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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2009**

Department of the Treasury  
Internal Revenue Service

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

**For calendar year 2009, or tax year beginning** 2/01, **2009, and ending** 1/31, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	PROVINCIAL FOUNDATION 4016 MCFARLIN BLVD DALLAS, TX 75205  ORIGINAL	<b>A</b> Employer identification number 23-1422090
		<b>B</b> Telephone number (see the instructions) 214-522-5252
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 1,368,922.		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/>
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		<b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>REVENUE</b>	<b>1</b> Contributions, gifts, grants, etc. received (att sch)				
	<b>2</b> <input checked="" type="checkbox"/> If the foundn is not req to att Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities	62,201.	62,201.	62,201.	
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or loss				
	<b>6a</b> Net gain/(loss) from sale of assets (att sch) on line 10				
	<b>b</b> Gross sales price for all assets on line 6a				
	<b>c</b> Capital gain net income (from Part IV, line 2)				
	<b>d</b> Net short-term capital gains				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit/(loss) (att sch)					
<b>11</b> Other income (attach schedule)					
<b>12 Total.</b> Add lines 1 through 11	62,201.	62,201.	62,201.		
<b>ADMINISTRATIVE EXPENSES</b>	<b>13</b> Compensation of officers, directors, trustees, etc.	0.			
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)				
	<b>b</b> Accounting fees (attach sch) SEE ST 1	5,840.			
	<b>c</b> Other prof fees (attach sch)				
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instr) SEE STM 2	712.			
	<b>19</b> Depreciation (attach sch) and depletion				
	<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings					
<b>22</b> Printing and publications					
<b>23</b> Other expenses (attach schedule) SEE STATEMENT 3	376.				
<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	6,928.				
<b>25</b> Contributions, gifts, grants paid PART XV	59,250.			59,250.	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	66,178.	0.	0.	59,250.	
<b>27 Subtract line 26 from line 12:</b>					
<b>a Excess of revenue over expenses and disbursements</b>	-3,977.				
<b>b Net investment income</b> (if negative, enter -0-)		62,201.			
<b>c Adjusted net income</b> (if negative, enter -0-)			62,201.		

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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.	51,573.	5,571.	5,571.
	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 the instructions)			
	7	Other notes and loans receivable (attach sch.)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,500.	788.	788.
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) STATEMENT 4	393,880.	397,611.	386,015.
	c	Investments – corporate bonds (attach schedule) STATEMENT 5	89,726.	90,091.	60,225.
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule) STATEMENT 6	1,012,212.	1,050,853.	916,323.	
14	Land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	<b>Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item I)	1,548,891.	1,544,914.	1,368,922.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.	0.	
NET ASSET BALANCES		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>			
	24	Unrestricted	1,548,891.	1,544,914.	
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see the instructions)	1,548,891.	1,544,914.		
31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	1,548,891.	1,544,914.		

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)	1,548,891.
2	Enter amount from Part I, line 27a	-3,977.
3	Other increases not included in line 2 (itemize)	
4	Add lines 1, 2, and 3	1,544,914.
5	Decreases not included in line 2 (itemize)	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) – Part II, column (b), line 30	1,544,914.

**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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a N/A			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). <span style="float: right;">[ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 ]</span>	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). <span style="float: right;">[ If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 ]</span>	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 (column (b) divided by column (c))
2008	68,819.	1,423,603.	0.048341
2007	83,989.	1,745,102.	0.048128
2006	80,562.	1,620,349.	0.049719
2005	79,010.	1,548,644.	0.051019
2004	78,715.	1,526,343.	0.051571
2 Total of line 1, column (d)			0.248778
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			0.049756
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			1,245,512.
5 Multiply line 4 by line 3			61,972.
6 Enter 1% of net investment income (1% of Part I, line 27b)			622.
7 Add lines 5 and 6			62,594.
8 Enter qualifying distributions from Part XII, line 4			59,250.

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 the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)		1	1,244.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,244.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,244.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	788.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	788.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	456.
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 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> DE PA TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JOSEPH MANNES</u> Telephone no <u>214-522-5252</u> Located at <u>4016 MCFARLIN BLVD</u> ZIP + 4 <u>75205-1724</u>			
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 <u>15</u>		N/A	<input type="checkbox"/> N/A

**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
1 a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? ( <b>Exception.</b> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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 2009?	1 c	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2009 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 2009.)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2009?	4 b	X

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No
- (3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

6b X

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

7b N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH MANNES 4016 MCFARLIN BLVD. DALLAS, TX 75205	PRES 0	0.	0.	0.
ANDREW J MANNES 512 BAIRD RD MARIAN STATION, PA 19066	VP 0	0.	0.	0.
GEORGE L MANNES 840 W. END AVE #3A NEW YORK, NY 10025	VP 0	0.	0.	0.

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

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

Total number of other employees paid over \$50,000  0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
-----		
-----		
-----		
-----		
-----		
<b>Total</b> number of others receiving over \$50,000 for professional services		0

**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 <u>GIVING GRANTS TO EDUCATIONAL, SCIENTIFIC AND OTHER NONPROFIT EXEMPT ORGANIZATIONS. SEE ATTACHED LIST OF ORGANIZATIONS WHO RECEIVED GRANTS.</u>	
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 <u>N/A</u>		
2 -----		
All other program-related investments. See instructions.		
3 -----		
<b>Total.</b> Add lines 1 through 3		0.

BAA

**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	1,224,808.
b	Average of monthly cash balances	1b	39,671.
c	Fair market value of all other assets (see instructions)	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	1,264,479.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,264,479.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	18,967.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,245,512.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	62,276.

**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	62,276.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,244.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,244.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	61,032.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	61,032.
6	Deduction from distributable amount (see instructions)	6	
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	61,032.

**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	59,250.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	59,250.
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	
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	59,250.

**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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				61,032.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	634.			
c From 2006	1,671.			
d From 2007	156.			
e From 2008				
f Total of lines 3a through e	2,461.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 59,250.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions).		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				59,250.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	1,782.			1,782.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	679.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	679.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	523.			
c Excess from 2007	156.			
d Excess from 2008				
e Excess from 2009				

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling  4942(j)(3) or  4942(j)(5)

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) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization had \$5,000 or more in assets at any time during the year – see instructions.)**

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)  
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:  
  
SEE STATEMENT 7

b The form in which applications should be submitted and information and materials they should include:  
  
SEE STATEMENT FOR LINE 2A

c Any submission deadlines:  
  
SEE STATEMENT FOR LINE 2A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors  
  
SEE STATEMENT FOR LINE 2A

**Part XV** Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED			SEE ATTACHED	59,250.
<b>Total</b>			▶ <b>3a</b>	59,250.
b Approved for future payment				
<b>Total</b>			▶ <b>3b</b>	





CLIENT MANNES

PROVINCIAL FOUNDATION

23-1422090

3/24/10

11:12AM

**STATEMENT 1  
FORM 990-PF, PART I, LINE 16B  
ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 5,840.			
TOTAL	<u>\$ 5,840.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 2  
FORM 990-PF, PART I, LINE 18  
TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRIOR YEAR TAX	\$ 712.			
TOTAL	<u>\$ 712.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 3  
FORM 990-PF, PART I, LINE 23  
OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	\$ 376.			
TOTAL	<u>\$ 376.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 4  
FORM 990-PF, PART II, LINE 10B  
INVESTMENTS - CORPORATE STOCKS**

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INT'L BUSINESS MACHINE CORP	COST	\$ 17,699.	\$ 94,852.
PFIZER INCORPORATED	COST	23,495.	13,995.
GENERAL AMERICAN INVESTORS - COM	COST	60,617.	37,973.
PLUM CREEK TIMBER CO INC	COST	22,761.	28,936.
GENERAL ELECTRIC	COST	25,494.	12,060.
AT&T INC (SBC COMMNS INC)	COST	27,166.	25,360.
BRISTOL MYERS SQUIBB	COST	26,026.	24,360.
CONAGRA FOODS INC	COST	27,336.	22,740.
BANK OF AMERICA	COST	25,188.	8,349.
DU PONT E I DE NEMOURS & CO	COST	24,940.	19,566.
GABELLI EQUITY TRUST	COST	44,228.	24,400.
HUDSON CITY BANCORP	COST	15,000.	19,905.
VERIZON COMMUNICATIONS	COST	24,496.	20,594.
MAIN STREET CAPITAL	COST	31,273.	31,282.
GABELLI HEALTHCARE & WELLNESS TRUST	COST	1,892.	1,643.
TOTAL		<u>\$ 397,611.</u>	<u>\$ 386,015.</u>

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23-1422090

3/24/10

11:12AM

**STATEMENT 5**  
**FORM 990-PF, PART II, LINE 10C**  
**INVESTMENTS - CORPORATE BONDS**

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
ING GROUP NON-CUM	COST	\$ 25,000.	\$ 19,340.
CITIGROUP CAP TRUST VII 7.125%	COST	25,000.	20,840.
FORD MOTOR CREDIT 7% DUE 10/13	COST	19,362.	20,014.
THORNBURG MORTGAGE INC	COST	20,507.	30.
FAIRPOINT	COST	222.	1.
	<b>TOTAL</b>	<b>\$ 90,091.</b>	<b>\$ 60,225.</b>

**STATEMENT 6**  
**FORM 990-PF, PART II, LINE 13**  
**INVESTMENTS - OTHER**

<u>OTHER SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CAPITAL INCOME BUILDER	COST	\$ 208,734.	\$ 189,956.
CAPITAL WORLD GROWTH & INCOME	COST	74,575.	72,502.
INCOME FUND OF AMERICA	COST	238,442.	201,258.
NEW PERSPECTIVE CLS A	COST	41,319.	34,818.
FRANKLIN INC SERIES A	COST	181,650.	144,149.
INVESTMENT COMPANY OF AMERICA	COST	38,973.	30,187.
GROWTH FUND OF AMERICA	COST	36,423.	29,972.
AMERICAN BALANCED - CLASS A	COST	174,457.	142,950.
AMERICAN HIGH INCOME	COST	56,280.	70,531.
	<b>TOTAL</b>	<b>\$ 1,050,853.</b>	<b>\$ 916,323.</b>

**STATEMENT 7**  
**FORM 990-PF, PART XV, LINE 2A-D**  
**APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:  
NAME: JOSEPH MANNES  
CARE OF:  
STREET ADDRESS: 4016 MCFARLIN BLVD.  
CITY, STATE, ZIP CODE: DALLAS, TX 75205  
TELEPHONE:  
FORM AND CONTENT: LETTER, GUIDELINES AVAILABLE UPON REQUEST.  
SUBMISSION DEADLINES:  
RESTRICTIONS ON AWARDS:

2009-10 Gifts/Expenses

Date	Check #	Recipient	LTR: Address	Purpose of Grant/Contributions	Description	Drew/Julie	Joe/Toni	Geor/Matg	Paul/Karen	General	Phila.	Expenses
2/17/2009	9479	BCC High School Foundation	4301 East-West Hwy, Bethesda, MD 20814, ww Education			500.00						
2/17/2009	9480	National Aquarium in Baltimore	501 E Pratt St, Baltimore, MD 21202, 410-576- Charitable			250.00						
2/17/2009	9481	Potomac Valley Youth Orchestra	P O Box 3344, Gaithersburg, MD 20885, www Arts			300.00						
2/18/2009	9482	The Living Opera	10000 Walnut Street, Apt 1091, D, T 75243, 972 Arts				500.00					
3/6/2009	9483	Hunter High School	71 E 94th Street, NY, NY 10128 Educational					500.00				
3/6/2009	9484	Computer School Parents Association	100 W 77th, New York, NY 10024, 917-441-123 Educational					500.00				
3/6/2009	9485	West End Synagogue	190 Amsterdam Avenue, New York, NY 10023 Religious					1,700.00				
3/6/2009	9486	Center for Brain Health	2200 W Mockingbird Ln, D, T 75235, 214-905-9 Charitable									
4/28/2009	9487	Dallas Institute for Humanities and Culture	2719 Routh St, D, T 75201, 214-871-2440 Arts			VOID	600.00					
4/30/2009	9488	United Way of Southeastern PA	7 Ben Franklin Parkway, Philadelphia, PA 19103 Charitable								5,000.00	
4/30/2009	9489	Federation of Jewish Agencies	228 South 16th Street, Philadelphia, PA 19102 Religious								3,000.00	
4/30/2009	9490	Philadelphia Youth Network	John F Kennedy Center, Room 580, 734 Schuyler/Charitable				1,000.00				2,000.00	
6/16/2009	9491	Dartmouth College	6066 Development Ofc., Hanover, NH 03755-3 Educational									
6/17/2009	9492	Highland Park Girls Lacrosse	100 College Hall, Philadelphia, PA 19104, 215- Educational									
6/19/2009	9493	The Wharton School	3100 Military Road, N W, Washington, DC 200 Religious			3,750.00	500.00					
6/28/2009	9494	Temple Sinai	xx BILL									1,415.00
6/29/2009	9495	South African Lacrosse Project	xx BILL									2,665.00
8/5/2009	9497	Nancy Phillips	2719 Routh St, D, T 75201, 214-871-2440 Educational				1,250.00					
9/11/2009	9498	Dallas Institute for Humanities and Culture	8500 Hillcrest Road, D, T 75225, 214-706-0000 Religious				1,000.00					
8/26/2009	9499	Temple Emanuel-el	THIS YEAR (prior yr check finally cleared) Charitable			250.00						
9/5/2009	9500	B-CC Fire Department/backdated,	190 Amsterdam Avenue, New York, NY 10023 Religious					1,800.00				
9/11/2009	9501	West End Synagogue	100 W 77th, New York, NY 10024, 917-441-123 Educational					1,000.00				
9/11/2009	9502	Computer School Parents Association	71 E 94th Street, NY, NY 10128 Educational					200.00				
9/11/2009	9503	Hunter College High School PTA	Central Park West at 79th Street, NY, NY 1002 Educational					1,500.00				
9/11/2009	9504	American Museum of Natural History	One Centre St., New York, NY 10007, 212-669- Arts									
11/20/2009	9505	B-CC High School Music Boosters	4300 Foresgate Drive, D, T 75243-5442, 214- Educational				1,000.00					
10/20/2009	9506	WNYC	1200 Macarthur Ave, D, T 75209-6627, 214-965 Educational				150.00					
10/23/2009	9507	Dallas Historical Society	xx BILL									
10/27/2009	9508	Dallas Women's Foundation	3100 Military Rd NW, Washington, DC 20015 Religious									
10/27/2009	9509	Nancy Phillips	3201 Earhart Drive, Carrollton, TX 75006 972-41 Charitable				500.00					
10/26/2009	9509	Nancy Phillips	Charitable				100.00					
11/28/2009	9510	Temple Sinai Nursery School	Charitable				500.00					
11/28/2009	9511	Westland Middle School Music Boosters	2300 Eye Street, NW, Ross Hall, Room 615, W; Educational									
11/14/2009	9533	National Charity League	University of Maryland College Park MD 20742- Arts									
11/21/2009	9534	Operation Kindness	6066 Development Ofc., Hanover, NH 03755-3 Educational									
12/11/2009	9512	HP Girls Lacrosse	600 New Jersey Avenue, Washington, DC 200 Educational									
12/11/2009	9513	Geo Wash Univ Medical School	P O Box 96100, Wash, DC 20090 Arts									
12/12/2009	9514	Clarence Smith Center	P O Box 329 Hyattsville, MD 20781, 301-864-8 Educational									
12/12/2009	9515	Dartmouth College	27 West Jefferson Street, Rockville, Maryland 21 Educational									
12/12/2009	9516	Georgetown Law Center	44 Canal Ctr Plaza, #404, Alexandria, VA 2231 Educational									
12/12/2009	9517	WETA	3100 Military Road, N W, Washington, DC 200 Religious									
12/12/2009	9518	Community Legal Services of P G County	77 Summer Street, 10th Floor, Boston, MA 02111 Educational									
12/12/2009	9519	Montgomery Co Md Bar Foundation	PMB 6264, 11350 Random Hills Road, Suite 80 Educational									
12/12/2009	9520	American Bankruptcy Institute Foundation	982 Marsion Drive, Bennington, VT 05201-6002 Educational									
12/12/2009	9521	Temple Sinai Assisted Living Foundation	11767 Owings Mills Blvd., Owings Mills, MD, 21117 Arts									
12/12/2009	9522	National Consumer Law Center	Educational									
12/12/2009	9523	Amer. College of Bankruptcy Foundation	18th & Spruce Streets, Philadelphia, PA 19103 Religious									
12/12/2009	9524	Southern Vermont College	Insti Advancement, P O Box 827651, Phila, PA Educational									
12/12/2009	9525	Maryland Public Television	750 Montgomery Ave., Bryn Mawr, PA 10910, 6 Educational									
12/12/2009	9526	U of Baltimore Law School	Filbert Street & Myrrin Circle, Philadelphia, PA 1 Charitable									
12/22/2009	9527	Temple Beth Zion-Beth Israel										
12/22/2009	9528	Temple University										
12/22/2009	9529	Esther Klein Art Gallery										
12/22/2009	9530	Harcum College										
12/22/2009	9531	Scheie Eye Institute										

2009-10 Gifts/Expenses

Date	Check #	Recipient	LTR Address	Purpose of Grant/Contributions	Description	Drew/Julie	Joe/Tori	Geo/Mary	Paul/Karen	General	Phila.	Expenses
12/22/2009	9532	Nancy Phillips	xx	BILL				250.00				1,000.00
1/7/2010	9535	Lincoln House Outreach	303 West 66th St, New York, New York	Charitable				1,000.00				
1/7/2010	9536	West End Synagogue	190 Amsterdam Avenue, New York, NY 10023	Religious				1,000.00				
1/7/2010	9537	City Harvest	575 Eighth Avenue 4th Fl, NY, NY 10018	Charitable				800.00				
1/7/2010	9538	NY Public Library	5th Ave & 42nd St, NY, NY 10018-2788	Arts								
1/18/2010	9539	Friends of the National Zoo			250.00							
1/18/2010	9540	Children's Inn at NIH			250.00							
1/18/2010	9541	Bethesda-Chevy Chase Rescue Squad			250.00							
1/18/2010	9542	The Wharton Fund			500.00							
1/18/2010	9543	Dartmouth College			750.00							
1/18/2010	9544	Bullis School			100.00							
1/18/2010	9545	WAMU			100.00							
1/18/2010	9546	WETA			100.00							
1/18/2010	9547	Trustees of the University of Pennsylvania			500.00							
1/18/2010	9548	Thayer School of Engineering			1,000.00							
1/18/2010	9549	Whitman Walker Foundation			200.00							
1/18/2010	9550	Jewish Historical Society of Greater Washington			100.00							
1/18/2010	9551	Potomac Valley Youth Orchestra			100.00							
1/18/2010	9552	American Red Cross (Haiti disaster relief)			100.00							
1/21/2010	9553	Mad for Plaid					400.00					
1/21/2010	9554	St. Michaels and All Angels					1,000.00					

<b>Year to Date Totals by Giver</b> (Feb 1, 2008 to Present--January 31 is end of fiscal year)												
Aggregate Total	\$	11,250.00	\$	10,500.00	\$	11,250.00	\$	11,250.00	\$	15,000.00	\$	5,840.00
	\$	-	\$	-	\$	-	\$	-	\$	-	\$	-

Available to give

As a % of Assets	0.42%
As a % of Assets (net of tax)	0.42%

Total Target Amount	\$	59,250.00
Less carryover	\$	60,000.00
Adjusted Target Amt	\$	-
Less Phila/Common	\$	60,000.00
Final Target Amount	\$	15,000.00
Target per couple	\$	45,000.00

TARGETED