SCIENTIFIC CORP	382	4,490 03	4,591 64
105105100	BRAMBLES LTD	730	9,351 30	11,951 56
108030107	BRIDGE CAP HLDGS	215	3,674.37	4,416.10
110122108	BRISTOL MYERS SQUIBB CO	2252	118,941 41	119,693.80
110448107	BRITISH AMERN TOB PLC	213	19,844 11	22,880.46
111013108	BRITISH SKY BROADCASTING GROUP	347	16,680.59	19,402 51

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
111320107	BROADCOM CORP	240	6,855.89	7,114.80
111621306	BROCADE COMMUNICATIONS SYS INC	662	3,728 32	5,868.63
112463104	BROOKDALE SENIOR LIVING INC	310	5,844.04	8,425 80
117043109	BRUNSWICK CORP	221	5,482.27	10,179 26
120738406	BUNZL PLC	850	10,657.30	20,413 60
12477X106	CAI INTL INC	438	11,270 74	10,323 66
124857202	CBS CORP	215	4,687 90	13,704.10
12504L109	CBRE GROUP INC	220	5,016 41	5,786 00
125269100	CF INDS HLDGS INC	262	49,921 50	61,056 48
125509109	CIGNA CORP	258	16,030.25	22,569.84
126132109	CNOOC LTD	99	16,863 83	18,578.34
12646R105	CST BRANDS INC	330	10,533.52	12,117 60
126650100	CVS CAREMARK CORP	1699	59,760.60	121,597 43
127097103	CABOT OIL & GAS CORP	280	6,414.80	10,852.80
129603106	CALGON CARBON CORP	685	10,743.79	14,090.45
13342B105	CAMERON INTL CORP	1335	71,493.67	79,472 55
136375102	CANADIAN NATIONAL RAILWAY	220	7,457.49	12,544 40
14057J101	CAPITOL FED FINL INC	698	8,302.40	8,452.78
14149F109	CARDINAL FINL CORP	984	15,635.91	17,702 16
14149Y108	CARDINAL HEALTH INC	258	13,372 78	17,236 98
14170T101	CAREFUSION CORP	365	9,550.48	14,534.30
142339100	CARLISLE COS INC	52	3,542 95	4,128 80
142795202	CARLSBERG AS	772	16,424.49	17,110.61
147448104	CASELLA WASTE SYS INC	1474	8,368.94	8,549.20
148887102	CATAMARAN CORP	196	9,345.56	9,302 55
149123101	CATERPILLAR INC	745	64,077.72	67,653.45
151020104	CELGENE CORP	1584	101,261.01	267,645 31
15135U109	CENOVUS ENERGY INC	269	8,481.62	7,706.85
151408101	CENTER BANCORP INC	257	3,917.89	4,821.32
15639K300	CENTRICA PLC	640	12,688 36	14,742 40
156782104	CERNER CORP	183	7,142.51	10,200 42
157210105	CEVA INC	378	6,575 62	5,753.16
16117M305	CHARTER COMMUNICATIONS INC DEL	85	6,013.28	11,624.60

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
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Cusip	Asset	Units	Basis	Market Value
166744201	CHEUNG KONG HLDGS LTD	869	9,767 56	13,718 03
166764100	CHEVRON CORP	1196	123,483.28	149,392.36
168905107	CHILDRENS PL RETAIL STORES INC	133	6,943.30	7,577.01
16941M109	CHINA MOBILE LTD	142	6,951.08	7,425 18
171778202	CIELO S A	291	4,747.34	8,097.66
17243V102	CINEMARK HLDGS INC	276	8,597.26	9,199.08
172967424	CITIGROUP INC	3105	104,437 31	161,801.55
177376100	CITRIX SYS INC	130	7,700 99	8,222 50
184496107	CLEAN HBRS INC	178	10,458 53	10,672 88
189754104	COACH INC	510	25,465 60	28,626 30
191085208	COCA COLA AMATIL LTD	325	7,764 25	6,995 63
19122T109	COCA-COLA ENTERPRISES INC	104	2,673.87	4,589.52
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	2485	166,590.88	250,935.30
192479103	COHERENT INC	158	9,224.50	11,753 62
197199813	COLUMBIA ACORN INTERNATIONAL	10684.309	361,877.54	498,743.54
20030N101	COMCAST CORP	1509	38,048.44	78,415.18
200340107	COMERICA INC	201	5,157.83	9,555 54
203668108	COMMUNITY HEALTH SYS INC NEWCO	146	6,085.42	5,733.42
204166102	COMMVAULT SYS INC	207	14,235.89	15,496.43
20449X203	COMPASS GROUP PLC	1612	13,234.52	25,845.20
20605P101	CONCHO RES INC	101	9,445.99	10,908.00
206708109	CONCUR TECHNOLOGIES INC	63	6,205.29	6,500.34
20786U101	CONNECTONE BANCORP INC	595	19,822 27	23,579 85
20825C104	CONOCOPHILLIPS	1473	78,487.60	104,067.45
21036P108	CONSTELLATION BRANDS INC	481	21,474 00	33,852 78
218681104	CORE-MARK HLDG CO INC	200	13,016 76	15,186 00
21925Y103	CORNERSTONE ONDEMAND INC	379	14,183.32	20,205 25
219350105	CORNING INC	3047	48,416 88	54,297 54
22160N109	COSTAR GROUP INC	48	5,264 98	8,859.84
224399105	CRANE CO	212	9,000.49	14,257 00
225447101	CREE INC	87	5,065.37	5,439.24
22544R305	CREDIT SUISSE COMMODITY-RETURN	56782 29	408,264.66	410,535.96
228368106	CROWN HLDGS INC	330	11,590 68	14,708.10

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Cusip	Asset	Units	Basis	Market Value
229669106	CUBIC CORP	55	2,874.29	2,896.30
231561101	CURTISS WRIGHT CORP	111	3,175 71	6,907.53
235825205	DANA HLDG CORP	665	9,397.04	13,047 30
237266101	DARLING INTL INC	702	11,856.59	14,657.76
23918K108	DAVITA HEALTHCARE PARTNERS INC	121	6,055.27	7,667.77
247361702	DELTA AIR LINES INC DEL	2779	62,249.13	76,339 13
24872B100	DENSO CORP	439	7,397.15	11,590.48
251542106	DEUTSCHE BOERSE	1250	6,905.64	10,368.75
251566105	DEUTSCHE TELEKOM AG	762	9,960.10	13,051.54
25157Y202	DEUTSCHE POST AG	311	7,498.97	11,356.48
252131107	DEXCOM INC COM	379	10,404.69	13,420.39
254687106	DISNEY WALT CO	1433	45,139.94	109,481 20
254709108	DISCOVER FINL SVCS	1885	80,506 87	105,465 75
25470F104	DISCOVERY COMMUNICATIONS INC	1523	126,630 70	137,709 66
25470M109	DISH NETWORK CORP	137	6,191.01	7,935.04
256677105	DOLLAR GEN CORP	520	26,718 33	31,366 40
256746108	DOLLAR TREE INC	187	8,656 56	10,550 54
258278100	DORMAN PRODS INC	110	5,521.53	6,164.51
260003108	DOVER CORP	152	10,211.43	14,674.08
2.61E+113	DR PEPPER SNAPPLE INC	62	2,317.76	3,020.64
265504100	DUNKIN BRANDS GROUP INC	156	6,292.15	7,519.20
268648102	EMC CORP	3158	79,755.61	79,423 70
26875P101	EOG RES INC	1476	127,297.97	247,731.84
26884L109	EQT CORP	99	5,303.14	8,888.22
268948106	EAGLE BANCORP INC MD	656	14,060 59	20,093 28
26969P108	EAGLE MATERIALS INC	31	2,427.88	2,400.33
27579R104	EAST WEST BANCORP INC	441	8,217 50	15,421.77
277432100	EASTMAN CHEM CO	123	7,567.01	9,926.10
281020107	EDISON INTL	1044	49,020.72	48,337.20
28660G106	ELIZABETH ARDEN INC	380	13,639 61	13,471.00
29084Q100	EMCOR GROUP INC	378	9,776.56	16,042 32
292505104	ENCANA CORP	440	8,113.03	7,942.00
29265N108	ENERGEN CORP	136	8,037 07	9,622.00

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Cusip	Asset	Units	Basis	Market Value
29266S106	ENDOLOGIX INC	635	9,717.64	11,074.40
29355X107	ENPRO INDS INC	196	7,715.28	11,299.40
29362U104	ENTEGRIS INC	1530	14,888.02	17,732.70
29414B104	EPAM SYS INC	277	9,726.22	9,678.38
294429105	EQUIFAX INC	121	4,849.54	8,359 89
29444U502	EQUINIX INC	29	5,100 36	5,146 05
294821608	ERICSSON	867	8,643.64	10,612.08
29977A105	EVERCORE PARTNERS INC	139	7,037.30	8,309.42
30212P303	EXPEDIA INC DEL	99	6,139.30	6,896.34
30249U101	FMC TECHNOLOGIES INC	4634	194,657.64	241,941.14
30281V108	FTD COS INC	240	7,881.22	7,819.20
302941109	FTI CONSULTING INC	98	3,713.48	4,031.72
30303M102	FACEBOOK INC	3456	77,509.86	188,866.94
307305102	FANUC CORP	606	14,747.18	18,498 15
311900104	FASTENAL CO	4686	224,523.21	222,631.86
3128M9D25	FEDERAL HOME LN MTG CORP	2569.207	2,773.14	2,766.47
3128MJS76	FEDERAL HOME LN MTG CORP	2958.39	2,895.98	2,938.72
312943GW7	FEDERAL HOME LN MTG CORP	148050 797	158,900.14	152,135 52
312945DN5	FEDERAL HOME LN MTG CORP	142538.519	149,409.33	141,590.64
3138A2BE8	FEDERAL NATL MTG ASSN	138257.925	142,308.43	137,494 74
3138A2BQ1	FEDERAL NATL MTG ASSN	56989.468	60,088 28	58,696 30
3138A46Y6	FEDERAL NATL MTG ASSN	6506 993	6,998.06	6,702.59
3138A5BP6	FEDERAL NATL MTG ASSN	194224.743	205,847.85	200,067.02
3138AFC24	FEDERAL NATL MTG ASSN	242898.62	256,258.06	257,440.96
3138ANDY6	FEDERAL NATL MTG ASSN	9421 423	9,974 93	9,704 44
3138EGVB7	FEDERAL NATL MTG ASSN	21233 378	22,965 23	23,051 38
3138MBMB9	FEDERAL NATL MTG ASSN	217661 742	228,288.99	206,865 72
31412TLL5	FEDERAL NATL MTG ASSN	41076 036	44,111 81	44,519.03
31416CCH7	FEDERAL NATL MTG ASSN	2936 389	3,150.19	3,110.72
31419A4N4	FEDERAL NATL MTG ASSN	58007.024	59,040.27	57,689 14
31422T101	FEDERATED NATL HLDG CO	422	5,468.15	6,189 90
315616102	F5 NETWORKS INC	60	5,284 38	5,451 60
316773100	FIFTH THIRD BANCORP	650	7,858.17	13,669 50

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317485100	FINANCIAL ENGINES INC	203	10,775 39	14,104.44
319390100	FIRST BUSINESS FINL SVCS INC WIS	50	1,881 88	1,881.50
32006W106	FIRST DEFIANCE FINL CORP	467	10,823 92	12,127.99
3.20E+109	FIRST FINL HLDGS INC NEW	136	7,476.19	9,045.36
33616C100	FIRST REP BK SAN FRANCISCO	81	2,730.79	4,240.35
336901103	1ST SOURCE CORP	284	7,728 69	9,070.96
337932107	FIRSTENERGY CORP	86	2,800.12	2,836 28
339041105	FLEETCOR TECHNOLOGIES INC	59	6,613.24	6,913 03
343412102	FLUOR CORP	109	5,881 02	8,751.61
34354P105	FLOWSERVE CORP	253	9,271.97	19,943.99
344419106	FOMENTO ECONOMICO MEXICANO SA	70	4,691.40	6,850 90
344849104	FOOT LOCKER INC	314	10,047.58	13,012.16
3.50E+113	FORTINET INC	405	8,243.44	7,747.65
34964C106	FORTUNE BRANDS HOME & SEC INC	236	7,417 60	10,785.20
351793104	FRANCESCAS HLDGS CORP	323	6,219.99	5,943.20
354613101	FRANKLIN RES INC	2250	74,888.02	129,892.50
35671D857	FREEPORT-MCMORAN COPPER &	1049	34,029.56	39,589 26
359694106	FULLER H B CO	368	13,534 26	19,150.72
36318L104	GALAXY ENTMT GROUP LTD	169	5,162.60	15,159.13
366651107	GARTNER GROUP INC NEW	101	5,618.72	7,176.05
369604103	GENERAL ELEC CO	4592	71,772.96	128,713.76
371559105	GENESEE & WYO INC	77	5,819.73	7,395 85
373865104	GERMAN AMERN BANCORP INC	149	4,094 65	4,235.18
375558103	GILEAD SCIENCES INC	5030	162,208.08	377,753.00
37940X102	GLOBAL PMTS INC	81	4,088.93	5,264 19
38141G104	GOLDMAN SACHS GROUP INC	412	59,700.08	73,031 12
38259P508	GOOGLE INC	201	116,408.02	225,262.71
384802104	GRAINGER W W INC	32	6,393.38	8,173.44
388689101	GRAPHIC PACKAGING HLDG CO	1572	10,302.10	15,091.20
391164100	GREAT PLAINS ENERGY INC	230	5,031.59	5,575.20
39945C109	GROUPE CGI INC	431	8,851.40	14,421.26
40049J206	GRUPO TELEVISA SA DE CV	602	11,582.31	18,216.52
40171V100	GUIDEWIRE SOFTWARE INC	140	6,887.69	6,869 80

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Cusip	Asset	Units	Basis	Market Value
402635304	GULFPORT ENERGY CORP	83	4,249.12	5,239 79
40425J101	HMS HLDGS CORP	226	5,912.61	5,130.20
405217100	HAIN CELESTIAL GROUP INC	119	5,774 51	10,802.82
410345102	HANESBRANDS INC	115	2,907.04	8,081 05
411511306	HARBOR INTERNATIONAL FUND	14485.521	714,425.89	1,028,616 85
413875105	HARRIS CORP DEL	78	2,909.84	5,445 18
427866108	HERSHEY CO	114	8,771.25	11,084.22
428291108	HEXCEL CORP NEW	251	8,019.26	11,217.19
428567101	HIBBETT SPORTS INC	113	6,023.08	7,588.18
43739Q100	HOMEAWAY INC	167	6,206.29	6,826.96
438516106	HONEYWELL INTL INC	715	40,899.34	65,329.55
440327104	HORACE MANN EDUCATORS CORP	385	10,925.91	12,142 90
440543106	HORNBECK OFFSHORE SVCS INC	341	12,282.81	16,787 43
443510201	HUBBELL INC	45	3,602 59	4,900 50
445658107	HUNT J B TRANS SVCS INC	83	4,407.61	6,415.90
446150104	HUNTINGTON BANCSHARES INC	936	5,484.63	9,032 40
446413106	HUNTINGTON INGALLS INDS INC	135	5,987.87	12,151.35
447462102	HURON CONSULTING GROUP INC	153	7,889.96	9,588.51
448415208	HUTCHISON WHAMPOA LTD	609	10,186.58	16,556.88
44919P508	IAC / INTERACTIVECORP	50	2,330.63	3,432.55
451055107	ICONIX BRAND GROUP INC	430	8,025.14	17,071 00
452327109	ILLUMINA INC	41	1,713.63	4,534 19
453142101	IMPERIAL TOBACCO GROUP PLC	211	14,390.20	16,341.32
45321L100	IMPERVA INC	233	11,287.49	11,214.29
455807107	INDUSTRIAL & COML BK CHINA	1063	11,002 05	14,367.51
45666Q102	INFORMATICA CORP	191	7,353.26	7,926 50
45672H104	INFOBLOX INC	195	8,238 59	6,438 90
45774N108	INNOPHOS HLDGS INC	186	8,868 35	9,039 60
45784P101	INSULET CORP	228	4,531.59	8,458.80
458140100	INTEL CORP	2548	61,457.41	66,133 34
45866F104	INTERCONTINENTALEXCHANGE	40	5,661 53	8,996 80
460146103	INTERNATIONAL PAPER CO	319	11,218.95	15,640 57
460690100	INTERPUBLIC GROUP COS INC	308	4,960.21	5,451.60

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Cusip	Asset	Units	Basis	Market Value
461202103	INTUIT	185	10,249 39	14,119.20
461212102	INVENTURE FOODS INC	1204	10,354.63	15,965.04
464287234	ISHARES MSCI EMERGING MARKETS	26220	1,084,948.38	1,095,864.90
465685105	ITC HLDGS CORP	57	4,190 50	5,461 74
465741106	ITRON INC	132	5,148.55	5,468 76
46625H100	J P MORGAN CHASE & CO	2735	85,623.47	159,942.80
47760A108	JIVE SOFTWARE INC	860	10,763.48	9,675.00
48137C108	JULIUS BAER GROUP LTD	1468	10,320 04	14,142.71
485170302	KANSAS CITY SOUTHERN	76	4,190 29	9,411 08
492051305	KEPPEL CORP LTD	733	9,081 87	12,992.42
495724403	KINGFISHER PLC	832	6,414 72	10,602.18
497266106	KIRBY CORP	82	7,128.66	8,138.50
500458401	KOMATSU LTD	482	10,690 50	9,800.02
50076Q106	KRAFT FOODS GROUP INC	555	20,905.93	29,920.05
501014104	KRISPY KREME DOUGHNUTS INC	345	6,696.52	6,655.05
501044101	KROGER CO	170	5,500 64	6,720.10
501889208	LKQ CORP	207	4,244.55	6,810.30
502161102	LSI CORP	1106	7,657 64	12,204 71
521865204	LEAR CORP	273	13,495 09	22,104 81
5.26E+106	LENDER PROCESSING SVCS INC	164	4,745.22	6,130.32
526057104	LENNAR CORP	221	7,685.61	8,742 76
53578A108	LINKEDIN CORP	829	88,562.80	179,752.07
540424108	LOEWS CORP	187	7,504 52	9,020 88
544147101	LORILLARD INC	202	8,851.83	10,237.36
550021109	LULULEMON ATHLETICA INC	102	6,397.56	6,021.06
55616P104	MACYS INC	1663	57,205.08	88,804 20
556269108	MADDEN STEVEN LTD	210	7,447.22	7,683.90
559079207	MAGELLAN HEALTH SVCS INC	190	11,244.49	11,382 90
55973B102	MAGNUM HUNTER RES CORP DEL	1879	10,170 60	13,735.49
563571108	MANITOWOC INC	299	5,858 64	6,972 68
56418H100	MANPOWERGROUP INC	153	6,303.88	13,136 58
565849106	MARATHON OIL CORP	2743	93,884.88	96,827.90
56585A102	MARATHON PETE CORP	58	4,715 12	5,320 34

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571748102	MARSH & MCLENNAN COS INC	302	8,868.98	14,604.72
574599106	MASCO CORP	719	13,780.61	16,371.63
576323109	MASTEC INC	467	9,746.80	15,280.24
577933104	MAXIMUS INC	301	5,160.64	13,240 99
580645109	MCGRAW HILL FINL INC	227	12,081.55	17,751.40
58155Q103	MCKESSON CORP	86	6,676 68	13,880.40
582839106	MEAD JOHNSON NUTRITION CO	112	8,001.65	9,381.12
58501N101	MEDIVATION INC	116	6,836 72	7,403 12
58733R102	MERCADOLIBRE INC	1643	201,587.00	177,098.97
58933Y105	MERCK & CO INC	2184	74,493.41	109,309.20
59156R108	METLIFE INC	1809	88,702.91	97,541 28
603158106	MINERALS TECHNOLOGIES INC	85	2,542.88	5,105.95
608190104	MOHAWK INDS INC	243	34,721.76	36,182.70
61166W101	MONSANTO CO	1922	189,775.79	224,009.10
615369105	MOODYS CORP	190	7,161.49	14,909.30
617446448	MORGAN STANLEY	3892	97,983.95	122,053.12
625453105	MULTIMEDIA GAMES HLDG CO INC	210	7,439.43	6,585.60
6.29E+112	NCR CORP NEW	1365	48,334 83	46,491.90
635309107	NATIONAL CINEMEDIA INC	311	5,634.48	6,207.56
641069406	NESTLE S A	941	54,822 58	69,091 98
64110D104	NETAPP INC	98	3,954 06	4,031.72
64110L106	NETFLIX.COM INC	20	3,880 46	7,363 40
651229106	NEWELL RUBBERMAID INC	397	8,847 60	12,866.77
65339F101	NEXTERA ENERGY INC	895	58,241.50	76,629.90
653656108	NICE SYS LTD	289	11,144 10	11,837.44
655044105	NOBLE ENERGY INC	94	3,476.14	6,402.34
655664100	NORDSTROM INC	88	4,505.91	5,438.40
66987V109	NOVARTIS A G	162	9,212.94	13,021.56
670100205	NOVO-NORDISK A S	57	5,759.28	10,531.32
674599105	OCCIDENTAL PETE CORP DEL	1393	112,986 92	132,474.30
675232102	OCEANEERING INTL INC	80	4,470.78	6,310.40
679580100	OLD DOMINION FGHT LINE INC	361	8,991 04	19,140.22
681904108	OMNICARE INC	358	11,930.78	21,608.88

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Cusip	Asset	Units	Basis	Market Value
681919106	OMNICOM GROUP INC	110	5,030 65	8,180.70
682128103	OMNIVISION TECHNOLOGIES INC	682	10,456.01	11,730 40
682159108	ON ASSIGNMENT INC	226	4,841.76	7,891.92
682189105	ON SEMICONDUCTOR CORP	832	6,093 96	6,855 68
690768403	OWENS ILL INC	274	6,562.90	9,803.72
69331C108	PG&E CORP	82	3,347.21	3,302.96
693390841	PIMCO HIGH YIELD FD	99277.628	925,000 00	954,058.01
693475105	PNC FINL SVCS GROUP INC	729	35,944.29	56,555.82
69367U105	PT BK MANDIRI PERSERO TBK	1629	10,246.17	10,507 05
696429307	PALL CORP	75	4,980.46	6,401.25
698354107	PANDORA MEDIA INC	226	4,766.13	6,011 60
698813102	PAPA JOHNS INTL INC	166	5,849.59	7,536.40
701094104	PARKER HANNIFIN CORP	116	10,375.43	14,922 24
716933106	PHARMACYCLICS INC	76	6,878.10	8,039 28
717081103	PFIZER INC	4898	100,600.76	150,025.74
718546104	PHILLIPS 66	1813	72,628.21	139,836.69
719405102	PHOTRONICS INC	1936	14,456.02	17,482.08
72201F409	PIMCO EMERGING MKT CURRENCY	23149 693	237,917.01	234,274.89
723664108	PIONEER ENERGY SVCS CORP	732	5,422.65	5,863 32
723787107	PIONEER NAT RES CO	32	6,800.60	5,890.24
731068102	POLARIS INDS INC	69	4,950 52	10,049.16
736508847	PORTLAND GEN ELEC CO	337	8,497.88	10,177.40
740189105	PRECISION CASTPARTS CORP	940	164,525.44	253,142 00
741503403	PRICELINE COM INC	230	117,136.12	267,352.00
74267C106	PROASSURANCE CORP	205	9,270.70	9,938.40
743424103	PROOFPOINT INC	479	14,866.88	15,888 43
743606105	PROSPERITY BANCSHARES INC	348	13,733.23	22,059 72
743674103	PROTECTIVE LIFE CORP	238	4,929 64	12,057 08
74463M106	PUBLICIS S A NEW	1029	12,446 72	23,576.45
74733T105	QLIK TECHNOLOGIES INC	380	12,891.92	10,119.40
747525103	QUALCOMM INC	989	65,603.37	73,433 25
74758T303	QUALYS INC	332	7,234.96	7,672 52
749685103	RPM INTL INC	409	9,075.44	16,977.59

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Cusip	Asset	Units	Basis	Market Value
754730109	RAYMOND JAMES FINL INC	273	8,371.13	14,247 87
75605Y106	REALOGY HLDGS CORP	241	10,876 71	11,922.27
756577102	RED HAT INC	4870	238,220.68	272,914 80
75689M101	RED ROBIN GOURMET BURGERS INC	201	13,960 06	14,781.54
758205207	REED ELSEVIER P L C	527	16,786 91	31,646 35
7591EP100	REGIONS FINL CORP	6764	41,591.85	66,895.96
759351604	REINSURANCE GROUP AMER INC	139	7,749 34	10,759 99
761248103	RESPONSYS INC	439	6,996.82	12,032.99
761283100	RESTORATION HARDWARE HLDGS INC	73	5,002 43	4,912 90
761713106	REYNOLDS AMERN INC	749	38,195.18	37,442.51
770323103	ROBERT HALF INTL INC	355	8,996.66	14,906.45
771195104	ROCHE HLDG LTD	1779	97,946.46	124,620.73
772739207	ROCK-TENN CO	108	6,609.83	11,341.08
773903109	ROCKWELL AUTOMATION INC	88	6,093.33	10,398.08
776696106	ROPER INDS INC NEW	56	7,258.66	7,766.08
777779307	ROSETTA RES INC	96	4,055 60	4,611.84
780259107	ROYAL DUTCH SHELL PLC	247	15,796.21	18,552.17
78388J106	SBA COMMUNICATIONS CORP	193	13,400 12	17,339.12
784117103	SEI INVESTMENTS CO	248	4,847.42	8,613.04
78442P106	SLM CORP	317	4,977 07	8,330 76
78454L100	SM ENERGY CO	93	6,183.39	7,729 23
78467J100	SS&C TECHNOLOGIES HLDGS INC	263	10,394.70	11,640 38
790849103	ST JUDE MED INC	143	8,307.22	8,858.85
79466L302	SALESFORCE COM INC	4371	136,661.27	241,235.49
80105N105	SANOFI	1708	87,362.40	91,600.04
803054204	SAP AG	325	17,380 06	28,320.50
806857108	SCHLUMBERGER LTD	508	35,793.81	45,775.88
80687P106	SCHNEIDER ELEC SA	658	7,156 09	11,496.58
808513105	SCHWAB CHARLES CORP NEW	234	3,107.03	6,084.00
81282V100	SEAWORLD ENTMT INC	191	6,171.95	5,495 07
816850101	SEMTECH CORP	172	5,759.41	4,348 16
816851109	SEMPRA ENERGY	860	44,062.00	77,193.60
81762P102	SERVICENOW INC	130	5,960.96	7,281.30

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
824348106	SHERWIN WILLIAMS CO	116	15,893.61	21,286.00
82481R106	SHIRE PLC	528	55,491 94	74,601 12
82669G104	SIGNATURE BK NEW YORK N Y	106	7,344.09	11,386.52
82966C103	SIRONA DENTAL SYS INC	236	16,200.65	16,567.20
83175M205	SMITH & NEPHEW PLC	209	10,932.27	14,993.66
831865209	SMITH A O	372	8,075.44	20,065 68
845467109	SOUTHWESTERN ENERGY CO	108	3,613 13	4,247.64
84760C107	SPECTRANETICS CORP	408	6,635.58	10,200.00
848577102	SPIRIT AIRLS INC	221	3,890.25	10,035.61
848637104	SPLUNK INC	72	3,647.05	4,944 24
85254C305	STAGE STORES INC	259	5,718 12	5,754 98
854502101	STANLEY BLACK & DECKER INC	55	2,898 90	4,437.95
85590A401	STARWOOD HOTELS & RESORTS	155	8,969.48	12,314.75
857477103	STATE STR CORP	92	5,495 97	6,751.88
858912108	STERICYCLE INC	78	6,650.47	9,061 26
861642106	STONE ENERGY CORP	704	16,294.66	24,351 36
863667101	STRYKER CORP	854	56,076.00	64,169.56
867224107	SUNCOR ENERGY INC	496	13,480.84	17,384 80
867914103	SUNTRUST BKS INC	2199	67,595.04	80,945.19
870195104	SWEDBANK A B	441	5,234 67	12,428 26
871503108	SYMANTEC CORP	298	5,015.99	7,026.84
87151Q106	SYMETRA FINL CORP	175	1,470.49	3,318.00
87157B103	SYNCHRONOSS TECHNOLOGIES INC	329	10,726 82	10,222.03
87160A100	SYNGENTA AG	185	10,205 63	14,788 90
87236Y108	TD AMERITRADE HLDG CORP	596	10,520.52	18,261 44
872540109	TJX COS INC NEW	3394	156,103.08	216,299 62
87264S106	TRW AUTOMOTIVE HLDGS CORP	138	8,075.12	10,265.82
874039100	TAIWAN SEMICONDUCTOR MFG LTD	919	12,088 35	16,027 36
879369106	TELEFLEX INC	208	12,426 54	19,522 88
880208400	TEMPLETON GLOBAL BD FUND	11507.325	150,515.81	150,630 88
880349105	TENNECO INC	103	5,383.71	5,826 71
881609101	TESORO CORP	96	5,425.57	5,616.00
88160R101	TESLA MTRS INC	1463	226,167.76	220,077.63

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
881624209	TEVA PHARMACEUTICAL INDS LTD	506	18,927.47	20,280.48
88224Q107	TEXAS CAP BANCSHARES INC	147	6,749.20	9,143.40
883556102	THERMO FISHER SCIENTIFIC CORP	690	39,529.98	76,831.50
885175307	THORATEC CORP	269	9,830 33	9,845.40
88632Q103	TIBCO SOFTWARE INC	376	9,185.16	8,452.48
887389104	TIMKEN CO	63	3,433 16	3,469.41
891027104	TORCHMARK CORP	173	8,300.75	13,519.95
8.92E+113	TOTAL S A	325	16,612 32	19,912.75
891894107	TOWERS WATSON & CO	104	6,156 26	13,271.44
891906109	TOTAL SYS SVCS INC	105	3,258.14	3,494.40
892331307	TOYOTA MOTOR CORP	132	11,071.31	16,093.44
89353D107	TRANSCANADA CORP	287	11,764.13	13,104.42
893641100	TRANSDIGM GROUP INC	43	6,026.99	6,923 86
8.94E+113	TRAVELERS COS INC	844	42,124.52	76,415 76
896215209	TRIMAS CORP	200	7,456.21	7,978 00
896818101	TRIUMPH GROUP INC NEW	129	10,107.94	9,813 03
896945201	TRIPADVISOR INC	58	1,907.81	4,804.14
902494103	TYSON FOODS INC	245	6,542.57	8,197 70
90384S303	ULTA SALON COSMETICS &	70	4,954.42	6,756 40
904784709	UNILEVER N V	307	9,916.10	12,350 61
907818108	UNION PAC CORP	566	47,699.36	95,088.00
911363109	UNITED RENTALS INC	91	2,995.49	7,093.45
912810FR4	UNITED STATES TREAS NT	169756.7	222,660.39	195,126 84
912810PZ5	UNITED STATES TREAS BD	248034.36	352,264 30	291,480.06
912828RR3	UNITED STATES TREAS NT	289000	296,078 56	275,836 05
912828TE0	UNITED STATES TREAS NT	439785 12	472,336.43	421,265 77
912828TW0	UNITED STATES TREAS NT	605000	605,637.49	594,037 40
912828UF5	UNITED STATES TREAS NT	382000	376,715 67	360,779 90
912828UN8	UNITED STATES TREAS NT	404000	407,806.08	374,774.64
913017109	UNITED TECHNOLOGIES CORP	684	52,436.70	77,839 20
917047102	URBAN OUTFITTERS INC	161	6,240.47	5,973.10
918204108	V F CORP	176	9,271.21	10,971.84
91851C201	VAALCO ENERGY INC COM	1826	12,033.34	12,581 14

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
920355104	VALSPAR CORP	62	4,332.91	4,419.98
92210H105	VANTIV INC	218	5,967.59	7,108 98
922908553	VANGUARD REIT	18838	1,205,940.28	1,216,181.28
92343V104	VERIZON COMMUNICATIONS INC	976	47,383.63	47,960.64
92345Y106	VERISK ANALYTICS INC	208	9,920.67	13,669.76
92532F100	VERTEX PHARMACEUTICALS INC	2801	215,436 63	208,114 30
92826C839	VISA INC	977	85,931.81	217,558.36
928563402	VMWARE INC	3011	230,076.40	270,116 81
928662303	VOLKSWAGEN AG	842	40,320 49	45,689 45
928662402	VOLKSWAGEN A G	225	6,229.44	12,658 73
92937A102	WPP PLC	248	13,206.39	28,485.28
930427109	WAGEWORKS INC	208	10,314.37	12,363.52
94946T106	WELLCARE GROUP INC	136	9,418.31	9,577.12
949746101	WELLS FARGO & CO	3574	102,087.91	162,259 60
95082P105	WESCO INTL INC	107	4,063 95	9,744.49
955306105	WEST PHARMACEUTICAL SVSC INC	313	5,819.41	15,355.78
95709T100	WESTAR ENERGY INC	176	5,039.43	5,661 92
958102105	WESTERN DIGITAL CORP	187	6,238 79	15,689 30
966837106	WHOLE FOODS MKT INC	78	2,716.20	4,510.74
969904101	WILLIAMS SONOMA INC	84	3,028 76	4,895 52
980745103	WOODWARD INC	157	6,414.21	7,160 77
983134107	WYNN RESORTS LTD	54	5,705 46	10,487.34
983793100	XPO LOGISTICS INC	453	9,960 23	11,909 37
983919101	XILINX INC	119	4,469.95	5,464.48
98978V103	ZOETIS INC	293	9,429.39	9,578.17
989817101	ZUMIEZ INC	220	5,827 17	5,720.00
G0083B108	ACTAVIS PLC	44	6,336.00	7,392 00
G02602103	AMDOCS LTD	269	8,538 39	11,093.56
G0408V102	AON PLC	102	7,722 18	8,556 78
G0450A105	ARCH CAP GROUP LTD	69	2,501 90	4,118 61
G05384105	ASPEN INS HLDGS LTD	193	4,334 78	7,972.83
G0692U109	AXIS CAP HLDGS LTD	199	7,714.41	9,466 43
G2554F113	COVIDIEN PLC	761	31,552.69	51,824 10

UW ESTELLE A MANNING RESIDUARY
13-6073778
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
G27823106	DELPHI AUTOMOTIVE PLC	184	6,596.76	11,063 92
G29183103	EATON CORP PLC	485	25,189.31	36,918.20
G3157S106	ENSCO PLC	91	5,063.30	5,203 38
G4412G101	HERBALIFE LTD	101	5,042 51	7,948.70
G4705A100	ICON PLC	111	2,026 97	4,486 18
G47791101	INGERSOLL-RAND CO LTD	145	6,180 25	8,932.00
G491BT108	INVESCO LTD	2086	70,046.63	75,930.40
G5315B107	KOSMOS ENERGY LLC	287	3,124.44	3,208.66
G60754101	MICHAEL KORS HLDGS LTD	3537	170,239 39	287,169 03
G66721104	NORWEGIAN CRUISE LINE HLDGS LTD	170	5,454.94	6,029 90
G7945M107	SEAGATE TECH	166	2,734.08	9,322 56
G97822103	PERRIGO CO	95	14,459.48	14,578.70
H0023R105	ACE LTD	683	44,177.68	70,710 99
H84989104	TE CONNECTIVITY LTD	103	3,000.39	5,676.33
H89231338	UBS AG	473	8,559.24	9,105.25
M0854Q105	ALLOT COMMUNICATIONS LTD	509	6,936.25	7,701.17
M51363113	MELLANOX TECHNOLOGIES LTD	225	8,439.12	8,993 25
N47279109	INTERXION HLDG NV	241	4,630.27	5,690 01
N53745100	LYONDELLBASELL INDUSTRIES NV	1258	57,402.04	100,992.24
Y0486S104	AVAGO TECHNOLOGIES LTD	580	21,983 08	30,669 82
Y2573F102	FLEXTRONICS	1058	6,278.15	8,220.66
	TOTAL		24,209,792.22	29,069,869.28

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☒
- 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: UW ESTELLE A MANNING RESIDUARY

Employer identification number (EIN) or: 13-6073778

Number, street, and room or suite no If a P.O. box, see instructions: P O BOX 1802

Social security number (SSN):

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 (other than individual)	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 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.

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 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 20 13 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	$ 23,388.
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	$ 36,000.
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	$ -0-

Caution. If you are going to make an electronic funds withdrawal (direct debit) 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 1-2014)

JSA
3F8054 2 000

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

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).

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: UW ESTELLE A MANNING RESIDUARY

Employer identification number (EIN) or: 13-6073778

Number, street, and room or suite no If a P O. box, see instructions.: P O BOX 1802

Social security number (SSN):

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 (other than individual)	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.

4 I request an additional 3-month extension of time until 11/17 , 20 14 .

5 For calendar year 2013 , or other tax year beginning ______ , 20 ____ , and ending ______ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 23,375.
b	If this application is for Forms 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	$ 36,000.
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	$ -0-

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 ▶ Title ▶ SVP, Tax Date ▶ 8/04/14