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Form **990-PF** | **Return of Private Foundation** or Section 4947(a)(1) Trust Treated as Private Foundation | OMB No 1545-0052 **2014**

Department of the Treasury
Internal Revenue Service

▶ 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

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, 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) ▶ $ 34,211,947.

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	810,137.	787,573.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,169,838.			
	b Gross sales price for all assets on line 6a 20,321,761.				
	7 Capital gain net income (from Part IV, line 2)		3,169,838.		
	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)	9,390.	4,066.		STMT 2
	12 **Total.** Add lines 1 through 11	3,989,365.	3,961,477.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	196,566.	117,940.		78,627.
	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) STMT 3	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule) STMT 4	68,313.	68,313.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 5	55,400.	10,400.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications	2.	NONE	NONE	2.
	23 Other expenses (attach schedule) STMT 6	27,602.	48,396.		750.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	349,133.	245,049.	NONE	80,629.
	25 Contributions, gifts, grants paid	1,174,543.			1,174,543.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,523,676.	245,049.	NONE	1,255,172.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	2,465,689.			
	b **Net investment income** (if negative, enter -0-)		3,716,428.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	1,229,683.	1,986,625.	1,986,625.
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			
10a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 7	24,209,792.	25,801,156.	28,446,914.
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 8	3,219,926.	3,542,676.	3,778,408.
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)	28,659,401.	31,330,457.	34,211,947.
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	28,659,401.	31,330,457.	
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)	28,659,401.	31,330,457.	
31	**Total liabilities and net assets/fund balances** (see instructions)	28,659,401.	31,330,457.	

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	28,659,401.
2	Enter amount from Part I, line 27a	2	2,465,689.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	222,654.
4	Add lines 1, 2, and 3	4	31,347,744.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	17,287.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,330,457.

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	20,465,520.		17,151,225.	3,314,295.
b	-144,457.			-144,457.
c				
d				
e				

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

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,314,295.
b				-144,457.
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	3,169,838.
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))
2013	NONE	NONE	NONE
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

2	**Total** of line 1, column (d)	2	0.185385
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	0.037077
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	33,517,895.
5	Multiply line 4 by line 3	5	1,242,743.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	37,164.
7	Add lines 5 and 6	7	1,279,907.
8	Enter qualifying distributions from Part XII, line 4	8	1,255,172.

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	74,329.
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	74,329.
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	74,329.
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	57,957.		
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	57,957.
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	16,372.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ NONE **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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ 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 ▶ [X]
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[X] 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 [X] 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 [X] 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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	[ ] Yes [X] 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 [X] No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*		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 2014?		4b		X

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

			Yes	No
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 4945(d)(4)(A)? (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? . . . *If "Yes" to 6b, file Form 8870*	6b		X
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	196,566.	-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	32,500,865.
b	Average of monthly cash balances	1b	1,527,455.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	34,028,320.
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	34,028,320.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	510,425.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,517,895.
6	**Minimum investment return.** Enter 5% of line 5	6	1,675,895.

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	1,675,895.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	74,329.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	74,329.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,601,566.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,601,566.
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	1,601,566.

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	1,255,172.
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	1,255,172.
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	1,255,172.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,601,566.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			397,058.	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009 ...... NONE				
b From 2010 ...... NONE				
c From 2011 ...... NONE				
d From 2012 ...... NONE				
e From 2013 ...... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 1,255,172.				
a Applied to 2013, but not more than line 2a			397,058.	
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 2014 distributable amount				858,114.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 *(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 2013. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				743,452.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010 ... NONE				
b Excess from 2011 ... NONE				
c Excess from 2012 ... NONE				
d Excess from 2013 ... NONE				
e Excess from 2014 ... 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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
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 ▶ [X] 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 15				1,174,543.
Total . . . . ▶ **3a**				1,174,543.
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	810,137.	
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	3,169,838.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b EXCISE TAX REFUND			1	9,390.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				3,989,365.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 3,989,365.

(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

Karen J. Kiser | 08/20/2015 | 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	16,787.	16,787.
FOREIGN DIVIDENDS	96,334.	96,334.
NONDIVIDEND DISTRIBUTIONS	22,494.	
DOMESTIC DIVIDENDS	163,433.	163,433.
OTHER INTEREST	39,781.	39,781.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	30,494.	30,494.
NON-TAXABLE FOREIGN INCOME	70.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	13,959.	13,959.
MARKET DISCOUNT - OTHER INTEREST	27.	27.
NONQUALIFIED FOREIGN DIVIDENDS	19,350.	19,350.
NONQUALIFIED DOMESTIC DIVIDENDS	407,408.	407,408.
TOTAL	810,137.	787,573.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND	9,390.	
PARTNERSHIP INCOME		4,066.
TOTALS	9,390.	4,066.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	68,313.	68,313.
TOTALS	68,313.	68,313.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	4,730.	4,730.
EXCISE TAX ESTIMATES	45,000.	
FOREIGN TAXES ON QUALIFIED FOR	3,457.	3,457.
FOREIGN TAXES ON NONQUALIFIED	2,213.	2,213.
TOTALS	55,400.	10,400.

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	1,310.	1,310.	
DIVIDEND INVESTMENT EXPENSE -	25,542.	25,542.	
PARTNERSHIP EXPENSES		21,544.	
TOTALS	27,602.	48,396.	750.

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		24,209,792.	25,801,156.	28,446,914.
	TOTALS	24,209,792.	25,801,156.	28,446,914.

UW ESTELLE A MANNING RESIDUARY 13-6073778

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
8EQO29993 EXCELSIOR MULTI-STRA	C	2,533,783.	2,659,679.	2,790,181.
99Z353023 EXCELSIOR ABSOLUTE R	C	125,226.	122,400.	11,637.
300862109 UST EXCELSIOR VENTUR	C	118,277.	116,797.	155,002.
71BB59993 EXCELSIOR PRIVATE MA	C	17,040.	85,200.	99,078.
99Z378921 EXCELSIOR PRIVATE MA	C	425,600.	558,600.	722,510.
TOTALS		3,219,926.	3,542,676.	3,778,408.

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

DESCRIPTION		AMOUNT
SALES ADJUSTMENT		76,003.
ADJUST PARTNERSHIP BASIS		146,651.
	TOTAL	222,654.

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

DESCRIPTION		AMOUNT
INCOME ADJUSTMENT		2,353.
ADJUST CARRYING VALUE		14,934.
	TOTAL	17,287.

GAINS AND LOSSES FROM PASS-THRU ENTITIES

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS	-144,457.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-144,457.00

==

RECIPIENT NAME:
SAINT BARNABAS HOSPITAL
ADDRESS:
4422 3RD AVE
BRONX, NY 10457-2545
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 176,180.

RECIPIENT NAME:
SLOAN-KETTERING CANCER
CENTER
ADDRESS:
136 MOUNTAIN VIEW BLVD
BASKING RIDGE, NJ 07920
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 293,636.

RECIPIENT NAME:
NY PRESBYTERIAN
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 .... 58,727.

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

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 .... 58,727.

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 .... 58,727.

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 .... 58,727.

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

RECIPIENT NAME:
NEW YORK UNIVERSITY
ATTN MS ELISA COHEN
ADDRESS:
726 BWAY 2ND FL
NEW YORK, NY 10003-9502
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 117,454.

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 .... 58,727.

RECIPIENT NAME:
SEAMENS CHURCH INSTITUTE OF N Y
ADDRESS:
50 BROADWAY FL 26
NEW YORK, NY 10004-3802
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 58,728.

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

RECIPIENT NAME:
AMERICAN LUNG ASSOCIATION
ADDRESS:
700 VETERANS HWY
HAUPPAUGE, NY 11788-2952
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 117,455.

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 .... 117,455.

TOTAL GRANTS PAID: 1,174,543.

FEDERAL FOOTNOTES

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

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
BRUNSWICK CORP	117043109	556 00	19,069 79	28,500 56
BUFFALO WILD WINGS INC	119848109	68 00	8,493 20	12,265 84
BUNZL PLC	120738406	502 00	6,294 07	13,807 51
BURLINGTON STORES INC	122017106	132 00	6,162 60	6,238 32
C H ROBINSON WORLDWIDE INC	12541W209	1,464 00	90,568 12	109,638.96
CABOT OIL & GAS CORP	127097103	3,715.00	129,866 85	110,001 15
CAESAR STONE SDOT YAM LTD	M20598104	121.00	6,027 01	7,238 22
CANADIAN NATIONAL RAILWAY	136375102	209 00	7,084.62	14,402 19
CARDTRONICS INC	14161H108	127 00	4,415 03	4,899 66
CAREFUSION CORP	14170T101	225 00	5,532 87	13,351 50
CARLISLE COS INC	142339100	161 00	12,107 16	14,528 64
CARLSBERG AS	142795202	855 00	17,688 80	13,304 66
CARRIZO OIL & CO INC	144577103	144.00	6,761 26	5,990 40
CATERPILLAR INC	149123101	1,169 00	108,104 68	106,998 57
CBS CORP	124857202	1,434 00	76,995 66	79,357 56
CELANESE CORP DEL	150870103	104 00	5,575 44	6,235 84
CELGENE CORP	151020104	1,021 00	32,634 94	114,209 06
CELLDEX THERAPEUTICS INC	15117B103	98 00	1,564 97	1,788 50
CENOVUS ENERGY INC	15135U109	259 00	8,165 12	5,340 58
CENTENE CORP	15135B101	68 00	5,518 88	7,061.80
CENTRICA PLC	15639K300	602 00	11,782 28	10,475.40
CERNER CORP	156782104	153.00	5,702 24	9,892 98
CHARLES RIV LABORATORIES INTL	159864107	162.00	9,527 59	10,309 68
CHEMED CORP	16359R103	54 00	5,472 90	5,706 18
CHEUNG KONG HLDGS LTD	166744201	842 00	9,464 08	14,147 28
CHEVRON CORP	166764100	1,060 00	108,943 35	118,910 80
CHINA BIOLOGIC PRODS INC	16938C106	83.00	4,481 17	5,580 09
CHURCH & DWIGHT INC	171340102	164.00	11,399 93	12,924.84
CIELO S A	171778202	555 00	4,540 98	8,700.18

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
CIENA CORP	171779309	266 00	4,145 77	5,163 06
CIT GROUP INC	125581801	355 00	16,306 94	16,979 65
CITIGROUP INC	172967424	3,261 00	117,508 33	176,452 71
CIVEO CORP	178787107	332 00	3,077 41	1,364 52
CLEAN HBRS INC	184496107	141.00	6,946 05	6,775 05
CNO FINL GROUP INC	12621E103	597 00	9,971.50	10,280 34
CNOOC LTD	126132109	32 00	5,395 84	4,334 08
COCA COLA AMATIL LTD	191085208	618 00	7,382 01	4,713.49
COGNIZANT TECHNOLOGY SOLUTIONS	192446102	1,773 00	59,048 63	93,366 18
COLUMBIA ACORN INTERNATIONAL	197199813	11,365 97	391,877 54	474,302 01
COLUMBIA SPORTSWEAR CO	198516106	80 00	2,866 40	3,563 20
COMMERCIAL METALS CO	201723103	500 00	7,731.92	8,145 00
COMPASS GROUP PLC	20449X302	969 00	8,452 71	16,634 82
COMPUTER PROGRAMS & SYS INC	205306103	60 00	3,648 60	3,645 00
COMPUTER SCIENCES CORP	205363104	431 00	25,102 09	27,174 55
CONCHO RES INC	20605P101	54 00	6,458.25	5,386 50
CONSTELLIUM NV CL A	N22035104	143 00	2,787 87	2,349 49
CONVERGYS CORP	212485106	743 00	13;238 64	15,134 91
CONVERGYS CORP	212485106	353 00	6,289 79	7,190 61
COPART INC	217204106	323 00	10,019.46	11,786 27
CORE LABORATORIES N V	N22717107	30 00	4,174 50	3,610 20
COVIDIEN PLC	G2554F113	874 00	83,027 95	89,392 72
CRACKER BARREL OLD CTRY STORE	22410J106	88 00	9,180 16	12,386 88
CSX CORP	126408103	1,466 00	44,809.90	53,113 18
CVS HEALTH CORP	126650100	1,237 00	42,404 36	119,135 47
D R HORTON INC	23331A109	570 00	13,404.49	14,415 30
DANA HLDG CORP	235825205	987 00	18,426 46	21,457 38
DARDEN RESTAURANTS INC	237194105	354 00	17,427 42	20,755 02
DECKERS OUTDOOR CORP	243537107	79 00	7,056 46	7,192 16

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
DELPHI AUTOMOTIVE PLC	G27823106	191 00	11,785.41	13,889 52
DENSO CORP	24872B100	424 00	7,144 40	9,994 10
DEUTSCHE BOERSE	251542106	1,840 00	11,444 75	13,185 44
DEUTSCHE POST AG	25157Y202	295 00	7,097 79	9,654 17
DEVON ENERGY CORP NEW	25179M103	934 00	65,695 50	57,170 14
DEXCOM INC COM	252131107	127 00	3,486 53	6,991 35
DIAMONDBACK ENERGY INC	25278X109	70 00	5,789 27	4,184 60
DICKS SPORTING GOODS INC	253393102	208 00	9,131 18	10,327 20
DISCOVER FINL SVCS	254709108	1,255 00	56,229 34	82,189 95
DISNEY WALT CO	254687106	555 00	17,099 55	52,275 45
DOLLAR TREE INC	256746108	90 00	4,087 20	6,334 20
DOVER CORP	260003108	66 00	3,199.68	4,733 52
DYCOM INDS INC	267475101	101 00	2,847 23	3,544.09
E-HOUSE CHINA HLDGS LTD	26852W103	296.00	2,742 62	2,143 04
EAST WEST BANCORP INC	27579R104	287 00	9,400 05	11,109.77
EL PASO ELEC CO	283677854	226 00	8,083 48	9,053 56
ENANTA PHARMACEUTICALS INC	29251M106	103.00	4,314 04	5,237 55
ENCANA CORP	292505104	821 00	15,829.77	11,387 27
ENDURANCE SPECIALITY HLDGS LTD	G30397106	228 00	12,603 84	13,643 52
ENERGEN CORP	29265N108	99 00	5,360 68	6,312 24
ENVESTNET INC	29404K106	196 00	8,336 32	9,631 44
ENVISION HEALTHCARE HLDGS INC	29413U103	252 00	8,450.10	8,741 88
ERICSSON	294821608	6,152 00	75,671 75	74,439.20
ERICSSON	294821608	1,212.00	12,840 63	14,665 20
EURONET WORLDWIDE INC	298736109	189 00	8,001.72	10,376 10
EXXON MOBIL CORP	30231G102	2,870 00	278,054 54	265,331 50
FACEBOOK INC	30303M102	1,276.00	27,426 98	99,553 52
FANUC CORP	307305102	582 00	14,124 26	16,136.53
FASTENAL CO	311900104	2,161.00	100,269 38	102,777 16

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
FASTENAL CO	311900104	220 00	10,604 26	10,463 20
FEDERAL HOME LN MTG CORP	3128M9D25	1,598 91	1,737 82	1,762 50
FEDERAL HOME LN MTG CORP	312945DN5	119,811 45	125,586 73	124,804 00
FEDERAL NATL MTG ASSN	31368HNN9	5,966 56	6,609 83	6,589 28
FEDERAL NATL MTG ASSN	31419A4N4	50,887 52	51,793 94	53,138 28
FEDERAL NATL MTG ASSN	31416BTA6	7,303 80	7,979 39	8,063 61
FEDERAL NATL MTG ASSN	31412TLL5	27,907 33	29,969 84	30,810.53
FEDERAL NATL MTG ASSN	3138EGVB7	16,344.05	17,677 12	18,112 96
FEDERAL NATL MTG ASSN	3138A2BE8	122,287.97	125,870 62	127,715 11
FEDERAL NATL MTG ASSN	3138AFC24	197,527 47	208,391 49	214,623 47
FIFTH ST FIN CORP	31678A103	548 00	5,022 47	4,389.48
FINANCIAL ENGINES INC	317485100	133 00	6,750 04	4,861 15
FINISAR CORP	31787A507	226.00	3,531 59	4,386 66
FINISH LINE INC	317923100	164 00	4,038 96	3,986 84
FIRST HORIZON NATL CORP	320517105	517.00	6,191 95	7,020 86
FIRST NIAGARA FINL GROUP INC	33582V108	1,468 00	11,947 73	12,375 24
FISERV INC	337738108	87 00	6,182 42	6,174 39
FMC TECHNOLOGIES INC	30249U101	1,141 00	45,971 92	53,444 44
FNF GROUP	31620R303	415 00	11,312 40	14,296 75
FOMENTO ECONOMICO MEXICANO SA	344419106	66 00	4,423 32	5,809.98
FORTINET INC	34959E109	467 00	11,418 15	14,318 22
FORTUNE BRANDS HOME & SEC INC	34964C106	280.00	9,175 68	12,675 60
FRESH MKT INC	35804H106	211 00	7,476 72	8,693 20
G-III APPAREL GROUP LTD	36237H101	73 00	6,254 67	7,373 73
GALAXY ENTMT GROUP LTD	36318L104	259 00	12,490 91	14,578 33
GARTNER GROUP INC NEW	366651107	121 00	7,090.70	10,189 41
GENERAL ELEC CO	369604103	4,140 00	109,669 68	104,617 80
GENWORTH FINL INC	37247D106	756 00	8,826 55	6,426 00
GLATFELTER	377316104	379.00	8,519 88	9,691 03

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
GLOBAL CASH ACCESS HLDGS INC	378967103	360 00	2,479 61	2,574.00
GLOBAL PMTS INC	37940X102	98 00	7,321 57	7,911 54
GLOBUS MED INC CL A	379577208	128 00	2,468 39	3,042 56
GLOBUS MED INC CL A	379577208	245 00	4,724 65	5,823 65
GNC HLDGS INC	36191G107	140 00	5,291 38	6,574.40
GREAT PLAINS ENERGY INC	391164100	512 00	11,942 79	14,545 92
GREAT WALL MTR CO LTD	39137B109	308 00	12,446 70	17,515 34
GREEN DOT CORP	39304D102	270 00	6,029.04	5,532.30
GREENHILL & CO INC	395259104	244 00	11,150 78	10,638 40
GROUPE CGI INC	39945C109	480 00	10,601 81	18,316 80
GRUPO TELEVISA SA DE CV	40049J206	453 00	8,605 55	15,429.18
GUESS INC	401617105	63 00	1,328.04	1,328 04
HAEMONETICS CORP	405024100	147 00	5,146 47	5,500 74
HALLIBURTON CO	406216101	558 00	30,266 42	21,946 14
HARBOR INTERNATIONAL FUND	411511306	15,090 12	754,425 89	977,537 71
HARMONIC INC	413160102	779 00	4,712 95	5,460 79
HCC INS HLDGS INC	404132102	420 00	20,275 78	22,478 40
HCC INS HLDGS INC	404132102	261 00	12,605 31	13,968 72
HEALTH NET INC	42222G108	115 00	5,335 53	6,155 95
HEARTLAND PMT SYS INC	42235N108	210 00	10,481 08	11,329.50
HEXCEL CORP NEW	428291108	124 00	4,755 40	5,144 76
HFF INC	40418F108	223 00	6,321 69	8,010 16
HOME DEPOT INC	437076102	1,175 00	95,161.92	123,339 75
HOMEAWAY INC	43739Q100	333 00	12,246 29	9,916 74
HONEYWELL INTL INC	438516106	573 00	32,492.36	57,254.16
HUNT J B TRANS SVCS INC	445658107	153 00	11,201 10	12,890 25
HUNTINGTON INGALLS INDS INC	446413106	64 00	2,637.56	7,197 44
HUTCHISON WHAMPOA LTD	448415208	767 00	13,951.38	17,654 81
ICON PLC	G4705A100	166.00	9,776 39	8,464 34

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
ICON PLC	G4705A100	112 00	6,428 79	5,710 88
ICONIX BRAND GROUP INC	451055107	157 00	5,702 24	5,305.03
ILLUMINA INC	452327109	673 00	103,960 47	124,222 34
ILLUMINA INC	452327109	43 00	7,176 13	7,936 94
INDUSTRIAL & COML BK CHINA	455807107	1,012 00	10,474 20	14,772 16
INSULET CORP	45784P101	84 00	1,864 82	3,869 04
INTEGRATED DEVICE TECHNOLOGY	458118106	787 00	11,875.74	15,425 20
INTERACTIVE BROKERS GROUP INC	45841N107	202 00	4,999.48	5,890 32
INTERNATIONAL PAPER CO	460146103	1,292 00	63,290 81	69,225 36
INTERNATIONAL RECTIFIER CORP	460254105	119 00	4,682 27	4,748 10
INTERSIL CORP	46069S109	253 00	3,343.60	3,660 91
INVESCO LTD	G491BT108	137 00	5,167 63	5,414 24
INVESTMENT TECHNOLOGY GRP NEW	46145F105	283 00	4,425 87	5,892 06
INVESTORS BANCORP INC NEW	46146L101	1,485 00	14,845.74	16,669 13
ISHARES CORE S&P MID CAP ETF	464287507	4,555 00	582,793 12	659,564 00
ISHARES MSCI EMERGING MARKETS	464287234	28,637 00	1,185,299.15	1,125,147 73
ISHARES RUSSELL 1000 GROWTH ETF	464287614	31,730 00	2,867,976 34	3,033,705 30
ISHARES RUSSELL 2000 ETF	464287655	4,264 00	446,760.60	510,059 68
J P MORGAN CHASE & CO	46625H100	3,263 00	127,759.12	204,198.54
JANUS CAP GROUP INC	47102X105	265 00	3,733 21	4,274 45
JULIUS BAER GROUP LTD	48137C108	1,395 00	9,806 85	12,863 30
JUMEI INTL HLDG LTD	48138L107	177.00	4,223 10	2,410 74
KAPSTONE PAPER & PACKAGING CORP	48562P103	218 00	5,799 91	6,389 58
KASIKORNBANK PUB CO LTD	485785109	463 00	9,609 11	12,890 85
KENNAMETAL INC	489170100	188 00	7,062 97	6,728 52
KEPPEL CORP LTD	492051305	710 00	8,796.90	9,484.18
KERYX BIOPHARMACEUTICALS INC	492515101	356 00	5,687 88	5,037 40
KEYCORP NEW	493267108	6,658 00	89,305 12	92,546.20
KEYSIGHT TECHNOLOGIES INC	49338L103	406 00	13,677 04	13,710 62

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
KINGFISHER PLC	495724403	1,336 00	11,482 27	14,186 98
KLX INC	482539103	123 00	1,957 21	5,073 75
KOMATSU LTD	500458401	595 00	12,993 25	13,319 67
KOPPERS HLDGS INC	50060P106	188 00	6,230 47	4,884 24
KORN FERRY INTL	500643200	188 00	4,800.34	5,406 88
KROGER CO	501044101	2,164.00	112,787 30	138,950 44
LILLY ELI & CO	532457108	2,509 00	154,075.97	173,095 91
LINCOLN NATL CORP IND	534187109	480.00	23,811 12	27,681 60
LINKEDIN CORP	53578A108	589 00	63,011 87	135,299 19
LITHIA MTRS INC	536797103	74 00	5,948.89	6,415 06
LKQ CORP	501889208	430 00	11,243.81	12,091 60
M & T BK CORP	55261F104	155.00	18,866 58	19,471 10
MANHATTAN ASSOCS INC	562750109	162 00	5,289 51	6,596 64
MARKETAXESS HLDGS INC	57060D108	44 00	2,744 78	3,155.24
MASIMO CORP	574795100	280 00	6,321 22	7,375 20
MATADOR RES CO	576485205	165.00	3,414 77	3,337 95
MATRIX SVC CO	576853105	197.00	4,537 17	4,397.04
MATSON INC	57686G105	168 00	4,194 29	5,799.36
MAXIMUS INC	577933104	120 00	5,692.79	6,580 80
MCCORMICK & CO INC	579780206	177 00	11,992 74	13,151.10
MEAD JOHNSON NUTRITION CO	582839106	150.00	12,015 06	15,081 00
MEDIDATA SOLUTIONS INC	58471A105	129 00	5,362 53	6,159.75
MENTOR GRAPHICS CORP	587200106	214 00	4,196 52	4,690 88
MERCADOLIBRE INC	58733R102	498 00	56,685 07	63,579 66
MERCK & CO INC	58933Y105	3,578.00	154,452 68	203,194 62
MICHAEL KORS HLDGS LTD	G60754101	1,124 00	54,585 72	84,412 40
MICROSOFT CORP	594918104	4,250 00	193,278 93	197,412 50
MIDDLEBY CORP	596278101	125 00	10,408 59	12,387 50
MONSANTO CO	61166W101	703 00	67,369 99	83,987 41

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
MONSANTO CO	61166W101	671.00	74,862 73	80,164 37
MRC GLOBAL INC	55345K103	510 00	10,571 83	7,726 50
MTS SYS CORP	553777103	129 00	8,930 53	9,678.87
MURPHY OIL CORP	626717102	291 00	15,697 06	14,701 32
NABORS INDS INC	G6359F103	226 00	2,456 42	2,933 48
NATUS MEDICAL INC COM	639050103	159 00	4,753 19	5,730 36
NEXTERA ENERGY INC	65339F101	1,581 00	125,149 82	168,044.49
NIKE INC	654106103	863 00	83,477.24	82,977 45
NORDSTROM INC	655664100	314 00	21,939.15	24,928 46
NOVARTIS A G	66987V109	155.00	8,814 85	14,362 30
NOVO-NORDISK A S	670100205	217 00	4,385 13	9,183 44
O REILLY AUTOMOTIVE INC	67103H107	82 00	12,345 92	15,794 84
OCCIDENTAL PETE CORP DEL	674599105	1,433 00	116,919 89	115,514 13
OCEANEERING INTL INC	675232102	164 00	9,732 27	9,644 84
OLD DOMINION FGHT LINE INC	679580100	93 00	6,284 01	7,220 52
OPHTHOTECH CORP	683745103	88 00	3,344 66	3,948 56
ORACLE CORP	68389X105	3,014.00	119,386 58	135,539 58
OWENS ILL INC	690768403	670 00	16,744 55	18,083 30
PANDORA MEDIA INC	698354107	231 00	4,783 29	4,118.73
PATTERSON-UTI ENERGY INC	703481101	340.00	6,592 32	5,640 60
PBF ENERGY INC	69318G106	161 00	3,738 81	4,289 04
PERRIGO CO	G97822103	79 00	11,806.02	13,205 64
PG&E CORP	69331C108	389.00	17,129 42	20,710 36
PG&E CORP	69331C108	2,273 00	107,038 36	121,014 52
PHARMACYCLICS INC	716933106	866 00	93,960 69	105,877 16
PHARMERICA CORP	71714F104	53 00	1,313 34	1,097 63
PHILLIPS 66	718546104	955.00	40,966 64	68,473 50
PIEDMONT NAT GAS INC	720186105	397 00	13,657.97	15,645 77
PIMCO EMERGING MKT CURRENCY FUND	72201F409	17,113 48	172,206 60	158,470 79

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
PIMCO HIGH YIELD FD	693390841	124,225 00	1,162,000 00	1,135,416 46
PINNACLE ENTMT INC	723456109	102 00	2,346 00	2,269 50
PINNACLE WEST CAP CORP	723484101	312 00	17,574 93	21,312 72
PNC FINL SVCS GROUP INC	693475105	1,141 00	71,039 62	104,093 43
POLARIS INDS INC	731068102	80 00	11,692 24	12,099 20
POWER INTEGRATIONS INC	739276103	102 00	5,051.78	5,277 48
POWERSHARES DB COMMODITY INDEX	73935S105	37,095.00	844,894 27	684,402 75
PRA GROUP INC	69354N106	97 00	5,534 82	5,619 21
PRADA S P A	73942H100	755 00	11,337 49	8,557 93
PRECISION CASTPARTS CORP	740189105	290 00	48,921 25	69,855 20
PRICELINE GROUP INC	741503403	123 00	81,881 43	140,245 83
PRIMORIS SVCS CORP	74164F103	120 00	3,069.58	2,788 80
PRIVATEBANCORP INC	742962103	164.00	4,638 24	5,477 60
PROSIEBENSAT 1 MEDIA AG	743476202	1,010.00	10,109 91	10,642 37
PROTO LABS INC	743713109	73 00	4,920.18	4,902 68
PT BK MANDIRI PERSERO TBK.	69367U105	1,554 00	9,758 65	13,519 80
PTC INC	69370C100	121 00	4,359 63	4,434 65
PUBLICIS S A NEW	74463M106	1,161 00	14,742 68	20,946 76
PVH CORP	693656100	94 00	10,901 41	12,047 98
QEP RES INC	74733V100	474 00	13,624.63	9,584 28
QUALCOMM INC	747525103	2,143 00	147,736 62	159,289 19
RADWARE LTD	M81873107	270 00	5,935 93	5,945 40
RAYONIER ADVANCED MATLS INC	75508B104	244 00	7,340.37	5,441.20
REED ELSEVIER P L C	758205207	330 00	10,388 40	22,456 50
REGAL BELOIT CORP	758750103	60.00	3,841 76	4,512 00
REPUBLIC SVCS INC	760759100	164 00	6,288 71	6,601 00
RESTORATION HARDWARE HLDGS INC	761283100	83 00	6,898 06	7,968 83
REYNOLDS AMERN INC	761713106	1,632 00	88,349.73	104,888 64
ROCHE HLDG LTD	771195104	4,073 00	127,088 64	138,290 57

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
ROCHE HLDG LTD	771195104	761 00	16,048 51	25,838 23
ROCKWELL AUTOMATION INC	773903109	56 00	3,191 86	6,227 20
ROSS STORES INC	778296103	69 00	6,252 88	6,503 94
ROYAL DUTCH SHELL PLC	780259107	233 00	14,814 12	16,207 48
RTI INTL METALS INC	74973W107	158 00	3,559 74	3,991 08
SAIA INC	78709Y105	145 00	6,850 09	8,027 20
SALESFORCE COM INC	79466L302	1,716 00	52,157 38	101,775 96
SALLY BEAUTY HLDGS INC	79546E104	165 00	4,553 97	5,072 10
SAP SE	803054204	351 00	19,424.17	24,447 15
SCHNEIDER ELEC SE	80687P106	1,004 00	13,263 15	14,726 67
SEACOR HLDGS INC	811904101	170 00	12,619 49	12,547 70
SEMPRA ENERGY	816851109	1,010 00	60,838 59	112,473 60
SERVICENOW INC	81762P102	102 00	6,287 93	6,920 70
SHIRE PLC	82481R106	49 00	4,593 75	10,414 46
SILGAN HOLDINGS INC	827048109	107 00	5,068 59	5,735 20
SKECHERS U S A INC	830566105	130 00	6,853 85	7,182 50
SKY PLC	83084V106	482 00	24,485 05	27,026 22
SKYWORKS SOLUTIONS INC	83088M102	129 00	5,177.37	9,379 59
SMITH & NEPHEW PLC	83175M205	373.00	6,885 58	13,704 02
SONOCO PRODS CO	835495102	241 00	9,411 94	10,531 70
SOUTHWESTERN ENERGY CO	845467109	361 00	12,193 65	9,851.69
SPLUNK INC	848637104	1,396 00	69,268 03	82,294 20
STANCORP FINL GROUP INC	852891100	115.00	7,131 81	8,033 90
STEELCASE INC	858155203	971 00	14,817 37	17,429 45
STERICYCLE INC	858912108	111 00	10,549 75	14,549 88
STERIS CORP	859152100	100.00	5,751 00	6,485 00
STRATASYS LTD	M85548101	104 00	11,840 84	8,643 44
STRYKER CORP	863667101	854 00	56,076 00	80,557.82
SUNCOR ENERGY INC	867224107	616 00	17,806 39	19,576 48

UW ESTELLE A MANNING RESIDUARY *EIN: 13-6073778*

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
SYKES ENTERPRISES INC	871237103	260 00	5,215 57	6,102 20
SYMETRA FINL CORP	87151Q106	436 00	10,075 81	10,049 80
SYNAPTICS INC	87157D109	59 00	3,736 06	4,061 56
SYNGENTA AG	87160A100	214 00	12,244 85	13,747.36
SYNGENTA AG	87160A100	1,425 00	103,746 89	91,542 00
SYNTEL INC	87162H103	144 00	6,346 08	6,477 12
TAIWAN SEMICONDUCTOR MFG LTD	874039100	893 00	11,365 00	19,985 34
TANDEM DIABETES CARE INC	875372104	126 00	1,652 91	1,600 20
TCF FINL CORP	872275102	417.00	6,280 02	6,626 13
TEMPLETON GLOBAL BD FUND	880208400	12,796 18	167,515 81	158,800 59
TEREX CORP NEW	880779103	242 00	7,001 75	6,746 96
TESLA MTRS INC	88160R101	306 00	44,065 21	68,057 46
TESORO CORP	881609101	85 00	5,330.35	6,319.75
TETRA TECHNOLOGIES INC DEL	88162F105	827 00	6,978 67	5,524 36
TEVA PHARMACEUTICAL INDS LTD	881624209	1,334 00	76,306 52	76,718 34
TEVA PHARMACEUTICAL INDS LTD	881624209	525 00	19,876.74	30,192 75
THERMO FISHER SCIENTIFIC CORP	883556102	980 00	73,911 28	122,784 20
TIFFANY & CO NEW	886547108	127 00	11,792 59	13,571.22
TJX COS INC NEW	872540109	943 00	54,192 40	64,670.94
TOYOTA MOTOR CORP	892331307	152 00	13,477 77	19,072 96
TRACTOR SUPPLY CO	892356106	176 00	11,755 37	13,872 32
TRACTOR SUPPLY CO	892356106	1,104 00	67,226.05	87,017 28
TRANSDIGM GROUP INC	893641100	106 00	18,967 62	20,813 10
TRIMBLE NAVIGATION LTD	896239100	331 00	9,416 95	8,784 74
TRINITY INDS INC	896522109	222 00	8,285.04	6,218 22
TRINITY INDS INC	896522109	911.00	31,067 56	25,517 11
TUPPERWARE BRANDS CORP	899896104	81 00	5,565 51	5,103 00
TUTOR PERINI CORP	901109108	201 00	4,864 18	4,838 07
TWITTER INC	90184L102	2,577 00	119,325 44	92,436 99

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
U S SILICA HLDGS INC	90346E103	110 00	5,426 29	2,825.90
UBS GROUP AG	H42097107	1,413 00	25,706 46	24,091 65
UGI CORP NEW	902681105	185 00	6,288 83	7,026 30
ULTIMATE SOFTWARE GROUP INC	90385D107	72.00	9,636 83	10,570 68
UNDER ARMOUR INC	904311107	133 00	8,703 52	9,030 70
UNILEVER N V	904784709	285 00	9,205 50	11,126 40
UNITED OVERSEAS BK LTD	911271302	489 00	17,667 39	18,104 74
UNITED RENTALS INC	911363109	82 00	3,722 73	8,364 82
UNITED STATES TREAS BD	912810RH3	35,000 00	34,368 36	37,679 60
UNITED STATES TREAS BD	912810PZ5	298,611 90	406,175.77	370,535 56
UNITED STATES TREAS NT	912828TW0	775,000 00	774,048 11	768,823 25
UNITED STATES TREAS NT	912828TE0	439,874 81	459,276 23	428,570 03
UNITED STATES TREAS NT	912828RR3	311,000 00	315,491 59	312,141.37
UNITED STATES TREAS NT	912828PX2	315,000 00	340,791.43	346,991 40
UNITED STATES TREAS NTS	912828D56	136,000 00	134,172 50	138,518 72
UNITED TECHNOLOGIES CORP	913017109	684 00	52,436 70	78,660 00
UNIVERSAL HLTH SVCS INC	913903100	126 00	14,116 62	14,018 76
URBAN OUTFITTERS INC	917047102	312 00	10,927 33	10,960 56
VANGUARD REIT	922908553	21,058 00	1,350,172.81	1,705,698 00
VERINT SYS INC	92343X100	125 00	6,749 99	7,285 00
VERIZON COMMUNICATIONS INC	92343V104	3,666 00	175,299 52	171,495 48
VERTEX PHARMACEUTICALS INC	92532F100	966.00	65,597 04	114,760 80
VIRTUS INVT PARTNERS INC	92828Q109	34 00	5,651.10	5,796 66
VIRTUSA CORP	92827P102	137 00	4,737 45	5,708 79
VISA INC	92826C839	433 00	37,537 14	113,532 60
VITAMIN SHOPPE INC	92849E101	80 00	3,383 69	3,886 40
VMWARE INC	928563402	934 00	68,706 35	77,073 68
VOXELJET AG	92912L107	63 00	815 85	511 56
WABCO HLDGS INC	92927K102	119 00	10,428 27	12,468.82

UW ESTELLE A MANNING RESIDUARY EIN: 13-6073778

As of: December, 2014

Asset Description 2	Cusip	Units	Fed Tax Cost	Market Value
WATSCO INC	942622200	103 00	8,980 99	11,021 00
WELLS FARGO & CO	949746101	1,714 00	88,038 75	93,961 48
WERNER ENTERPRISES INC	950755108	676 00	16,141 06	21,057 40
WHITE MTNS INS GROUP LTD	G9618E107	13 00	8,242.00	8,191 43
WHITING PETE CORP	966387102	85.00	5,479 38	2,805 00
WHITING PETE CORP	966387102	133 00	8,675 19	4,389 00
WILEY JOHN & SONS INC	968223206	48 00	2,568 48	2,843 52
WPP PLC	92937A102	256 00	14,069 11	26,649 60
WUXI PHARMATECH CAYMAN INC	929352102	179 00	6,179 06	6,026 93
WYNDHAM WORLDWIDE CORP	98310W108	27 00	2,083 05	2,315 52
WYNDHAM WORLDWIDE CORP	98310W108	244 00	18,824.57	20,925 44
XL GROUP PLC	G98290102	2,861 00	96,835 90	98,332 57
YAHOO JAPAN CORP	98433V102	1,770.00	12,627.36	12,843 12
			25,801,155.97	28,446,914.04

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 . . . . ▶ [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	Name of exempt organization or other filer, see instructions. UW ESTELLE A MANNING RESIDUARY	Employer identification number (EIN) or 13-6073778
File by the due date for filing your return See instructions	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 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 08/17, 20 15, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

▶ [X] calendar year 20 14 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	$ 37,307.
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	$ 45,000.
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	$

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*

- 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).

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 11/16 , 20 15 .

5 For calendar year 2014 , 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**	$ 37,307.
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**	$ 45,000.
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**	$

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 ▶ Karen J Kiser Title ▶ SVP, Tax Date ▶ 7/30/2015

JSA
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