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ORIGINAL
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.

Open to Public Inspection

For calendar year 2016 or tax year beginning 2/01, 2016, and ending 1/31, 2017

PROVINCIAL FOUNDATION
4016 MCFARLIN BLVD
DALLAS, TX 75205

A Employer identification number
*****2090 23-1428090

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

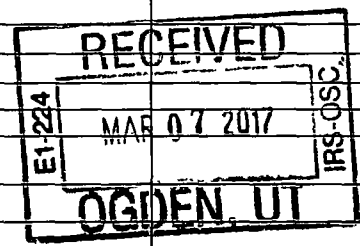
Section 501(c)(3) exempt private foundation

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)
▶ \$ 1,822,972.

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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	84,448.	84,448.	84,448.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	2,629.			
b	Gross sales price for all assets on line 6a	138,162.			
7	Capital gain net income (from Part IV, line 2)		2,629.		
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	87,077.	87,077.	84,448.	
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) SEE ST 1	3,220.			3,220.
c	Other professional fees (attach sch)				
17	Interest	112.	112.		
18	Taxes (attach schedule)(see instrs) SEE \$TM 2	1,221.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) SEE STATEMENT 3	506.	71.		435.
24	Total operating and administrative expenses Add lines 13 through 23	5,059.	183.		3,655.
25	Contributions, gifts, grants paid PART XV	81,000.			81,000.
26	Total expenses and disbursements. Add lines 24 and 25	86,059.	183.	0.	84,655.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	1,018.			
b	Net Investment income (if negative, enter 0-)		86,894.		
c	Adjusted net income (if negative, enter -0)			84,448.	



SCANNED MAR 29 2017
SCANNED MAR 14 2017
0423204594 MAR 17 2017

ADMINISTRATIVE AND OPERATING EXPENSES

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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	-6,837.	-14,574.	-14,574.
	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	1,568.	1,600.	
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	314,369.	224,617.	332,241.
	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)	1,223,382.	1,321,857.	1,505,305.	
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)	1,532,482.	1,533,500.	1,822,972.	
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	1,532,482.	1,533,500.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	1,532,482.	1,533,500.		
31 Total liabilities and net assets/fund balances (see instructions)	1,532,482.	1,533,500.		

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	1,532,482.
2 Enter amount from Part I, line 27a	2	1,018.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	1,533,500.
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	1,533,500.

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.)
1a SEE STATEMENT 4				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		<input type="checkbox"/> If gain, also enter in Part I, line 7 <input type="checkbox"/> If (loss), enter -0- in Part I, line 7		2 2,629.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		<input type="checkbox"/> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- <input type="checkbox"/> 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))
2015	87,009.	1,742,777.	0.049925
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
2 Total of line 1, column (d)			2 0.248247
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 0.049649
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 1,743,739.
5 Multiply line 4 by line 3			5 86,575.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 869.
7 Add lines 5 and 6			7 87,444.
8 Enter qualifying distributions from Part XII, line 4			8 84,655.

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 instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,738.
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	1,738.
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	1,738.
6	Credits/Payments:		
a	2016 estimated tax pmts and 2015 overpayment credited to 2016	6 a	1,600.
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	1,600.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	138.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2017 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a		X
1 b		X
1 c		X
2		X
3		X
4 a		X
4 b	N/A	
5		X
6	X	
7	X	
8 a		
8 b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: N/A	X	
14 The books are in care of: JOSEPH MANNES Telephone no.: (214) 522-5252 Located at: 4016 MCFARLIN BLVD DALLAS TX ZIP + 4: 75205-1724		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		N/A
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for 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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016)	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 2016?	4 b	X

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

5 a 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

If 'Yes,' attach the statement required by Regulations section 53.4945–5(d) N/A

6 a 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

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

7 a 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

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 ----- N/A	
2 -----	
3 All other program-related investments. See instructions. -----	
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	1,767,049.
b	Average of monthly cash balances	1 b	3,244.
c	Fair market value of all other assets (see instructions).	1 c	
d	Total (add lines 1a, b, and c)	1 d	1,770,293.
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	1,770,293.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	26,554.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,743,739.
6	Minimum investment return. Enter 5% of line 5.	6	87,187.

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	87,187.
2a	Tax on investment income for 2016 from Part VI, line 5	2 a	1,738.
b	Income tax for 2016. (This does not include the tax from Part VI).	2 b	
c	Add lines 2a and 2b	2 c	1,738.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	85,449.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	85,449.
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	85,449.

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	84,655.
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	84,655.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	84,655.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				85,449.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years: 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012	77.			
c From 2013..	1,122.			
d From 2014	3,978.			
e From 2015	2,310.			
f Total of lines 3a through e	7,487.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 84,655.				
a Applied to 2015, 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 2016 distributable amount				84,655.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	794.			794.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,693.			
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 2015 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	6,693.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013	405.			
c Excess from 2014...	3,978.			
d Excess from 2015	2,310.			
e Excess from 2016				

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 2016, 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)

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

	Prior 3 years				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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
<i>a</i> Paid during the year SEE ATTACHED			SEE ATTACHED	81,000.
Total ..				▶ 3a 81,000.
<i>b</i> Approved for future payment				
Total ...				▶ 3b

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FEDERAL STATEMENTS

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CLIENT MANNES

PROVINCIAL FOUNDATION

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 3,220.			\$ 3,220.
TOTAL	\$ 3,220.	\$ 0.	\$ 0.	\$ 3,220.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PRIOR YEAR FEDERAL TAXES	\$ 1,221.			
TOTAL	\$ 1,221.	\$ 0.	\$ 0.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKER FEES	\$ 71.	\$ 71.		
OFFICE SUPPLIES	385.			\$ 385.
POSTAGE	50.			50.
TOTAL	\$ 506.	\$ 71.	\$ 0.	\$ 435.

STATEMENT 4
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	550.000 BANK OF AMERICA CORP	PURCHASED	2/22/2005	6/23/2016
2	.985 HALCON RESOURCES CORPORATION	PURCHASED	3/26/2012	9/13/2016
3	9.617 HALCON RESOURCES CORPORATION	PURCHASED	3/26/2012	12/15/2016
4	10.602 HALCON RESOURCES CORPORATION	PURCHASED	5/10/2013	12/15/2016
5	11.780 HALCON RESOURCES CORPORATION	PURCHASED	8/19/2013	12/15/2016
6	486.381 INCOME FUND OF AMERICA INC CL A	PURCHASED	10/15/2004	3/17/2016
7	185.000 INTERNATIONAL BUSINESS MACHINES CORP	PURCHASED	3/03/2008	11/22/2016
8	700.000 VERIZON COMMUNICATIONS	PURCHASED	3/03/2005	6/23/2016
9	1280.000 WEYERHAEUSER CO	PURCHASED	11/27/2001	6/23/2016
10	400 AT&T INC	PURCHASED	6/15/2003	1/06/2017

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	7,404.		25,188.	-17,784.				\$ -17,784.
2	11.		1,814.	-1,803.				-1,803.
3	65.		17,707.	-17,642.				-17,642.
4	72.		11,472.	-11,400.				-11,400.
5	80.		9,963.	-9,883.				-9,883.
6	10,000.		8,560.	1,440.				1,440.
7	29,524.		4,225.	25,299.				25,299.
8	37,577.		22,977.	14,600.				14,600.
9	37,086.		22,761.	14,325.				14,325.
10	16,343.		10,866.	5,477.				5,477.
							TOTAL	\$ <u>2,629.</u>

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

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GENERAL INFORMATION

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CLIENT MANNES

PROVINCIAL FOUNDATION

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FORMS NEEDED FOR THIS RETURN

FEDERAL: 990-PF, 990-W

TAX RATES

<u>PRIVATE FOUNDATION</u>	<u>MARGINAL</u>	<u>EFFECTIVE</u>
FEDERAL	2.0 %	2.0 %

CARRYOVERS TO 2017

NONE

UNDISTRIBUTED INCOME CARRYOVERS TO 2017

2013 EXCESS DISTRIBUTIONS	405.
2014 EXCESS DISTRIBUTIONS	3,978.
2015 EXCESS DISTRIBUTIONS	2,310.

FEDERAL ESTIMATES

FORM 990-PF

	<u>ESTIMATE</u>	<u>OVERPAYMENT</u>	<u>BALANCE</u>
6/15/17	500.	0.	500.
7/17/17	500.	0.	500.
10/16/17	500.	0.	500.
1/16/18	500.	0.	500.
TOTAL	<u>\$ 2,000.</u>	<u>\$ 0.</u>	<u>\$ 2,000.</u>

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AVERAGE MONTHLY CASH BALANCES
FORM 990-PF, PART X, LINE 1B

CASH BAL.	FEBRUARY	MARCH	APRIL	MAY	JUNE	JULY	AUGUST	SEPTEMBER	OCTOBER	NOVEMBER	DECEMBER	JANUARY
	280	-44	475	-1,685	4,482	7,732	4,695	2,886	1,767	10,500	9,420	-1,585
AVERAGES	<u>280</u>	<u>-44</u>	<u>475</u>	<u>-1,685</u>	<u>4,482</u>	<u>7,732</u>	<u>4,695</u>	<u>2,886</u>	<u>1,767</u>	<u>10,500</u>	<u>9,420</u>	<u>-1,585</u>

TOTALS 38,923 NUMBER OF MONTHS 12

AVERAGE MONTHLY CASH BALANCES 3,244

PROVINCIAL FOUNDATION
Transaction Report
February 2016 - January 2017

Transaction Type	Date	Num	Adj	Name	Purpose	Account	Split	Amount	Balance
Check	03/19/2016	11234	No	B-C-C HIGH SCHOOL EDUCATIONAL FOUNDATION	Educational	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	500.00	500.00
Check	03/19/2016	11235	No	JEWISH HISTORICAL SOCIETY OF GREATER WASHINGTON	Charitable	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	300.00	600.00
Check	03/19/2016	11236	No	DARTMOUTH COLLEGE	Educational	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	2,500.00	3,300.00
Check	03/19/2016	11237	No	AUDUBON HAVIRALIST SOCIETY	Charitable	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	200.00	3,500.00
Check	03/19/2016	11238	No	Myraunt School Foundation	Educational	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	250.00	3,750.00
Check	03/19/2016	11239	No	WETA	Arts	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	200.00	3,950.00
Check	03/19/2016	11240	No	Lowell School	Educational	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	500.00	4,450.00
Check	03/19/2016	11241	No	FRIENDS OF THE NATIONAL ZOO	Charitable	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	250.00	4,700.00
Check	05/23/2016	11242	No	TEMPLE SINAI	Religious	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	5,000.00	9,700.00
Check	06/23/2016	11243	No	DARTMOUTH COLLEGE - HILIEL	Educational	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	1,000.00	14,700.00
Check	11/27/2016	11244	No	GEORGE WASHINGTON U SCHOOL OF MEDICINE	Educational	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	1,000.00	15,700.00
Check	11/27/2016	11245	No	TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA	Educational	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	250.00	15,950.00
Check	11/27/2016	11246	No	Lowell School	Educational	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	4,000.00	19,950.00
Check	11/27/2016	11247	No	The Kennedy Center for the Performing Arts	Arts	Charity/Charitable Contributions--Julie and Drew	Dain Raucher	300.00	20,250.00
<p>Total for Charitable Contributions--Julie and Drew</p> <p>Charitable Contributions--Karen and Paul</p>									
Check	12/13/2016	11277	No	TEMPLE SINAI ANNUAL CAMPAIGN	Religious	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	1,000.00	1,000.00
Check	12/13/2016	11278	No	Jewish Federation of Greater Washington	Charitable	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	350.00	1,350.00
Check	12/13/2016	11279	No	WAMU	Arts	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	1,500.00	2,850.00
Check	12/13/2016	11280	No	University of Maryland College Park Foundation/CLARGE PERFORMING ARTS	Educational	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	2,500.00	5,350.00
Check	12/13/2016	11281	No	WHUT Howard University Television	Religious	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	750.00	6,100.00
Check	12/13/2016	11282	No	TEMPLE SINAI ASSISTED LIVING	Religious	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	1,000.00	7,100.00
Check	12/13/2016	11283	No	Jewish Social Services Association	Charitable	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	600.00	7,700.00
Check	12/13/2016	11284	No	Hebrew Home of Greater Washington	Charitable	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	1,000.00	8,700.00
Check	12/13/2016	11285	No	AMERICAN COLLEGE OF BANKRUPTCY	Educational	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	250.00	8,950.00
Check	12/13/2016	11286	No	COMMUNITY LEGAL SERVICES OF PRINCE GEORGES COUNTY	Educational	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	750.00	9,700.00
Check	12/13/2016	11287	No	DARTMOUTH COLLEGE	Charitable	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	5,500.00	15,200.00
Check	12/13/2016	11288	No	AMERICAN BANKRUPTCY INSTITUTE	Educational	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	250.00	15,450.00
Check	12/13/2016	11289	No	MARYLAND PUBLIC TV	Arts	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	750.00	16,200.00
Check	12/13/2016	11290	No	WETA	Arts	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	2,000.00	18,200.00
Check	12/13/2016	11291	No	United Way of the National Capital Area	Charitable	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	1,500.00	19,700.00
Check	12/15/2016	11292	No	FRIENDS OF LITTLE FALLS COMMUNITY LIBRARY	Charitable	Charity/Charitable Contributions--Karen and Paul	Dain Raucher	300.00	20,000.00
<p>Total for Charitable Contributions--Margot and George</p> <p>Charitable Contributions--Tori and Joe</p>									
Check	08/16/2016	11245	No	WEST END SYNAGOGUE	Religious	Charity/Charitable Contributions--Margot and George	Dain Raucher	3,000.00	3,000.00
Check	10/17/2016	11246	No	Center for Reproductive Rights	Charitable	Charity/Charitable Contributions--Margot and George	Dain Raucher	2,000.00	5,000.00
Check	10/17/2016	11247	No	WINC	Educational	Charity/Charitable Contributions--Margot and George	Dain Raucher	2,000.00	7,000.00
Check	10/17/2016	11248	No	COALITION FOR THE HOMELESS	Charitable	Charity/Charitable Contributions--Margot and George	Dain Raucher	2,250.00	9,250.00
Check	11/02/2016	11249	No	NEW YORK PUBLIC LIBRARY	Charitable	Charity/Charitable Contributions--Margot and George	Dain Raucher	1,500.00	10,750.00
Check	11/02/2016	11250	No	CITY HARVEST	Charitable	Charity/Charitable Contributions--Margot and George	Dain Raucher	2,000.00	12,750.00
Check	11/02/2016	11251	No	Voiceless Policy Center	Charitable	Charity/Charitable Contributions--Margot and George	Dain Raucher	1,500.00	14,250.00
Check	11/02/2016	11252	No	LINCOLN HOUSE OUTREACH	Educational	Charity/Charitable Contributions--Margot and George	Dain Raucher	400.00	14,650.00
Check	11/02/2016	11253	No	PS 191 Hudson Home Parent Association	Charitable	Charity/Charitable Contributions--Margot and George	Dain Raucher	1,000.00	15,650.00
Check	01/25/2017	11254	No	WEST END SYNAGOGUE	Religious	Charity/Charitable Contributions--Margot and George	Dain Raucher	3,725.00	19,375.00
Check	01/25/2017	11255	No	Center for Reproductive Rights	Charitable	Charity/Charitable Contributions--Margot and George	Dain Raucher	875.00	20,250.00
<p>Total for Charitable Contributions--Tori and Joe</p> <p>Charitable Contributions--Tori and Joe</p>									
Check	02/16/2016	11231	No	ST MICHAEL AND ALL ANGELS	Religious	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	350.00	350.00
Check	03/24/2016	11232	No	BRIDGE LACROSSE	Charitable	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	700.00	1,050.00
Check	04/10/2016	11233	No	Parkland Foundation	Charitable	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	250.00	1,300.00
Check	04/21/2016	11234	No	Connecting Point of Park Cities	Charitable	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	400.00	1,700.00
Check	04/22/2016	11235	No	Parkland Foundation	Charitable	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	1,800.00	3,500.00
Check	07/06/2016	11236	No	THE WHARTON SCHOOL	Educational	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	400.00	3,900.00
Check	08/16/2016	11237	No	Temple Emanuel	Religious	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	1,600.00	5,500.00
Check	10/28/2016	11238	No	DALLAS INST OF HUMANITIES & CULTURE	Charitable	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	1,250.00	6,750.00
Check	10/28/2016	11239	No	SNU	Educational	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	2,500.00	9,250.00
Check	10/28/2016	11240	No	DALLAS INST OF HUMANITIES & CULTURE	Charitable	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	350.00	9,600.00
Check	10/28/2016	11241	No	DARTMOUTH COLLEGE	Educational	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	2,500.00	12,100.00
Check	10/28/2016	11242	No	DARTMOUTH COLLEGE	Educational	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	250.00	12,350.00
Check	12/31/2016	11243	No	DALLAS WOMEN'S FOUNDATION	Charitable	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	250.00	12,600.00
Check	12/31/2016	11244	No	WHITTIER COLLEGE	Educational	Charity/Charitable Contributions--Tori and Joe	Dain Raucher	1,000.00	13,600.00

Date	Check #	Payee	Category	Amount	Running Total
12/21/2016	11284	ST MICHAEL AND ALL ANGELS	Religious	1,500.00	13,150.00
12/21/2016	11284	CHILD CARE GROUP	Charitable	3,000.00	16,150.00
12/21/2016	11285	MAD FOR PLAID	Charitable	250.00	16,400.00
12/21/2016	11289	US Lacrosse Foundation	Charitable	1,000.00	17,400.00
01/21/2017	CC	Perot Museum	Charitable	296.00	17,696.00
01/27/2017	11284	CHILD CARE GROUP	Charitable	1,360.00	19,056.00
01/27/2017	210 JM	"Goods Received - Perot Museum"	Charitable	50.00	19,106.00
01/27/2017	Journal Entry	VANDERBILT UNIVERSITY	Educational	1,500.00	20,606.00
01/27/2017	Check				
				<u>\$ 20,606.00</u>	
				<u>\$ 81,000.00</u>	
				<u>\$ 81,000.00</u>	

Total for Charitable Contributions—Teri and Joe
 Total for Charity
TOTAL

Tuesday, Feb 21, 2017 01:24:41 PM GMT-5 Cash Basis