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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , and ending

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

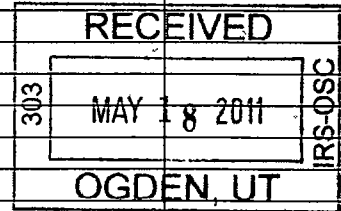
Name of foundation DONAHUE FAMILY FOUNDATION, INC.		A Employer identification number 25-1619351
Number and street (or P O box number if mail is not delivered to street address) 1001 LIBERTY AVENUE	Room/suite 850	B Telephone number (412) 471-6420
City or town, state, and ZIP code PITTSBURGH, PA 15222-3718		C If exemption application is pending, 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		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 11,741,736. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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 ☐

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					
4 Dividends and interest from securities		921,285.	921,285.		Statement 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		345.			
b Gross sales price for all assets on line 6a		345.			
7 Capital gain net income (from Part IV, line 2)			345.		
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					
12 Total. Add lines 1 through 11		921,630.	921,630.		
13 Compensation of officers, directors, trustees, etc		78,259.	0.		78,259.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 2		6,650.	0.		6,650.
c Other professional fees					
17 Interest					
18 Taxes Stmt 3		17,523.	1,541.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 4		1,751.	0.		1,751.
24 Total operating and administrative expenses. Add lines 13 through 23		104,183.	1,541.		86,660.
25 Contributions, gifts, grants paid		3,011,108.			3,011,108.
26 Total expenses and disbursements Add lines 24 and 25		3,115,291.	1,541.		3,097,768.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,193,661.>			
b Net investment income (if negative, enter -0-)			920,089.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 19 2011

Revenue

Operating and Administrative Expenses

914
20

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	3,500.	1,122.	1,122.	
	2 Savings and temporary cash investments	999,346.	720,654.	720,654.	
	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				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock Stmt 6	982.	785.	8,725,994.	
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 7	2,450,645.	2,458,671.	2,293,966.	
	14 Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe ▶)				
	16 Total assets (to be completed by all filers)	3,454,473.	3,181,232.	11,741,736.	
	Liabilities	17 Accounts payable and accrued expenses			
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
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.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	340.	340.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	3,454,133.	3,180,892.			
30 Total net assets or fund balances	3,454,473.	3,181,232.			
31 Total liabilities and net assets/fund balances	3,454,473.	3,181,232.			

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	3,454,473.
2 Enter amount from Part I, line 27a	2	<2,193,661.>
3 Other increases not included in line 2 (itemize) ▶ See Statement 5	3	1,920,420.
4 Add lines 1, 2, and 3	4	3,181,232.
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	3,181,232.

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 Capital Gains Dividends			
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 345.			345.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			345.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	345.
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))
2009	2,972,005.	9,040,448.	.328745
2008	3,553,433.	7,271,406.	.488686
2007	2,283,459.	9,582,256.	.238301
2006	2,437,939.	6,723,751.	.362586
2005	3,706,840.	8,950,930.	.414129

2 Total of line 1, column (d)	2	1.832447
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	.366489
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	12,232,723.
5 Multiply line 4 by line 3	5	4,483,158.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,201.
7 Add lines 5 and 6	7	4,492,359.
8 Enter qualifying distributions from Part XII, line 4	8	3,097,768.

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	18,402.
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	18,402.
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	18,402.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	21,000.	
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	21,000.	
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	2,598.	
11 Enter the amount of line 10 to be: Credited to 2011 estimated tax ☐ 2,598. 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
1c 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?		
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) ☐ PA		
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 2010 or the taxable year beginning in 2010 (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

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 ► N/A	13	X	
14	The books are in care of ► WILLIAM J. DONAHUE Telephone no. ► (412) 471-9047 Located at ► 1001 LIBERTY AVE., STE. 850, PITTSBURGH, PA ZIP+4 ► 15222-3718			
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	
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				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	
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 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b		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 2010?	1c		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ►			
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	2b		
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 2010 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 2010.) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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 2010?	4b		X

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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 8		78,259.	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

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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
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 GIVE SUPPORT TO CHARITABLE ORGANIZATIONS WHICH ARE CONSISTENT WITH THE ROMAN CATHOLIC RELIGIOUS FAITH AND THEIR COMMITMENT TO VIRTUOUS GOALS.	86,660.
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.

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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	11,475,452.
b	Average of monthly cash balances	1b	943,556.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,419,008.
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	12,419,008.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	186,285.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,232,723.
6	Minimum investment return. Enter 5% of line 5	6	611,636.

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	611,636.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	18,402.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	18,402.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	593,234.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	593,234.
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	593,234.

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	3,097,768.
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	3,097,768.
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	3,097,768.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				593,234.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	3,367,631.			
b From 2006	2,110,414.			
c From 2007	1,932,359.			
d From 2008	3,194,691.			
e From 2009	2,524,965.			
f Total of lines 3a through e	13,130,060.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$	3,097,768.			
a Applied to 2009, 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 2010 distributable amount				593,234.
e Remaining amount distributed out of corpus	2,504,534.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	15,634,594.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	3,367,631.			
9 Excess distributions carryover to 2011 Subtract lines 7 and 8 from line 6a	12,266,963.			
10 Analysis of line 9:				
a Excess from 2006	2,110,414.			
b Excess from 2007	1,932,359.			
c Excess from 2008	3,194,691.			
d Excess from 2009	2,524,965.			
e Excess from 2010	2,504,534.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

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

023611 12-07-10

Part XVII

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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | 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		

**Sign
Here**

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.

William J. Dorek
Signature of officer or trustee

5-11-2011
Date

PRESIDENT

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Christopher R
Miller CPA

Preparer's signature

Charles F. White, Jr.

Date

5/9/11

Check ☐ self-employed

PTIN

Firm's name ► THE BEECHWOOD COMPANY, L.P.
1001 LIBERTY AVE., STE. 850

Firm's address ► PITTSBURGH, PA 15222-3718

Firm's EIN ▶

Phone no. (412) 471-6420

Form 990-PF	Dividends and Interest from Securities	Statement	1
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
AUTO CASH MGMT	24.	0.	24.
FED INTERCONTINENTAL FUND	4,246.	0.	4,246.
FED STOCK AND BOND FUND	1,395.	0.	1,395.
FEDERATED FAIR FUNDS DISTRIBUTION	842.	345.	497.
FEDERATED INVESTORS INC.	909,620.	0.	909,620.
FEDERATED KAUFMANN FUND - A	1,817.	0.	1,817.
FEDERATED MDT STOCK TRUST FUND	2,108.	0.	2,108.
PRIME VALUE OBLIGATION	1,578.	0.	1,578.
Total to Fm 990-PF, Part I, ln 4	921,630.	345.	921,285.

Form 990-PF	Accounting Fees			Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
AUDIT FEES	6,650.	0.		6,650.	
To Form 990-PF, Pg 1, ln 16b	6,650.	0.		6,650.	

Form 990-PF	Taxes			Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FOREIGN INCOME TAX WITHHELD ON DIVIDENDS	1,541.	1,541.			0.
EXCISE TAX ON NET INVESTMENT INC	15,982.	0.			0.
To Form 990-PF, Pg 1, ln 18	17,523.	1,541.			0.

Form 990-PF	Other Expenses			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
DUES & SUBSCRIPTIONS	115.	0.		115.	
MISCELLANEOUS	1,636.	0.		1,636.	
To Form 990-PF, Pg 1, ln 23	1,751.	0.		1,751.	

Form 990-PF	Other Increases in Net Assets or Fund Balances	Statement	5
Description		Amount	
Unrealized gain on donation of publicly traded stock		1,920,420.	
Total to Form 990-PF, Part III, line 3		1,920,420.	

Form 990-PF	Corporate Stock	Statement	6
Description	Book Value	Fair Market Value	
FEDERATED INVESTORS CLASS B STOCK	785.	8,725,994.	
Total to Form 990-PF, Part II, line 10b	785.	8,725,994.	

Form 990-PF	Other Investments	Statement	7
Description	Valuation Method	Book Value	Fair Market Value
FED STOCK & BOND FUND	COST	748,292.	728,446.
FED MDT STOCK TRUST	COST	677,505.	473,897.
FEDERATED MID CAP GROWTH STR	COST	222,230.	300,303.
FEDERATED INTERCONTINENTAL FUND	COST	554,778.	492,521.
FEDERATED KAUFMANN FUND	COST	255,866.	298,799.
Total to Form 990-PF, Part II, line 13		2,458,671.	2,293,966.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement 8
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib Account
JOHN F. DONAHUE 100 BAY ROAD NAPLES, FL 34102	CHR OF BOARD & DIR 0.00	0.	0.	0.
RHODORA J. DONAHUE 100 BAY ROAD NAPLES, FL 34102	DIRECTOR 0.00	0.	0.	0.
WILLIAM J. DONAHUE 1001 LIBERTY AVE, SUITE 850 PITTSBURGH, PA 152223718	PRESIDENT 30.00	78,259.	0.	0.
JAMES R. BOUGHNER 1001 LIBERTY AVE, SUITE 850 PITTSBURGH, PA 152223718	SEC/TREAS 1.00	0.	0.	0.
RAINEY D. REDD 1001 LIBERTY AVE, SUITE 850 PITTSBURGH, PA 152223718	DIRECTOR 0.00	0.	0.	0.
THOMAS G. DONAHUE 1001 LIBERTY AVE, SUITE 850 PITTSBURGH, PA 152223718	DIRECTOR 0.00	0.	0.	0.
DANIEL C. DONAHUE 1001 LIBERTY AVE, SUITE 850 PITTSBURGH, PA 152223718	DIRECTOR 0.00	0.	0.	0.
GREGORY B. DONAHUE 1001 LIBERTY AVE, SUITE 850 PITTSBURGH, PA 152223718	DIRECTOR 0.00	0.	0.	0.
KELLY B. MCLELAND 1001 LIBERTY AVENUE, SUITE 850 PITTSBURGH, PA 152223718	DIRECTOR 0.00	0.	0.	0.
MAUREEN D. MURPHY 1001 LIBERTY AVENUE, SUITE 850 PITTSBURGH, PA 152223718	DIRECTOR 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		78,259.	0.	0.

Form 990-PF	Grants and Contributions Paid During the Year	Statement	9
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Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
Acton Institute 161 Ottawa NW, Suite 301 Grand Rapids, MI 49503	NONE GENERAL	Other Public Charity	52,681.
Allegheny Institute for Public Policy 305 Mt. Lebanon Boulevard, Ste 208 Pittsburgh, PA 15234	NONE GENERAL	Other Public Charity	2,000.
Angels' Place, Inc. 2615 Norwood Avenue Pittsburgh, PA 15214	NONE GENERAL	Other Public Charity	10,000.
Archdiocese of Washington 5001 Eastern Ave., P.O. Box 29260 Washington, DC 20017-0260	NONE GENERAL	Other Public Charity	60,000.
Ave Maria School of Law Foundation 1025 Commons Circle Naples, FL 34119	NONE GENERAL	Other Public Charity	2,500.
Ave Maria University 5050 Ave Maria Boulevard Naples, FL 34142	NONE GENERAL	Other Public Charity	179,183.
Carlow University 3333 Fifth Ave. Pittsburgh, PA 15213	NONE GENERAL	Other Public Charity	105,363.
Carnegie Museums of Pittsburgh 4400 Forbes Avenue Pittsburgh, PA 15213-4080	NONE GENERAL	Other Public Charity	2,500.

DONAHUE FAMILY FOUNDATION, INC.

25-1619351

Casting for Recovery P.O. Box 1123 Manchester, VT 05254	NONE GENERAL	Other Public Charity	500.
Catholic Charities 212 Ninth Street Pittsburgh, PA 15222	NONE GENERAL	Other Public Charity	3,000.
Catholic Diocese of Youngstown 144 West Wood Street Youngstown, OH 44503	NONE GENERAL	Other Public Charity	42,000.
Catholic Familyland 3375 County Road 36 Bloomington, OH 43910	NONE GENERAL	Other Public Charity	10,000.
Catholic Kids Net 6445 Shiloh Road, Suite B Alpharetta, GA 30005	NONE GENERAL	Other Public Charity	50,000.
Catholic League 450 8th Avenue , FL 34 New York, NY 10117-3125	NONE GENERAL	Other Public Charity	2,500.
Children's Museum of Naples P.O. Box 2423 Naples, FL 34106	NONE GENERAL	Other Public Charity	351,061.
Choices Pregnancy Center 626 Fifth Avenue Coraopolis, PA 15108	NONE GENERAL	Other Public Charity	10,000.
Commonwealth Education Organization 90 Beta Drive Pittsburgh, PA 15238	NONE GENERAL	Other Public Charity	12,500.
Conservancy of Southwest Florida 1450 Merrihue Drive Naples, FL 34102	NONE GENERAL	Other Public Charity	25,000.

DONAHUE FAMILY FOUNDATION, INC.

25-1619351

CPCI Medical Centers Of Southwest Florida 970 Fifth Avenue North Naples, FL 34102	NONE GENERAL	Other Public Charity	31,653.
Diocese of Harrisburg 4800 Union Deposit Road Box 3553 Harrisburg, PA 17105-3553	NONE GENERAL	Other Public Charity	42,000.
Diocese of Pittsburgh 111 Boulevard of the Allies Pittsburgh, PA 15222	NONE GENERAL	Other Public Charity	66,491.
Diocese of Toldeo 1933 Spielbusch Ave. P.O.Box 985 Toledo, OH 43697-0985	NONE GENERAL	Other Public Charity	54,000.
Eagle Forum 218 Albi Road, Apt. 3 Naples, FL 34112	NONE GENERAL	Other Public Charity	50,000.
Epiphany Association 820 Crane Avenue Pittsburgh, PA 15216-3050	NONE GENERAL	Other Public Charity	5,000.
Ethics and Public Policy Center 1015 Fifteenth St. NW Washington, DC 20005	NONE GENERAL	Other Public Charity	10,000.
Extra Mile Education Foundation 111 Boulevard of the Allies Pittsburgh, PA 15222	NONE GENERAL	Other Public Charity	10,514.
FADICA 1350 Connecticut Avenue N.W., #303 Washington, DC 20036-1701	NONE GENERAL	Other Public Charity	7,500.
Fidelco Guide Dog Foundation 103 Old Iron Ore Road Bloomfield, CT 06002	NONE GENERAL	Other Public Charity	5,000.

DONAHUE FAMILY FOUNDATION, INC.

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First Things 35 East 21st Street New York, NY 10010	NONE GENERAL	Other Public Charity	25,000.
George W. Bush Presidential Library Post Office Box 600610 Dallas, TX 75206	NONE GENERAL	Other Public Charity	201,586.
Grove City College 100 Campus Drive Grove City, PA 16127-2104	NONE GENERAL	Other Public Charity	26,341.
Hope for Haiti 900 Broad Avenue S., Suite 2C Naples, FL 34102	NONE GENERAL	Other Public Charity	10,000.
Human Life International 4 Family Life Lane Front Royal, VA 22630	NONE GENERAL	Other Public Charity	5,000.
Junior Achievement of Western Pennsylvania Inc. One Allegheny Center Pittsburgh, PA 15212	NONE GENERAL	Other Public Charity	4,000.
Leadership Foundation of S.W. Florida P.O. Box 5393 Immokalee, FL 34143	NONE GENERAL	Other Public Charity	12,500.
Legion of Christ, Inc. 33 Rossotto Drive Hamden, CT 06514	NONE GENERAL	Other Public Charity	52,681.
Little Sisters of the Poor 1028 Benton Avenue Pittsburgh, PA 15212	NONE GENERAL	Other Public Charity	85,000.
Loyalhanna Watershed Assoc. 18 Old Lincoln Highway West Ligonier, PA 15658-8763	NONE GENERAL	Other Public Charity	1,000.

DONAHUE FAMILY FOUNDATION, INC.

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Order of Malta 1730 M Street, NW Suite 403 Washington, DC 20036	NONE GENERAL	Other Public Charity	5,000.
Population Research Institute P.O. Box 1559 Front Royal, VA 22630	NONE GENERAL	Other Public Charity	10,000.
Prison Fellowship Ministries 44180 Riverside Parkway Landsdowne, VA 20176	NONE GENERAL	Other Public Charity	527,034.
Professional Givers Anonymous of Collier County, Inc. 1801 Gulf Shore Blvd N. #503 Naples, FL 34102	NONE GENERAL	Other Public Charity	25,000.
Providence House P.O. Box 128 Naples, FL 34106	NONE GENERAL	Other Public Charity	25,000.
Queen of Peace Monastery 5050 Ave Maria Boulevard Ave Maria, FL 34142	NONE GENERAL	Other Public Charity	25,000.
Reach Foundation P.O. Box 1283 Harrisburg, PA 17108-1283	NONE GENERAL	Other Public Charity	13,000.
Royal Palm Academy 1600 Livingston Road Naples, FL 34110	NONE GENERAL	Other Public Charity	100,000.
Saint Ann Catholic Church 475 9th Avenue South Naples, FL 34102	NONE GENERAL	Other Public Charity	100,000.
Sisters Place, Inc. 418 Mitchell Avenue Clairton, PA 15025-1409	NONE GENERAL	Other Public Charity	5,000.

DONAHUE FAMILY FOUNDATION, INC.

25-1619351

St. Matthews House 2001 Airport Road South Naples, FL 34112-4814	NONE GENERAL	Other Public Charity	26,341.
St. John Neumann High School 541 Avellino Isles Circle #30101 Naples, FL 34119	NONE GENERAL	Other Public Charity	232,334.
St. Vincent College 300 Fraser Purchase Road Latrobe, PA 15650-2690	NONE GENERAL	Other Public Charity	21,000.
Susan B. Anthony Birthplace Museum PO Box 244 Adams, MA 01220	NONE GENERAL	Other Public Charity	25,000.
The Cardinal Newman Society 9415 West Street Manassas, VA 20110	NONE GENERAL	Other Public Charity	5,000.
The Children's Hospital of SW Florida Health Park Medical Center, P.O. Box 2218 Fort Myers, FL 33902	NONE GENERAL	Other Public Charity	1,000.
The Gettysburg National Battlefield Museum Foundation 1195 Baltimore Pike Gettysburg, PA 17325-7002	NONE GENERAL	Other Public Charity	105,363.
The Heritage Foundation 214 Massachusetts Avenue, NE Washington, DC 20002-4999	NONE GENERAL	Other Public Charity	113,170.
United States Military Academy at West Point 698 Mills Road West Point, NY 10996	NONE GENERAL	Other Public Charity	15,000.
Virginia Tech 325 Cheatham Hall (0324) Blackburg, VA 24061	NONE GENERAL	Other Public Charity	5,312.

DONAHUE FAMILY FOUNDATION, INC.

25-1619351

West Point Society of Naples NONE
P.O. Box 111060 Naples, FL GENERAL
34108-1929

Other 500.
Public
Charity

Total to Form 990-PF, Part XV, line 3a

3,011,108.