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Form 990

Return of Organization Exempt From Income Tax

2013

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.
- Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013, 2013, and ending 12-31-2013

B Check if applicable	C Name of organization PROVIDENT RESOURCES GROUP INC		D Employer identification number 58-2492101
<input type="checkbox"/> Address change	Doing Business As PROVIDENT GROUP		
<input type="checkbox"/> Name change			
<input type="checkbox"/> Initial return	Number and street (or P O box if mail is not delivered to street address) 5565 Bankers Avenue	Room/suite	E Telephone number (225) 766-3977
<input type="checkbox"/> Terminated			
<input type="checkbox"/> Amended return	City or town, state or province, country, and ZIP or foreign postal code Baton Rouge, LA 70808		
<input type="checkbox"/> Application pending			G Gross receipts \$ 79,947,220

F Name and address of principal officer STEVE E HICKS 5565 Bankers Avenue Baton Rouge, LA 70808	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	H(b) Are all subordinates included? If "No," attach a list (see instructions)
	H(c) Group exemption number ►

I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	L Year of formation 1999	M State of legal domicile GA
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Part I Summary

1 Briefly describe the organization's mission or most significant activities PROVIDENT RESOURCES GROUP, INC PROVIDES FOR THE NEEDS OF THE ELDERLY, PROMOTES HEALTHY COMMUNITIES, SERVES THE POOR & DISTRESSED, PROMOTES EDUCATION, AND LESSENS THE BURDEN OF GOVERNMENT	
2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets	
3 Number of voting members of the governing body (Part VI, line 1a)	3 6
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 5
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5 610
6 Total number of volunteers (estimate if necessary)	6 100
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 116,984
b Net unrelated business taxable income from Form 990-T, line 34	7b 52,628

8 Contributions and grants (Part VIII, line 1h)	Prior Year 4,347,353	Current Year 667,282
9 Program service revenue (Part VIII, line 2g)	64,803,570	69,879,281
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	15,695,335	406,256
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	8,244,829	8,994,401
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	93,091,087	79,947,220

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0 0
14 Benefits paid to or for members (Part IX, column (A), line 4)	0 0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	18,036,251 18,367,586
16a Professional fundraising fees (Part IX, column (A), line 11e)	0 0
b Total fundraising expenses (Part IX, column (D), line 25) ► ⁰	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	78,815,019 86,742,924
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	96,851,270 105,110,510
19 Revenue less expenses Subtract line 18 from line 12	-3,760,183 -25,163,290

20 Total assets (Part X, line 16)	Beginning of Current Year 585,378,760	End of Year 804,446,198
21 Total liabilities (Part X, line 26)	668,373,323	898,326,461
22 Net assets or fund balances Subtract line 21 from line 20	-82,994,563	-93,880,263

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	***** Signature of officer STEVE HICKS CHAIRMAN, PRESIDENT & CEO Type or print name and title	2014-11-17 Date
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Paid Preparer Use Only	Print/Type preparer's name Geralyn R Hurd	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00933422
	Firm's name ► CROWE HORWATH LLP			Firm's EIN ►	
	Firm's address ► 70 WEST MADISON STREET SUITE 700 CHICAGO, IL 606024903			Phone no (312) 899-7000	

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III **1** Briefly describe the organization's mission

THE STATED CHARITABLE PURPOSE OF THE ORGANIZATION SHALL INCLUDE, WITHOUT LIMITATION, A BROAD RANGE OF ACTIVITIES, PROGRAMS, AND SERVICES THAT -PROVIDE FOR AND SERVE THE NEEDS OF THE ELDERLY, WHICH MAY BE ACCOMPLISHED BY THE DEVELOPMENT, CONSTRUCTION, ACQUISITION, OWNERSHIP, (CONTINUED IN SCHEDULE O)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 72,846,396 including grants of \$) (Revenue \$ 51,783,229)

THE EDUCATION RESOURCES DIVISION PROMOTES AND ADVANCES EDUCATION THROUGH THE DEVELOPMENT, CONSTRUCTION, ACQUISITION, OWNERSHIP, MANAGEMENT, MAINTENANCE, OPERATION, AND DISPOSITION OF EDUCATION - RELATED FACILITIES AND THROUGH THE PROVISION OF VARIOUS RELATED PROGRAMS, ACTIVITIES AND SERVICES AS OF DECEMBER 31, 2013, 6,235 BEDS WERE AVAILABLE TO RESIDENTS WHO ALSO RECEIVED ENRICHMENT THROUGH COUNSELING, TUTORING AND OTHER ACTIVITIES, SERVICES AND PROGRAMS

4b (Code) (Expenses \$ 23,587,537 including grants of \$) (Revenue \$ 24,040,438)

IN 2013, THE SENIOR LIVING RESOURCES DIVISION CONSISTS OF 402 UNITS. THE SENIOR LIVING RESOURCES DIVISION OFFERED ACTIVITIES, SERVICES AND PROGRAMS TO MEET THE SPECIAL NEEDS OF THE AGED AND ELDERLY, INCLUDING HOUSING AND HEALTHCARE, WITHIN AN ENVIRONMENT THAT PROMOTES THE DIGNITY AND INDEPENDENCE OF THE RESIDENTS

4c (Code) (Expenses \$ 4,310,042 including grants of \$) (Revenue \$ 2,922,415)

AS OF DECEMBER 31, 2013, THE AFFORDABLE HOUSING DIVISION CONSISTS OF 2 PROPERTIES WITH 280 UNITS. APPROXIMATELY 40% OF THESE UNITS ARE AVAILABLE FOR RESIDENTS WHO EARN 60% OR LESS OF THE AREA MEDIAN INCOME. DURING 2013, THE CORPORATION DEVELOPED AND ENRICHED ITS HOUSING PROGRAMS, INCLUDING HEALTH, SOCIAL AND EDUCATION PROGRAMS TO IMPROVE THE QUALITY OF LIFE AND POTENTIAL FOR BASIC EDUCATION. SUPPORT GROUPS, FOOD AND NUTRITION CLASSES, AND JOB READINESS TRAINING ARE EXAMPLES OF PROGRAMS THAT WERE OFFERED TO THE RESIDENTS OF THE FACILITIES

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e **Total program service expenses** ► 100,743,975

Part IV Checklist of Required Schedules

- 1** Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A
- 2** Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?
- 3** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
- 4** **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II
- 5** Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III
- 6** Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I
- 7** Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II
- 8** Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III
- 9** Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV
- 10** Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V
- 11** If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable
- a** Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI
- b** Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII
- c** Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII
- d** Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX
- e** Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
- f** Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI
- 12a** Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII
- b** Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional
- 13** Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
- 14a** Did the organization maintain an office, employees, or agents outside of the United States?
- b** Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV
- 15** Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV
- 16** Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV
- 17** Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)
- 18** Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II
- 19** Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III
- 20a** Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H
- b** If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	Yes	
2	Yes	
3		No
4		No
5		
6		No
7		No
8		No
9	Yes	
10		No
11a	Yes	
11b		No
11c		No
11d	Yes	
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15		No
16		No
17		No
18		No
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33	Yes	
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b	Yes	
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	38	Yes	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?			
	Note. All Form 990 filers are required to complete Schedule O			

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . . .	1a	140	
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . .	1c	Yes	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . .	2a	610	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year? . . .	3a	Yes	
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O . . .	3b	Yes	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . .	4a	No	
b If "Yes," enter the name of the foreign country ► See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . .	5a	No	
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No	
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? . . .	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? . . .	6a	No	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . .	6b		
7 Organizations that may receive deductible contributions under section 170(c).	7a	No	
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . .	7b		
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . .	7c	No	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . .	7d		
d If "Yes," indicate the number of Forms 8282 filed during the year . . .	7e	No	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . .	7f	No	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . .	7g		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . .	7h		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . .	8		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . .	9a		
9 Sponsoring organizations maintaining donor advised funds.	9b		
a Did the organization make any taxable distributions under section 4966? . . .			
b Did the organization make a distribution to a donor, donor advisor, or related person? . . .			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12 . . .	10b		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from members or shareholders . . .	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . .			
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? . . .	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . .	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.	13a		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13b		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans . . .	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year? . . .	14a	No	
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . .	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

	1a	6	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	6		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
1b Enter the number of voting members included in line 1a, above, who are independent	1b	5		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes		
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	Yes		
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No		
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No		
6 Did the organization have members or stockholders?	6	No		
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No		
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No		
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a The governing body?	8a	Yes		
b Each committee with authority to act on behalf of the governing body?	8b	Yes		
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No		

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No	
10a Did the organization have local chapters, branches, or affiliates?	10a	Yes	
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	Yes	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13 Did the organization have a written whistleblower policy?	13	Yes	
14 Did the organization have a written document retention and destruction policy?	14	Yes	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a The organization's CEO, Executive Director, or top management official	15a	Yes	
b Other officers or key employees of the organization	15b	Yes	
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	Yes	
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	Yes	

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed	
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply	
<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> Other (explain in Schedule O)	
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization	
STEVE HICKS 5565 BANKERS AVENUE Baton Rouge, LA 70808 (225) 766-3977	

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

 Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099- MISC)	(E) Reportable compensation from related organizations (W-2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee Or director	Institutional Trustee	Officer	Key employee	Employee			
(1) STEVE E HICKS CHAIRMAN, PRESIDENT & CEO	38 00 2 00	X		X			973,465	0	25,850
(2) NANCY H HENZE DIRECTOR	1 00	X					24,000	0	0
(3) THOMAS HARROW DIRECTOR	1 00 1 00	X					24,000	6,000	0
(4) TOM E GREENE III DIRECTOR	1 00	X					24,000	0	0
(5) WALTER BUMPHUS PHD DIRECTOR	1 00	X					24,000	0	0
(6) WALTER MONSOUR NON-EXECUTIVE CHAIRMAN	1 00 1 00	X					48,000	6,000	0
(7) DEBRA W LOCKWOOD EXECUTIVE VP AND CFO	35 00 5 00		X				441,667	0	22,281
(8) DONOVAN O HICKS GENERAL COUNSEL	40 00			X			312,503	0	33,117
(9) ALLEN CURTIS ADMINISTRATOR	40 00				X		134,211	0	36,080
(10) DAVID GRAND JR ASSOCIATE COUNSEL	40 00				X		145,025	0	33,648
(11) MARLA SCANNICCHIO SENIOR VP OF FINANCE	40 00				X		168,210	0	35,051
(12) MARY DEPIETRO MANAGING DIRECTOR OF SENIOR LIVING	40 00				X		178,951	0	35,156
(13) RANDALL MCCLELLAN ADMINISTRATOR	40 00				X		130,151	0	23,350

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

Section B. Independent Contractors

- 1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
AEGIS PO BOX 8103 FORT SMITH AZ 72902	THERAPY SERVICES	806,509
REHAB SOLUTIONS 3029 SENNA DRIVE MATTHEWS NC 28105	REHABILITATION SERVICES	653,897
FELDER SERVICES LLC PO BOX 70171 MOBILE AL 36670	LAUNDRY/HOUSEKEEPING SERVICES	458,754
CENTURY CAMPUS HOUSING MGT LLP 1001 FANNIN SUITE 1350 HOUSTON TX 77002	MANAGEMENT COMPANY	440,443
CROWE HOWARTH PO BOX 145415 CINCINNATI OH 452509791	AUDIT/TAX SERVICES	357,932
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 11		

- 2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►11

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d	667,282			
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f				
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		667,282			
Program Service Revenue	2a PATIENT SERVICE REVENUE	Business Code 900099	22,834,953	22,834,953		
	b RENTAL REVENUE	532000	45,542,951	45,542,951		
	c RESIDENT SERVICE REVENUE	623990	1,195,426	1,195,426		
	d ANCILLARY REVENUE	900099	305,951	305,951		
	e		0			
	f All other program service revenue		0	0	0	0
	g Total. Add lines 2a-2f		69,879,281			
	3 Investment income (including dividends, interest, and other similar amounts)		406,256			406,256
4 Income from investment of tax-exempt bond proceeds		0				
5 Royalties		0				
6a Gross rents	(I) Real					
b Less rental expenses	(II) Personal					
c Rental income or (loss)	0	0				
d Net rental income or (loss)			0			
7a Gross amount from sales of assets other than inventory	(I) Securities					
b Less cost or other basis and sales expenses	(II) Other					
c Gain or (loss)	0	0				
d Net gain or (loss)			0		0	
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
b Less direct expenses	b					
c Net income or (loss) from fundraising events		0				
9a Gross income from gaming activities See Part IV, line 19	a					
b Less direct expenses	b					
c Net income or (loss) from gaming activities		0				
10a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory		0				
Miscellaneous Revenue	Business Code					
11a FITNESS FACILITY MEMBERSHIP DUES	713940	5,067,207	4,950,223	116,984		
b DINING SUBLEASE	900099	879,592	879,592			
c PARKING INCOME	900099	524,532	524,532			
d All other revenue		2,523,070	2,512,454	0	10,616	
e Total. Add lines 11a-11d		8,994,401				
12 Total revenue. See Instructions		79,947,220	78,746,082	116,984	416,872	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A)

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0			
2 Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees . . .	1,952,883		1,952,883	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	0			
7 Other salaries and wages	14,694,117	14,016,938	677,179	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . .	60,262	51,896	8,366	
9 Other employee benefits . . .	436,036	424,213	11,823	
10 Payroll taxes . . .	1,224,288	1,100,119	124,169	
11 Fees for services (non-employees)				
a Management . . .	1,736,612	1,736,612		
b Legal . . .	546,392	484,536	61,856	
c Accounting . . .	484,169	391,688	92,481	
d Lobbying . . .	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees . . .	0			
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) . . .	4,799,960	4,469,233	330,727	0
12 Advertising and promotion . . .	400,905	374,443	26,462	
13 Office expenses . . .	1,674,541	1,520,469	154,072	
14 Information technology . . .	400,421	323,624	76,797	
15 Royalties . .	0			
16 Occupancy . . .	7,092,265	7,016,600	75,665	
17 Travel . . .	182,750	136,887	45,863	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . .	0			
19 Conferences, conventions, and meetings . . .	44,750	34,759	9,991	
20 Interest . . .	34,937,863	34,803,067	134,796	
21 Payments to affiliates . . .	0			
22 Depreciation, depletion, and amortization . . .	21,677,050	21,495,564	181,486	
23 Insurance . . .	3,384,041	3,283,620	100,421	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a BAD DEBT EXPENSE	1,032,899	1,032,899		
b OTHER TAXES	1,144,373	1,116,616	27,757	
c ISSUER/TRUSTEE/LOC REMARKETING FEES	1,442,096	1,442,096		
d MAINTENANCE AND REPAIRS	2,328,467	2,292,695	35,772	
e All other expenses	3,433,370	3,195,401	237,969	0
25 Total functional expenses. Add lines 1 through 24e	105,110,510	100,743,975	4,366,535	0
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)	0			

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	11,282,176	1 8,757,291
	2 Savings and temporary cash investments	2	2
	3 Pledges and grants receivable, net	3	3
	4 Accounts receivable, net	4,011,296	4 3,920,498
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5 0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6 0
	7 Notes and loans receivable, net	7	7
	8 Inventories for sale or use	8	8
	9 Prepaid expenses and deferred charges	4,057,139	9 5,219,993
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 689,668,960	
	b Less accumulated depreciation	10b 66,213,880	502,237,962
			10c 623,455,080
	11 Investments—publicly traded securities	3,934,416	11 4,623,892
	12 Investments—other securities See Part IV, line 11	0	12 0
	13 Investments—program-related See Part IV, line 11	0	13 0
	14 Intangible assets	14	14
	15 Other assets See Part IV, line 11	59,855,771	15 158,469,444
	16 Total assets. Add lines 1 through 15 (must equal line 34)	585,378,760	16 804,446,198
Liabilities	17 Accounts payable and accrued expenses	28,239,094	17 48,030,427
	18 Grants payable	18	18
	19 Deferred revenue	1,008,854	19 657,523
	20 Tax-exempt bond liabilities	493,988,412	20 708,105,627
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21	21
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22 0
	23 Secured mortgages and notes payable to unrelated third parties	110,279,694	23 114,577,903
	24 Unsecured notes and loans payable to unrelated third parties	24	24
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	34,857,269	25 26,954,981
	26 Total liabilities. Add lines 17 through 25	668,373,323	26 898,326,461
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	-82,994,563	27 -93,880,263
	28 Temporarily restricted net assets	28	28
	29 Permanently restricted net assets	29	29
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	30	30
	31 Paid-in or capital surplus, or land, building or equipment fund	31	31
	32 Retained earnings, endowment, accumulated income, or other funds	32	32
	33 Total net assets or fund balances	-82,994,563	33 -93,880,263
	34 Total liabilities and net assets/fund balances	585,378,760	34 804,446,198

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	79,947,220
2	Total expenses (must equal Part IX, column (A), line 25)	2	105,110,510
3	Revenue less expenses Subtract line 2 from line 1	3	-25,163,290
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-82,994,563
5	Net unrealized gains (losses) on investments	5	-97,611
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	14,378,632
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	-93,880,263

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

2013**Open to Public
Inspection**Department of the
Treasury
Internal Revenue Service

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

► Information about Schedule A (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**Name of the organization**

PROVIDENT RESOURCES GROUP INC

Employer identification number

58-2492101

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h
- e a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ►						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ►		
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization ►		
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►		
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ►		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ►		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")				4,347,353	667,282	5,014,635
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	43,165,229	48,482,210	51,392,807	64,803,570	69,879,281	277,723,097
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	43,165,229	48,482,210	51,392,807	69,150,923	70,546,563	282,737,732
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	0	0	0	0	0	0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	0	0	0	0	0	0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6)						282,737,732

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	43,165,229	48,482,210	51,392,807	69,150,923	70,546,563	282,737,732
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	938,449	1,006,641	143,966	217,078	406,256	2,712,390
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975		17,755	48,763	106,527	116,984	290,029
c Add lines 10a and 10b	938,449	1,024,396	192,729	323,605	523,240	3,002,419
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	1,708,104	4,264,027	5,839,168	8,138,302	8,877,417	28,827,018
13 Total support. (Add lines 9, 10c, 11, and 12)	45,811,782	53,770,633	57,424,704	77,612,830	79,947,220	314,567,169
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ►						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	89 880 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	91 380 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	0 950 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	1 090 %
19a 33 1/3% support tests—2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►✓		
b 33 1/3% support tests—2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ►✓		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►		

Part IV Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).**Facts And Circumstances Test**

Return Reference

Explanation

Schedule A, Part III, Line 12, Other Income	DESCRIPTION - OTHER INCOME, COLUMN A - 1708104, COLUMN B - 4264027, COLUMN C - 5839168, COLUMN D - 8138302, COLUMN E - 8877417, COLUMN F - 28827018,
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SCHEDULE D
(Form 990)**Supplemental Financial Statements**

OMB No 1545-0047

2013

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions. ► Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Open to Public InspectionDepartment of the Treasury
Internal Revenue Service**Name of the organization**

PROVIDENT RESOURCES GROUP INC

Employer identification number

58-2492101

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No
- 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	2d
4 Number of states where property subject to conservation easement is located ► _____	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? <input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? <input type="checkbox"/> Yes <input type="checkbox"/> No	
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- | | |
|---|---|
| a <input type="checkbox"/> Public exhibition | d <input type="checkbox"/> Loan or exchange programs |
| b <input type="checkbox"/> Scholarly research | e <input type="checkbox"/> Other |
| c <input type="checkbox"/> Preservation for future generations | |

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table

- c Beginning balance
d Additions during the year
e Distributions during the year
f Ending balance

	Amount
1c	145,796
1d	1,608,871
1e	1,635,482
1f	119,185

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ►

b Permanent endowment ►

c Temporarily restricted endowment ►

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

Yes	No
3a(i)	
3a(ii)	
3b	

4 Describe in Part XIII the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		35,656,352			35,656,352
b Buildings		526,073,041	50,439,044		475,633,997
c Leasehold improvements		76,061	11,678		64,383
d Equipment		47,546,330	15,398,872		32,147,458
e Other		80,317,176	364,286		79,952,890
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					623,455,080

Part VII Investments—Other Securities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
</		

Total. (Column (b) must equal Form 990, Part X, col (B) line 12)

Part VIII Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c
See Form 990, Part X, line 13.

Total. (Column (b) must equal Form 990, Part X, col (B) line 13)

Part IX Other Assets. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) RESTRICTED ESCROW	145,669,427
(2) DEFERRED FINANCING COST, NET	11,476,692
(3) INTEREST RATE SWAP RECEIVABLE	126,979
(4) TOTAL RETURN SWAP AGREEMENTS	804,952
(5) TENANT SECURITY DEPOSITS	328,620
(6) ACCRUED INTEREST RECEIVABLE	62,774
Total: (Column (b) must equal Form 990, Part X, col (B) line 15.)	158,469,444

Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)

158,469,444

Part X Other Liabilities. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

Form 990, Part X, line 25.		
	(a) Description of liability	(b) Book value
Federal income taxes		
TENANT SECURITY DEPOSITS		217,68
OTHER LIABILITIES		1,142,84
ASSET RETIREMENT OBLIGATIONS		2,517,08
ACCRUED INTEREST		5,701,92
INTEREST RATE SWAP AGREEMENTS		17,375,44
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)		26,954,98

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	93,026,535
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-97,611
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	13,180,357
e	Add lines 2a through 2d	2e	13,082,746
3	Subtract line 2e from line 1	3	79,943,789
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	3,431
c	Add lines 4a and 4b	4c	3,431
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	79,947,220

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	105,107,079
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	0
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	105,107,079
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	3,431
c	Add lines 4a and 4b	4c	3,431
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	105,110,510

Part XIII Supplemental Information

Provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

Return Reference	Explanation
Schedule D, Part IV, Line 1b, Agent, trustee, custodian, or other intermediary arrangement	THE ORGANIZATION HOLDS RESIDENT TRUST FUNDS ON BEHALF OF THE RESIDENTS RESIDING IN NURSING HOMES. THE ORGANIZATION ONLY ACTS AS A CUSTODIAN FOR THE FUNDS IN THESE ACCOUNTS AND THEREFORE, THIS IS NOT TREATED AS AN ASSET OF THE ORGANIZATION
Schedule D, Part X, Line 2, FIN 48 (ASC 740) footnote	PROVIDENT IS EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(A) OF THE CODE, AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) OF THE CODE. PROVIDENT IS NOT SUBJECT TO FEDERAL INCOME TAXES, EXCEPT FOR INCOME FROM UNRELATED BUSINESS ACTIVITIES, IF ANY. ALL AFFILIATES OF PROVIDENT, WITH THE EXCEPTION OF MCFH AND CAPITAL ADVISORS, ARE DISREGARDED ENTITIES FOR FEDERAL INCOME TAX PURPOSES. MCFH AND CAPITAL ADVISORS ARE LIMITED LIABILITY COMPANIES WHOSE ECONOMIC SOLE MEMBER IS PROVIDENT, IS A TAXABLE SUBSIDIARY AND IS TAXABLE AS A CORPORATION FOR FEDERAL INCOME TAX PURPOSES. U.S. GAAP PRESCRIBES RECOGNITION THRESHOLDS AND MEASUREMENT ATTRIBUTES FOR THE CONSOLIDATED FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. TAX BENEFITS WILL BE RECOGNIZED ONLY IF THE TAX POSITION IS MORE-LIKELY-THAN-NOT SUSTAINED IN A TAX EXAMINATION, WITH A TAX EXAMINATION BEING PRESUMED TO OCCUR. THE AMOUNT RECOGNIZED WILL BE THE LARGEST AMOUNT OF TAX BENEFIT THAT IS GREATER THAN 50% LIKELY OF BEING REALIZED ON EXAMINATION FOR TAX POSITIONS NOT MEETING THE MORE-LIKELY-THAN-NOT TEST. NO TAX BENEFIT WILL BE RECORDED. MANAGEMENT HAS CONCLUDED THAT THEY ARE UNAWARE OF ANY TAX BENEFITS OR LIABILITIES TO BE RECOGNIZED AT DECEMBER 31, 2013 AND 2012. PROVIDENT IS NO LONGER SUBJECT TO EXAMINATION BY U.S. FEDERAL TAXING AUTHORITIES FOR YEARS BEFORE 2010 AND FOR ALL STATE INCOME TAXES THROUGH 2010. PROVIDENT DOES NOT EXPECT THE TOTAL AMOUNT OF UNRECOGNIZED TAX BENEFITS TO SIGNIFICANTLY CHANGE IN THE NEXT 12 MONTHS. PROVIDENT WOULD RECOGNIZE INTEREST AND PENALTIES UNRELATED TO UNRECOGNIZED TAX BENEFITS IN INTEREST AND INCOME TAX EXPENSE, RESPECTIVELY. PROVIDENT HAS NO AMOUNTS ACCRUED FOR INTEREST OR PENALTIES AS OF DECEMBER 31, 2013 AND 2012.
Schedule D, Part XI, Line 2d, Other revenues in audited financial statements not in form 990	UNREALIZED GAIN ON SWAP - 13180357,
Schedule D, Part XI, Line 4b, Other revenues in form 990 not in audited financial statements	DISPOSITION OF ASSETS - 3431,
Schedule D, Part XII, Line 4b, Other expenses in form 990 not in audited financial statements	DISPOSITION OF ASSETS - 3431,

Part XIII **Supplemental Information (continued)**

Return Reference	Explanation

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

2013**Open to Public
Inspection**Department of the Treasury
Internal Revenue ServiceFor certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees► Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
► Attach to Form 990. ► See separate instructions.► Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

PROVIDENT RESOURCES GROUP INC

Employer identification number

58-2492101

Part I Questions Regarding Compensation**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization**a** Receive a severance payment or change-of-control payment?**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of**a** The organization?**b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of**a** The organization?**b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7	Yes	
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)DEBRA W LOCKWOOD EXECUTIVE VP AND CFO	(i) 276,289 (ii) 0	(i) 18,729 (ii) 0	(i) 146,649 (ii) 0	(i) 2,750 (ii) 0	(i) 19,531 (ii) 0	(i) 463,948 (ii) 0	(i) 0 (ii) 0
(2)MARY DEPIETRO MANAGING DIRECTOR OF SENIOR LIVING	(i) 129,131 (ii) 0	(i) 3,500 (ii) 0	(i) 46,320 (ii) 0	(i) 2,039 (ii) 0	(i) 33,117 (ii) 0	(i) 214,107 (ii) 0	(i) 0 (ii) 0
(3)ALLEN CURTIS ADMINISTRATOR	(i) 93,020 (ii) 0	(i) 13,000 (ii) 0	(i) 28,191 (ii) 0	(i) 1,600 (ii) 0	(i) 34,480 (ii) 0	(i) 170,291 (ii) 0	(i) 0 (ii) 0
(4)MARLA SCANNICCHIO SENIOR VP OF FINANCE	(i) 134,131 (ii) 0	(i) 5,900 (ii) 0	(i) 28,179 (ii) 0	(i) 1,934 (ii) 0	(i) 33,117 (ii) 0	(i) 203,261 (ii) 0	(i) 0 (ii) 0
(5)STEVE E HICKS CHAIRMAN, PRESIDENT & CEO	(i) 496,302 (ii) 0	(i) 0 (ii) 0	(i) 477,163 (ii) 0	(i) 0 (ii) 0	(i) 25,850 (ii) 0	(i) 999,315 (ii) 0	(i) 0 (ii) 0
(6)DONOVAN O HICKS GENERAL COUNSEL	(i) 249,131 (ii) 0	(i) 15,776 (ii) 0	(i) 47,596 (ii) 0	(i) 0 (ii) 0	(i) 33,117 (ii) 0	(i) 345,620 (ii) 0	(i) 0 (ii) 0
(7)RANDALL MCCLELLAN ADMINISTRATOR	(i) 111,795 (ii) 0	(i) 0 (ii) 0	(i) 18,356 (ii) 0	(i) 0 (ii) 0	(i) 23,350 (ii) 0	(i) 153,501 (ii) 0	(i) 0 (ii) 0
(8)DAVID GRAND JR ASSOCIATE COUNSEL	(i) 91,447 (ii) 0	(i) 25,900 (ii) 0	(i) 27,678 (ii) 0	(i) 1,693 (ii) 0	(i) 31,955 (ii) 0	(i) 178,673 (ii) 0	(i) 0 (ii) 0

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
 Also complete this part for any additional information

Return Reference	Explanation
Schedule J, Part I, Line 7, Non-fixed payments	DURING 2013, DEBRA W LOCKWOOD, EXECUTIVE VP AND CFO, AND DONOVAN O HICKS, GENERAL COUNSEL, WERE GIVEN A "SPOT" BONUS FOR THEIR EXTRAORDINARY EFFORTS IN MANAGING PROVIDENT RESOURCES GROUP
SCHEDULE J, PART II, COLUMN (B) (III), OTHER REPORTABLE COMPENSATION	DURING 2013 THE ORGANIZATION ESTABLISHED A MANDATORY PTO PAY-OUT PROCESS BY WHICH ELIGIBLE EMPLOYEES RECEIVED AN ANNUAL CASH PAYMENT FOR THE BALANCE OF ANY ACCRUED AND UNUSED PTO IN EXCESS OF A SET MAXIMUM (BASED ON POSITION LEVEL), IN LIEU OF USING THOSE EXCESS HOURS AS ALLOWABLE PAID TIME OFF FOR THE TOP EXECUTIVES, THE MAXIMUM ANNUAL PTO ACCRUAL IS SET AT 1,000 HOURS FOR SENIOR MANAGEMENT, THE MAXIMUM ANNUAL PTO ACCRUAL IS SET AT 750 HOURS FOR ALL OTHER EMPLOYEES, THE MAXIMUM PTO ACCRUAL IS SET AT 500 HOURS. THE TOTAL AMOUNT OF PTO PAYOUTS FOR EMPLOYEES LISTED ON SCHEDULE J IS \$648,986. IN 2013, THE ORGANIZATION PAID THE FOLLOWING OFFICERS AND KEY EMPLOYEES LISTED THE FOLLOWING PTO PAYOUT: STEVE HICKS - \$458,070 DEBRA LOCKWOOD - \$136,524 DONOVAN HICKS - \$23,173 MARY DEPEITRO - \$21,052 MARLA SCANNICCHIO - \$3,077 ALLEN CURTIS - \$2,187 DAVID GRAND - \$2,596 RANDALL MCCLELLAN - \$2,308

**Schedule K
(Form 990)****2013**Department of the Treasury
Internal Revenue Service**Supplemental Information on Tax Exempt Bonds**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
 ► Attach to Form 990. ► See separate instructions.
 ► Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

**Open to Public
Inspection**Name of the organization
PROVIDENT RESOURCES GROUP INCEmployer identification number
58-2492101**Part I Bond Issues**

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	LA LOCAL GOV ENVIRON FACILITIES & COMMUNITY DEVELOPMENT AUTHORITY	72-1416168	546279UQ1	12-15-2004	14,610,000	NEW INFRASTRUCTURE & FACILITIES		X		X		X
B	LA LOCAL GOV ENVIRON FACILITIES & COMMUNITY DEVELOPMENT AUTHORITY	72-1416168		01-10-2007	3,500,000	NEW OFFICE BUILDING		X		X		X
C	LA LOCAL GOV ENVIRON FACILITIES & COMMUNITY DEVELOPMENT AUTHORITY	72-1416168	546279UQ1	08-09-2007	17,570,000	NEW INFRASTRUCTURE & FACILITIES		X		X		X
D	LA LOCAL GOV ENVIRON FACILITIES & COMMUNITY DEVELOPMENT AUTHORITY	72-1416158	546276BT2	04-29-2009	9,800,000	AQUISITION/REHAB AND EQUIP TWO RESIDENTIAL RENTAL HOUSING PROPERTIES		X		X		X

Part II Proceeds

			A	B	C	D
			1,205,000	1,362,955	1,290,000	640,000
1	Amount of bonds retired		0	0	0	0
2	Amount of bonds legally defeased					
3	Total proceeds of issue		15,138,615	3,587,089	18,068,976	9,804,241
4	Gross proceeds in reserve funds		904,109	0	1,515,452	0
5	Capitalized interest from proceeds		778,433	146,486	1,319,733	0
6	Proceeds in refunding escrows		0	0	0	0
7	Issuance costs from proceeds		255,385	70,000	207,326	196,000
8	Credit enhancement from proceeds		159,156	0	134,697	0
9	Working capital expenditures from proceeds		0	0	0	0
10	Capital expenditures from proceeds		13,041,532	3,370,603	14,833,426	9,608,241
11	Other spent proceeds		0	0	58,342	0
12	Other unspent proceeds		0	0	0	0
13	Year of substantial completion		2005	2008	2008	2009
14	Were the bonds issued as part of a current refunding issue?		Yes	No	Yes	No
15	Were the bonds issued as part of an advance refunding issue?			X		X
16	Has the final allocation of proceeds been made?		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?		X		X	

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		X
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		X

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X			X	X		X	
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X				X		X	
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ►	0 %		0 %		0 %		0 %	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ►	0 %		0 %		0 %		0 %	
6 Total of lines 4 and 5	0 %		0 %		0 %		0 %	
7 Does the bond issue meet the private security or payment test?		X		X		X		X
8a Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X		X		X		X	

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X		X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X		X		X		X
b Exception to rebate?		X		X		X		X
c No rebate due?	X		X		X		X	
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X		X		X		X	
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X		X		X			X
b Name of provider	REGIONS FINANCIAL CORP		CAPITAL ONE		REGIONS FINANCIAL CORP			
c Term of hedge	5 5		3 3		5 5			
d Was the hedge superintegrated?		X		X		X		
e Was the hedge terminated?		X		X		X		

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?	X			X	X			X
b Name of provider	MORGAN STANLEY FLEXIBLE AGREEMENTS INC				MBIA INC			
c Term of GIC		40				10		
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X				X			
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation

**Schedule K
(Form 990)****2013**Department of the Treasury
Internal Revenue Service**Supplemental Information on Tax Exempt Bonds**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
 ► Attach to Form 990. ► See separate instructions.
 ► Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

**Open to Public
Inspection**Name of the organization
PROVIDENT RESOURCES GROUP INCEmployer identification number
58-2492101**Part I Bond Issues**

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	BALTIMORE COUNTY MARYLAND	52-6000089		06-26-2009	42,500,000	TO FINANCE THE ACQUISITION OF LAND AND BUILDINGS IN TOWSON MARYLAND		X		X		X
B	CABELL COUNTY WEST VIRGINIA	55-6000305	12681XAD0	07-30-2010	79,737,500	ACQUISITION OF FACILITIES		X		X		X
C	CABELL COUNTY WEST VIRGINIA	55-6000305		07-30-2010	9,353,000	ACQUISITION OF FACILITIES		X		X		X
D	NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY	22-2045817		06-11-2010	23,600,000	NEW INFRASTRUCTURE AND FACILITIES		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	1,960,035	135,000	307,000	7,749,407
2	Amount of bonds legally defeased	0	0	0	0
3	Total proceeds of issue	42,501,730	80,150,945	9,353,000	23,600,000
4	Gross proceeds in reserve funds	0	2,759,307	0	0
5	Capitalized interest from proceeds	169,315	0	0	0
6	Proceeds in refunding escrows	0	0	0	0
7	Issuance costs from proceeds	847,273	872,032	0	0
8	Credit enhancement from proceeds	0	91,000	0	0
9	Working capital expenditures from proceeds	0	0	0	0
10	Capital expenditures from proceeds	41,485,142	76,428,606	9,353,000	23,600,000
11	Other spent proceeds	0	0	0	0
12	Other unspent proceeds	0	0	0	0
13	Year of substantial completion	2009	2010	2010	2011

		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?		X		X		X		X
15	Were the bonds issued as part of an advance refunding issue?		X		X		X		X
16	Has the final allocation of proceeds been made?	X		X		X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X		X		X	

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		X
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		X

Part III Private Business Use (Continued)

	A		B		C		D		
	Yes	No	Yes	No	Yes	No	Yes	No	
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		X		X		
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X		X		
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X	
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?									
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ►			0 %			0 %			0 %
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ►			0 %			0 %			0 %
6 Total of lines 4 and 5			0 %			0 %			0 %
7 Does the bond issue meet the private security or payment test?		X		X		X		X	
8a Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X	
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of									
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?									
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X		X		X		X		

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X		X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X		X		X		X
b Exception to rebate?		X		X		X		X
c No rebate due?	X		X		X		X	
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X		X		X		X	
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X		X		X		X	
b Name of provider	COMPASS BANK		MORGAN KEEGAN					
c Term of hedge	0 5		14 5		0 0			
d Was the hedge superintegrated?		X		X				
e Was the hedge terminated?		X		X				

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X		X		X
b Name of provider								
c Term of GIC	0 0		0 0		0 0			
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation

**Schedule K
(Form 990)****Supplemental Information on Tax Exempt Bonds****2013**

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
 ► Attach to Form 990. ► See separate instructions.
 ► Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

**Open to Public
Inspection**Department of the Treasury
Internal Revenue ServiceName of the organization
PROVIDENT RESOURCES GROUP INCEmployer identification number
58-2492101**Part I Bond Issues**

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	NEW JERSEY ECONOMIC DEVELOPMENT AUTHORITY	22-2045817	645918YV9	06-11-2010	210,763,676	NEW INFRASTRUCTURE AND FACILITIES		X		X		X
B	PUBLIC FINANCE AUTHORITY	27-3866124	74439YAA9	08-11-2011	88,345,000	NEW INFRASTRUCTURE AND FACILITIES		X		X		X
C	SEMINOLE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY	59-2349746		12-30-2013	56,000,000	ACQUISITION OF FACILITIES		X		X		X
D	CALIFORNIA STATEWIDE COMMUNITIES DEVELOPMENT AUTHORITY	68-0164610	13078RFG0	05-13-2013	44,650,000	NEW INFRASTRUCTURE & FACILITIES		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	1,690,000	220,000	0	0
2	Amount of bonds legally defeased	0	0	0	0
3	Total proceeds of issue	211,087,755	88,167,171	56,000,000	44,650,087
4	Gross proceeds in reserve funds	15,257,694	4,146,000	2,000,000	3,870,000
5	Capitalized interest from proceeds	20,420,739	2,491,744	0	3,466,034
6	Proceeds in refunding escrows	0	0	0	0
7	Issuance costs from proceeds	2,971,990	2,321,522	503,335	893,000
8	Credit enhancement from proceeds	0	0	0	0
9	Working capital expenditures from proceeds	0	0	0	0
10	Capital expenditures from proceeds	168,585,409	79,029,249	53,496,665	14,938,917
11	Other spent proceeds	3,851,923	0	0	0
12	Other unspent proceeds	0	178,656	0	21,482,136
13	Year of substantial completion	2011	2012	2013	
14	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No
15	Were the bonds issued as part of an advance refunding issue?	X		X	
16	Has the final allocation of proceeds been made?	X		X	
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X	

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X		X		X
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X		X		X		X

Part III Private Business Use (Continued)

	A		B		C		D		
	Yes	No	Yes	No	Yes	No	Yes	No	
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X		X		X		
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X		X		X		
c Are there any research agreements that may result in private business use of bond-financed property?		X		X		X		X	
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?									
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ►			0 %			0 %			0 %
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ►			0 %			0 %			0 %
6 Total of lines 4 and 5			0 %			0 %			0 %
7 Does the bond issue meet the private security or payment test?		X		X		X		X	
8a Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X		X		X		X	
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of									
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?									
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X		X		X		X		

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X		X		X		X
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X	X		X		X	
b Exception to rebate?		X		X		X		X
c No rebate due?	X					X		X
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X	X		X			X
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X	X		X			X
b Name of provider	BOACOMPASS		BOACOMPASS		BANK OF AMERICA			
c Term of hedge	2 7		2 7		15 0		0 0	
d Was the hedge superintegrated?		X		X		X		
e Was the hedge terminated?		X		X		X		

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?	X			X		X	X	
b Name of provider	NATIXIS FUNDING CORP				BANK OF AMERICA		BAYERISCHE LANDESBANK	
c Term of GIC	7 0				1 5 0		2 0	
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X				X		X	
6 Were any gross proceeds invested beyond an available temporary period?		X		X		X		X
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X		X		X	

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X		X		X		X	

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference

Explanation

**Schedule K
(Form 990)****Supplemental Information on Tax Exempt Bonds****2013****Open to Public
Inspection**Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
 ► Attach to Form 990. ► See separate instructions.
 ► Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

PROVIDENT RESOURCES GROUP INC

Employer identification number

58-2492101

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A DISTRICT OF COLUMBIA	05-3600113	25483WAK8	02-14-2013	113,931,725	NEW INFRASTRUCTURE & FACILITIES		X		X		X

Part II Proceeds

1	Amount of bonds retired	A		B		C		D	
		0		0		0		0	
2	Amount of bonds legally defeased		0						
3	Total proceeds of issue		113,962,542						
4	Gross proceeds in reserve funds		7,291,125						
5	Capitalized interest from proceeds		10,379,367						
6	Proceeds in refunding escrows		0						
7	Issuance costs from proceeds		2,192,356						
8	Credit enhancement from proceeds		0						
9	Working capital expenditures from proceeds		0						
10	Capital expenditures from proceeds		36,921,091						
11	Other spent proceeds		0						
12	Other unspent proceeds		57,178,603						
13	Year of substantial completion								
14	Were the bonds issued as part of a current refunding issue?	Yes	No	Yes	No	Yes	No	Yes	No
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?		X						
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?	A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X							
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ►			0 %					
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ►			0 %					
6 Total of lines 4 and 5			0 %					
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X						
b Exception to rebate?		X						
c No rebate due?	X							
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?	X							
b Name of provider	DEUTSCHE BANK SECURITIES							
c Term of GIC		20						
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?	X							
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference

Explanation

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No 1545-0047

2013

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service►Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.

► Attach to Form 990.

►Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.Name of the organization
PROVIDENT RESOURCES GROUP INC

Employer identification number

58-2492101

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other	X	1		SEE LINE 33 RESPONSE
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement		29		1

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?	30a	No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	31	Yes
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	No
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Return Reference	Explanation
Schedule M, Part I, Explanations of reporting method for number of contributions	REAL ESTATE - OTHER NUMBER OF TRANSACTIONS ON THE FORM 8283 ACCEPTED
SCHEDULE M, PART I, LINE 33, REAL ESTATE - OTHER, LINE 17C	A FORM 8283 WAS EXECUTED WITH RESPECT TO PROVIDENT GROUP - UCF PROPERTIES LLC'S PURCHASE OF A STUDENT HOUSING FACILITY IN 2013. THE ORGANIZATION RECORDED THE PURCHASE AT THE LOWER VALUE OF COST OR FAIR MARKET, IN ACCORDANCE WITH GAAP. THE COST WAS LOWER THAN THE FAIR MARKET VALUE
Schedule M, part I, column (b), Line 17, Number of contributions or items contributed	NUMBER OF TRANSACTIONS ON THE FORM 8283 ACCEPTED

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ****Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.****► Attach to Form 990 or 990-EZ.****► Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.****2013****Open to Public
Inspection**Name of the organization
PROVIDENT RESOURCES GROUP INC**Employer identification number**

58-2492101

Return Reference	Explanation
FORM 990, PART III, LINE 1, MISSION STATEMENT	(CONTINUED FROM FORM 990, PART III, LINE 1) OPERATION, MANAGEMENT, AND DISPOSITION OF SKILLED NURSING FACILITIES, ASSISTED LIVING FACILITIES, INDEPENDENT LIVING FACILITIES, REHABILITATIVE CARE FACILITIES, AND OTHER TYPES OF SENIOR LIVING FACILITIES -SERVE TO PROMOTE AND ADVANCE THE PHYSICAL HEALTH, EMOTIONAL HEALTH, MENTAL HEALTH AND SOCIAL WELL-BEING OF THE INDIVIDUALS, FAMILIES, AND COMMUNITIES SERVED BY THE ORGANIZATION, WHICH MAY BE ACCOMPLISHED BY THE DEVELOPMENT, CONSTRUCTION, ACQUISITION, OWNERSHIP, MANAGEMENT, MAINTENANCE, OPERATION, AND DISPOSITION OF GENERAL AND ACUTE CARE, HOSPITAL FACILITIES, MEDICAL CLINICS, MENTAL HEALTH FACILITIES, REHABILITATIVE CARE FACILITIES, PEDIATRIC FACILITIES, MEDICAL RESEARCH AND DIAGNOSTIC FACILITIES, MEDICAL TRAINING AND EDUCATIONAL FACILITIES, AND OTHER TYPES OF INPATIENT RELATED SERVICES, PROGRAMS, AND ACTIVITIES THAT MAY BE PURSUED -SERVE TO RELIEVE THE POOR AND DISTRESSED, COMBAT COMMUNITY DETERIORATION, ELIMINATE DISCRIMINATION AND PREJUDICE, AND LESSEN NEIGHBORHOOD TENSIONS BY PROVIDING SAFE, DECENT, AND SANITARY HOUSING TO PERSONS OF LOW AND VERY LOW INCOME -SERVE TO LESSEN THE BURDEN OF GOVERNMENT, WHICH CHARITABLE PURPOSE MAY BE ACCOMPLISHED THROUGH VARIOUS MEANS, INCLUDING, WITHOUT LIMITATION, THE DEVELOPMENT, CONSTRUCTION, ACQUISITION, OWNERSHIP, MANAGEMENT, MAINTENANCE, OPERATION AND DISPOSITION OF PUBLIC FACILITIES, PUBLIC BUILDINGS, PUBLIC WORKS, AND INFRASTRUCTURE OF VARIOUS TYPES -SERVE TO PROMOTE AND ADVANCE EDUCATION THROUGH VARIOUS MEANS INCLUDING THE DEVELOPMENT, CONSTRUCTION, ACQUISITION, OWNERSHIP, MANAGEMENT, MAINTENANCE, OPERATION, AND DISPOSITION OF FACILITIES OF VARIOUS TYPES INCLUDING EDUCATIONAL, RESEARCH, AND STUDENT-HOUSING FACILITIES AND THROUGH THE PROVISION OF DEVELOPMENT, ENRICHMENT, COUNSELING, TUTORING, AND OTHER ACTIVITIES, SERVICES, AND PROGRAMS

Return Reference	Explanation
Form 990, Part VI, Sec A, Line 1a, Delegate broad authority to a committee	<p>BOARD-DELEGATED POWER COMMITTEES OF DIRECTORS, EXECUTIVE COMMITTEE PURSUANT TO SECTION 14-3-825 OF THE ACT, THE BOARD OF DIRECTORS, BY RESOLUTION PASSED BY A MAJORITY OF THE DIRECTORS THEN IN OFFICE, MAY DESIGNATE ONE OR MORE OTHER COMMITTEES TO HAVE TO THE EXTENT PROVIDED IN SUCH RESOLUTION THE BOARD OF DIRECTORS MAY DESIGNATE AND EXERCISE THE BOARD OF DIRECTOR'S AUTHORITY UNDER SECTION 14-3-801 OF THE ACT ("BOARD-DELEGATED POWERS") SUCH COMMITTEES AS IT DETERMINES NECESSARY OR APPROPRIATE FOR THE CONDUCT OF THE CORPORATION'S AFFAIRS, EACH SUCH COMMITTEE TO CONSIST OF SUCH DIRECTORS OF THE CORPORATION AND SUCH OTHER PERSONS (WHO FORMERLY WERE MEMBERS OF THE BOARD OF DIRECTORS) AS ARE APPOINTED BY THE BOARD WHO SHALL SERVE AT THE PLEASURE OF THE BOARD OF DIRECTORS EXCEPT TO THE EXTENT THAT SUCH GRANT OF POWERS IS LIMITED BY SECTION 14-3-825 OF THE ACT, TO THE EXTENT PROVIDED IN THE RESOLUTION, ANY SUCH COMMITTEE WITH BOARD-DELEGATED POWERS WILL HAVE AND MAY EXERCISE ALL THE AUTHORITY OF THE BOARD OF DIRECTORS GRANTED TO IT BY RESOLUTION OF THE BOARD OF DIRECTORS SUCH COMMITTEE OR COMMITTEES WILL HAVE SUCH NAME OR NAMES AS MAY BE DETERMINED FROM TIME TO TIME BY RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS EACH COMMITTEE SHALL ELECT A CHAIRMAN FROM AMONG THE MEMBERS OF SUCH COMMITTEE EACH COMMITTEE SHALL ALSO KEEP REGULAR MINUTES OF IT'S PROCEEDINGS AND REPORT THE SAME TO THE BOARD OF DIRECTORS WHEN REQUIRED THE BOARD OF DIRECTORS MAY, BY RESOLUTION PASSED BY A MAJORITY OF THE DIRECTORS THEN IN OFFICE, AT ANY TIME CHANGE THE MEMBERS OF, FILL VACANCIES IN, LIMIT, EXPAND OR ALTER THE AUTHORITY OF, AND DISCHARGE ANY COMMITTEE OF SAID BOARD OF DIRECTORS THE BOARD OF DIRECTORS MAY, BUT SHALL NOT BE REQUIRED TO, CREATE AN EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS IF CREATED, THE EXECUTIVE COMMITTEE SHALL BE CREATED PURSUANT TO THIS SECTION 71 AND SHALL, IN THE INTERIM BETWEEN MEETINGS OF THE BOARD OF DIRECTORS, HAVE AND EXERCISE SUCH POWER AND AUTHORITY OF THE BOARD OF DIRECTORS UNDER SECTION 14-3-801 IN THE MANAGEMENT OF THE AFFAIRS OF THE CORPORATION AS ARE DELEGATED BY THE BOARD OF DIRECTORS AS LIMITED BY THE ACT</p>

Return Reference	Explanation
Form 990, Part VI, Sec A, Line 2, Family/business relationships amongst interested persons	STEVE E HICKS AND DONOVAN HICKS - FAMILY RELATIONSHIP

Return Reference	Explanation
Form 990, Part VI, Sec A, Line 3, Delegation of management duties	PROVIDENT RESOURCES GROUP, INC 'S AFFORDABLE HOUSING PROPERTIES ARE MANAGED BY A RELATED COMPANY, PROVIDENT RESOURCES MANAGEMENT, LLC (PRM) PRM CONTRACTS WITH AN UNAFFILIATED MANAGEMENT AGENT TO OVERSEE THE ON-SITE STAFF AND MANAGE THE OPERATIONS OF THE PROPERTIES THE MANAGEMENT FEES ARE 4 - 5% OF THE GROSS RECEIPTS OF THE PROPERTIES THE MANAGEMENT AGREEMENTS ARE ON A MONTH TO MONTH BASIS UNTIL TERMINATED BY EITHER PARTY WITH 30 DAYS' WRITTEN NOTICE. PROVIDENT RESOURCES GROUP, INC 'S EDUCATION PROPERTIES ARE MANAGED BY UNAFFILIATED MANAGEMENT COMPANIES MANAGEMENT COMPANIES ARE RESPONSIBLE FOR PLANNING AND EXECUTING BUDGETS OR FINANCIAL OPERATIONS

Return Reference	Explanation
Form 990, Part VI, Sec B, Line 11b, Review of form 990 by governing body	THE FINAL DRAFT OF THE FORM 990 WAS REVIEWED IN DETAIL BY MANAGEMENT. THE FINAL DRAFT WAS THEN PRESENTED TO AUDIT COMMITTEE (COMPRISED OF NON MANAGEMENT BOARD MEMBERS) FOR THEIR REVIEW AND INFORMATION. FOLLOWING THE AUDIT COMMITTEE'S REVIEW, EACH VOTING MEMBER OF THE GOVERNING BODY RECEIVED A COPY OF THE FORM 990 BEFORE IT WAS FILED WITH THE IRS.

Return Reference	Explanation
Form 990, Part VI, Sec B, Line 12c, Conflict of interest policy	ALL MEMBERS OF SENIOR MANAGEMENT, BOARD OF DIRECTORS, AND BOARD COMMITTEES SIGN ANNUALLY CONFLICT OF INTEREST STATEMENTS. ALL STATEMENTS ARE COLLECTED AND REVIEWED BY DONOVAN HICKS, GENERAL COUNSEL UNDER HIS DIRECTION. ELECTRONIC AND PAPER COPIES OF ALL COI FORMS ARE MAINTAINED. IF A MATTER CONCERNING A POTENTIAL CONFLICT ARISES AT A COMMITTEE OR BOARD MEETING, THE CONFLICT IS EVALUATED WITHOUT THE POTENTIALLY CONFLICTED MEMBER AND A DETERMINATION IS MADE BY THE COMMITTEE OR GOVERNING BOARD ABOUT WHETHER THE PERSON SHOULD BE RESTRICTED FROM DISCUSSION AND VOTE.

Return Reference	Explanation
Form 990, Part VI, Sec B, Line 15a, Process to establish compensation of top management official	THE HUMAN RESOURCES DEPARTMENT DOES A MARKET REVIEW OF COMPENSATION FOR ALL OFFICERS THAT ANALYSIS IS COMPARED TO HISTORICAL COMPENSATION AND EVALUATED RELATIVE TO THE PERCENTILE FOR THE INDUSTRY AND SIZE COMBINED WITH PERFORMANCE EVALUATIONS, THE ANALYSIS IS PRESENTED TO THE COMPENSATION COMMITTEE COMPRISED OF MEMBERS OF THE GOVERNING BOARD FOR THEIR REVIEW, DELIBERATION, AND DECISION ABOUT WHERE TO SET COMPENSATION FOR THE OFFICERS. THIS PROCESS WAS USED FOR THE COMPENSATION OF THE PRESIDENT, CHAIRMAN & CEO, THE EXECUTIVE VP & CFO, AND THE GENERAL COUNSEL. MINUTES ARE MAINTAINED TO DOCUMENT THE DELIBERATIONS AND ACTIONS OF THE COMMITTEE. IN 2012, THE COMPENSATION COMMITTEE MET, AND APPROVED A SALARY INCREASE FOR THE CEO, EFFECTIVE JULY 1, 2013. ALSO, BONUSES WERE APPROVED FOR THE CFO AND GENERAL COUNSEL. THE COMMITTEE REVIEWED A 2010 MARKET BASED COMPENSATION STUDY PREPARED BY REZNICK STUDY TO ENSURE THAT SALARIES WERE STILL IN LINE WITH MARKET COMPENSATION.

Return Reference	Explanation
Form 990, Part VI, Sec B, Line 15b, Process to establish compensation of other employees	SEE NARRATIVE ABOVE FOR PART VI, LINE 15A

Return Reference	Explanation
Form 990, Part VI, Sec C, Line 19, Required documents available to the public	THE ORGANIZATION'S FINANCIAL STATEMENTS, CONFLICT OF INTEREST POLICY, AND GOVERNING DOCUMENTS ARE AVAILABLE UPON WRITTEN REQUEST

Return Reference	Explanation
FORM 990, PART VII, SECTION A, LINE 1D, PTO POLICY CHANGE	<p>IN 2013, PROVIDENT RESOURCES GROUP INC CHANGED THEIR PAID TIME OFF (PTO) POLICY. PRIOR TO THE CHANGE IN PTO POLICY, EMPLOYEES (INCLUDING OFFICERS) COULD CARRY OVER UNLIMITED PTO FROM YEAR TO YEAR. IN 2013, THE POLICY WAS CHANGED TO CAP THE AMOUNT OF PTO HOURS EMPLOYEES COULD CARRY OVER FROM YEAR TO YEAR. THIS CHANGE IN POLICY RESULTED IN THE PAYOUT OF SUBSTANTIAL PAID TIME OFF FOR THE OFFICERS AND KEY EMPLOYEES WHO HAD ACCUMULATED SIGNIFICANT PTO. IN 2013, THE ORGANIZATION PAID THE FOLLOWING OFFICERS AND KEY EMPLOYEES LISTED THE FOLLOWING PTO PAYOUT: STEVE HICKS - \$458,070 DEBRA LOCKWOOD - \$136,524 DONOVAN HICKS - \$23,173 MARY DEPEITRO - \$21,052 MARLA SCANNICCHIO - \$3,077 ALLEN CURTIS - \$2,187 DAVID GRAND - \$2,596 RANDALL MCCLELLAN - \$2,308</p>

Return Reference	Explanation
Form 990 , Part XI, Line 9, Other changes in net assets or fund balances	UNREALIZED GAIN ON SWAP AGREEMENT - 13180357, ELIMINATION ADJUSTMENT - 1198275,

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization
PROVIDENT RESOURCES GROUP INC

Employer identification number

58-249210

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
See Additional Data Table					

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n	Yes	
1o	Yes	
1p		No
1q	Yes	
1r		No
1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) PROVIDENT AFFORDABLE HOUSING RESOURCES INC	C	249,282	FMV
(2) PROVIDENT AFFORDABLE HOUSING RESOURCES INC	Q	192,987	FMV
(3) MUNICIPAL CORRECTIONS FINANCE HOLDINGS LLC	C	418,000	FMV
(4) PROVIDENT AFFORDABLE HOUSING RESOURCES INC	Q	89,760	FMV

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
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Schedule R (Form 990) 2013

Additional Data

Software ID: 13000248
Software Version: 2013v3.1
EIN: 58-2492101
Name: PROVIDENT RESOURCES GROUP INC

Form 990, Schedule R, Part I - Identification of Disregarded Entities

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary Activity	(c) Legal Domicile (State or Foreign Country)	(d) Total income	(e) End-of-year assets	(f) Direct Controlling Entity
(1) GRACELAND NURSING CENTER LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 62-1826172	NURSING	TN	13,755,284	8,067,480	PROVIDENT RESOURCES GROUP INC
(1) PROVIDENT FOUNDATION-BK TEXAS LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 72-1499383	HOUSING	DE	24,221	1,994,667	PROVIDENT RESOURCES GROUP INC
(2) PROVIDENT FOUNDATION-WEDGEWOOD TERRACE LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 72-1502336	ASSISTED LIVING	ID	1,202,577	3,070,396	PROVIDENT RESOURCES GROUP INC
(3) PROVIDENT GROUP-CITRUS HEALTH AND REHABILITATION CENTER LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 75-3006601	NURSING	DE	9,081,680	7,532,050	PROVIDENT RESOURCES GROUP INC
(4) EMMAUS SENIOR LIVING HOLDINGS LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 48-1286475	ASSISTED LIVING	GA	0	0	PROVIDENT RESOURCES GROUP INC
(5) PROVIDENT GROUP-NSU PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 77-0650670	EDUCATION	LA	4,723,319	27,487,569	PROVIDENT RESOURCES GROUP INC
(6) PROVIDENT CORPORATE PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 87-0748791	CORPORATE	GA	226,448	4,160,258	PROVIDENT RESOURCES GROUP INC
(7) PROVIDENT RESOURCES GROUP - TRINITY PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 26-3491203	HOUSING	LA	2,126,616	12,049,435	PROVIDENT RESOURCES GROUP INC
(8) PROVIDENT RESOURCES GROUP - TOWSON PLACE PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 26-4740719	EDUCATION	MD	5,113,317	38,174,011	PROVIDENT RESOURCES GROUP INC
(9) PROVIDENT RESOURCES MANAGEMENT LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 26-4155963	CORPORATE	LA	573,277	452,475	PROVIDENT RESOURCES GROUP INC
(10) PROVIDENT GROUP - CITRUS PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 26-2644363	SENIOR LIVING	FL	441,870	4,041,135	PROVIDENT RESOURCES GROUP INC
(11) PROVIDENT GROUP - MARSHALL PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 27-2783366	EDUCATION	WV	9,171,305	78,862,637	PROVIDENT RESOURCES GROUP INC
(12) PROVIDENT GROUP - CONTINUUM PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 27-3060687	EDUCATION	FL	4,922,475	72,208,404	PROVIDENT RESOURCES GROUP INC
(13) PROVIDENT GROUP - MONTCLAIR PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 27-1739925	EDUCATION	NJ	20,709,561	212,686,064	PROVIDENT RESOURCES GROUP INC
(14) PROVIDENT GROUP - STANHOPE PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 45-1607588	EDUCATION	NC	7,535,789	93,838,552	PROVIDENT RESOURCES GROUP INC
(15) PDG HOLDINGS LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 46-3437171	SENIOR LIVING	DE	0	867,456	PROVIDENT RESOURCES GROUP INC
(16) PROVIDENT SENIOR LIVING RESOURCES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 46-2831670	SENIOR LIVING	DE	0	1,000,015	PROVIDENT RESOURCES GROUP INC
(17) PROVIDENT GROUP - HOWARD PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808	EDUCATION	DC	0	124,353,565	PROVIDENT RESOURCES GROUP INC
(18) PROVIDENT GROUP - POMONA PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 45-5350644	EDUCATION	DE	0	50,513,593	PROVIDENT RESOURCES GROUP INC
(19) PROVIDENT GROUP - UCF PROPERTIES LLC 5565 BANKERS AVENUE BATON ROUGE, LA 70808 46-4159112	EDUCATION	DE	0	60,675,050	PROVIDENT RESOURCES GROUP INC