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

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

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 2/01, 2015, and ending 1/31, 2016

PROVINCIAL FOUNDATION
4016 MCFARLIN BLVD
DALLAS, TX 75205

ORIGINAL

- A** Employer identification number
23-1422090
- B** Telephone number (see instructions)
(214) 522-5252
- C** If exemption application is pending, check here.
- D** 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation
- E** If private foundation status was terminated under section 507(b)(1)(A), check here
- F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

- G** Check all that apply:
- | | |
|---|--|
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return |
| <input type="checkbox"/> Address change | <input type="checkbox"/> Name change |

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

- I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ 1,616,575.
- J** Accounting method: Cash Accrual
 Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc. received (attach schedule) . . .				
	2 Ck ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	24.	24.	24.	
	4 Dividends and interest from securities	93,633.	93,633.	93,633.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	31,159.			
	b Gross sales price for all assets on line 6a	83,617.			
	7 Capital gain net income (from Part IV, line 2)		31,159.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	124,816.	124,816.	93,657.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) SEE ST. 1	345.			345.
	b Accounting fees (attach sch) SEE ST. 2	4,459.			4,459.
	c Other prof. fees (attach sch)				
	17 Interest	483.	483.		
	18 Taxes (attach schedule)(see instrs) SEE STM. 3	1,411.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
	SEE STATEMENT 4	2,607.	2,332.	275.	
24 Total operating and administrative expenses. Add lines 13 through 23	9,305.	2,815.		5,079.	
25 Contributions, gifts, grants paid PART XV.	83,150.			83,150.	
26 Total expenses and disbursements. Add lines 24 and 25	92,455.	2,815.	0.	88,229.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	32,361.				
b Net investment income (if negative, enter -0-)		122,001.			
c Adjusted net income (if negative, enter -0-)			93,657.		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash – non-interest-bearing.....			
	2	Savings and temporary cash investments.....	-14,523.	-6,837.	-6,837.
	3	Accounts receivable:..... ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable..... ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable.....			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).....			
	7	Other notes and loans receivable (attach sch) .. ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use.....			
	9	Prepaid expenses and deferred charges.....	1,243.	1,568.	347.
	10a	Investments – U.S. and state government obligations (attach schedule).....			
	b	Investments – corporate stock (attach schedule).....	329,427.	314,369.	325,898.
	c	Investments – corporate bonds (attach schedule).....			
	11	Investments – land, buildings, and equipment: basis..... ▶			
	Less: accumulated depreciation (attach schedule)..... ▶				
12	Investments – mortgage loans.....				
13	Investments – other (attach schedule).....	1,183,974.	1,223,382.	1,297,167.	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule)..... ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I).....	1,500,121.	1,532,482.	1,616,575.	
LIABILITIES	17	Accounts payable and accrued expenses.....			
	18	Grants payable.....			
	19	Deferred revenue.....			
	20	Loans from officers, directors, trustees, & other disqualified persons.....			
	21	Mortgages and other notes payable (attach schedule).....			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22).....	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here..... ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted.....	1,500,121.	1,532,482.	
	25	Temporarily restricted.....			
	26	Permanently restricted.....			
	Foundations that do not follow SFAS 117, check here .. ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds.....			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund.....			
	29	Retained earnings, accumulated income, endowment, or other funds.....			
30	Total net assets or fund balances (see instructions).....	1,500,121.	1,532,482.		
31	Total liabilities and net assets/fund balances (see instructions).....	1,500,121.	1,532,482.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return).....	1	1,500,121.
2	Enter amount from Part I, line 27a.....	2	32,361.
3	Other increases not included in line 2 (itemize)..... ▶	3	
4	Add lines 1, 2, and 3.....	4	1,532,482.
5	Decreases not included in line 2 (itemize)..... ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30.....	6	1,532,482.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a 570 ANNALY CAPITAL MANAGEMENT INC	P	3/30/11	12/04/15
b 1000 ANNALY CAPITAL MANAGEMENT INC	P	6/16/11	12/04/15
c 450 BRISTOL MYERS SQUIBB CO SOLICITED	P	4/22/05	5/21/15
d 200 E I DUPONT DE NEMOURS & CO	P	7/26/05	12/04/15
e 185 INTERNATIONAL BUSINESS MACHINES CORP	P	3/03/08	12/04/15

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,273.		10,140.	-4,867.
b 9,251.		18,492.	-9,241.
c 30,475.		11,712.	18,763.
d 13,074.		7,890.	5,184.
e 25,544.		4,224.	21,320.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-4,867.
b			-9,241.
c			18,763.
d			5,184.
e			21,320.

2 Capital gain net income or (net capital loss).....	[If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	31,159.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8.....	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?..... Yes No
If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	92,807.	1,825,021.	0.050853
2013	86,109.	1,737,789.	0.049551
2012	78,390.	1,595,855.	0.049121
2011	74,369.	1,524,044.	0.048797
2010	70,814.	1,410,149.	0.050217

2 Total of line 1, column (d)	2	0.248539
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049708
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.....	4	1,742,777.
5 Multiply line 4 by line 3	5	86,630.
6 Enter 1% of net investment income (1% of Part I, line 27b).....	6	1,220.
7 Add lines 5 and 6	7	87,850.
8 Enter qualifying distributions from Part XII, line 4.....	8	88,229.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here. <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1,220.	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.	
3 Add lines 1 and 2	3	1,220.	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,220.	
6 Credits/Payments:			
a 2015 estimated tax pmts and 2014 overpayment credited to 2015	6 a	1,568.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,568.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	1.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	347.	
11 Enter the amount of line 10 to be: Credited to 2016 estimated tax	347.	Refunded	11 0.

Part VII A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . ▶ \$ 0. (2) On foundation managers . . . ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, col. (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions). DE PA TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation.</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses.</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? ... Website address	13	X	
14	The books are in care of ▶ <u>JOSEPH MANNES</u> Telephone no. ▶ <u>(214) 522-5252</u> Located at ▶ <u>4016 MCFARLIN BLVD DALLAS TX</u> ZIP + 4 ▶ <u>75205-1724</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A	15		N/A
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country ▶			X

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

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

	Yes	No
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b	N/A
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __ .		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 __ , 20 __ , 20 __ , 20 __ .		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If 'Yes,' did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4 b	X

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

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

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

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

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

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

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

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

6 b X

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

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

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

7 b N/A

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services. 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 <u>GIVING GRANTS TO EDUCATIONAL, SCIENTIFIC AND OTHER NONPROFIT EXEMPT ORGANIZATIONS. SEE ATTACHED LIST OF ORGANIZATIONS WHO RECEIVED GRANTS.</u>	
2 -----	
3 -----	
4 -----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 <u>N/A</u>	
2 -----	
All other program-related investments. See instructions.	
3 -----	
Total. Add lines 1 through 3.	0.

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1 a	1,768,388.
b	Average of monthly cash balances	1 b	929.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,769,317.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,769,317.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	26,540.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,742,777.
6	Minimum investment return. Enter 5% of line 5	6	87,139.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	87,139.
2a	Tax on investment income for 2015 from Part VI, line 5	2 a	1,220.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	1,220.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85,919.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	85,919.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	85,919.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a	88,229.
b	Program-related investments – total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	88,229.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,220.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	87,009.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7.....				85,919.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only.....			0.	
b Total for prior years: 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010.....	1,579.			
b From 2011.....				
c From 2012.....	77.			
d From 2013.....	1,122.			
e From 2014.....	3,978.			
f Total of lines 3a through e.....	6,756.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ 88,229.				
a Applied to 2014, but not more than line 2a.....			0.	
b Applied to undistributed income of prior years (Election required – see instructions).....		0.		
c Treated as distributions out of corpus (Election required – see instructions).....	0.			
d Applied to 2015 distributable amount.....				85,919.
e Remaining amount distributed out of corpus.....	2,310.			
5 Excess distributions carryover applied to 2015..... (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.....	9,066.			
b Prior years' undistributed income. Subtract line 4b from line 2b.....		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.....		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions.....		0.		
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount – see instructions.....			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.....				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required – see instructions).....	0.			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions).....	1,579.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.....	7,487.			
10 Analysis of line 9:				
a Excess from 2011.....				
b Excess from 2012.....	77.			
c Excess from 2013.....	1,122.			
d Excess from 2014.....	3,978.			
e Excess from 2015.....	2,310.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling..... ▶

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

	Tax year				(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.....					
b 85% of line 2a.....					
c Qualifying distributions from Part XII, line 4 for each year listed.....					
d Amounts included in line 2c not used directly for active conduct of exempt activities.....					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.....					
3 Complete 3a, b, or c for the alternative test relied upon:					
a 'Assets' alternative test — enter:					
(1) Value of all assets.....					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).....					
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.....					
c 'Support' alternative test — enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).....					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).....					
(3) Largest amount of support from an exempt organization.....					
(4) Gross investment income.....					

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 5

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED			SEE ATTACHED	83,150.
Total ▶ 3a				83,150.
b Approved for future payment				
Total ▶ 3b				

CLIENT MANNES

PROVINCIAL FOUNDATION

23-1422090

2/23/16

10:14AM

**STATEMENT 1
FORM 990-PF, PART I, LINE 16A
LEGAL FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
.....	\$ 345.			\$ 345.
TOTAL	\$ 345.	\$ 0.	\$ 0.	\$ 345.

**STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES.....	\$ 4,459.			\$ 4,459.
TOTAL	\$ 4,459.	\$ 0.	\$ 0.	\$ 4,459.

**STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRIOR YEAR FEDERAL TAXES.....	\$ 1,411.			
TOTAL	\$ 1,411.	\$ 0.	\$ 0.	\$ 0.

**STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES**

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES.....	\$ 2,332.	\$ 2,332.		
DL TAXES.....	25.			\$ 25.
POSTAGE.....	80.			80.
SERVICE COST.....	170.			170.
TOTAL	\$ 2,607.	\$ 2,332.	\$ 0.	\$ 275.

CLIENT MANNES

PROVINCIAL FOUNDATION

23-1422090

2/23/16

10:14AM

**STATEMENT 5
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM:
NAME: JOSEPH MANNES
CARE OF:
STREET ADDRESS: 4016 MCFARLIN BLVD.
CITY, STATE, ZIP CODE: DALLAS, TX 75205
TELEPHONE:
E-MAIL ADDRESS:
FORM AND CONTENT: LETTER, GUIDELINES AVAILABLE UPON REQUEST.
SUBMISSION DEADLINES:
RESTRICTIONS ON AWARDS: NONE

PROVINCIAL FOUNDATION
Transaction Report
February 2015 - January 2016

Date	Ion Type	Num	Name	Purpose	Account	Split	Amount	Balance
Charity								
Charitable Contributions—Julie and Drew								
07/02/2015	Check	11173	TEMPLE SINAI	Religious	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	4,800.00	4,800.00
11/11/2015	Check	11189	Lowell School	Educational	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	3,000.00	7,800.00
11/12/2015	Check	11195	A WIDER CIRCLE	Charitable	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	250.00	8,050.00
11/12/2015	Check	11201	B-CC RESCUE SQUAD	Charitable	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	250.00	8,300.00
11/12/2015	Check	11196	WAMU	Arts	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	175.00	8,475.00
11/12/2015	Check	11197	CHILDRENS INN AT NIH	Charitable	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	250.00	8,725.00
11/12/2015	Check	11194	THE WHARTON SCHOOL	Educational	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	250.00	8,975.00
11/12/2015	Check	11192	TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA	Educational	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	500.00	9,475.00
11/12/2015	Check	11190	STRATHMORE HALL FOUNDATION	Charitable	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	250.00	9,725.00
11/12/2015	Check	11193	NATIONAL AQUARIUM IN BALTIMORE	Charitable	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	250.00	9,975.00
11/12/2015	Check	11188	THAYER SCHOOL OF ENGINEERING	Educational	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	250.00	10,225.00
11/12/2015	Check	11200	The Kennedy Center for the Performing Arts	Arts	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	11,975.00	11,975.00
11/12/2015	Check	11202	GEORGE WASHINGTON U SCHOOL OF MEDICINE	Educational	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	300.00	12,275.00
11/12/2015	Check	11189	DARTMOUTH COLLEGE	Educational	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	1,000.00	13,275.00
11/12/2015	Check	11191	Dartmouth College Hill	Educational	Charity/Charitable Contributions—Julie and Drew	Dain Rauscher	2,500.00	15,775.00
							5,000.00	20,775.00
							\$ 20,775.00	
Charitable Contributions—Karen and Paul								
01/02/2016	Check	11210	Hebrew Home of Greater Washington	Charitable	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	2,800.00	2,800.00
01/02/2016	Check	11215	WJUT Howard University Television	Educational	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	750.00	3,550.00
01/02/2016	Check	11209	DARTMOUTH EDUCATIONAL ASSOCIATION	Educational	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	1,000.00	4,550.00
01/02/2016	Check	11214	United Way of the National Capital Area	Charitable	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	1,500.00	6,050.00
01/02/2016	Check	11204	AMERICAN BANKRUPTCY INSTITUTE	Educational	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	250.00	6,300.00
01/02/2016	Check	11206	CLARICE SMITH CENTER FOR THE PERFORMING ARTS	Arts	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	250.00	6,550.00
01/02/2016	Check	11203	WAMU	Arts	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	700.00	7,250.00
01/02/2016	Check	11212	TEMPLE SINAI ANNUAL CAMPAIGN	Religious	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	1,000.00	8,250.00
01/02/2016	Check	11211	MARYLAND PUBLIC TV	Educational	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	1,000.00	9,250.00
01/02/2016	Check	11205	AMERICAN COLLEGE OF BANKRUPTCY	Educational	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	250.00	9,500.00
01/02/2016	Check	11208	DARTMOUTH COLLEGE	Educational	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	500.00	10,000.00
01/02/2016	Check	11213	TEMPLE SINAI ASSISTED LIVING	Charitable	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	1,000.00	11,000.00
01/02/2016	Check	11216	WETA	Arts	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	2,000.00	13,000.00
01/02/2016	Check	11207	COUNTY	Charitable	Charity/Charitable Contributions—Karen and Paul	Dain Rauscher	750.00	13,750.00
							750.00	20,000.00
							\$ 20,750.00	
Charitable Contributions—Margot and George								
03/13/2015	Check	11189	WEST END SYNAGOGUE	Religious	Charity/Charitable Contributions—Margot and George	Dain Rauscher	1,000.00	1,000.00
03/13/2015	Check	11170	Parents Association of Skywestant HS	Educational	Charity/Charitable Contributions—Margot and George	Dain Rauscher	500.00	1,500.00
06/30/2015	Check	CC	BOWDOIN COLLEGE	Educational	Charity/Charitable Contributions—Margot and George	Dain Rauscher	200.00	1,700.00
09/01/2015	Check	11175	WEST END SYNAGOGUE	Charitable	Charity/Charitable Contributions—Margot and George	Dain Rauscher	3,000.00	4,700.00
09/27/2015	Check	11181	Violence Policy Center	Charitable	Charity/Charitable Contributions—Margot and George	Dain Rauscher	1,500.00	6,200.00
09/27/2015	Check	11180	WNYC	Educational	Charity/Charitable Contributions—Margot and George	Dain Rauscher	1,500.00	7,700.00
09/27/2015	Check	11179	NEW YORK PUBLIC LIBRARY	Arts	Charity/Charitable Contributions—Margot and George	Dain Rauscher	1,500.00	9,200.00
09/27/2015	Check	11182	PLANNED PARENTHOOD	Charitable	Charity/Charitable Contributions—Margot and George	Dain Rauscher	2,000.00	11,200.00
01/04/2016	Check	11221	PLANNED PARENTHOOD	Charitable	Charity/Charitable Contributions—Margot and George	Dain Rauscher	450.00	11,650.00
01/04/2016	Check	11217	WEST END SYNAGOGUE	Religious	Charity/Charitable Contributions—Margot and George	Dain Rauscher	3,725.00	15,375.00
01/04/2016	Check	11220	COALITION FOR THE HOMELESS	Charitable	Charity/Charitable Contributions—Margot and George	Dain Rauscher	2,000.00	17,375.00
01/04/2016	Check	11218	LINCOLN HOUSE OUTREACH	Charitable	Charity/Charitable Contributions—Margot and George	Dain Rauscher	400.00	17,775.00
01/04/2016	Check	11219	CITY HARVEST	Charitable	Charity/Charitable Contributions—Margot and George	Dain Rauscher	2,000.00	19,775.00
01/05/2016	Check	11223	PS 161 Hudson Honors Parent Association	Charitable	Charity/Charitable Contributions—Margot and George	Dain Rauscher	1,000.00	20,775.00
							1,000.00	20,775.00
							\$ 20,775.00	
Charitable Contributions—Tori and Joe								
02/19/2015	Check	11164	DARTMOUTH COLLEGE	Educational	Charity/Charitable Contributions—Tori and Joe	Dain Rauscher	5,000.00	5,000.00
02/19/2015	Check	11165	LA FIESTA DE LAS SEIS BANDERAS	Charitable	Charity/Charitable Contributions—Tori and Joe	Dain Rauscher	500.00	5,500.00
03/27/2015	Check	11171	Perot Museum	Charitable	Charity/Charitable Contributions—Tori and Joe	Dain Rauscher	250.00	5,750.00
04/25/2015	Check	CC	Parkland Foundation	Charitable	Charity/Charitable Contributions—Tori and Joe	Dain Rauscher	300.00	6,050.00
04/30/2015	Check	CC	LA FIESTA DE LAS SEIS BANDERAS	Charitable	Charity/Charitable Contributions—Tori and Joe	Dain Rauscher	200.00	6,250.00
08/11/2015	Check	11174	George W. Bush Foundation	Charitable	Charity/Charitable Contributions—Tori and Joe	Dain Rauscher	250.00	6,500.00
09/01/2015	Check	11176	US Lacrosse Foundation	Charitable	Charity/Charitable Contributions—Tori and Joe	Dain Rauscher	1,000.00	7,500.00
09/12/2015	Check	11177	Temple Emanuel-IL	Religious	Charity/Charitable Contributions—Tori and Joe	Dain Rauscher	1,000.00	8,500.00
							1,500.00	10,000.00

Date	Check #	Payee	Category	Amount	Account	Balance
09/12/2015	11176	BRIDGE LACROSSE	Charitable	300.00	Dain Reuscher	10,300.00
10/27/2015	11183	SMU	Educational	2,500.00	Dain Reuscher	12,800.00
01/04/2016	11222	DARTMOUTH COLLEGE	Educational	2,500.00	Dain Reuscher	15,300.00
01/04/2016	11224	CHILD CARE GROUP	Charitable	1,000.00	Dain Reuscher	16,300.00
01/14/2016	11225	DALLAS INST OF HUMANITIES & CULTURE	Educational	1,250.00	Dain Reuscher	17,550.00
01/18/2016	11226	CHILD CARE GROUP	Charitable	500.00	Dain Reuscher	18,050.00
01/18/2016	11230	Tempis Emanuel	Religious	1,200.00	Dain Reuscher	19,250.00
01/18/2016	CC	MAD FOR PLAND	Charitable	250.00	Dain Reuscher	19,500.00
01/18/2016	11228	ST MICHAEL AND ALL ANGELS	Religious	1,050.00	Dain Reuscher	20,550.00
01/18/2016	11229	Parland Foundation	Charitable	300.00	Dain Reuscher	20,850.00
Total for Charitable Contributions—Tori and Joe				\$ 20,850.00		
Total for Charity				\$ 83,150.00		
TOTAL				\$ 83,150.00		

Tuesday, Feb 23, 2016 10:00:27 AM PST GMT-8 - Cash Basis