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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

, 2010, and ending

G Check all that apply

 Initial return Initial Return of a former public charity Final return Amended return Address change Name change

MARY BARNES DONNELLEY FAMILY FOUNDATION
30 N. LA SALLE ST. #1232
CHICAGO, IL 60602-3344

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **► \$ 2,954,391.** J Accounting method Cash Accrual
 Other (specify) **(Part I, column (d) must be on cash basis)**

A Employer identification number
36-3487746

B Telephone number (see the instructions)
(312) 726-3110

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 ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	78.	78.		
4	Dividends and interest from securities	72,788.	72,788.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 1a	26,626.			
b	Gross sales price for all assets on line 6a	218,691.			
7	Capital gain net income (from Part IV, line 2)		26,626.		
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/(loss) (attach schedule)				
11	Other income (attach schedule)				
SEE STATEMENT 1		123.	123.		
12	Total. Add lines 1 through 11	99,615.	99,615.	0.	
13	Compensation of officers, directors, trustees, etc	0.			
14	Other employees salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	7,282.	7,282.		
c	Other prof fees (attach schedule)				
17	Interest	271.	271.		
18	Taxes (attach schedule see instr)	2,316.	2,316.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)				
SEE STATEMENT 4		3,637.	3,637.		
24	Total operating and administrative expenses. Add lines 13 through 23	13,506.	13,506.		
25	Contributions, gifts, grants paid PART XV	146,434.			146,434.
26	Total expenses and disbursements. Add lines 24 and 25	159,940.	13,506.	0.	146,434.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-60,325.			
b	Net investment income (if negative, enter -0)		86,109.		
c	Adjusted net income (if negative, enter -0)			0.	

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing		56,532.	32,497.	32,497.
	2 Savings and temporary cash investments		66,554.	66,632.	66,632.
	3 Accounts receivable	►			
	Less allowance for doubtful accounts	►			
	4 Pledges receivable	►			
	Less allowance for doubtful accounts	►			
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7 Other notes and loans receivable (attach sch)	►			
	Less allowance for doubtful accounts	►			
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments – U S and state government obligations (attach schedule)		671,588.	671,588.	822,154.
	b Investments – corporate stock (attach schedule)		1,160,431.	1,124,392.	1,606,935.
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)		311,680.	310,660.	426,173.
	14 Land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		2,266,785.	2,205,769.	2,954,391.
LIABILITIES	17 Accounts payable and accrued expenses		479.	243.	
	18 Grants payable		10,265.	10,265.	
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		10,744.	10,508.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	► <input type="checkbox"/>			
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds		2,256,041.	2,195,261.	
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see the instructions)		2,256,041.	2,195,261.	
	31 Total liabilities and net assets/fund balances (see the instructions)		2,266,785.	2,205,769.	

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	2,256,041.
2 Enter amount from Part I, line 27a	2	-60,325.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 5	3	6,619.
4 Add lines 1, 2, and 3	4	2,202,335.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 6	5	7,074.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,195,261.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE STATEMENT 7					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
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	26,626	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	[If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8]		3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	173,225.	2,531,216.	0.068435
2008	180,726.	3,088,286.	0.058520
2007	119,971.	3,412,532.	0.035156
2006	132,422.	3,093,469.	0.042807
2005	124,507.	2,716,563.	0.045833

- 2 Total of line 1, column (d) 2 0.250751
- 3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years 3 0.050150
- 4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 2,712,591.
- 5 Multiply line 4 by line 3 5 136,036.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 861.
- 7 Add lines 5 and 6 7 136,897.
- 8 Enter qualifying distributions from Part XII, line 4 8 146,434.

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 the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	
Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1 861.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	3 861.
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-	5 861.
6	Credits/Payments	
a	2010 estimated tax pmts and 2009 overpayment credited to 2010	6a 3,137.
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 3,137.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9 0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10 2,276.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax ► 2,276. Refunded ► 11 0.	

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1 b	X
-----	---

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

c Did the foundation file **Form 1120-POL** for this year?

1 c	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

2	X
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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

3	X
---	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4 a	X
-----	---

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

4 b	N/A
-----	-----

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5	X
---	---

If 'Yes,' attach the statement required by General Instruction T

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?

6	X
---	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

7	X
---	---

8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► _____

8 b	X
-----	---

IL

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

9	X
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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

10	X
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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>N/A</u>	13	X
14	The books are in care of ► <u>SIMPSON ESTATES INC.</u> Located at ► <u>30 N. LA SALLE ST. SUITE 1232 CHICAGO IL</u> Telephone no ► <u>(312) 726-3110</u> ZIP + 4 ► <u>60602-3344</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 ► <u>15</u> N/A ► <u>N/A</u>		
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 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 X No

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>□</u>	1b	N/A
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If 'Yes,' list the years ► <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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 the instructions)	2b	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 ► <u>20__ , 20__ , 20__ , 20__</u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> X 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)	3b	N/A
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

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))?

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

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

(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)? (see instructions)

(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 Yes No Yes No Yes No Yes Nob 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)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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?

If 'Yes' to 6b, file Form 8870

6b X

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 (see instructions).**

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		0.	0.	0.

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

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

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

>

0

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

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

Organizations and other beneficiaries served, conferences convened, research papers produced, etc	
1	N/A
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

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

All other program-related investments See instructions

3

Total. Add lines 1 through 3

0.

BAA

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1a	2,651,313.
b Average of monthly cash balances	1b	102,587.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,753,900.
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	2,753,900.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	41,309.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,712,591.
6 Minimum investment return. Enter 5% of line 5	6	135,630.

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	135,630.
2a Tax on investment income for 2010 from Part VI, line 5	2a	861.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	861.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	134,769.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	134,769.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	134,769.

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	146,434.
b Program-related investments – total from Part IX-B	1b	
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	3a	
a Suitability test (prior IRS approval required)	3b	
b Cash distribution test (attach the required schedule)	4	146,434.
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	6	861.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	145,573.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				134,769.
2 Undistributed income, if any, as of the end of 2010			0.	
a Enter amount for 2009 only		0.		
b Total for prior years. 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2010.				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009	14,366.			
f Total of lines 3a through e	14,366.			
4 Qualifying distributions for 2010 from Part XII, line 4 ► \$ 146,434.			0.	
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			134,769.	
e Remaining amount distributed out of corpus	11,665.			
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:	26,031.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	26,031.			
10 Analysis of line 9.				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009	14,366.			
e Excess from 2010	11,665.			

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

N/A

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

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

2702

3 List any managers of the foundation who own 1% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
NONE

NINE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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
<i>a Paid during the year</i> SEE STATEMENT 9				
Total			► 3a	146,434.
<i>b Approved for future payment</i> RUSH UNIVERSITY MEDICAL CENTER 1700 W. VAN BUREN SUITE 250 CHICAGO, IL 60612	NONE			10,265.
Total			► 3b	10,265.
BAA	TEEA0501L 07/23/10			Form 990-PF (2010)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	
1	Program service revenue				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments			14	78.
4	Dividends and interest from securities			14	72,788.
5	Net rental income or (loss) from real estate				
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income			18	123.
8	Gain or (loss) from sales of assets other than inventory			18	26,626.
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue				
a					
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)				99,615.
13	Total. Add line 12, columns (b), (d), and (e)				13
					99,615.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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**

†

PRESIDENT
Title

Paid Preparer Use Only	Print/Type preparer's name DAVID A. LIHOSIT	Preparer's signature <i>David A. Lihosit</i>	Date 11/2/11	Check if <input type="checkbox"/> if self-employed	PTIN P01257947
	Firm's name ► SIMPSON ESTATES, INC.	Firm's EIN ► 36-2541394			
	Firm's address ► 30 NORTH LASALLE, STE 1232 CHICAGO, IL 60602-3344	Phone no (312) 726-3110			

BAA

2010

FEDERAL STATEMENTS

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CLIENT 63487746

MARY BARNES DONNELLEY FAMILY FOUNDATION

36-3487746

10/19/11

10 47AM

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME			
TOTAL	\$ 123.	\$ 123.	\$ 123.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING & MANAGEMENT FEES	\$ 7,282.	\$ 7,282.	\$ 0.	\$ 0.
TOTAL	\$ 7,282.	\$ 7,282.	\$ 0.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAXES	\$ 2,314.	\$ 2,314.	\$ 0.	\$ 0.
FRANCHISE TAXES	\$ 2.	\$ 2.	\$ 0.	\$ 0.
TOTAL	\$ 2,316.	\$ 2,316.	\$ 0.	\$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	\$ 25.	\$ 25.	\$ 0.	\$ 0.
INVESTMENT FEES.	\$ 35.	\$ 35.	\$ 0.	\$ 0.
PORTFOLIO DEDUCT - FG AFII	\$ 13.	\$ 13.	\$ 0.	\$ 0.
PORTFOLIO DEDUCT - FLAG PRIV EQUITY	\$ 613.	\$ 613.	\$ 0.	\$ 0.
PORTFOLIO DEDUCT - FLAG VENT PTRS II	\$ 108.	\$ 108.	\$ 0.	\$ 0.
PORTFOLIO DEDUCT - SIMGLO	\$ 2,843.	\$ 2,843.	\$ 0.	\$ 0.
TOTAL	\$ 3,637.	\$ 3,637.	\$ 0.	\$ 0.

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STATEMENT 5
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

BOOK-TAX DIFFERENCE PTRSPS	\$ 189.
FLAG PRIVATE EQUITY 2009 INCOME	2,793.
PRIME ENTERPRISES II 2009 INCOME	63.
UNREALIZED APPRECIATION -PTRSP INT	3,574.
TOTAL	\$ 6,619.

STATEMENT 6
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

FLAG VENTURE PTRS II PRIOR YEAR ADJUST	\$ 7,074.
TOTAL	\$ 7,074.

STATEMENT 7
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	18 APPLE INC	PURCHASED	10/24/2008	6/18/2010
2	190 ALCON INC	PURCHASED	2/18/2009	9/16/2010
3	190 ALCON INC	PURCHASED	2/18/2009	11/19/2010
4	AMER INTL GROUP	PURCHASED	3/13/2001	9/21/2010
5	650 BP PLC ADS	PURCHASED	3/14/2003	6/18/2010
6	300 BP PLC ADS	PURCHASED	3/23/2004	6/18/2010
7	520 EXPEDITORS INTL	PURCHASED	11/08/2006	1/13/2010
8	140 EXPEDITORS INTL	PURCHASED	9/25/2008	1/13/2010
9	LUCENT TECHNOLOGIES	PURCHASED	1/26/2000	3/08/2010
10	130 NOVO NORDISK ADR	PURCHASED	5/26/2005	4/16/2010
11	60 NOVO NORDISK ADR	PURCHASED	5/26/2005	6/18/2010
12	50 NOVO NORDISK ADR	PURCHASED	5/26/2005	11/19/2010
13	1,180.00 ROCHE HLD ADR	PURCHASED	11/14/2005	4/16/2010
14	RAYTHEON LITIGATION	PURCHASED	1/01/2005	6/28/2010
15	500 VULCAN MATERIALS	PURCHASED	8/27/2007	11/19/2010
16	230 VULCAN MATERIALS	PURCHASED	7/20/2009	11/19/2010
17	WORLDCOM LITIGATION	PURCHASED	3/17/2000	4/07/2010
18	SEE ATTACHED SCHEDULE	PURCHASED	VARIOUS	12/31/2010

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	4,911.	-	1,698.	3,213.				\$ 3,213.
2	31,517.	-	16,860.	14,657.				14,657.
3	30,900.	-	16,860.	14,040.				14,040.
4	47.	-	0.	47.				47.
5	20,890.	-	24,801.	-3,911.				-3,911.
6	9,641.	-	14,786.	-5,145.				-5,145.
7	17,908.	-	23,634.	-5,726.				-5,726.
8	4,821.	-	5,144.	-323.				-323.
9	7.	-	0.	7.				7.
10	10,456.	-	3,402.	7,054.				7,054.
11	5,050.	-	1,570.	3,480.				3,480.

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
12	5,237.		1,308.	3,929.				\$ 3,929.
13	48,552.		43,406.	5,146.				5,146.
14	42.		0.	42.				42.
15	19,663.		45,784.	-26,121.				-26,121.
16	9,045.		9,963.	-918.				-918.
17	4.		0.	4.				4.
18	0.		-17,151.	17,151.				
							TOTAL \$ 17,151.	\$ 26,626.

STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
PATRICK J. HERBERT III 30 N LA SALLE CHICAGO, IL 60602	PRESIDENT 0	\$ 0.	\$ 0.	\$ 0.
DEBRA M COY 30 N LA SALLE ST. CHICAGO, IL 60602	SECRETARY 0	0.	0.	0.
MAXWELL F. YOUNGQUIST 30 N LA SALLE ST. CHICAGO, IL 60602	TREASURER 0	0.	0.	0.
REUBEN S. DONNELLEY 30 N LA SALLE ST. CHICAGO, IL 60602	DIRECTOR 0	0.	0.	0.
NAOMA DONNELLEY 30 N LA SALLE ST. CHICAGO, IL 60602	DIRECTOR 0	0.	0.	0.
LAREN DONNELLEY 30 N. LA SALLE ST. CHICAGO, IL 60602	DIRECTOR 0	0.	0.	0.
	TOTAL	\$ 0.	\$ 0.	\$ 0.

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MARY BARNES DONNELLEY FAMILY FOUNDATION

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STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ART INSTITUTE OF PITTSBURGH 1400 PENN AVE PITTSBURGH, PA 15222	NONE		JENNA LANE SCHOLARSHIP	\$ 15,321.
LOUISIANA TECH UNIVERSITY P.O. BOX 7924 T.S. RUSTON, LA 71272	NONE		ROY HUMPHRIES SCHOLARSHIP	8,028.
COLUMBIA COLLEGE 600 S MICHIGAN AVE CHICAGO, IL 60605	NONE		BLUES CAMP	30,000.
DEVRY UNIVERSITY 1221 N SWIFT ROAD ADDISON, IL 60101	NONE		ISAAC FUNCHES SCHOLARSHIP	2,500.
DE PAUL UNIVERSITY 14026 COLLECTION CENTER DR CHICAGO, IL 60693	NONE		SONDRA ELDER SCHOLARSHIP	6,920.
BLUES KIDS FOUNDATION 10754 S. RHODES CHICAGO, IL 60628	NONE		UNRESTRICTED	5,000.
TENNESSEE TECH 1 WILLIAM L. JONES DRIVE COOKEVILLE, TN 38505	NONE		STEVE NGWIRA SCHOLARSHIP	10,000.
UNIVERSITY OF COLORADO 77 UCB BOULDER, CO 80309	NONE		DANIELA MOLINA PIPER SCHOLARSHIP	10,000.
UNIVERSITY OF MISSOURI 11 JESSE HALL COLUMBIA, MO 65211	NONE		JORDAN SCOTTEN SCHOLARSHIP	10,000.
TEXAS TECH UNIVERSITY P.O. BOX 45011 LUBBOCK, TX 79409	NONE		AMANDA BROOKE RUDD SCHOLARSHIP	7,500.
UNIVERSITY OF ILLINOIS-CHICAGO BOX 7994 CHICAGO, IL 60680	NONE		MEGHAN CONLISK SCHOLARSHIP	3,750.
LUTHER HIGH SCHOOL 6416 S WASHTENAW AVE CHICAGO, IL 60629	NONE		LOREAL HILL SCHOLARSHIP	7,000.
DELTA WATERFOWL FOUNDATION P.O. BOX 3128 BISMARCK, ND 58502	NONE		UNRESTRICTED	25,000.

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MARY BARNES DONNELLEY FAMILY FOUNDATION

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
EAST-WEST UNIVERSITY 816 S. MICHIGAN ST CHICAGO, IL 60605	NONE		FRANCK TELLEZ SCHOLARSHIP	\$ 4,415.
LAKE FOREST SYMPHONY 50 EAST OLD MILL ROAD LAKE FOREST, IL 60045	NONE		UNRESTRICTED	1,000.
				TOTAL \$ <u>146,434.</u>

2010**FEDERAL SUPPORTING DETAIL****PAGE 1****CLIENT 63487746****MARY BARNES DONNELLEY FAMILY FOUNDATION****36-3487746**

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**OTHER INCOME PRODUCING ACTIVITIES
OTHER INVESTMENT INCOME [O]**

SIMGLO L.P. - ORDINARY LOSS	\$	-188.
FOREIGN INCOME TAX REFUND		277.
OTHER PORTFOLIO INC - FLAG VENT PTRS II		6.
OTHER PORTFOLIO INC - FLAG PRIV EQ		7.
OTHER PASSIVE INC - FLAG PRIV EQ		21.
TOTAL	\$	<u>123.</u>

**BALANCE SHEET
OTHER (FORM 990-PF)[O]**

SIMGLO L.P.	\$	255,851.
FLAG VENTURE PARTNERS II L.P.		23,497.
FG-AFII PRIME ENTERPRISES II		6,685.
FLAG PRIVATE EQUITY L.P.		25,647.
TOTAL	\$	<u>311,680.</u>

**BALANCE SHEET
OTHER (FORM 990-PF)[O]**

SIMGLO L.P.	\$	264,135.
FLAG VENTURE PARTNERS II		14,471.
FG-AFII PRIME ENTERPRISES II		6,467.
FLAG PRIVATE EQUITY L.P.		25,587.
TOTAL	\$	<u>310,660.</u>

**FMV OF ASSETS (990-PF)
OTHER [O]**

SIMGLO, L.P.	\$	379,648.
FLAG VENTURE PARTNERS II		14,471.
FLAG PRIVATE EQUITY		25,587.
FG-AFII PRIME ENTERPRISES II		6,467.
TOTAL	\$	<u>426,173.</u>

MARY BARNES DONNELLEY FAMILY FOUNDATION

36-3487746

CAPITAL GAIN (LOSS) SUMMARY - 2010

PARTNERSHIP GAINS & (LOSSES):

SIMGLO, L.P. (36-3860054)

Short Term Capital Gain (Loss)	231
Long Term Capital Gain (Loss)	8,235

SGF, L.L.C. (36-4181745)

Short Term Capital Gain (Loss)	
Long Term Capital Gain (Loss)	18

FLAG VENTURE PARTNERS II, L.P. (06-1478807)

Short Term Capital Gain (Loss)	47
Long Term Capital Gain (Loss)	2,821

FLAG PRIVATE EQUITY L.P. (06-1582343)

Short Term Capital Gain (Loss)	1
Long Term Capital Gain (Loss)	3,491

FG-AFII, L.P. (58-2543471)

Long Term Capital Gain (Loss)	(74)
<hr/>	
TOTAL PARTNERSHIP GAINS (LOSSES)	14,770
CAPITAL GAIN DISTRIBUTIONS	2,495
NET SEC. 1231 GAINS (LOSSES)	(114)
SEC. 1256 STRADDLE GAINS (LOSSES)	0
<hr/>	
TOTAL CAPITAL GAINS & LOSSES	17,151
<hr/>	

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	Employer identification number
	MARY BARNES DONNELLEY FAMILY FOUNDATION	36-3487746
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions	
	30 N. LA SALLE ST. #1232	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	CHICAGO, IL 60602-3344	

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

04

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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► SIMPSON ESTATES INC.

Telephone No ► (312) 726-3110 FAX No ► (312) 726-3143

- 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 8/15, 20 11, to file the exempt organization return for the organization named above

The extension is for the organization's return for

- calendar year 20 10 or
- tax year beginning , 20 , and ending , 20

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 \$ 1,250.
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 \$ 3,100.
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

BAA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2011)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization MARY BARNES DONNELLEY FAMILY FOUNDATION	Employer identification number 36-3487746
File by the extended due date for filing the return. See instructions	Number, street, and room or suite number. If a P O box, see instructions SIMPSON ESTATES, INC. 30 NORTH LASALLE, STE 1232	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHICAGO, IL 60602-3344	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
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 (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

4 I request an additional 3-month extension of time until 11/15, 2011
5 For calendar year 2010, or other tax year beginning , 20 , and ending , 20
6 If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period
7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO
GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a 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	8a \$ 850.
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 and any amount paid previously with Form 8868	8b \$ 3,100.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c \$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ➤

Title ► **PRESIDENT**

Date ►

BAA

EIE70502I 11/15/10

Form 8868 (Rev. 1-2011)