



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

For calendar year 2009, or tax year beginning NOV 1, 2009, and ending OCT 31, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: **THE WILLIAM H. DONNER FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **60 EAST 42ND STREET**

Room/suite: **1560**

City or town, state, and ZIP code: **NEW YORK, NY 10165**

A Employer identification number: **23-1611346**

B Telephone number: **212-949-0404**

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 ☐

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, col. (c), line 16): **\$ 131,177,181.** (Part I, column (d) must be on cash basis)

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify) _____

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))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		547.	547.		Statement 1
4 Dividends and interest from securities		539,985.	539,985.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		500,722.			
b Gross sales price for all assets on line 6a		49,136,868.			
7 Capital gain net income (from Part IV, line 2)			497,350.		
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)					
11 Other income		1,931,935.	2,164,088.		Statement 3
12 Total. Add lines 1 through 11		2,973,189.	3,201,970.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 4		103,679.	95,884.		11,323.
b Accounting fees Stmt 5		38,852.	16,052.		27,350.
c Other professional fees Stmt 6		1,936,553.	1,578,992.		367,339.
17 Interest					
18 Taxes Stmt 7		300,178.	0.		0.
19 Depreciation and depletion					
20 Occupancy		4,129.	206.		3,891.
21 Travel, conferences, and meetings		104,550.	25,398.		77,063.
22 Printing and publications					
23 Other expenses Stmt 8		1,128,156.	52,774.		72,700.
24 Total operating and administrative expenses. Add lines 13 through 23		3,616,097.	1,769,306.		559,666.
25 Contributions, gifts, grants paid		4,562,319.			4,566,109.
26 Total expenses and disbursements. Add lines 24 and 25		8,178,416.	1,769,306.		5,125,775.
27 Subtract line 26 from line 12		-5,205,227.			
a Excess of revenue over expenses and disbursements			1,432,664.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

2 NE

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	220,061.	212,789.	212,789.
	2 Savings and temporary cash investments	10,584,590.	6,409,018.	6,409,018.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	20,689.	34,326.	34,326.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 9	48,882,521.	46,898,034.	46,898,034.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	62,095,178.	76,587,764.	76,587,764.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 11)	78,415.	1,035,250.	1,035,250.
	16 Total assets (to be completed by all filers)	121,881,454.	131,177,181.	131,177,181.
	17 Accounts payable and accrued expenses	108,955.	121,294.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 12)	32,222.	316,313.	
	23 Total liabilities (add lines 17 through 22)	141,177.	437,607.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ X			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	111,958,105.	120,957,402.	
	25 Temporarily restricted			
	26 Permanently restricted	9,782,172.	9,782,172.	
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	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	121,740,277.	130,739,574.		
31 Total liabilities and net assets/fund balances	121,881,454.	131,177,181.		

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	121,740,277.
2 Enter amount from Part I, line 27a	2	-5,205,227.
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED APPRECIATION	3	14,204,524.
4 Add lines 1, 2, and 3	4	130,739,574.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	130,739,574.

Form 990-PF (2009)

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 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statements				
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 49,136,868.		48,639,518.	497,350.	
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) FMV 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			497,350.	
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		2 497,350.
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) If (loss), enter -0- in Part I, line 8		3 N/A

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 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))
2008	5,188,573.	116,405,795.	.044573
2007	6,188,622.	147,152,199.	.042056
2006	6,332,319.	156,930,744.	.040351
2005	5,107,769.	132,782,299.	.038467
2004	5,614,779.	128,038,859.	.043852
2 Total of line 1, column (d)			2 .209299
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 .041860
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 126,387,708.
5 Multiply line 4 by line 3			5 5,290,589.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 14,327.
7 Add lines 5 and 6			7 5,304,916.
8 Enter qualifying distributions from Part XII, line 4			8 5,125,775.

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)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	28,653.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	28,653.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	28,653.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	49,152.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	49,152.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	20,499.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 20,499. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		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? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2009)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.DONNER.ORG</u>	13	X	
14	The books are in care of ► <u>FIDES, LLC</u> Telephone no ► <u>212-949-0404</u> Located at ► <u>60 EAST 42ND STREET, NEW YORK, NY</u> ZIP+4 ► <u>10165</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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
1a 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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ Yes ☒ No	
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)	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 ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		X

Form 990-PF (2009)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
See Statement 13		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2009)

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIDES, LLC 60 E. 42ND STREET, NEW YORK, NY 10165	MANAGEMENT	542,406.
ACCOLADE II PARTNERS 7900 WESTPARK DRIVE, MCLEAN, VA 22102	INVESTMENT ADVISOR	244,352.
ACCOLADE PARTNERS, LP. 7900 WESTPARK DRIVE, MCLEAN, VA 22102	INVESTMENT MANAGER	193,717.
CAMDEN III PARTNERS 500 EAST PRATT STREET, BALTIMORE, MD 21202	INVESTMENT MANAGER	125,981.
CAMDEN IV PARTNERS 500 EAST PRATT STREET, BALTIMORE, MD 21202	INVESTMENT ADVISOR	105,089.
Total number of others receiving over \$50,000 for professional services		9

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	127,511,629.
b	Average of monthly cash balances	1b	216,425.
c	Fair market value of all other assets	1c	584,340.
d	Total (add lines 1a, b, and c)	1d	128,312,394.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	128,312,394.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,924,686.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	126,387,708.
6	Minimum investment return. Enter 5% of line 5	6	6,319,385.

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	6,319,385.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	28,653.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	28,653.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,290,732.
4	Recoveries of amounts treated as qualifying distributions	4	3,790.
5	Add lines 3 and 4	5	6,294,522.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,294,522.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,125,775.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,125,775.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,125,775.

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

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				6,294,522.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				4,252,019.
f Total of lines 3a through e	4,252,019.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 5,125,775.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				5,125,775.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,168,747.			1,168,747.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,083,272.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,083,272.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	3,083,272.			
e Excess from 2009				

N/A

- ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

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 <i>Paid during the year</i> SEE ATTACHED STATEMENT #14				4,566,109.
Total			► 3a	4,566,109.
b <i>Approved for future payment</i> None				
Total			► 3b	0.

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee Walt DeMauro Date WYDF 9/14/2011 Title MAwsgen

Paid Preparer's Use Only	Preparer's signature 	Date SEP 09 2011	Check if Employed ☐	Preparer's identifying number
	Firm's name (or yours if self-employed), address, and ZIP code	Owen J Flanagan & Co 60 East 42nd Street New York, NY 10165	EIN	Phone no 212-682-2783

Form **990-PF** (2009)

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 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SEC- C&B		P		
b PUBLICLY TRADED SEC- ESSEX		P		
c PUBLICLY TRADED SEC- ITHAKA		P		
d PUBLICLY TRADED SEC- WENTWORTH		P		
e CLASS ACTION PROCEEDS		P		
f 46 SHS DCM LIQUID RESERVE		P		
g 51,106 SHS NORTHERN TRUST		P		
h NEWGATE K-1				
i CAMDEN III K-1		P		
j CHAMPLAIN K-1				
k ACCOLADE PARTNERS II K-1		P		
l ACCOLADE PARTNERS I K-1		P		
m ACCOLADE PARTNERS III K-1		P		
n LEGACY DISTRESSED K-1		P		
o LINX PARTNERS K-1				

(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 5,657,358.		5,862,202.	-204,844.
b 26,986,171.		25,775,788.	1,210,383.
c 8,990,085.		8,882,573.	107,512.
d 69,193.		76,081.	-6,888.
e 172,947.			172,947.
f 33,155.		46,095.	-12,940.
g 1,048,187.		1,010,999.	37,188.
h		537,442.	-537,442.
i 173,524.			173,524.
j		239,846.	-239,846.
k 55,713.			55,713.
l 180,859.			180,859.
m 57.			57.
n 33,304.			33,304.
o		1,239,003.	-1,239,003.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-204,844.
b			1,210,383.
c			107,512.
d			-6,888.
e			172,947.
f			-12,940.
g			37,188.
h			-537,442.
i			173,524.
j			-239,846.
k			55,713.
l			180,859.
m			57.
n			33,304.
o			-1,239,003.

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

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)
If (loss), enter "-0-" in Part I, line 8 }

3

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 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	OCM MEZZANINE II K-1	P		
b	OCM OPPORTUNITIES VIIB	P		
c	OAKTREE SENIOR LOAN FUND	P		
d	UBI GAINS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 2,807.			2,807.
b 52,446.			52,446.
c 5,681,062.		4,966,117.	714,945.
d		3,372.	-3,372.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			2,807.
b			52,446.
c			714,945.
d			-3,372.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	497,350.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
WILMINGTON TRUST CASH NEEDS MM	528.
WILMINGTON TRUST CHECKING	19.
Total to Form 990-PF, Part I, line 3, Column A	547.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
COOKE & BEILER	319,600.	0.	319,600.
ESSEX	63,605.	0.	63,605.
LONGWOOD	5,011.	0.	5,011.
NORTHERN TRUST	2,700.	0.	2,700.
WENTWORTH	59,160.	0.	59,160.
WINSLOW CAPITAL	89,909.	0.	89,909.
Total to Fm 990-PF, Part I, ln 4	539,985.	0.	539,985.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
CAMDEN II LIMITED PARTNERS	36,157.	36,157.	
LINX LIMITED PARTNERS	647,611.	647,611.	
ACCOLADE LIMITED PARTNERS	28,473.	28,473.	
PARTNERSHIP INCOME SUBJECT TO UBIT	-232,153.	0.	
CAMDEN III LIMITED PARTNERS	74,633.	74,633.	
ACCOLADE II LIMITED PARTNERS	-9,531.	-9,531.	
OCM MEZZANINE FUND	470,337.	470,337.	
LUNCH JONES & RYAN- COMMISSION			
RECAPTURE	32,856.	32,856.	
NEWGATE	15,291.	15,291.	
CHAMPLAIN	48,145.	48,145.	
CAMDEN IV PARNTERS	20,957.	20,957.	
DEERPATH CAPITAL	-55,013.	-55,013.	
ACCOLADE III PARTNERS	10,949.	10,949.	
LEGACY DISTRESSED FUND	30,661.	30,661.	
OCM OPPORTUNITY VIIB	114,860.	114,860.	
OAKTREE SENIOR LOAN FUND	380,607.	380,607.	

PERSEUS REALTY PARTNERS GP	-1,836.	-1,836.
PRP LLC PRIVATE PLACEMENT LOAN	86,778.	86,778.
ACCOLADE III UBI	8,099.	8,099.
ACCOLADE I UBI	37,065.	37,065.
LINX PARTNERS UBI	188,802.	188,802.
LEGACY DISTRESSED UBI	-1,813.	-1,813.

Total to Form 990-PF, Part I, line 11	1,931,935.	2,164,088.
---------------------------------------	------------	------------

Form 990-PF	Legal Fees	Statement	4
-------------	------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
CARL BACHMAN	64,959.	57,164.		11,323.
PUTNEY, TWOMBLEY & HALL	38,720.	38,720.		0.
To Fm 990-PF, Pg 1, ln 16a	103,679.	95,884.		11,323.

Form 990-PF	Accounting Fees	Statement	5
-------------	-----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
O'CONNER DAVIES MUNNS & DOBBINS	36,352.	15,177.		20,850.
OWEN J FLANAGAN & CO	2,500.	875.		6,500.
To Form 990-PF, Pg 1, ln 16b	38,852.	16,052.		27,350.

Form 990-PF	Other Professional Fees	Statement	6
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FIDES PHILANTHROPIC MANAGEMENT	542,406.	189,842.		352,564.
CIMITRY, LLC	5,000.	0.		5,000.
COOKE & BEILER	84,562.	84,562.		0.
WENTWORTH	27,314.	27,314.		0.
ESSEX	84,781.	84,781.		0.
CHAMPLAIN	51,376.	51,379.		0.

ACCOLADE, LP	193,717.	193,717.	0.
CAMDEN II PARTNERS	88,421.	88,421.	0.
LINX PARTNERS	7,330.	7,330.	0.
NEWGATE GLOBAL	22,558.	22,558.	0.
ITHAKA CAPITAL MANAGEMENT	70,207.	70,207.	0.
PROGRESSIVE, INC	0.	0.	9,775.
CAMDEN III PARTNERS	125,981.	125,981.	0.
ACCOLADE II PARTNERS	244,352.	244,352.	0.
OCM MEZZANINE BOND FUND	65,743.	65,743.	0.
LEGACY CAPITAL	33,456.	33,456.	0.
CAMDEN IV	105,089.	105,089.	0.
OCM MEZZANINE BOND FUND			
III	857.	857.	0.
ACCOLADE III	75,363.	75,363.	0.
OAKTREE SENIOR LOAN FUND	26,225.	26,225.	0.
OCM OPPORTUNITIES VIIb	31,815.	31,815.	0.
GARY HIPPENSTEIL	50,000.	50,000.	0.
To Form 990-PF, Pg 1, ln 16c	1,936,553.	1,578,992.	367,339.

Form 990-PF	Taxes	Statement	7
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	15,837.	0.		0.
UBIT	250.	0.		0.
DEFERRED EXCISE TAX	284,091.	0.		0.
To Form 990-PF, Pg 1, ln 18	300,178.	0.		0.

Form 990-PF	Other Expenses	Statement	8
-------------	----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GENERAL OFFICE	13,747.	687.		13,060.
POSTAGE	6,931.	347.		6,584.
DUES & SUBSCRIPTIONS	631.	32.		599.
INSURANCE	19,473.	974.		15,817.
MEMBER REIMBURSEMENT	36,640.	0.		36,640.
BANK & CUSTODY FEES	47,595.	47,595.		0.
MISC INVESTMENT EXPENSES	3,139.	3,139.		0.
RESERVE FOR PRIVATE PLACEMENT LOAN	1,000,000.	0.		0.
To Form 990-PF, Pg 1, ln 23	1,128,156.	52,774.		72,700.

Form 990-PF	Corporate Stock	Statement	9
Description	Book Value	Fair Market Value	
DOMESTIC EQUITIES STMT #15	46,689,310.	46,689,310.	
PENDING STOCK TRADES #15	208,724.	208,724.	
Total to Form 990-PF, Part II, line 10b	46,898,034.	46,898,034.	

Form 990-PF	Other Investments	Statement	10
Description	Valuation Method	Book Value	Fair Market Value
TEIDEMANN - PRIVATE PLACEMENT FUND	FMV	13,312,400.	13,312,400.
ACCOLADE PARTNERS	FMV	3,731,446.	3,731,446.
CAMDEN II PARTNERS	FMV	3,138,786.	3,138,786.
LINX PARTNERS	FMV	826,175.	826,175.
CAMDEN III PARTNERS	FMV	6,363,998.	6,363,998.
ACCOLADE II PARTNERS	FMV	5,695,623.	5,695,623.
OCM MEZZANINE FUND II	FMV	4,166,829.	4,166,829.
DISCOVERY CAPITAL MANAGEMENT LIQUID RESERVE	FMV	263,203.	263,203.
NEWGATE GLOBAL	FMV	1,617,955.	1,617,955.
CHAMPLAIN SMALL CAP	FMV	6,875,283.	6,875,283.
CAMDEN IV PARTNERS	FMV	2,070,317.	2,070,317.
DEERPATH CAPITAL	FMV	2,375,739.	2,375,739.
LEGACY DISTRESSED OPPORTUNITIES FUND	FMV	1,302,008.	1,302,008.
OCM OPPORTUNITIES FUND VIIb	FMV	2,602,005.	2,602,005.
ACCOLADE III PARTNERS	FMV	606,318.	606,318.
OCM OPPORTUNITIES FUND VIII	FMV	767,251.	767,251.
DCM MULTI-MANAGER FUND	FMV	8,011,597.	8,011,597.
PERSEUS PROPERTY PARTNERS LP	FMV	2,765,020.	2,765,020.
OCM MEZZANINE FUND III	FMV	523,270.	523,270.
BLUE ELITE	FMV	7,149,732.	7,149,732.
PERSEUS REALTY PARTNERS GP	FMV	703,406.	703,406.
US GOVERNMENT PROPERTIES	FMV	1,719,403.	1,719,403.
Total to Form 990-PF, Part II, line 13		76,587,764.	76,587,764.

Form 990-PF	Other Assets		Statement 11
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
PREPAID TAXES	78,415.	35,250.	35,250.
PRP PRIVATE PLACEMENT LOAN	0.	1,000,000.	1,000,000.
To Form 990-PF, Part II, line 15	78,415.	1,035,250.	1,035,250.

Form 990-PF	Other Liabilities		Statement 12
Description	BOY Amount	EOY Amount	
DEFERRED EXCISE TAX PAYABLE	32,222.	316,313.	
Total to Form 990-PF, Part II, line 22	32,222.	316,313.	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 13
-------------	---	--------------

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
HON. CURTIN WINSOR, JR. 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
JOSEPH W. DONNER, JR. 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
DEBORAH DONNER 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
ALEXANDER DONNER 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
BRITTANY ROY 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.

THE WILLIAM H. DONNER FOUNDATION

'23-1611346

TIMOTHY E. DONNER 60 E. 42ND STREET NEW YORK, NY 10165	TREASURER 0.50	0.	0.	0.
STEPHANIE K. HANSON 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
CRISTINA WINSOR 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 1.00	0.	0.	0.
MICHAEL HUNTER SPENCER 60 E. 42ND STREET NEW YORK, NY 10165	SECRETARY 0.50	0.	0.	0.
ROBERT D. SPENCER 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
WILLIAM M. SPENCER, III 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
CURTIN WINSOR, III 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
REBECCA WINSOR 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
DAVID DONNER 60 E. 42ND STREET NEW YORK, NY 10165	PRESIDENT 1.00	0.	0.	0.
ANITA WINSOR EDWARDS 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 1.00	0.	0.	0.
MONICA WINSOR 60 E. 42ND STREET NEW YORK, NY 10165	VP & ASST TREASURER 1.00	0.	0.	0.
SHARON LAINHART 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
JOSEPH W. DONNER III 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.

THE WILLIAM H. DONNER FOUNDATION

'23-1611346

ROBERT DONNER JR.
60 E. 42ND STREET
NEW YORK, NY 10165

TRUSTEE
0.50

0. 0. 0.

CHRISTOPHER K. ROOSEVELT
60 E. 42ND STREET
NEW YORK, NY 10165

TRUSTEE
0.50

0. 0. 0.

Totals included on 990-PF, Page 6, Part VIII

0. 0. 0.

William H. Donner Foundation
Grants Paid
October 31, 2010

Date	CK#	Grantee	Project	Amount
06/18/2010	6521	Actors Fund	Performing Arts Assistance Program	20,000 00
10/15/2010	6603	African Wildlife Foundation, Inc	Protecting the World's Remaining Mtn Gorillas	35,000 00
06/18/2010	6522	Africare	Est of Africare/Cape Verde Country Office	30,000 00
08/23/2010	6561	Alexis De Tocqueville Institution	General Support	50,000 00
10/15/2010	6604	Alexis De Tocqueville Institution	General Support	55,000 00
06/18/2010	6523	Alliance for Choice in Education	General Support	10,000 00
10/15/2010	6605	Amer Constitution Society for Law & Pol	General Support	15,000 00
06/18/2010	6524	American Council of Trustees & Alumni	What will the Learn com Expansion	20,000 00
02/17/2010	6458	American Foreign Policy Council	General Support	47,500 00
10/15/2010	6606	American Spectator Foundation, Inc	General Support	9,000 00
04/05/2010	6488	American Studies Center	General Support	40,000 00
08/13/2010	6557	American Studies Center	General Support	25,000 00
04/09/2010	6495	Americans for Tax Reform Foundation	General Support	10,000 00
10/29/2010	6635	America's Future Foundation	General Support	9,400 00
05/07/2010	6510	Amnesty International USA Inc	General support	20,000 00
06/04/2010	6511	AOPA Air Safety Foundation	General Support	50,000 00
08/05/2010	6547	Assoc of Former Intelligence Officers	General Support	10,000 00
10/29/2010	6636	Atlantic Bridge, Inc	General Support	7,500 00
04/09/2010	6496	Atlas Economic Research Foundation	Prague Securities Studies Institute	25,000 00
04/09/2010	6497	Atlas Economic Research Foundation	General Support	25,000 00
10/15/2010	6608	Best Friends Animal Society	2010 Hurricane Emergency Response	25,000 00
03/05/2010	6474	Bill of Rights Institute	2010 Being An American Essay Awards & Ed P	25,000 00
06/18/2010	6525	Bishop O'Dowd High School	General Support	50,000 00
06/18/2010	6530	Board of Trustees of Leland Sanford Jr U	The Hoover Institution	32,500 00
04/05/2010	6491	Bob Carter's Actors Workshop & Rep Co	General Support	25,000 00
08/05/2010	6548	Bob Carter's Actors Workshop & Rep Co	General Support	10,000 00
06/04/2010	6516	Breakthrough Collaborative, Inc	General Support	20,000 00
10/29/2010	6633	Buffalo Bill Historical Society	Greater Yellowstone Raptor Experience	100,000 00
10/21/2010	6617	California State Parks Foundation	General Support	24,000 00
10/29/2010	6634	California State Parks Foundation	Margaret Donner Spencer Competative Grant F	200,000 00
08/13/2010	6555	Cameron M Neely Foundation for CancerCare	General Support	28,334 57
02/17/2010	6459	Camp Discovery Idaho, Inc	General Support	10,000 00
06/18/2010	6526	Capital Research Center	General Support	20,000 00
04/23/2010	6509	Casa De Amparo	Campaign for Kids	2,500 00
04/05/2010	6492	CATO Institute	General Support	20,000 00
04/05/2010	6493	Cazadero Performing Arts Camp	Kitchen Septic System Upgrade	25,000 00
04/05/2010	6494	Center for a Free Cuba	General Support	18,000 00
10/21/2010	6618	Center for American Progress	General Support	10,000 00
10/15/2010	6610	Center for Ecosystem Mgmt & Restoration	General Support	12,000 00
04/09/2010	6498	Center for Immigration Studies	General Support	25,000 00
06/18/2010	6527	Center for Security Policy, Inc	General Support	25,000 00
08/05/2010	6549	Center for Security Policy, Inc	General Support	24,000 00
08/05/2010	6550	Center for Security Policy, Inc	General Support	5,750 00
10/15/2010	6611	Center for Security Policy, Inc	General Support	10,000 00
10/15/2010	6612	Ceres, Inc	General Support	4,625 18
10/15/2010	6613	Challenged Athletes Inc	General Support	5,000 00
08/13/2010	6559	Childrens Village of Sonoma County	General Support	15,000 00
04/09/2010	6506	Children's Village of Sonoma County	General Support	5,000 00
10/15/2010	6614	Colorado College	General Support	10,000 00
02/17/2010	6463	Colorado Seminary	General Support- Inst for Advancement of Amer	10,000 00
10/15/2010	6615	Community Action Marin	General Support	2,500 00
10/15/2010	6564	Competitive Enterprise Institute	General Support	10,000 00
10/15/2010	6607	Congressional District Programs, Inc	General Support	10,000 00
10/29/2010	6637	Connors Cause for Children	General Support	4,074 97
04/05/2010	6480	Culture Project	General Support	25,000 00
10/15/2010	6601	Denver City Lax	General Support	10,400 00
06/04/2010	6513	Donors Trust Inc	Timothy E. Donner Donor's Trust	63,000 00
10/31/2010	oidCk#643	Earth Island Institute, Inc	Void ck#6432 to Earth Island Inst	(5,000 00)
10/31/2010	6648	Earth Island Institute, Inc	General Support - Reissue ck #6432	5,000 00
10/15/2010	6565	Echoing Green Foundation	General Support	10,000 00
04/09/2010	6499	Education Pioneers, Inc	General Support	20,000 00
10/15/2010	6566	Equine Rescue, Inc	General Support	10,000 00
03/05/2010	6475	EVAW, Inc	EVAW International Board Retreat	7,000 00
10/29/2010	6638	Families United for Our Troops	General Support	15,000 00
02/24/2010	6472	Fauna & Flora International	Extending Marine Turtle Cons in Nicaragua	30,000 00
10/29/2010	6639	Fauna & Flora International	Bldg Protection for Endangered Hawkskill Turtle	24,630 77

STMT #14

William H. Donner Foundation
Grants Paid
October 31, 2010

Date	CK#	Grantee	Project	Amount
02/04/2010	6454	Fidelity Charitable Gift Fund	Phaedra Annan FCG Account	100,000 00
02/04/2010	6455	Fidelity Charitable Gift Fund	Alexander B. Donner, Esq. FCG Account	75,000 00
02/04/2010	6456	Fidelity Charitable Gift Fund	Curtin Winsor, III FCG Account	100,000 00
06/04/2010	6512	Fidelity Charitable Gift Fund	Rebecca Winsor FCG Account	100,000 00
06/04/2010	6517	Fidelity Charitable Gift Fund	Alexander B. Donner, Esq. FCG Account	25,000 00
10/21/2010	6619	Fidelity Charitable Gift Fund	Joseph W. Donner FCG Account	92,500 00
10/21/2010	6620	Fidelity Charitable Gift Fund	Monica Winsor FCG Account	22,791 26
10/21/2010	6621	Fidelity Charitable Gift Fund	Robert D. Spencer FCG Account	10,000 00
07/01/2010	6543	Florida Foundation for the Arts	General Support	10,000 00
02/24/2010	6473	Fractured Atlas Productions, Inc.	Road to Carnegie Hall. Preserving Great Amer :	25,000 00
02/17/2010	6460	Friends of El Faro Orphanage, Inc.	Scion Self Sufficiency Campaign	10,000 00
07/01/2010	6546	Friends of the National Zoo	Cheetah Conservation. Reproduction, Research	60,000 00
10/29/2010	6642	Friends of the National Zoo	Dev. Sustaining N. American Cheetah Pop. throu	10,000 00
06/04/2010	6518	Friends of Vista Hill	Parent Care Therapeutic Learning Center	10,000 00
06/18/2010	6529	Friends' School, Inc.	Friends' for Life Endowment	21,000 00
10/15/2010	6616	Fund for Global Human Rights	General Support	50,000 00
10/15/2010	6568	Global Water	General Support	20,000 00
10/15/2010	6592	Heritage Foundation	WH Donner Conference Room	7,000 00
10/15/2010	6569	Horse Protection Assn. of Florida Inc.	General Support	30,000 00
10/15/2010	6570	Hospice By the Bay	General Support	2,500 00
02/17/2010	6469	Hudson Institute Inc.	General Support	50,000 00
10/15/2010	6571	Human Rights Watch, Inc.	General Support	50,000 00
02/17/2010	6462	Humanity in Action Inc.	General Support	30,000 00
04/05/2010	6481	Image for Success	General Support	3,000 00
06/18/2010	6531	Independence Institute	General Support	20,000 00
08/05/2010	6551	Institute for American Values	Generosity Unbound	10,000 00
02/17/2010	6464	Institute for Justice	General Support	20,000 00
10/15/2010	6572	Institute for Policy Studies	General Support	10,000 00
10/15/2010	6573	Institute for World Politics	General Support	8,500 00
04/05/2010	6482	Institute of World Politics	General Support	25,000 00
04/05/2010	6483	Institute of World Politics	General Support	25,000 00
07/01/2010	6545	International Film Seminars, Inc.	General Support	15,000 00
10/29/2010	6645	International Wilderness Leadership Found.	Chasing Ice	5,000 00
10/15/2010	6575	Mackinac Center for the Public Policy	General Support	10,000 00
06/18/2010	6533	Manhattan Institute for Policy Research	General Support	25,000 00
10/15/2010	6576	Manhattan Institute for Policy Research	General Support	7,500 00
06/18/2010	6534	Marin Amateur Radio Club, Inc.	General Support	10,000 00
04/09/2010	6501	Marin Community Food Bank	General Support	7,500 00
04/23/2010	6508	Marin Country Day School	General Support	30,000 00
06/18/2010	6535	Media Research Center	General Support	10,000 00
10/15/2010	6577	Milton and Rose D. Friedman Foundation	General Support	5,000 00
10/15/2010	6578	Minneapolis Pathways, Inc.	General Support	15,000 00
04/09/2010	6502	Museum of Children's Art	General Support	10,000 00
10/29/2010	6631	Music In Schools Today MUST	General Support	5,000 00
10/15/2010	6580	National Child Research Center	General Support	10,000 00
10/21/2010	6623	National Gallery of Art	General Support	2,500 00
10/15/2010	6581	National Geographic Society	The Heakey Project	110,830 41
02/17/2010	6465	National Outdoor Leadership School	Noble Hotel Renovation	5,000 00
10/21/2010	6624	Natural Resources Defense Council	General Support	20,000 00
10/15/2010	6582	Network for Teaching Entrepreneurship	General Support	28,339 97
04/05/2010	6484	Night Runners Mobile Crisis Services	Airboat Search & Rescue Boat	40,000 00
10/15/2010	6583	NW Connections Enviro. & Cultural Res. Ctr.	General Support	10,000 00
02/17/2010	6466	Oakland Small Schools Foundation	General Support	25,000 00
04/09/2010	6503	Okizu Foundation	General Support	80,000 00
10/15/2010	6584	Operation Smile, Inc.	Operation Smile India- Guwahati Mission	83,253 30
04/05/2010	6485	Operation USA	Haiti Earthquake Responses	20,000 00
04/05/2010	6486	Pacific Research Institute for Public Pol.	General Support	20,000 00
04/09/2010	6504	Pacific Ridge School	Breaking New Ground & Equipping 21st Centur	20,000 00
10/15/2010	6585	Pacific Ridge School	Music Composition Program	5,150 00
08/13/2010	6560	Pan American Development Foundation, Inc.	General Support	45,000 00
08/05/2010	6552	Patriot PAWS Service Dogs	General Support	5,000 00
10/15/2010	6602	Paws 2 Help, Inc.	General Support	25,000 00
08/13/2010	6556	PetConnect Rescue, Inc.	General Support	5,000 00
04/05/2010	6487	Pikes Peak Community Foundation	General Support	47,000 00
10/21/2010	6625	Pikes Peak Community Foundation	General Support	27,000 00
10/21/2010	6626	Pikes Peak Community Foundation	General Support	21,357 18

William H. Donner Foundation
Grants Paid
October 31, 2010

Date	CK#	Grantee	Prroject	Amount
10/29/2010	6632	Pikes Peak Community Foundation	General Support	100,000 00
10/15/2010	6586	Political Economy Research Center	General Support	6,000 00
06/04/2010	6519	Porchlight Theatre Company	General Support	4,000 00
02/17/2010	6470	Potomac School	Campaign for Potomac's Future	50,000 00
08/23/2010	6562	Preservation Society of Newport City	General Support	20,000 00
10/15/2010	6587	Project ORBIS International, Inc	General Support	44,967 00
06/18/2010	6536	Property and Environment Research Ctr	General Support	20,000 00
06/18/2010	6537	Redwood Empire Live Steamers, Inc	General Support	2,000 00
10/15/2010	6579	Renovation in Music Education	General Support	10,000 00
02/17/2010	6467	Saint John's Episcopal Cathedral	150th Anniversary Organ Masterworks Project	50,000 00
10/15/2010	6588	School of the Arts Foundation	General Support	45,000 00
10/29/2010	6643	Seventh Generation Fund for Indian Dev	General Support - Sustainable Nations	4,625 18
10/29/2010	6640	Smithsonian Institution	General Support	5,200 00
10/15/2010	6589	Spring Creek Horse Rescue	General Support	5,000 00
04/09/2010	6505	St Philip's Church in the Highlands	General Support	3,000 00
06/04/2010	6515	Stanley British Primary School	General Support	10,000 00
06/18/2010	6538	Star Kids Scholarship Program	General Support	15,000 00
08/13/2010	6558	Survivors of Torture International	Building a Sustainable Prm for Survivors of Tort	25,000 00
10/15/2010	6595	Swan Valley Ecosystem Mgmt & Learning Ctr	General Support	25,000 00
08/05/2010	6553	Synergos Institute, Inc	General Support	25,000 00
10/15/2010	6590	Synetic Theatre, Inc	General Support	8,000 00
10/15/2010	6591	Team Up for Youth	General Support	5,000 00
02/17/2010	6471	Tertium Quids the Virginia Institute	General Support	10,000 00
02/17/2010	6457	Tertium Quids the Virginia Institute	General Support	25,000 00
10/29/2010	6647	The Bridge School	General Support	5,000 00
10/29/2010	6644	The Buckley School in the City of NY	General Support	24,363 24
02/17/2010	6468	The Federalist Society	General Support	10,000 00
02/17/2010	6461	The Garrison Institute	Int'l Wellness Project Transforming Way We W	50,000 00
06/04/2010	6514	The Heritage Foundation	Designation of WH Donner Foundation Conf Ro	50,000 00
04/09/2010	6507	The University Foundation	General Support	40,000 00
10/15/2010	6599	The Vital Ground Foundation, Inc	Bismark Meadows-Barns Property Aquisition	25,000 00
10/15/2010	6593	Thoroughbred Retirement Foundation	General Support	25,000 00
08/05/2010	6554	Three Generations Inc	General Support	5,000 00
06/04/2010	6520	Threshold Foundation	General Support	3,000 00
06/18/2010	6539	Tides Foundation	General Support	25,252 53
10/15/2010	6594	Tides Foundation	General Support	10,454 55
10/15/2010	6596	Tipitina's Foundation, Inc	Instruments A Comin'	7,500 00
06/18/2010	6532	Trustees of Princeton University	General Support	7,500 00
10/15/2010	6574	Trustees of Princeton University	General Support	13,500 00
10/21/2010	6628	United Animal Nations	Life Line	25,000 00
10/21/2010	6630	University of Colorado Foundation, Inc	General Support	20,000 00
04/09/2010	6500	Urbaned Solutions	General Support	50,000 00
10/15/2010	6597	Video Volunteers	General Support	10,175 40
10/15/2010	6598	Village of Wellington	Wellington Community Events	17,733 12
04/05/2010	6489	Voices and Faces Project	Project Literature	100,000 00
10/15/2010	6600	Washington Legal Foundation	General Support	10,000 00
03/05/2010	6476	Washington Scholarship Fund Inc	General Support	40,000 00
10/29/2010	6641	White Bird Appaloosa Horse Rescue	General Support	5,000 00
06/25/2010	6542	WildCare	General Support	10,000 00
03/05/2010	6477	WNET ORG	Women, War & Peace	50,000 00
10/21/2010	6629	Women's Int'l Network for Guatemalan Sol	General Support	1,700 00
06/18/2010	6540	World Music Productions, Inc	General Support	5,000 00
04/05/2010	6490	World Savvy, Inc	General Support	2,500 00
10/31/2010	6650	Young Life, Inc	General Suoport- Capernaum Partnership	5,200 00
				4,566,108 63
		Less Grant Refunds		(3,789 80)
				<u>4,562,318 83</u>

WH Donner Foundation
Investments
10/31/2010

Fair Market Value

Money Market Funds
Income MM

Essex	Winslow/Ithaka	Cooke & Bieler	Wentworth	Cash Needs	Total FMV
899,319	75,023	208,580	160,703	5,066,009	1,343,624
					<u>5,066,009</u>
					6,409,634

Domestic Equities

12,844,553	14,489,197	15,577,339	3,778,221		46,689,310
------------	------------	------------	-----------	--	-------------------

Pending Sales
Pending Purchases
Subtotal Pending

0	0	208,724	0		208,724
0	0	0	0		-
					<u>208,724</u>

13,743,873	14,564,219	15,994,643	3,938,924	5,066,009	53,307,668
------------	------------	------------	-----------	-----------	------------

#16 #17 #18 #19

William H. Donner Foundation

Essex

October 31, 2010

Description	Quantity	Market Value
A123 SYSTEMS INC	12,222 0000	118,797 84
AGNICO EAGLE MINES LTD COMMON	2,856 0000	221,597 04
AMTECH SYSTEMS INC COMMON	5,865 0000	98,180 10
APACHE CORPORATION COMMON	2,635 0000	266,187 70
APPLE INC	2,124 0000	639,281 52
ARIBA INC COMMON	13,909 0000	261,211 02
ARM HOLDINGS PLC	13,966 0000	246,918 88
ARUBA NETWORKS INC	5,375 0000	117,873 75
BARRICK GOLD CORP COMMON	1,678 0000	80,695 02
BERKSHIRE HATHAWAY INC CL B	6,375 0000	507,195 00
BROADCOM CORP CLASS A COMMON	1,958 0000	79,945 14
CELGENE CORP COMMON	4,490 0000	278,514 70
CISCO SYSTEMS COMMON	11,324 0000	258,866 64
COCA-COLA COMPANY COMMON	6,500 0000	398,580 00
COMCAST CORPORATION COMMON CLASS A	17,802 0000	367,175 15
E M C CORP MASSACHUSETTS COMMON	15,143 0000	318,305 86
EZCHIP SEMICONDUCTOR LTD	14,649 0000	360,951 36
FIRST SOLAR INC	3,340 0000	459,851 20
FORD MOTOR CO DEL COMMON NEW	15,669 0000	221,402 97
GEOEYE INC	7,704 0000	341,056 08
GILEAD SCIENCES COMMON	7,048 0000	279,594 16
GOLDCORP INC NEW COMMON	3,400 0000	151,606 00
GOLDMAN SACHS GROUP INC COMMON	2,457 0000	395,896 41
GOOGLE INC CLASS A	1,101 0000	675,683 70
GREEN MOUNTAIN COFFEE ROASTERS INC COMMON	10,575 0000	348,869 25
HUMAN GENOME SCIENCES INC COMMON	4,129 0000	110,987 52
ILLUMINA INC COMMON	2,691 0000	146,148 21
JDS UNIPHASE CORP COMMON NEW	10,350 0000	108,675 00
KIT DIGITAL, INC	10,741 0000	147,903 57
LAZARD LTD CLASS A	3,626 0000	133,799 40
LIVEPERSON INC COMMON	16,737 0000	155,151 99
MICROSOFT CORP COMMON	7,702 0000	205,373 83
MOLYCORP INC	5,885 0000	208,329 00
MORGAN STANLEY COMMON	15,844 0000	394,040 28
NETFLIX INC COMMON	1,808 0000	313,814 56
NEW GOLD INC	9,358 0000	69,249 20
OMNIVISION TECHNOLOGIES INC COMMON	10,139 0000	275,071 07
ORACLE CORP COMMON	9,250 0000	271,765 00
POWER ONE INC	20,304 0000	211,567 68
RANDGOLD RESOURCES LIMITED ADR	1,290 0000	121,156 80
REALD INC	7,080 0000	148,113 60
ROYAL GOLD INC COMMON	3,400 0000	168,334 00
SATCON TECHNOLOGY CORP COMMON	35,680 0000	143,790 40
SHAW GROUP INC COMMON	11,963 0000	365,589 28
SILICON IMAGE INC COMMON	14,467 0000	88,972 05
SKYWORKS SOLUTIONS INC COMMON	7,650 0000	175,338 00
SNAP ON INC COMMON	2,633 0000	134,283 00
SONUS NETWORKS INC COMMON	10,200 0000	31,798 50
STEADMAN SECURITY CORPORATION		
5 50% CONV PFD A \$100 PAR	2,500 0000	0 00

STMT #16

William H. Donner Foundation

Essex

October 31, 2010

Description	Quantity	Market Value
STR HOLDINGS INC COMMON STOCK	4,959 0000	123,231 15
THORATEC CORP COMMON	3,928 0000	128,288 48
TRINA SOLAR LTD-SPON ADR	11,998 0000	321,066 48
UNITED RENTALS INC COMMON	16,474 0000	309,546 46
URS CORP NEW COMMON	2,505 0000	97,519 65
WESTPORT INNOVATIONS INC	13,323 0000	241,412 76
WILMINGTON PRIME MM FUND W CLASS	899,319 1700	899,319 17
		13,743,872.58

William H. Donner Foundation

Ithaka

October 31, 2010

Description	Quantity	Market Value
AKAMAI TECHNOLOGIES INC COMMON	5,300 0000	273,851 00
AMAZON COM INC COMMON	4,600 0000	760,058 00
AMERICAN TOWER CORPORATION CLASS A COMMON	5,500 0000	283,855 00
APPLE INC	3,350 0000	1,008,283 00
BAIDU, INC	2,500 0000	275,025 00
BE AEROSPACE COMMON	14,150 0000	520,154 00
BLACKROCK INC COMMON	1,150 0000	196,638 50
C H ROBINSON WORLDWIDE INC NEW	5,050 0000	355,924 00
COACH INC COMMON	11,150 0000	557,500 00
CREE INC COMMON	3,550 0000	182,079 50
EXPEDITORS INTL OF WASHINGTON COMMON	7,600 0000	375,136 00
F5 NETWORKS INC COMMON	5,850 0000	688,545 00
GOLDMAN SACHS GROUP INC COMMON	1,950 0000	314,203 50
GOOGLE INC CLASS A	1,150 0000	705,755 00
GREEN MOUNTAIN COFFEE ROASTERS INC COMMON	8,200 0000	270,518 00
HONEYWELL INTERNATIONAL INC COMMON	8,150 0000	383,946 50
ILLUMINA INC COMMON	10,100 0000	548,531 00
INTUITIVE SURGICAL INC COMMON	1,450 0000	381,277 50
MASTERCARD INC-CLASS A	2,550 0000	612,153 00
MERCADOLIBRE INC	3,800 0000	251,332 00
NATIONAL OILWELL VARCO INC	6,900 0000	370,944 00
NETFLIX INC COMMON	1,050 0000	182,248 50
NEW ORIENTAL EDUCATIO-SP ADR	2,500 0000	268,425 00
NUVASIVE INC COMMON	5,850 0000	153,065 25
OPENTABLE INC COMMON STOCK	3,600 0000	221,292 00
POTASH CORP SASKATCHEWAN COMMON	3,250 0000	471,542 50
PRECISION CASTPARTS COMMON	4,200 0000	573,636 00
PRICELINE COM INC NEW COMMON	1,150 0000	433,331 50
QUALCOMM COMMON	6,700 0000	302,572 00
SALESFORCE COM INC COMMON	6,550 0000	760,258 50
SCHLUMBERGER LIMITED COMMON	6,900 0000	482,241 00
SOUTHWESTERN ENERGY CO COMMON	8,200 0000	277,488 00
VISA INC CLASS A SHARES	4,600 0000	359,536 00
VMWARE INC-CLASS A	3,250 0000	248,495 00
WYNN RESORTS LIMITED COMMON	4,100 0000	439,356 00
WILMINGTON PRIME MM FUND W CLASS	75,022 5000	75,022 50
		14,564,219.25

STMT #17

William H. Donner Foundation

Cooke & Bieler

October 31, 2010

Description	Quantity	Market Value
ALLSTATE CORP COMMON	6,400 0000	195,136 00
AMERICAN EXPRESS CO COMMON	10,970 0000	454,816 20
AVERY DENNISON CORPORATION COMMON	7,690 0000	279,531 50
AVON PRODUCTS INCORPORATED COMMON	9,820 0000	299,019 00
AXIS CAPITAL HOLDINGS LTD COMMON	7,140 0000	243,117 00
BANK OF AMERICA CORP COMMON	16,226 0000	185,771 47
BAXTER INTERNATIONAL COMMON	6,760 0000	344,286 80
BECTON DICKINSON & COMPANY COMMON	1,880 0000	141,977 60
CARDINAL HEALTH INC COMMON	7,150 0000	248,033 50
CARNIVAL CORP	10,190 0000	439,902 30
RECEIVABLE		
BERKSHIRE HATHAWAY INC CL B	136,443 4300	136,443 43
RECEIVABLE		
BERKSHIRE HATHAWAY INC CL B	72,280 7400	72,280 74
CHEVRON CORP COMMON	3,700 0000	305,620 00
CHUBB CORPORATION COMMON	4,350 0000	252,387 00
CINTAS CORP COMMON	5,500 0000	151,085 00
COLGATE PALMOLIVE COMPANY COMMON	5,590 0000	431,100 80
DARDEN RESTAURANTS INC COMMON	5,804 0000	265,300 84
DIAGEO PLC SPONSORED ADR NEW	6,660 0000	492,840 00
DOVER CORP COMMON	6,620 0000	351,522 00
EATON CORP COMMON	2,330 0000	206,973 90
EXXON MOBIL CORPORATION COMMON	8,750 0000	581,787 50
FISERV COMMON	4,680 0000	255,153 60
FLEXTRONICS INTERNATIONAL LTD ORDINARY SHARES	42,120 0000	302,000 40
GENERAL ELECTRIC CO COMMON	16,270 0000	260,645 40
HENKEL AG & CO KGaA	3,910 0000	195,613 39
HENKEL AG & COMPANY KGAA	5,420 0000	318,880 28
ILLINOIS TOOL WORKS COMMON	6,340 0000	289,611 20
INTERNATIONAL FLAVORS & FRAGRANCES COM	5,570 0000	279,391 20
JOHNSON & JOHNSON COMMON	7,480 0000	476,775 20
JPMORGAN CHASE & COMPANY COMMON	8,290 0000	311,952 70
KIMBERLY CLARK CORP COMMON	4,920 0000	311,632 80
KOHL'S CORP COMMON	8,200 0000	420,004 00
LAM RESEARCH CORP COMMON	7,860 0000	359,909 40
MANPOWER WISCONSIN COMMON	4,455 0000	243,822 15
MCDONALD'S CORPORATION COMMON	5,137 0000	399,504 49
MICROSOFT CORP COMMON	10,370 0000	276,516 05
MOLEX INCORPORATED - CLASS A COMMON STOCK	11,560 0000	197,329 20
NVR INC NEW COMMON	337 0000	211,437 17
OMNICOM GROUP COMMON	12,450 0000	547,302 00
QUEST DIAGNOSTICS INC COMMON	7,860 0000	386,240 40
REPUBLIC SERVICES INC COMMON	10,390 0000	309,725 90
STATE STREET CORPORATION COMMON	11,350 0000	473,976 00
TYCO ELECTRONICS LTD	14,610 0000	462,844 80
TYCO INTERNATIONAL LTD	7,210 0000	275,998 80
UNITED PARCEL SERVICE INC CLASS B COMMON	4,690 0000	315,824 60
V F CORP COMMON	3,150 0000	262,206 00
VODAFONE GROUP PLC-SP ADR	18,110 0000	498,206 10

STMT #18

William H. Donner Foundation

Cooke & Bieler

October 31, 2010

Description	Quantity	Market Value
WELLS FARGO & CO NEW COMMON	12,290 0000	320,277 40
WESTERN UNION CO	18,200 0000	320,138 00
WILLIS GROUP HOLDINGS PLC	13,340 0000	424,212 00
WILMINGTON PRIME MM FUND W CLASS	208,579 5300	208,579 53
		15,994,642.74



ACCESS
October 2010

Account name: WILLIAM H DONNER FOUNDATION
Account number: EM 14330 WG

Your Financial Advisor:
WILLHITEA/HILLHITE
281-362-6360/866-215-5651

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Holding	Opening balance on Oct 1 (\$)	Closing balance on Oct 29 (\$)	Price per share on Oct 29 (\$)	Average rate	Dividend/Interest period	Days in period
Cash	3,411.61	0.00				
RMA MONEY MKT PORTFOLIO	159,327.98	160,703.11	1.00	0.01%	Sep 24 to Oct 24	31
Total	\$162,739.59	\$160,703.11				

Equities

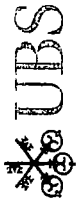
Common stock

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Oct 29 (\$)	Value on Oct 29 (\$)	Unrealized gain or loss (\$)	Holding period
AGRIUM INC (CANADA)								
FOREIGN STOCK								
Symbol AGU Exchange NYSE								
EAI \$152 Current yield 0.12%	Dec 30, 08	1,385,000	32.790	45,414.43 ¹	88.510	122,586.35	77,171.92	LT
ALLIANZ SE ADR								
Symbol AZSEY Exchange OTC								
EAI \$2,286 Current yield 3.05%	Apr 27, 09	5,985,000	8.496	50,853.35	12.530	74,992.05	24,138.70	LT
AXA ADR								
Symbol AXAHY Exchange OTC								
EAI \$983 Current yield 3.21%	Jan 30, 08	1,135,000	34.500	39,157.50 ¹	18.230	20,691.05	-18,466.45	LT
	Apr 27, 09	545,000	15.189	8,278.01	18.230	9,935.35	1,657.34	LT
Security total		1,680,000		47,435.51		30,626.40	-16,809.11	
BAE SYSTEMS PLC SPON ADR								
Symbol BAESY Exchange OTC								
EAI \$1,605 Current yield 4.37%	Jan 30, 08	1,665,000	38.200	63,603.00 ¹	22.080	36,763.20	-26,839.80	LT
BASF SE SPON ADR								
Symbol BASFY Exchange OTC								
EAI \$2,151 Current yield 2.22%	Jan 30, 08	1,330,000	63.440	84,381.84 ¹	72.700	96,691.00	12,309.16	LT

continued next page

STMT #19



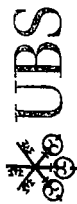


Account name: WILLIAM H DONNER FOUNDATION
Account number: EM 14330 WG

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Oct 29 (\$)	Value on Oct 29 (\$)	Unrealized gain or loss (\$)	Holding period
BHP BILLITON LTD SPON ADR								
Symbol BHP Exchange NYSE								
EAI \$5,403 Current yield 2.11%	Jan 30, 08	3,105,000	65.320	202,837.94 ¹	82.575	256,395.37	53,557.43	LT
BRITISH AMER TOBACCO PLC G8								
SPON ADR								
Symbol BTI Exchange AMEX								
EAI \$3,947 Current yield 4.16%	Jan 30, 08	1,245,000	70.720	88,047.65 ¹	76.230	94,906.35	6,858.70	LT
BROOKFIELD ASSET MGMT INC LTD								
VTG SHS CL A								
Symbol BAM Exchange NYSE								
EAI \$889 Current yield 1.75%	Jan 30, 08	1,305,000	31.860	41,577.35 ¹	29.720	38,784.60	-2,792.75	LT
	Apr 27, 09	405,000	14.869	6,021.95	29.720	12,036.60	6,014.65	LT
Security total		1,710,000		47,599.30		50,821.20	3,221.90	
BUNGE LIMITED								
Symbol BG Exchange NYSE								
EAI \$833 Current yield 1.53%	Dec 30, 08	905,000	49.370	44,683.47 ¹	60.070	54,363.35	9,679.88	LT
CANADIAN PACIFIC RAILWAY LTD								
Symbol CP Exchange NYSE								
EAI \$2,282 Current yield 1.63%	Jan 30, 08	580,000	66.000	38,280.00 ¹	65.140	37,781.20	-498.80	LT
	Jun 19, 08	950,000	65.390	62,126.68 ¹	65.140	61,883.00	-243.68	LT
	May 10, 10	625,000	57.141	35,713.63	65.140	40,712.50	4,998.87	ST
Security total		2,155,000		136,120.31		140,376.70	4,256.39	
CANADIAN NATURAL RESOURCES LTD								
Symbol CNQ Exchange NYSE								
	Jan 30, 08	1,940,000	31.750	61,595.00 ¹	36.470	70,751.80	9,156.80	LT
CDN NATL RAILWAY CO FOREIGN STOCK								
Symbol CNI Exchange NYSE								
EAI \$1,783 Current yield 1.63%	Jan 30, 08	1,690,000	49.530	83,706.80 ¹	64.780	109,478.20	25,771.40	LT
COOPER INDUSTRIES PLC NEW CL A								
Symbol CBE Exchange NYSE								
EAI \$2,365 Current yield 2.06%	Jan 30, 08	2,190,000	44.440	97,340.59 ¹	52.420	114,799.80	17,459.21	LT
CORE LABORATORIES N V								
Symbol CLB Exchange NYSE								
EAI \$166 Current yield 0.31%	Jan 30, 08	690,000	55.145	38,051.15 ¹	77.486	53,465.34	15,414.19	LT

continued next page



ACCESS
October 2010

Account name: WILLIAM H. DONNER FOUNDATION
Account number: EM 14330 WG

Your Financial Advisor:
WILLHITE@HILLHITE
281-362-6360/866-215-5651

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Oct 29 (\$)	Value on Oct 29 (\$)	Unrealized gain or loss (\$)	Holding period
DIAGEO PLC NEW GB SPON ADR								
Symbol DEO Exchange NYSE	Jan 30, 08	1,245,000	78.800	98,117.90 ¹	74.000	92,130.00	-5,987.90	LT
EAI \$2,943 Current yield 3.19%								
ENSIGN ENERGY SERVICES INC								
Symbol ESWIF Exchange OTC	Jan 30, 08	1,300,000	14.650	19,045.00 ¹	12.411	16,134.30	-2,910.70	LT
EAI \$447 Current yield 2.77%								
FIBRIA CELLULOSE S A SPON ADR								
Symbol FBR Exchange NYSE	Jan 30, 08	410,000	15.155	6,213.55 ¹	17.960	7,363.60	1,150.05	LT
INGERSOLL-RAND PLC								
Symbol IR Exchange NYSE	Jan 30, 08	2,500,000	39.040	97,623.00 ¹	39.310	98,275.00	652.00	LT
EAI \$700 Current yield 0.71%								
MANULIFE FINANCIAL CORP								
Symbol MFC Exchange NYSE	Jan 30, 08	1,080,000	37.610	40,628.60 ¹	12.700	13,716.00	-26,912.60	LT
EAI \$765 Current yield 3.98%	Apr 27, 09	435,000	16.806	7,310.61	12.700	5,524.50	-1,786.11	LT
Security total		1,515,000		47,939.21		19,240.50	-28,698.71	
NABORS INDUSTRIES LTD NEW (BERMUDA)								
Symbol NBR Exchange NYSE	Jan 30, 08	6,955,000	26.890	187,068.98 ¹	20.900	145,359.50	-41,709.48	LT
NESTLE S A SPONSORED ADR								
REPSTG REG SHS SWITZ ADR								
Symbol NSRGY Exchange OTC	Jan 30, 08	2,775,000	43.800	121,545.00 ¹	54.850	152,208.75	30,663.75	LT
EAI \$3,162 Current yield 1.64%	Jan 29, 10	750,000	47.735	35,801.25	54.850	41,137.50	5,336.25	ST
Security total		3,525,000		157,346.25		193,346.25	36,000.00	
NOBLE CORP								
Symbol NE Exchange NYSE	Jan 30, 08	5,320,000	44.310	235,749.58 ¹	34.530	183,699.60	-52,049.98	LT
EAI \$1,446 Current yield 0.77%	Apr 27, 09	135,000	28.070	3,789.45	34.530	4,661.55	872.10	LT
Security total		5,455,000		239,539.03		188,361.15	-51,177.88	
NOVARTIS AG SPON ADR								
Symbol NVS Exchange NYSE	Jan 30, 08	1,745,000	49.920	87,111.95 ¹	57.950	101,122.75	14,010.80	LT
EAI \$2,884 Current yield 2.85%								

continued next page





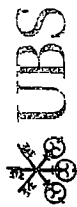
Account name.
Account number

WILLIAM H DONNER FOUNDATION
EM 14330 WG

Your assets › Equities › Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Oct 29 (\$)	Value on Oct 29 (\$)	Unrealized gain or loss (\$)	Holding period
PARTNERRE LTD ORD								
Symbol PRE Exchange NYSE								
EAI \$1,155 Current yield 2.77%	Jan 30, 08	525 000	79 230	41,599 75 ¹	79 320	41,643 00	43 25	LT
POTASH CORP SASK INC CANADA								
Symbol POT Exchange NYSE								
EAI \$552 Current yield 0.28%	Jan 30, 08	600 000	136 940	82,168 00 ¹	145 090	87,054 00	4,886 00	LT
	Dec 29, 08	780 000	72 030	56,187 38 ¹	145 090	113,170 20	56,982 82	LT
Security total		1,380 000		138,355 38		200,224 20	61,868 82	
RIO TINTO PLC SPON ADR								
Symbol RIO Exchange NYSE								
EAI \$2,567 Current yield 1.36%	Jan 30, 08	2,100 000	94 942	199,378 50 ¹	65 120	136,752 00	-62,626 50	LT
	Apr 27, 09	800 000	39 290	31,432 40	65 120	52,096 00	20,663 60	LT
Security total		2,900 000		230,810 90		188,848 00	-41,962 90	
RWE AG ADR								
Symbol RWEQY Exchange OTC								
EAI \$1,264 Current yield 4.78%	Jan 30, 08	360 000	123 000	44,280 00 ¹	71 450	25,722 00	-18,558 00	LT
	Apr 27, 09	10 000	69 590	695 90	71 450	714 50	18 60	LT
Security total		370 000		44,975 90		26,436 50	-18,539 40	
SCHLUMBERGER LTD NETHERLANDS								
Symbol SLB Exchange NYSE								
EAI \$2,003 Current yield 1.20%	Jan 30, 08	2,385 000	77 020	183,692 70 ¹	69 890	166,687 65	-17,005 05	LT
SUNCOR ENERGY INC NEW								
Symbol SU Exchange NYSE								
EAI \$1,765 Current yield 1.22%	Jan 30, 08	4,100 000	47 010	192,777 08 ¹	32 010	131,241 00	-61,536 08	LT
	Apr 27, 09	425 000	25 340	10,769 50	32 010	13,604 25	2,834 75	LT
Security total		4,525 000		203,546 58		144,845 25	-58,701 33	
TALISMAN ENERGY INC								
Symbol TLM Exchange NYSE								
EAI \$601 Current yield 1.34%	Jan 30, 08	2,465 000	16 250	40,056 25 ¹	18 140	44,715 10	4,658 85	LT
TECK RESOURCES LTD CL B ORD								
Symbol TCK Exchange NYSE								
	Jan 30, 08	2,575 000	33 950	87,437 99 ¹	44 740	115,205 50	27,767 51	LT
TENARIS S A ADS								
Symbol TS Exchange NYSE								
EAI \$2,584 Current yield 1.64%	Jan 30, 08	3,800 000	40 330	153,263 99 ¹	41 430	157,434 00	4,170 01	LT

continued next page



ACCESS
October 2010

Account name:
Account number:

WILLIAM H DONNER FOUNDATION
EM 14330 WG

Your Financial Advisor
WILLHITE/MHILLHITE
281-362-6360/866-215-5651

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Oct 29 (\$)	Value on Oct 29 (\$)	Unrealized gain or loss (\$)	Holding period
TRANSCOCEAN LTD								
Symbol RIQ Exchange NYSE	Jan 30, 08	2,000 000	124 440	248,897 00 ¹	63 360	126,720 00	-122,177 00	LT
	Apr 27, 09	175 000	67 299	11,777 48	63 360	11,088 00	-689 48	LT
Security total		2,175 000		260,674 48		137,808 00	-122,866 48	
TRICAN WELL SERVICE LTD								
Symbol TOLWF Exchange OTC	Jan 30, 08	500 000	13 580	6,793 90 ¹	17 333	8,666 50	1,872 60	LT
EAI \$49 Current yield 0 57%								
UNILEVER NV N Y SHS NEW								
NETHERLANDS SPON SPON ADR								
Symbol UN Exchange NYSE	Jan 30, 08	2,715 000	32 060	87,059 90 ¹	29 690	80,608 35	-6,451 55	LT
EAI \$2,813 Current yield 3 49%								
VALE SA-SP SPON ADR								
Symbol VALE Exchange NYSE	Jan 30, 08	4,900 000	28 730	140,825 02 ¹	32 140	157,486 00	16,660 98	LT
WEATHERFORD INTL LTD								
Symbol WFT Exchange NYSE	Jan 30, 08	6,200 000	31 870	197,652 90 ¹	16 810	104,222 00	-93,430 90	LT
	Apr 27, 09	660 000	16 628	10,974 48	16 810	11,094 60	120 12	LT
	May 21, 09	640 000	18 020	11,532 80	16 810	10,758 40	-774 40	LT
Security total		7,500 000		220,160 18		126,075 00	-94,085 18	
YARA INTL ASA SPON ADR								
Symbol YARIY Exchange OTC	Jan 30, 08	250 000	48 540	-12,135 00 ¹	52 750	13,187 50	1,052 50	LT
EAI \$140 Current yield 1 06%								
Total				\$3,883,063.13		\$3,778,220.71	-\$104,842.42	

Total estimated annual income \$52,685

¹ Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy

Your total assets

	Value on Oct 29 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash	160,703.11	4.08%	160,703.11		
Cash and money balances	160,703.11				
Equities	3,778,220.71	95.92%	3,883,063.13	52,685.00	-104,842.42
Common stock					
Total	\$3,938,923.82	100.00%	\$4,043,766.24	\$52,685.00	-\$104,842.42



Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization THE WILLIAM H. DONNER FOUNDATION	Employer identification number 23-1611346
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 60 EAST 42ND STREET, No. 1560	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10165	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

FIDES, LLC

- The books are in the care of ► **60 EAST 42ND STREET, No. 1560 - NEW YORK, NY 10165**
Telephone No. ► **212-949-0404** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **June 15, 2011**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year or
- ☒ tax year beginning **NOV 1, 2009**, and ending **OCT 31, 2010**.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	14,905.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	49,152.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2011)