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

2011

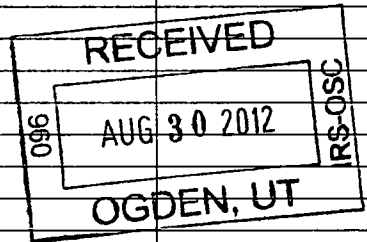
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

, and ending

Name of foundation DONAHUE FOUNDATION		A Employer identification number 84-1151637
Number and street (or P O box number if mail is not delivered to street address) 18260 E. LONG AVE.	Room/suite	B Telephone number 303-944-8356
City or town, state, and ZIP code CENTENNIAL, CO 80016		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,006,436.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	1,000.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	38.	38.		STATEMENT 1
4 Dividends and interest from securities	184,458.	184,458.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	20,738.			
b Gross sales price for all assets on line 6a 93,299.				
7 Capital gain net income (from Part IV, line 2)		20,738.		
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	83,179.	83,179.		STATEMENT 3
12 Total Add lines 1 through 11	289,413.	288,413.		
13 Compensation of officers, directors, trustees, etc	44,000.	14,520.		29,480.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	1,525.	508.		1,017.
c Other professional fees				
17 Interest				
18 Taxes STMT 5	11,582.	1,130.		2,260.
19 Depreciation and depletion	283.	94.		
20 Occupancy				
21 Travel, conferences, and meetings	267.	89.		178.
22 Printing and publications				
23 Other expenses STMT 6	3,062.	789.		2,273.
24 Total operating and administrative expenses. Add lines 13 through 23	60,719.	17,130.		35,208.
25 Contributions, gifts, grants paid	255,561.			255,561.
26 Total expenses and disbursements Add lines 24 and 25	316,280.	17,130.		290,769.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<26,867.>			
b Net investment income (if negative, enter -0-)		271,283.		
c Adjusted net income (if negative, enter -0-)			N/A	



SCANNED SEP 11 2012 Operating and Administrative Expenses

914 3

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	100,604.	<12,533.>	<12,533.>
	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 7	253,720.	224,082.	234,615.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	3,417,517.	3,533,682.	3,773,315.
	14 Land, buildings, and equipment basis ▶ 20,302.			
	Less accumulated depreciation STMT 9 ▶ 9,263.	11,323.	11,039.	11,039.
	15 Other assets (describe ▶)			
16 Total assets (to be completed by all filers)	3,783,164.	3,756,270.	4,006,436.	
Net Assets or Fund Balances	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 ▶ STATEMENT 10)	1,380.	1,353.		
23 Total liabilities (add lines 17 through 22)	1,380.	1,353.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,781,784.	3,754,917.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	3,781,784.	3,754,917.		
31 Total liabilities and net assets/fund balances	3,783,164.	3,756,270.		

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	3,781,784.
2 Enter amount from Part I, line 27a	2	<26,867.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,754,917.
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	3,754,917.

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 SEE ATTACHED STATEMENT	P		
b SEE ATTACHED STATEMENT	P		
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 886.		1,042.	<156.>
b 92,413.		71,519.	20,894.
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			<156.>
b			20,894.
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	20,738.
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))
2010	282,869.	4,139,518.	.068334
2009	274,092.	3,085,169.	.088842
2008	289,803.	3,776,962.	.076729
2007	239,964.	4,231,506.	.056709
2006	225,512.	3,769,344.	.059828

2 Total of line 1, column (d)	2	.350442
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	.070088
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,271,193.
5 Multiply line 4 by line 3	5	299,359.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,713.
7 Add lines 5 and 6	7	302,072.
8 Enter qualifying distributions from Part XII, line 4 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.	8	290,769.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	5,426.
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	5,426.
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	5,426.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	5,000.
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	5,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	8.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 11	9	434.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

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

Part VII-A, Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entry within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► DONAHUEFOUNDATION.ORG	X		
14	The books are in care of ► DONAHUE FOUNDATION Telephone no. ► 303-944-8356 Located at ► 18260 E. LONG AVE., CENTENNIAL, CO ZIP+4 ► 80016			
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 2011, 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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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"/> No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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))? 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)? Yes No **N/A**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

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

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

(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		44,000.	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

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 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.

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	4,260,724.
b	Average of monthly cash balances	1b	64,474.
c	Fair market value of all other assets	1c	11,039.
d	Total (add lines 1a, b, and c)	1d	4,336,237.
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	4,336,237.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	65,044.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,271,193.
6	Minimum investment return. Enter 5% of line 5	6	213,560.

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	213,560.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,426.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,426.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	208,134.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	208,134.
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	208,134.

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	290,769.
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	290,769.
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	290,769.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				208,134.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	42,533.			
b From 2007	36,476.			
c From 2008	108,337.			
d From 2009	123,364.			
e From 2010	80,886.			
f Total of lines 3a through e	391,596.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	290,769.			
a Applied to 2010, 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 2011 distributable amount				208,134.
e Remaining amount distributed out of corpus	82,635.			
5 Excess distributions carryover applied to 2011 (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:	474,231.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	42,533.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	431,698.			
10 Analysis of line 9:				
a Excess from 2007	36,476.			
b Excess from 2008	108,337.			
c Excess from 2009	123,364.			
d Excess from 2010	80,886.			
e Excess from 2011	82,635.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶ _____

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

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

SEE STATEMENT

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

SEE STATEMENT

c Any submission deadlines:

SEE STATEMENT

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

SEE STATEMENT

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
<p>a Paid during the year</p> <p>SEE STATEMENT</p>				255,561.
Total			▶ 3a	255,561.
<p>b Approved for future payment</p> <p>NONE</p>				
Total			▶ 3b	0.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	650.	650.	0.
COMPUTER EQUIPMENT	2,064.	2,064.	0.
ART	4,424.	0.	4,424.
COMPUTER EQUIPMENT	700.	700.	0.
PRINTER	1,000.	1,000.	0.
COMPUTER EQUIPMENT	1,713.	1,713.	0.
SOFTWARE	175.	175.	0.
LAPTOP	1,946.	1,834.	112.
ART	6,415.	0.	6,415.
PRINTER	618.	529.	89.
SCANNER	597.	597.	0.
TOTAL TO FM 990-PF, PART II, LN 14	20,302.	9,262.	11,040.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX LIABILITY	1,380.	1,353.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,380.	1,353.

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM P. DONAHUE 9007 MOUNTAIN LAUREL WAY HIGHLANDS RANCH, CO 80126	DIRECTOR 0.00	0.	0.	0.
LISA DONAHUE GOODWIN 18260 E. LONG AVE. CENTENNIAL, CO 80016	EXEC. DIREC./SEC. 25.00	44,000.	0.	0.
MARK DONAHUE 1785 CHERRYVILLE ROAD LITTLETON, CO 80121	TREASURER 0.00	0.	0.	0.
GREG DONAHUE 5219 N. CASA BLANCA DR. #33 PARADISE VALLEY, AZ 85253	DIRECTOR 0.00	0.	0.	0.
RITA OCHS 253 COOK STREET DENVER, CO 80206	DIRECTOR 0.00	0.	0.	0.
TERI GODDARD 2715 WILD ROSE WAY FORT COLLINS, CO 80526	PRESIDENT 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		44,000.	0.	0.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	OFFICE FURNITURE							
	120196	200DB	7.00	17	650.		650.	0.
2	COMPUTER EQUIPMENT							
	060199	200DB	5.00	17	2,064.		2,064.	0.
3	ART							
	060199	L			4,424.			0.
4	COMPUTER EQUIPMENT							
	063001	200DB	5.00	17	700.		700.	0.
5	PRINTER							
	063004	200DB	5.00	17	1,000.	500.	500.	0.
6	COMPUTER EQUIPMENT							
	063004	200DB	5.00	17	1,713.	857.	856.	0.
7	SOFTWARE							
	063004	SL	3.00	16	175.	88.	87.	0.
8	LAPTOP							
	031507	200DB	5.00	17	1,946.		1,610.	224.
9	ART							
	123108	L			6,415.			0.
10	PRINTER							
	063009	200DB	5.00	17	618.	309.	161.	59.
11	SCANNER							
	092910	200DB	5.00	17	597.	597.		0.
	* TOTAL 990-PF PG 1 DEPR				20,302.	2,351.	6,628.	283.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
DAIN RAUSCHER	5.
GUARANTY	26.
WELLS FARGO	7.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	38.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERICAN FUNDS	161,244.	0.	161,244.
DAIN RAUSCHER	21,352.	0.	21,352.
WELLS FARGO	1,862.	0.	1,862.
TOTAL TO FM 990-PF, PART I, LN 4	184,458.	0.	184,458.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS IRA DISTRIBUTION	5,996.	5,996.	
WELLS FARGO DISTRIBUTION	77,183.	77,183.	
TOTAL TO FORM 990-PF, PART I, LINE 11	83,179.	83,179.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	1,525.	508.		1,017.
TO FORM 990-PF, PG 1, LN 16B	1,525.	508.		1,017.

FORM 990-PF **TAXES** **STATEMENT 5**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	8,192.	0.		0.
PAYROLL TAX	3,390.	1,130.		2,260.
TO FORM 990-PF, PG 1, LN 18	11,582.	1,130.		2,260.

FORM 990-PF **OTHER EXPENSES** **STATEMENT 6**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ASSOCIATION DUES	695.	0.		695.
OFFICE EXPENSE	2,367.	789.		1,578.
TO FORM 990-PF, PG 1, LN 23	3,062.	789.		2,273.

FORM 990-PF **CORPORATE STOCK** **STATEMENT 7**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DAIN RAUSCHER STOCKS	224,082.	234,615.
TOTAL TO FORM 990-PF, PART II, LINE 10B	224,082.	234,615.

FORM 990-PF **OTHER INVESTMENTS** **STATEMENT 8**

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS	COST	3,406,835.	3,422,368.
WELLS FARGO INVESTMENTS	COST	126,847.	121,601.
UBS IRA ACCOUNT	COST	0.	229,346.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,533,682.	3,773,315.

Capital Gains - Last year
1/1/2011 through 12/31/2011

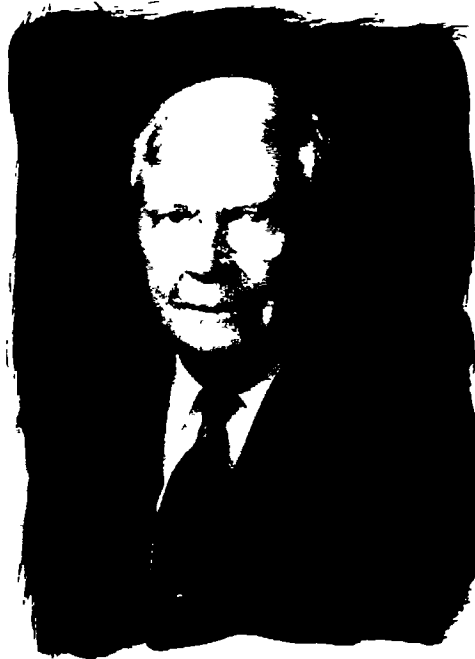
Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
SHORT TERM							
DAIN RAUSCHER	Wells Fargo Advantage	100.000	10/11/2010	9/29/2011	885.99	1,042.41	-156.42
TOTAL SHORT TERM					885.99	1,042.41	-156.42
LONG TERM							
AMERICAN FUNDS	NEW PERSPECTIVE	355.038	1/28/1992	9/29/2011	9,057.01	4,352.76	4,704.25
AMERICAN FUNDS	NEW PERSPECTIVE	25.174	12/14/1992	9/29/2011	642.19	305.86	336.33
AMERICAN FUNDS	NEW PERSPECTIVE	11.791	6/16/1993	9/29/2011	300.80	152.92	147.88
AMERICAN FUNDS	GROWTH FUND	182.882	1/28/1992	9/29/2011	4,999.99	2,115.03	2,884.96
AMERICAN FUNDS	AMCAP FUND	285.551	1/28/1992	9/29/2011	5,000.00	3,755.00	1,245.00
DAIN RAUSCHER	BP PLC	100.000	12/31/2009	1/24/2011	4,830.40	5,901.33	-1,070.93
DAIN RAUSCHER	3M	100.000	12/15/1994	2/9/2011	8,960.32	2,600.00	6,360.32
DAIN RAUSCHER	3M	100.000	12/15/1994	3/17/2011	8,735.33	2,600.00	6,135.33
DAIN RAUSCHER	KIMBERLY CLARK	100.000	7/25/2000	5/9/2011	6,609.37	5,706.25	903.12
DAIN RAUSCHER	John Hancock Preferred Inco...	460.000	3/19/2010	9/29/2011	7,463.11	7,570.38	-117.27
DAIN RAUSCHER	Western Asset Managed Hig...	400.000	9/8/2010	9/29/2011	2,191.35	2,813.82	-422.47
DAIN RAUSCHER	Gabelli Global Gold	100.000	9/18/2009	9/29/2011	1,431.11	1,855.42	-224.31
DAIN RAUSCHER	Gabelli Global Gold	500.000	10/22/2009	9/29/2011	7,155.57	8,277.12	-1,121.55
DAIN RAUSCHER	Gabelli Global Gold	140.000	11/16/2009	9/29/2011	2,003.56	2,317.59	-314.03
DAIN RAUSCHER	BANCAMERICA CAP TR III	300.000	12/30/2008	9/29/2011	6,325.79	5,683.23	632.56
DAIN RAUSCHER	BANCAMERICA CAP TR III	200.000	12/30/2008	9/29/2011	4,217.19	3,828.89	388.30
DAIN RAUSCHER	WACHOVIA CAPITAL	500.000	7/28/2009	10/3/2011	12,500.00	12,073.40	426.60
TOTAL LONG TERM					92,413.09	71,518.90	20,894.19
OVERALL TOTAL					93,299.08	72,561.31	20,737.77

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The Donahue Foundation is a private foundation that was established in Colorado in 1990. The main objective of the Foundation is to help provide tuition assistance to the young and economically disadvantaged. Specifically, the Foundation expresses special interest in Catholic and other non-public schools. By working with the schools, the Foundation hopes to increase the amount of financial assistance available to needy students.

Donahue Foundation
PO BOX 2554
LITTLETON CO 80161-2554

email info@donahuefoundation.org



William L. Donahue
11/24/1924 - 6/23/2005
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APPLICATION GUIDELINES

- Applicant Must be Classified as a (501) (c) (3) Organization by the Internal Revenue Service
- Organization/Program Must Be or Support A Non-Public School

The Donahue Foundation will generally *not* consider

- Financial Aid for College-Level Education
- Grants For Other Foundations
- More Than One Grant Per Calendar Year
- Grants For Organizations That Operate Outside of Colorado
- Grants For Capital Projects

The Board of Trustees of the Donahue Foundation generally meets in late spring to consider grant requests. Applicants should send a preliminary letter containing the following information no later than March 1st

- Legal Name and Address
- Contact Person and Phone Number
- Most Recent Copy of IRS Tax Exempt Status
- Brief History and Goals

If the proposal meets the Foundation's general area of interest, the applicant will be notified and asked to provide the following additional information

- More Detailed Description of the School/Program including Tuition Information, Student Profiles and Current Financial Assistance Available
- List of the Board of Directors
- Financial Statements for Most Recent Years
- List of Current Funding Sources and Amounts

ADDITIONAL INFORMATION

The Donahue Foundation reserves the right to request a visit to the site of the proposed program as part of the decision-making process. Any proposals submitted after the required review time may be held over until the next scheduled meeting. Notification of the board's decision will be sent by letter within 10 days of the meeting. The Foundation may request to evaluate the effectiveness of the grant awarded through a follow-up report.

2011 Grant Recipients

Recipient Name and Address	Relationship	Status	Purpose	Amount
Seeds of Hope Charitable Trust 1300 S. Steele Street Denver, CO 80210	None	Paid	Educational	\$86,581.00
Byrne Urban Scholars 458 Uinta Way Denver, CO 80230	None	Paid	Educational	\$22,713.00
St. Louis School 3301 S. Sherman Street Englewood, CO 80110	None	Paid	Educational	\$30,000.00
Arrupe Jesuit High School 4343 Utica Denver, CO 80212	None	Paid	Educational	\$8,767.00
St. Mary's Academy 4545 S, University Blvd Englewood, CO 80110	None	Paid	Educational	\$15,000.00
Xavier College Prep 4710 North Fifth Street Phoenix, AZ 85012	None	Paid	Educational	\$10,000.00
Regis University 3333 Regis Boulevard B-16 Denver, CO 80221	None	Paid	Educational	\$10,000.00
Regis Jesuit High School 6400 S. Lewiston Way Aurora, CO 80016	None	Paid	Educational	\$10,000.00
Boys Hope Girls Hope 7060 E. Hampden Avenue Ste. #203 Denver, CO 80224	None	Paid	Educational	\$5,000.00

0.1.11

St. Mary's High School 2501 East Yampa Street Colorado Springs, CO 80909	None	Paid	Educational	\$10,000
Escuela de Guadalupe School 3401 Pecos Street Denver, CO 80211	None	Paid	Educational	\$20,000.00
Brophy High School 4701 North Central Avenue Phoenix, Arizona 85012	None	Paid	Educational	\$3,000.00
Mullen High School 3601 S. Lowell Blvd Denver, CO 80236	None	Paid	Educational	\$10,000.00
Holy Trinity Academy 600 Prospect Street, Campus Box 208 Trinidad, CO 81082	None	Paid	Educational	\$2,500.00
St. John Neuman School 2415 East Orman Pueblo, CO 81004	None	Paid	Educational	\$8,000.00
Our Lady of Lourdes School 2200 South Logan Street Denver, CO 80210	None	Paid	Educational	\$4,000.00
Total =				\$255,561.00

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	DONAHUE FOUNDATION	<input checked="" type="checkbox"/> 84-1151637
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	18260 E. LONG AVE.	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	CENTENNIAL, CO 80016	

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	01	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

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

DONAHUE FOUNDATION

- The books are in the care of **18260 E. LONG AVE. - CENTENNIAL, CO 80016**
- Telephone No. **303-944-8356** 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

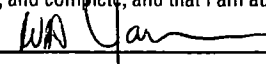
- I request an additional 3-month extension of time until **NOVEMBER 15, 2012**
- For calendar year **2011**, or other tax year beginning _____, and ending _____
- If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return Change in accounting period
- State in detail why you need the extension

ADDITIONAL TIME IS NECESSARY TO GATHER INFORMATION TO FILE A COMPLETE AND ACCURATE 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	\$	5,256.
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	\$	6,693.
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 must be completed for Part II only.

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 **CPA** Date **8-15-12**

Application for Extension of Time To File an Exempt Organization Return

▶ **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 or other filer, see instructions DONAHUE FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 84-1151637
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 18260 E. LONG AVE.	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CENTENNIAL, CO 80016	

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	01	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

DONAHUE FOUNDATION

- The books are in the care of ▶ **18260 E. LONG AVE. - CENTENNIAL, CO 80016**
 Telephone No. ▶ _____ 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 **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year **2011** or
 ▶ tax year beginning _____, and ending _____

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	\$	0.
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	\$	1,693.
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