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

2011

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 2011, or tax year beginning 2/01, 2011, and ending 1/31, 2012

PROVINCIAL FOUNDATION
4016 MCFARLIN BLVD
DALLAS, TX 75205

A Employer identification number
23-1422090

B Telephone number (see the instructions)
214-522-5252

C If exemption application is pending, check here

D 1 Foreign organizations, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method Cash Accrual
 Other (specify) _____
\$ 1,540,373. (Part I, column (d) must be on cash basis)

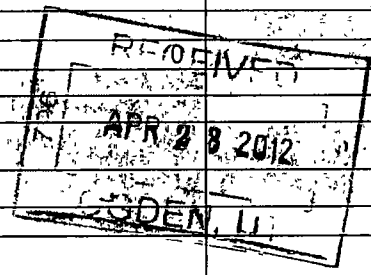
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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SCANNED MAY 02 2012

REVENUE

1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	69,616.	69,616.	69,616.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-19,948.			
b Gross sales price for all assets on line 6a	140,955.			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain			24.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit (loss)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	49,668.	69,616.	69,640.	



ORIGINAL

ADMINISTRATIVE EXPENSES

13 Compensation of officers directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 1	3,015.			
c Other prof fees (attach sch)				
17 Interest	11.			
18 Taxes (attach schedule)(see instrs) SEE STM 2	636.			
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 3	2,090.			
24 Total operating and administrative expenses. Add lines 13 through 23.	5,752.			
25 Contributions, gifts, grants paid PART XV	75,065.			75,065.
26 Total expenses and disbursements. Add lines 24 and 25	80,817.	0.	0.	75,065.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-31,149.			
b Net investment income (if negative enter -0)		69,616.		
c Adjusted net income (if negative, enter -0)			69,640.	

2

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	-8,641.	-13,265.	-13,265.
	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 sch)			
		Less: allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,600.	636.	636.
	10a	Investments – U.S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)	369,772.	326,335.	408,878.
	c	Investments – corporate bonds (attach schedule)	89,540.	44,718.	47,166.
	11	Investments – land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	1,065,292.	1,127,990.	1,096,958.	
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 l)	1,517,563.	1,486,414.	1,540,373.	
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	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>				
	24	Unrestricted	1,517,563.	1,486,414.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <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	Total net assets or fund balances (see instructions)	1,517,563.	1,486,414.		
31	Total liabilities and net assets/fund balances (see instructions)	1,517,563.	1,486,414.		

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	1,517,563.
2	Enter amount from Part I, line 27a	2	-31,149.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,486,414.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,486,414.

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 VARIOUS LT SEE ATTACHED	P	VARIOUS	VARIOUS
b VARIOUS ST SEE ATTACHED	P	VARIOUS	VARIOUS
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 140,581.		160,553.	-19,972.
b 374.		350.	24.
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			-19,972.
b			24.
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	-19,948.
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	24.

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))
2010	70,814.	1,410,149.	0.050217
2009	59,250.	1,245,512.	0.047571
2008	68,819.	1,423,603.	0.048341
2007	83,989.	1,745,102.	0.048128
2006	80,562.	1,620,349.	0.049719

2 Total of line 1, column (d)	2	0.243976
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	0.048795
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,524,044.
5 Multiply line 4 by line 3	5	74,366.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	696.
7 Add lines 5 and 6	7	75,062.
8 Enter qualifying distributions from Part XII, line 4	8	75,065.

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)

1	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 instrs)		
1	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		696.
	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	696.
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	696.
6	Credits/Payments:		
	a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	636.
	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	636.
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	60.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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.		X
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.		X
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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		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	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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 <i>General Instruction G</i> ? <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 2011 or the taxable year beginning in 2011 (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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	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 ▶ 15		N/A	N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ▶		Yes	No
		16		X

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

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
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? (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) <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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20__ , 20__ , 20__ , 20__		
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.)	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. ▶ 20__ , 20__ , 20__ , 20__		
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 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	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 2011?	4 b	X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b 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? N/A Yes No

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

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

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

If 'Yes' to 6b, file Form 8870

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

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 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
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		

Total 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 -----		
Total. 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	1,524,225.
b Average of monthly cash balances	1b	23,028.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	1,547,253.
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	1,547,253.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	23,209.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,524,044.
6 Minimum investment return. Enter 5% of line 5	6	76,202.

Part XIII 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	76,202.
2a Tax on investment income for 2011 from Part VI, line 5	2a	696.
b Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	696.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	75,506.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	75,506.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	75,506.

Part XIII 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	75,065.
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 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	75,065.
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	696.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	74,369.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				75,506.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	523.			
b From 2007	156.			
c From 2008				
d From 2009				
e From 2010	1,579.			
f Total of lines 3a through e	2,258.			
4 Qualifying distributions for 2011 from Part XII, line 4: \$ 75,065.				
a Applied to 2010, 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 2011 distributable amount				75,065.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	441.			441.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,817.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7 (see instructions)	82.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,735.			
10 Analysis of line 9				
a Excess from 2007	156.			
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	1,579.			
e Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 4

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 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 ATTACHED			SEE ATTACHED	75,065.
Total				▶ 3a 75,065.
b Approved for future payment				
Total				▶ 3b

CLIENT MANNES

PROVINCIAL FOUNDATION

23-1422090

4/11/12

10 11AM

**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	\$ 3,015.			
TOTAL	<u>\$ 3,015.</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 1-31-10	\$ 636.			
TOTAL	<u>\$ 636.</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
BROKER FEES	\$ 2,021.			
POSTAGE	69.			
TOTAL	<u>\$ 2,090.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

**STATEMENT 4
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM: JOSEPH MANNES
 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: NONE

2011-12 Gifts/Expenses

Date	Check #	Recipient	LTRI Address	Purpose of Grant/Contributions	Description	Draw/Julie	Joe/Tori	Geo/Marg	Paul/Karen	General	Phila.	Expenses
2/14/2011	9643	Bridge Lacrosse	4730 Melissa Lane, Dallas, TX 75229	Charitable Expense			300.00					
3/10/2011	9644	Zach Weiss	XX	Postage for IRS								25.96
3/20/2011	9645	Frontiers of Flight Museum	6911 Lemmon Ave, Dallas, TX 75209	Educational Expense			250.00					
3/27/2011	9646	Nancy Phillips	XX	Tax prep								2,045.00
3/24/2011	9647	ChildCare Group	8685 N Stemmons, Ste 500-S, Dallas TX 7524	Charitable			1,500.00					
3/24/2011	9648	Chlapas International	P O Box 8053, Dallas, Texas 75209 214-678-9	Charitable			1,500.00					
4/2/2011	9648	SMU/Tables of Content	P O Box 750100, Dallas, TX 75275, 214-768-3	Educational			500.00					
4/10/2011	9650	The Computer School Parents Assn	100 W 77th, New York, NY 10024, 917-441-123	Educational				750.00				
4/10/2011	9651	Hunter College HS PTA	71 E 94th Street, NY, NY 10128	Educational				750.00				
4/10/2011	9652	West End Synagogue	190 Amsterdam Avenue, New York NY 10023	Religious				1,800.00				
4/10/2011	9653	NY Philharmonic	10 Lincoln Center Plaza Avery Fisher Hall, New Arts	Religious				250.00				
4/12/2011	CC	Fiesta de las Sals Banderas	3418 Westminster #289, Dallas, TX 75205	Charitable			575.00					
4/17/2011	9654	West End Synagogue	190 Amsterdam Avenue, New York, NY 10023	Religious				700.00				
5/3/2011	9655	South African Lacrosse Project	6901 Charles Ridge Road, Towson, MD 21204	Charitable			500.00					
5/5/2011	9656	Dartmouth College Fund	6066 Development Ctr., Hanover, NH 03755-3	Educational			500.00					
6/9/2011	9657	Temple Sinai	3100 Military Road, N.W., Washington, DC 200	Religious								
6/11/2011	9658	Fiesta de las Sals Banderas	3418 Westminster #289, Dallas, TX 75205	Charitable		4,200.00	500.00					
6/24/2011	9659	South African Lacrosse Project	6901 Charles Ridge Road, Towson, MD 21204	Charitable			500.00					
6/24/2011	Card	USPS	XX	Expenses								44.00
7/7/2011	9660	La Fiesta de las ses banderas	3418 Westminster #289, Dallas, TX 75205	Charitable			1,000.00					
7/29/2011	9661	West End Synagogue	190 Amsterdam Avenue, New York, NY 10023	Religious			1,000.00					
6/30/2011	9662	Whittier College	13408 Philadelphia Street Whittier, CA 90601-7	Educational							2,500.00	
8/12/2011	9663	Franklin Institute	222 North 20th Street Philadelphia, PA 19103, 215 44	Educational							3,500.00	
8/12/2011	9664	Philadelphia Youth Network	714 Market St., Suite 714, Phila, PA 19108	Charitable							1,000.00	
8/12/2011	9665	Harcum College	750 Montgomery Ave., Bryn Mawr, PA 10810, f	Educational							1,000.00	
8/12/2011	9666	Temple Beth Zion Beth Israel	18th & Spruce Streets, Philadelphia PA 1910	Religious							2,000.00	
8/12/2011	9667	Jewish Federation of Philadelphia	2100 Arch St Philadelphia, PA 19103, 215-832	Religious							1,000.00	
8/12/2011	9668	Free Library of Philadelphia	1901 Vine Street, Suite 111, Philadelphia, PA 1	Educational							1,000.00	
8/12/2011	9668	Temple University	1801 N Broad Street Philadelphia, PA 19122,	Educational							1,000.00	
8/20/2011	9670	Fiesta de las Sals Banderas	3418 Westminster #289, Dallas TX 75205	Charitable			3,000.00					
10/5/2011	9671	Mann Center for the Performing Arts	128 South Broad St Suite 815 Philadelphia / Arts				200.00					
9/23/2011	CC	Center for Nonprofit Management/Brdge	2902 Floyd Street, Dallas Texas 75204,214-821	Charitable								
10/13/2011	9672	Hunter College HS PTA	71 E 94th Street, NY, NY 10128	Educational								
10/13/2011	9673	Parents Association of Stuyvesant HS	345 Chambers Street, Room 271, NY, NY 10238	Educational								
10/13/2011	9674	WNYC	One Centre St., New York, NY 10007, 212-669	Arts				750.00				
10/13/2011	9675	Lincoln House Outreach	303 West 66th St., New York, New York	Charitable				1,000.00				
10/13/2011	9676	City Harvest	575 Eighth Avenue 4th Fl., NY, NY 10018, 917	Charitable				250.00				
10/13/2011	9677	American Museum of Natural History	Central Park West at 79th Street, NY, NY 1002	Arts				1,300.00				
10/13/2011	9678	Mathematics Foundation of America	129 Hancock St., Cambridge MA, 02139	Educational				200.00				
10/13/2011	9679	New York Public Library	5th Ave & 42nd St., NY NY 10018-2788	Educational				250.00				
11/9/2011	9680	Junior League of Dallas	8003 Inwood Rd, Dallas, TX 75209-3399, 214-	Charitable				200.00				
12/9/2011	9681	Mad for Plaid	4201 Grassmere Lane, Dallas, TX 75205, 214-	Educational				250.00				
12/11/2011	9682	Potomac Valley Youth Orchestra	PO Box 3344, Gaithersburg, MD 20885	Arts				750.00				
12/11/2011	9683	The Maddux School	11614 Seven Locks Road Rockville, MD 20854	Educational				100.00				
12/11/2011	9684	B-CC High School Music Department	4301 East West Hwy, Bethesda, MD 20814, 24	Educational				500.00				
12/11/2011	9685	Westland Middle School Music Boosters	5511 Massachusetts Ave Bethesda, MD 20814	301-320-6515				500.00				
12/11/2011	9686	The George Washington University	2121 I Street, NW, W, DC 20052, 202-994-100	Educational				250.00				
12/11/2011	9687	Friends of the National Zoo	P O Box 37012 MFC 5516 W DC 20013-7012	Charitable				250.00				
12/11/2011	9688	The Children's Inn at NIH	7 West Drive, Bethesda, MD 20814-1509	Charitable				100.00				
12/11/2011	9689	Bethesda-Chevy Chase Rescue Squad	5020 Battery Lane, Bethesda, Maryland 20814	Charitable				250.00				
12/11/2011	9690	The Wharton Fund	344 Vaux Hall, 3733 Spruce Street, Phila, PA	Educational				250.00				
12/11/2011	9691	Dartmouth College	6066 Development Ctr., Hanover, NH 03755-3	Educational				2,500.00				
12/11/2011	9692	Bullis School	10601 Falls Road Potomac MD 20854-4496, 3	Educational				50.00				
12/11/2011	9693	WAMU	4400 Massachusetts Ave NW, DC 20016, 2	Educational				100.00				
12/11/2011	9694	WETA	3938 Campbell Ave, Arlington, VA 22206, 703-	Educational				100.00				
12/11/2011	9695	Trustees of the University of Pennsylvania	3451 Walnut, 433 Franklin Bldg, Phila, PA 191	Educational				750.00				
12/11/2011	9696	Thayer School Annual Fund	14 Engineering Drive Hanover, NH 03755, 603-	Educational				1,500.00				
12/11/2011	9697	Friends of the Library, Little Falls Chapter	646-2230	Educational				100.00				
12/11/2011	9698	Dartmouth College Hilliel	The Roth Center, 5 Occom Ridge, Hanover,	Religious				250.00				
12/11/2011	9699	Jewish Historical Society of Greater Washingto	NH 03755 603-646-0410	Religious				100.00				
12/11/2011	9700	National Aquarium	701 4th St NW, Suite 200 W, DC 20001	Religious				300.00				
12/11/2011	9701	The Kennedy Center	Commerce Building, Room B-077, 14th & Cons	Educational				100.00				
12/11/2011	9701	The Kennedy Center	2700 F Street, NW Washington, DC 20568	Arts				100.00				

2011-12 Gifts/Expenses

Date	Check #	Recipient	LTRI Address	Purpose of Grant/Contributions	Description	Drew/Julie	Joe/Tori	Geo/Marg	Paul/Keren	General	Phila.	Expenses
12/14/2011	8702	West End Synagogue	180 Amsterdam Avenue, New York, NY 10023	Religious				1,000.00				890.00
12/29/2011	8703	Nancy Phillips	XX									
1/7/2012	8704	American Bankruptcy Institute Foundation	44 Canal Ctr Plaza, #404, Alexandria, VA 22311	Educational					250.00			250.00
1/7/2012	8705	American College of Bankruptcy Foundation	PMB 639A, 11350 Random Hills Road, Suite 8C	Educational					250.00			250.00
1/7/2012	8706	Community Legal Services PG County	P.O. Box 329 Hyattsville, MD 20781, 301-864-E	Educational					5,000.00			5,000.00
1/7/2012	8707	Dartmouth College	6068 Development Ctr., Hanover, NH 03755-3	Educational					800.00			800.00
1/7/2012	8708	Maryland Public Television	11787 Owings Mills Blvd, Owings Mills, MD 21117	Arts					250.00			250.00
1/7/2012	8709	Montgomery County Bar Foundation	27 West Jefferson Street, Rockville, Maryland	Educational					500.00			500.00
1/7/2012	8710	National Consumer Law Center	77 Summer Street, 10th Floor, Boston, MA 02111	Educational					500.00			500.00
1/7/2012	8711	Temple Sinai Annual Fund	3100 Military Road, N.W., Washington, DC 200	Religious					1,000.00			1,000.00
1/7/2012	8712	Temple Sinai Assisted Living Foundation	8391 Old Courthouse Road, Suite 200, Vienna, Charitable						1,000.00			1,000.00
1/7/2012	8713	United Way Nat'l Capital Area	University of Maryland College Park MD 20742	Educational					2,000.00			2,000.00
1/7/2012	8714	University of Maryland Foundation	P.O. Box 96100 Wash, DC 20090	Arts					800.00			800.00
1/7/2012	8715	WETA	2222 4th Street NW Washington, DC 20059	Arts					750.00			750.00
1/7/2012	8716	WHUT - Howard University Television	3333 Camp Bowie Blvd Fort Worth, TX 76107	Arts					300.00			300.00
1/8/2012	Elect	Kimball Art Museum	Ms Rodney D. Sager, 3745 Stamford, Dallas, TX	Arts		65.00						
1/10/2012	8717	Junior Symphony Ball	345 Chambers Street Room 271, NY, NY 1028	Educational		200.00						
1/17/2012	8718	Parents Association of Stuyvesant High School	8301 Greensboro Dr Suite 215, McLean, VA 22102, 703-449-9062	x229								
1/17/2012	8719	Center for Excellence in Education	575 Eighth Avenue 4th Fl NY, NY 10018, 917	Charitable								
1/17/2012	8720	City Harvest	2700 F Street, NW Washington, DC 20566	Arts								
1/17/2012	8721	Washington National Opera	8041 Old Georgetown Road, Bethesda, MD 20814	Charitable								
1/17/2012	8722	Bethesda Fire Department, Inc	5301 Tucker Lane North Bethesda, MD 20814	Charitable								
1/17/2012	8723	National Philharmonic	251 South 18th Street Philadelphia, PA 19103	Charitable								
1/17/2012	8724	Strathmore Hall Foundation, Inc	420 Lexington Ave Suite 1645, NY, NY 10170	Charitable								
1/28/2012	8725	Philadelphia Art Alliance	3635 Market St Suite 701, Phila, PA 19104	Educational								
1/28/2012	8726	Jerusalem Foundation	8011 Douglas Avenue Dallas, TX 75225-214-3t	Religious								
1/28/2012	8727	Schele Eye Institute										
1/28/2012	8728	St Michaels and All Angels Church										

Year to Date Totals by OIver	(Feb 1, 2010 to Present-January 31 is end of fiscal year)	Available to give
Aggregate Total	\$ 75,065.00	\$ 13,625.00
Total Target Amount	\$ 76,681.00	\$ 14,240.00
Less carryover	\$ 2,258.00	\$ 13,600.00
Adjusted Target Amt	\$ 74,423.00	\$ 575
Less Phila/Common	\$ 20,000.00	\$ (534.25)
Final Target Amount	\$ 54,423.00	\$ 575
Target per couple	\$ 13,605.75	\$ 575

As a % of Assets	0.21%
As a % of Assets (net of taxes)	0.21%

1stol Charity = 75,065

NANCY PHILLIPS CPA
STE 1710



Account number
307-29791
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2/1/2011 - 1/31/2012

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
12.801	GENERAL AMERICAN INVESTORS CO FUND INC	GAM	12/27/10	332.97	03/30/11	355.76	22.79
0.658	GENERAL AMERICAN INVESTORS CO FUND INC	GAM	12/27/10	17.14	03/30/11	18.63	1.49
250.000	RTS GABELLI HEALTHCARE & WELLNESS TR SUBSCRIPTION RT	36246K111	03/11/11	N/A	05/13/11	0.00	N/A A
2.000	RTS GABELLI HEALTHCARE & WELLNESS TR SUBSCRIPTION RT	36246K111	03/17/11	N/A	05/13/11	0.00	N/A A
Short Term Subtotal				<u>350.11</u>		<u>374.39</u>	<u>24.28</u>
Long Term							
1,000.000	CONAGRA FOODS INC	CAG	05/05/05	27,336.00	11/16/11	24,445.02	-2,890.98
13.000	FAIRPOINT COMMUNICATIONS INC	305560104	03/03/05	102.73	03/10/11	0.00	-102.73
140.000	GABELLI HEALTHCARE & WELLNESS TRUST	GRX	06/28/07	1,058.40	03/30/11	1,006.08	-52.32
90.000	GABELLI HEALTHCARE & WELLNESS TRUST	GRX	06/28/07	680.40	03/30/11	646.77	-33.63
20.000	GABELLI HEALTHCARE & WELLNESS TRUST	GRX	06/28/07	151.20	03/30/11	143.73	-7.47
448.456	GENERAL AMERICAN INVESTORS CO FUND INC	GAM	12/12/06	16,923.28	03/30/11	12,462.61	-4,460.67
68.363	GENERAL AMERICAN INVESTORS CO FUND INC	GAM	12/21/06	2,512.37	03/30/11	1,899.83	-612.54
200.574	GENERAL AMERICAN INVESTORS CO FUND INC	GAM	12/27/07	7,074.26	03/30/11	5,573.97	-1,500.29
26.331	GENERAL AMERICAN INVESTORS CO FUND INC	GAM	12/27/07	928.71	03/30/11	731.75	-196.96
45.000	GENERAL AMERICAN INVESTORS CO FUND INC	GAM	12/26/08	699.75	03/30/11	1,250.55	550.80
25.472	GENERAL AMERICAN INVESTORS CO FUND INC	GAM	12/31/09	582.30	03/30/11	707.88	125.58
750.000	GENERAL ELECTRIC CO	GE	10/15/04	25,493.50	11/16/11	11,695.16	-13,798.34



RBC Wealth Management

A division of RBC Capital Markets, LLC. Member NYSE/FINRA/SIPC



INVESTMENT ACCESS
ACCOUNT STATEMENT
2011 ANNUAL STATEMENT

Account number
307-29791
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DUPLICATE COPY
2/1/2011 - 1/31/2012.

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
1,500.000	HUDSON CITY BANCORP INC	HCBK	06/02/05	15,000.00	03/30/11	14,025.22	-974.78
497.950	INCOME FUND OF AMERICA INC CLASS A	AMECX	10/15/04	8,763.92	02/11/11	8,500.00	-263.92
1,000.000	ING GROEP N V 7.05% PERP DEBT SECS	IND	12/17/04	26,896.00	03/30/11	22,626.22	-4,269.78
125.000	INTERNATIONAL BUSINESS MACHINES CORP	IBM	03/03/08	2,854.69	03/30/11	20,254.12	17,399.43
750.000	PFIZER INC	PFE	09/01/98	23,495.00	07/25/11	14,611.73	-8,883.27
Long Term Subtotal				160,552.51		140,580.64	-19,971.87
TOTAL REALIZED GAIN OR LOSS							-19,971.87

A - Certain cost basis information is not available for this tax lot, therefore, gain/loss and term are not known. Please contact your Financial Advisor for more information.

DUPLICATE STATEMENTS

This statement is a duplicate. The original was sent to

PROVINCIAL FOUNDATION
C/O JOSEPH R MANNES
4016 MCFARLIN BLVD
DALLAS TX 75205-1724