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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning

NOV 1, 2011

, and ending

OCT 31, 2012

Name of foundation

THE WILLIAM H. DONNER FOUNDATION

A Employer identification number

23-1611346

Number and street (or P.O. box number if mail is not delivered to street address)

60 EAST 42ND STREET

Room/suite

1560

B Telephone number

212-949-0404

City or town, state, and ZIP code

NEW YORK, NY 10165

C If exemption application is pending, check here ☐

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 141,834,905.

J Accounting method

☐ Cash☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses**
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch. B3 Interest on savings and temporary
cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 19,584,686.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees Stmt 4

b Accounting fees Stmt 5

c Other professional fees Stmt 6

17 Interest

18 Taxes Stmt 7

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses Stmt 8

24 Total operating and administrative
expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

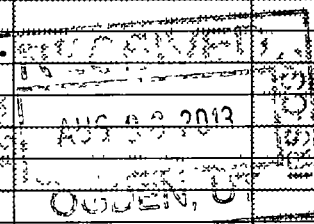
Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

Statement 1
Statement 2

Statement 3

123501
12-02-11

LHA For Paperwork Reduction Act Notice, see instructions

1

Form 990-PF (2011)

11420812 788682 1118

2011.05030 THE WILLIAM H. DONNER FOUND 1118 1

9/16-20

9

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	231,464.	257,210.	257,210.	
	2 Savings and temporary cash investments	12,771,487.	11,837,214.	11,837,214.	
	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	50,365.	50,759.	50,759.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock Stmt 9	40,512,560.	44,498,802.	44,498,802.	
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation				
	12 Investments - mortgage loans				
	13 Investments - other Stmt 10	80,224,848.	85,190,920.	85,190,920.	
	14 Land, buildings, and equipment basis				
	Less: accumulated depreciation				
	15 Other assets (describe)				
	16 Total assets (to be completed by all filers)	133,790,724.	141,834,905.	141,834,905.	
	17 Accounts payable and accrued expenses	124,825.	156,798.		
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe Statement 11)	471,996.	612,400.		
	23 Total liabilities (add lines 17 through 22)	596,821.	769,198.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31 ☒				
	24 Unrestricted	123,411,731.	131,283,535.		
	25 Temporarily restricted				
	26 Permanently restricted	9,782,172.	9,782,172.		
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	133,193,903.	141,065,707.			
31 Total liabilities and net assets/fund balances	133,790,724.	141,834,905.			

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	133,193,903.
2 Enter amount from Part I, line 27a	2	-1,608,477.
3 Other increases not included in line 2 (itemize) CHANGE IN UNREALIZED APPRECIATION	3	9,480,281.
4 Add lines 1, 2, and 3	4	141,065,707.
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	141,065,707.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b See Attached Statements			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 19,584,686.		16,728,286.	2,856,400.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			2,856,400.

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** 2,856,400.

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	5,024,573.	136,857,241.	.036714
2009	5,125,775.	126,387,708.	.040556
2008	5,188,573.	116,405,795.	.044573
2007	6,188,622.	147,152,199.	.042056
2006	6,332,319.	156,930,744.	.040351

2 Total of line 1, column (d)	2	.204250
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	.040850
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	137,519,339.
5 Multiply line 4 by line 3	5	5,617,665.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,633.
7 Add lines 5 and 6	7	5,654,298.
8 Enter qualifying distributions from Part XII, line 4	8	4,920,452.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	73,265.
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	73,265.
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	73,265.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	27,536.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	45,800.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	73,336.	
8 Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	62.	
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.DONNER.ORG	13	X	
14	The books are in care of ► FIDES, LLC Telephone no ► 212-949-0404 Located at ► 60 EAST 42ND STREET, NEW YORK, NY ZIP+4 ► 10165			
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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

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

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

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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 12		0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FIDES, LLC		
60 E. 42ND STREET, NEW YORK, NY 10165	MANAGEMENT	596,647.
ACCOLADE PARTNERS		
7900 WESTPARK DRIVE, MCLEAN, VA 22102	INVESTMENT ADVISOR	381,787.
CAMDEN PARTNERS		
500 EAST PRATT STREET, BALTIMORE, MD 21202	INVESTMENT ADVISOR	249,756.
ITHAKA GROUP		
3 BETHESDA METRO CENTER, BETHESDA, MD 20814	INVESTMENT MANAGER	84,021.
COOKE & BEILER		
1700 MARKET STREET, PHILADELPHIA, PA 19103	INVESTMENT MANAGER	81,691.
Total number of others receiving over \$50,000 for professional services		4

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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	139,318,643.
b	Average of monthly cash balances	1b	244,337.
c	Fair market value of all other assets	1c	50,562.
d	Total (add lines 1a, b, and c)	1d	139,613,542.
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	139,613,542.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,094,203.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	137,519,339.
6	Minimum investment return. Enter 5% of line 5	6	6,875,967.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	6,875,967.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	73,265.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	73,265.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,802,702.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,802,702.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6,802,702.

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	4,920,452.
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	4,920,452.
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	4,920,452.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				6,802,702.
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				
b From 2007				
c From 2008				1,380,387.
d From 2009				
e From 2010				
f Total of lines 3a through e	1,380,387.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	4,920,452.			
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				4,920,452.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	1,380,387.			1,380,387.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				501,863.
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	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Form 990-PF (2011)

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)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT #13				4,380,659.
Total			▶ 3a	4,380,659.
b Approved for future payment				
None				
Total			▶ 3b	0.

Form 990-PF (2011)

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

- b If "Yes," complete the following schedule**

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ self-employed

PTIN

Kevin Sunkel

parent's signature

AUG 12 2013

P00706145

Firm's name ▶ Owen J Flanagan & Co

Firm's EIN ► 13-2060851

Firm's address ► 60 East 42nd Street
New York, NY 10165

Phone no 212-682-2783

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	COOKE & BEILER - PUBLICLY TRADED EQUITIES	P		
b	ESSEX - PUBLICLY TRADED EQUITIES	P		
c	ITHAKA - PUBLICLY TRADED EQUITIES	P		
d	ACCOLADE PARTNERS K-1	P		
e	ACCOLADE II PARTNERS K-1	P		
f	ACCOLADE III PARTNERS K-1	P		
g	CAMDEN II PARTNERS K-1	P		
h	CAMDEN III PARTNERS K-1	P		
i	CHAMPLAIN K-1	P		
j	DCM LIQUID RESERVE	P		
k	LEGACY DISTRESSED K-1	P		
l	LINX PARTNERS K-1	P		
m	NEWGATE CAPITAL K-1	P		
n	OCM MEZZANINE II K-1	P		
o	OCM MEZZANINE III K-1	P		

(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	1,616,237.	1,422,959.	193,278.
b	9,352,264.	9,898,927.	-546,663.
c	4,019,784.	3,256,801.	762,983.
d	299,919.		299,919.
e	682,607.		682,607.
f	60,724.		60,724.
g	1,070,776.		1,070,776.
h		35,243.	-35,243.
i	681,825.		681,825.
j	38,165.	372,927.	-334,762.
k	36,278.		36,278.
l	1,956.		1,956.
m	55,469.		55,469.
n	71,134.		71,134.
o		169,558.	-169,558.

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

(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	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			193,278.
b			-546,663.
c			762,983.
d			299,919.
e			682,607.
f			60,724.
g			1,070,776.
h			-35,243.
i			681,825.
j			-334,762.
k			36,278.
l			1,956.
m			55,469.
n			71,134.
o			-169,558.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	NEWGATE CAPITAL	P		
b	OCM OPPORTUNITIES VIIB	P		
c	CLASS ACTION	P		
d	UNRELATED BUSINESS INCOME	P		
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,429,103.	1,569,208.	-140,105.
b	133,189.		133,189.
c	35,256.		35,256.
d		2,663.	-2,663.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-140,105.
b			133,189.
c			35,256.
d			-2,663.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	2,856,400.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

Source	Amount
ALTERNATIVE CUSTODY MM	101.
CASH NEEDS MM	1,661.
LEGACY CUSTODY MM	102.
Total to Form 990-PF, Part I, line 3, Column A	1,864.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
COOKE & BEILER	395,566.	0.	395,566.
ESSEX	56,300.	0.	56,300.
ITHAKA	119,440.	0.	119,440.
WENTWORTH	78,925.	0.	78,925.
Total to Fm 990-PF, Part I, ln 4	650,231.	0.	650,231.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
CAMDEN II LIMITED PARTNERS	19,767.	19,767.	
LINX LIMITED PARTNERS	269,699.	269,699.	
ACCOLADE LIMITED PARTNERS	3,056.	3,056.	
CAMDEN III LIMITED PARTNERS	91,321.	91,321.	
ACCOLADE II LIMITED PARTNERS	24,031.	24,031.	
OCM MEZZANINE FUND II	205,723.	205,723.	
LYNCH JONES & RYAN- COMMISSION			
RECAPTURE	9,013.	9,013.	
DEERPATH II CAPITAL	-8,360.	-8,360.	
CHAMPLAIN	60,511.	60,511.	
CAMDEN IV PARNTERS	4,776.	4,776.	
DEERPATH CAPITAL	613,058.	613,058.	
ACCOLADE III PARTNERS	8,946.	8,946.	
LEGACY DISTRESSED FUND	99,563.	99,563.	
OCM OPPORTUNITY VIIB	159,857.	159,857.	
OCM MEZZANINE FUND III	52,809.	52,809.	
PERSEUS REALTY PARTNERS GP	-32,015.	-32,015.	
PRP LLC PRIVATE PLACEMENT LOAN	99,442.	99,442.	

US GOVERNMENT PROPERTIES FUND	26,803.	26,803.	
Total to Form 990-PF, Part I, line 11	1,708,000.	1,708,000.	

Form 990-PF	Legal Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
CARL BACHMAN	43,326.	38,127.		7,920.	
PUTNEY, TWOMBLEY & HALL	7,863.	7,863.		0.	
To Fm 990-PF, Pg 1, ln 16a	51,189.	45,990.		7,920.	

Form 990-PF	Accounting Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
O'CONNER DAVIES	36,086.	12,630.		22,481.	
OWEN J FLANAGAN & CO	2,500.	875.		0.	
To Form 990-PF, Pg 1, ln 16b	38,586.	13,505.		22,481.	

Form 990-PF	Other Professional Fees			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
FIDES PHILANTHROPIC MANAGEMENT	596,647.	208,826.		387,821.	
COOKE & BEILER	81,691.	81,691.		0.	
WENTWORTH	30,936.	30,936.		0.	
ESSEX	50,159.	50,159.		0.	
CHAMPLAIN	71,320.	71,320.		0.	
ACCOLADE PARTNERS	381,787.	381,787.		0.	
CAMDEN PARTNERS	249,756.	249,756.		0.	
LINX PARTNERS	6,691.	6,691.		0.	
NEWGATE GLOBAL	21,774.	21,774.		0.	
ITHAKA CAPITAL MANAGEMENT	84,021.	84,021.		0.	
RICHARD M. JOHNSTON	50,000.	50,000.		0.	
LEGACY CAPITAL	45,159.	45,159.		0.	

THE WILLIAM H. DONNER FOUNDATION

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OAKTREE CAPITAL MANAGEMENT	86,788.	86,788.	0.
PERSEUS REALTY PARTNERS	983.	983.	0.
OCM OPPORTUNITIES VIIb	31,176.	31,176.	0.
To Form 990-PF, Pg 1, ln 16c	1,788,888.	1,401,067.	387,821.

Form 990-PF Taxes Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX	74,674.	0.		0.
UBIT	250.	0.		0.
DEFERRED EXCISE TAX	189,604.	0.		0.
To Form 990-PF, Pg 1, ln 18	264,528.	0.		0.

Form 990-PF Other Expenses Statement 8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GENERAL OFFICE	8,550.	428.		8,123.
POSTAGE	4,356.	218.		4,138.
DUES & SUBSCRIPTIONS	568.	28.		540.
INSURANCE	19,782.	989.		19,164.
MEMBER REIMBURSEMENT	30,789.	0.		37,081.
BANK & CUSTODY FEES	87,948.	87,948.		0.
To Form 990-PF, Pg 1, ln 23	151,993.	89,611.		69,046.

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
DOMESTIC EQUITIES STMT #14	44,710,408.	44,710,408.
PENDING STOCK TRADES #14	-211,606.	-211,606.
Total to Form 990-PF, Part II, line 10b	44,498,802.	44,498,802.

Form 990-PF

Other Investments

Statement 10

Description	Valuation Method	Book Value	Fair Market Value
TEIDEMANN - PRIVATE PLACEMENT FUND	FMV	10,387,329.	10,387,329.
ACCOLADE PARTNERS	FMV	3,805,430.	3,805,430.
CAMDEN II PARTNERS	FMV	1,813,019.	1,813,019.
LINX PARTNERS	FMV	1,142,516.	1,142,516.
CAMDEN III PARTNERS	FMV	6,209,112.	6,209,112.
ACCOLADE II PARTNERS	FMV	7,761,702.	7,761,702.
OCM MEZZANINE FUND II	FMV	1,654,981.	1,654,981.
CHAMPLAIN SMALL CAP	FMV	7,485,238.	7,485,238.
CAMDEN IV PARTNERS	FMV	4,212,218.	4,212,218.
DEERPATH CAPITAL	FMV	3,992,121.	3,992,121.
LEGACY DISTRESSED OPPORTUNITIES FUND	FMV	1,725,530.	1,725,530.
OCM OPPORTUNITIES FUND VIIB	FMV	1,203,004.	1,203,004.
ACCOLADE III PARTNERS	FMV	2,661,250.	2,661,250.
OCM OPPORTUNITIES FUND VIII	FMV	1,734,544.	1,734,544.
DCM MULTI-MANAGER FUND	FMV	8,897,989.	8,897,989.
PERSEUS PROPERTY PARTNERS LP	FMV	4,522,172.	4,522,172.
OCM MEZZANINE FUND III	FMV	1,498,492.	1,498,492.
BLUE ELITE	FMV	8,046,121.	8,046,121.
PERSEUS REALTY PARTNERS GP	FMV	1,134,004.	1,134,004.
US GOVERNMENT PROPERTIES	FMV	3,577,505.	3,577,505.
DEERPATH II CAPITAL	FMV	816,114.	816,114.
OCM OPPORTUNITIES FUND VIIIB	FMV	910,529.	910,529.
Total to Form 990-PF, Part II, line 13		85,190,920.	85,190,920.

Form 990-PF

Other Liabilities

Statement 11

Description	BOY Amount	EOY Amount
DEFERRED EXCISE TAX PAYABLE	376,996.	566,600.
EXCISE TAX PAYABLE	95,000.	45,800.
Total to Form 990-PF, Part II, line 22	471,996.	612,400.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 12

Name and Address	Title and Avg Hrs/Wk	Compen- sation	Employee Ben Plan	Expense Contrib Account
HON. CURTIN WINSOR, JR. 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
JOSEPH W. DONNER, JR. 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
DEBORAH DONNER 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
ALEXANDER DONNER 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
BRITTANY ROY 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
TIMOTHY E. DONNER 60 E. 42ND STREET NEW YORK, NY 10165	VP & ASST TREASURER 1.00	0.	0.	0.
STEPHANIE K. HANSON 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
CRISTINA WINSOR 60 E. 42ND STREET NEW YORK, NY 10165	SECRETARY 1.00	0.	0.	0.
MICHAEL HUNTER SPENCER 60 E. 42ND STREET NEW YORK, NY 10165	PRESIDENT 1.00	0.	0.	0.
ROBERT D. SPENCER 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
WILLIAM M. SPENCER, III 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.

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CURTIN WINSOR, III 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
REBECCA WINSOR 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
DAVID DONNER 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
ANITA WINSOR EDWARDS 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
MONICA WINSOR 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
SHARON LAINHART 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
JOSEPH W. DONNER III 60 E. 42ND STREET NEW YORK, NY 10165	TREASURER 1.00	0.	0.	0.
DILLON ROY 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
CHRISTOPHER K. ROOSEVELT 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.
WILLIAM H. DONNER III 60 E. 42ND STREET NEW YORK, NY 10165	TRUSTEE 0.50	0.	0.	0.

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

0.	0.	0.
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William H Donner Foundation
Grants
Year ending October 31, 2012

<u>Date</u>	<u>Check #</u>	<u>Grantee</u>	<u>Project/Program</u>	<u>Amount</u>
01/26/12	101	Donors Trust Inc	Timothy E Donnor Donor's Trust	100,000 00
01/26/12	102	Fidelity Charitable Gift Fund	Phaedra Annan FCG Account	100,000 00
01/26/12	103	Fidelity Charitable Gift Fund	Curtin Winsor III FCG Account	100,000 00
01/26/12	104	Pikes Peak Community Foundation	William M Spencer III	70,000 00
02/09/12	105	American Foreign Policy Council	General Support	25,000 00
02/09/12	106	Aquidneck Land Trust	General Support	100,000 00
02/09/12	107	BASIS School, Inc	General Support	10,000 00
02/09/12	108	Center for Ecosystem Mgmt & Restoration	General Support	20,000 00
02/09/12	109	Gateway Public Schools	General Support	25,000 00
02/09/12	110	International Documentary Assoc	Hunt Camp	20,000 00
02/09/12	111	Media Research Center	General Support	25,000 00
02/09/12	112	The Becket Fund	General Support	25,000 00
02/09/12	113	Virginia Institute for Public Policy	General Support	35,000 00
02/17/12	114	Atlas Economic Research Foundation	General Support	25,000 00
02/17/12	116	Carter Center, Inc	Trachoma Control Program in Ethiopia	50,000 00
02/17/12	117	First Presbyterian Church	General Support	10,000 00
02/17/12	118	Florida Foundation for the Arts	General Support	20,000 00
02/17/12	119	Humanity in Action Inc	General Support	30,000 00
02/17/12	120	National Gallery of Art	General Support	2,500 00
02/17/12	121	National Taxpayers Union Foundation	General Support	10,000 00
02/17/12	122	Okizu Foundation	General Support	30,000 00
02/17/12	123	Oliver Hazard Perry Rhode Island	General Support	10,000 00
02/17/12	124	Hudson Institute Inc	General Support	25,000 00
02/17/12	125	Hudson Institute Inc	Age of Delerium Film Project	25,000 00
02/29/12	126	Fauna & Flora International	General Support	30,000 00
02/29/12	127	Image for Success	General Support	2,500 00
02/29/12	128	School of the Arts Foundation	General Support	25,000 00
03/01/12	129	Bob Carter's Actors Workshop & Rep Co	General Support	20,000 00
03/09/12	130	Marin Country Day School	General Support	30,000 00
03/15/12	131	Smithsonian Institution	Advance Understanding of Human Evolution of past 600,000 years	110,000 00
03/29/12	132	Fidelity Charitable Gift Fund	Alex Donner FCG Account	100,000 00
04/02/12	135	WildCare	General Support	37,500 00
04/03/12	133	Oakland Unified School District	School Quality Review	36,500 00
04/03/12	134	Pikes Peak Community Foundation	Deborah Donner	20,000 00
04/19/12	136	Center for Immigration Studies	General Support	30,000 00
04/19/12	137	Actors Fund	Performing Arts Assistance Pgm	20,000 00
04/19/12	138	The American University	Political Theory at American University	50,000 00
04/19/12	139	Anglosphere Society	General Support	9,500 00
04/19/12	140	AOPA Air Safety Foundation	General Support	25,000 00
04/19/12	141	Argentina Arts Organization	General Support	15,000 00
04/19/12	142	Colorado College	General Support	10,000 00
04/19/12	143	Covenant House New York	General Support	25,000 00
04/19/12	144	Great Oakland Public Schools Info Ctr	General Support	50,000 00
04/19/12	145	Institute for Justice	General Support	20,000 00
04/19/12	146	Property and Environment Research Ctr	PERC Enviropreneur Institute	20,000 00
04/19/12	147	The Buckley School	General Support	5,000 00
04/19/12	148	The Potomac School	General Support	5,000 00
05/01/12	154	Oakland Small Schools Foundation	General Support	50,000 00
06/05/12	155	Fidelity Charitable Gift Fund	Monica Winsor FCG Account	50,000 00
06/05/12	156	Pikes Peak Community Foundation	David Donner	100,000 00
06/14/12	157	Capital Research Center	General Support	20,000 00
06/14/12	158	Corazon de Vida	Casa Hogar Sion Orphanage Quality of Life Imp	4,500 00
06/14/12	159	Denver Inner City Parish	General Support	5,000 00
06/14/12	160	Institute of World Politics	General Support	25,000 00
06/14/12	161	Trustees of Princeton University	General Support James Madison Pgm	7,500 00
06/14/12	162	Media Research Center	General Support	10,000 00
06/14/12	163	Nature Conservancy, Inc	Conserv Partnership w/ Sporting Community	40,000 00
06/25/12	175	Three Generations Inc	General Support	5,000 00
06/25/12	165	Breakthrough Collaborative, Inc	General Support	15,000 00
06/25/12	166	CATO Institute	General Support	20,000 00
06/25/12	167	Center for Security Policy, Inc	General Support	25,000 00
06/25/12	168	Denver Art Museum	General Support	50,000 00
06/25/12	169	Int'l Campaign for Human Rights in Iran	General Support	25,000 00
06/25/12	170	Manhattan Institute for Policy Research	General Support	25,000 00
06/25/12	171	Okizu Foundation	General Support	15,000 00
06/25/12	172	Pacific Ridge School	Tuition Assistance Program	25,000 00
06/25/12	173	Children's Village of Sonoma County	General Support	15,000 00
06/25/12	174	Heritage Foundation	General Support	25,000 00

STMT # 13

William H. Donner Foundation
Grants
Year ending October 31, 2012

<u>Date</u>	<u>Check #</u>	<u>Grantee</u>	<u>Project/Program</u>	<u>Amount</u>
06/28/12	176	Pacific Research Institute for Public Pol	General Support	20,000 00
07/02/12	178	Fidelity Charitable Gift Fund	Robert D. Spencer FCG account 1000347	20,000 00
07/02/12	179	Casa De Amparo	Campaign for Casa Kids	50,000 00
07/02/12	180	Konbit Football Ayiti, Inc	General Support, Hot Futbol	7,000 00
07/27/12	181	The Mackinac Center for Public Policy	General Support	10,000 00
07/27/12	182	Board of Trustees of Leland Sanford Jr U	General Support-Hoover Institute	32,500 00
07/31/12	183	Fidelity Charitable Gift Fund	Robert D. Spencer FCG account 1000347	22,250 00
07/31/12	184	Fidelity Charitable Gift Fund	Belinda Donner FCG account 144713	25,000 00
07/31/12	185	Pikes Peak Community Foundation	WHD Liberty Fund, Deborah Donner	5,000 00
08/10/12	186	Alliance for Choice in Education	General Support	10,000 00
08/10/12	187	Assoc Airtanker Pilots Mem Trust Fd	AAPMTF & MCFDFA Golf Benefit	5,000 00
08/10/12	188	California State Parks Foundation	General Support	13,000 00
08/10/12	189	Boys and Girls Club of Palm Beach	Remembering Mr. Mose. Respect & Kindness to Animals	15,000 00
08/10/12	190	Idea Delaware	General Support	35,000.00
08/10/12	191	Idea Delaware	General Support	35,000 00
08/10/12	192	J. Arthur Trudeau Memorial Center	General Support	30,000 00
08/10/12	193	Morris Animal Foundation	General Support	30,000 00
08/10/12	194	Thinking Animals, Inc	General Support	5,000 00
08/10/12	195	National Outdoor Leadership School	General Support	35,000.00
08/10/12	196	Smithsonian Institution	National Zoo's Cheetah Science Facility at the Smithsonian Conservation	30,000 00
08/10/12	197	World Music Productions, Inc	General Support	5,000 00
08/22/12	198	Independence Institute	General Support	10,000 00
08/22/12	199	Bhutan Foundation	General Support	25,000 00
08/24/12	202	The Potomac School	Science Deck & Animal Care	22,000 00
10/16/12	203	Fidelity Charitable Gift Fund	Belinda Donner FCG account	30,000 00
10/16/12	204	Fidelity Charitable Gift Fund	Joseph W. Donner, III FCG account	69,500 00
10/16/12	205	Fidelity Charitable Gift Fund	Rebecca D. Winsor FCG account	100,000 00
10/23/12	206	African Wildlife Foundation, Inc	Rhino Conservation Campaign	25,000 00
10/23/12	207	American Humane Association	General Support	10,000 00
10/23/12	208	Amnesty International USA Inc	Protecting Afghan Women's Rights	38,000 00
10/23/12	209	Bideawee, Inc	General Support	20,000 00
10/23/12	210	Cardiovascular Disease Foundation	Healthy Habits Healthy Kids	4,794 08
10/23/12	211	Community Action Marin	General Support	5,000 00
10/23/12	212	Educate Ethiopia	General Support	15,000 00
10/23/12	213	Education Technology & Performance Found	General Support	4,000 00
10/23/12	214	Fight for Children Inc	General Support	18,000 00
10/23/12	215	Friends of Choice in Urban Schools	General Support	7,500 00
10/23/12	216	Hospice By the Bay	General Support	5,000 00
10/23/12	217	Horse Protection Assn of Florida Inc	General Support	30,000 00
10/23/12	218	Institute for Policy Studies	General Support	9,000 00
10/23/12	219	Manhattan Institute for Policy Research	General Support	6,000 00
10/23/12	220	Marin Society of Artists	General Support	20,000 00
10/23/12	221	Meridian International Center	General Support	5,000 00
10/23/12	222	MetroLacrosse, Inc.	General Support	10,000 00
10/23/12	223	Millbrook School	General Support	10,000 00
10/23/12	224	School of the Arts Foundation	General Support	30,000 00
10/23/12	259	Smithsonian Institution	National Zoological Park	10,000 00
10/23/12	226	Spring Creek Horse Rescue	General Support	5,000.00
10/23/12	227	St. Philip's Church in the Highlands	General Support	5,000 00
10/23/12	228	Star Kids Scholarship Program	General Support	15,000 00
10/23/12	229	Starlight Children's Foundation	General Support	7,612 37
10/23/12	230	Swan Ecosystem Center	General Support	30,000 00
10/23/12	231	The Mosby Foundation	General Support	30,000 00
10/23/12	232	Nature Conservancy, Inc	Protecting Water for People and Nature	50,000 00
10/23/12	233	Nature Conservancy, Inc	General Support	20,661 57
10/23/12	234	Utah Food Bank	General Support	5,000 00
10/23/12	235	Vital Ground Foundation	Deer Creek, Montana & Diamond G Ranch, Wyoming Wildlife Habitat Co	25,000 00
10/23/12	236	World Affairs Forum, Inc	General Support	1,000 00
10/23/12	237	World Pulse Voices	General Support	10,000 00
10/23/12	238	Youth Employment Partnership	General Support	3,000 00
10/23/12	239	Amaryllis Farm Equine Rescue	General Support	5,000 00
10/23/12	240	American Const. Soc. for Law & Policy	General Support	12,000 00
10/23/12	241	Colorado Open Lands	Land Protection Program	45,000 00
10/23/12	242	Coaching Corps	General Support	7,500 00
10/23/12	243	Doctors Without Borders USA, Inc	General Support	17,000 00
10/23/12	244	Equine Rescue, Inc	General Support	5,000 00
10/23/12	245	EngenderHealth, Inc	Fistula Care Program in Guinea	25,000 00
10/23/12	246	The Garrison Institute	General Support	25,000 00

William H. Donner Foundation
Grants
Year ending October 31, 2012

<u>Date</u>	<u>Check #</u>	<u>Grantee</u>	<u>Project/Program</u>	<u>Amount</u>
10/23/12	247	Montana Fish, Wildlife & Parks Fdn	General Support	5,000 00
10/23/12	248	Musicorps-Renovation In Music Ed	General Support	10,000 00
10/23/12	249	PACEM	General Support	10,000 00
10/23/12	250	Pacific Research Institute	General Support	5,000 00
10/23/12	251	Pathfinder International	Tuungane. Creating a Healthy Future for People & the Natural Resources	40,000 00
10/23/12	252	Paws 2 Help, Inc	General Support	40,000 00
10/23/12	260	Paws4People, Inc	Paws4Vets	30,000 00
10/23/12	254	Pikes Peak Community Foundation	General Support	30,000 00
10/23/12	255	Population Council, Inc	Abriendo Oportunidades Program in Rural Guatemala	20,000 00
10/23/12	256	Reason Foundation	Reason 24/7	15,000 00
10/23/12	257	United Animal Nations	RedRover Relief	30,000 00
10/23/12	258	Mapendo International, Inc	General Support	25,000 00
10/26/12	261	Church of the Incarnation	General Support	5,000 00
10/26/12	262	Citizen Schools	General Support	5,000 00
10/26/12	263	Feeding America	General Support	10,000 00
10/26/12	264	Global Water	General Support	25,000 00
10/26/12	265	Humanity in Action Inc	General Support	3,000 00
10/26/12	266	Humanity in Action Inc	Humanity in Action Strategic Plan-Phase 1	12,000 00
10/26/12	267	Nat'l TR for Historic Preservation U.S	General Support	3,000 00
10/26/12	268	Music In Schools Today MUST	General Support	5,000 00
10/26/12	269	MVLE, Inc - Ability Nation	General Support	10,000 00
10/26/12	270	National Audubon Society, Inc	Chiloe Island Landowner Stewardship Program	25,000 00
10/26/12	271	Network for Teaching Entrepreneurship	Founder's Fund	74,000 00
10/26/12	272	Planned Parenthood Federation of America	Tan Ux'il Improving reproductive health for Guatemala Youth	40,000 00
10/26/12	273	Political Economy Research Center	PERC Enviropreneur Institute	25,000 00
10/26/12	274	Save the Children Federation, Inc	General Support	5,000 00
10/26/12	275	Synergos Institute, Inc	General Support	50,000 00
10/26/12	276	Potomac School	Science Deck and Animal Care Proposal	8,993 40
10/26/12	277	Becket Fund	General Support	10,000 00
10/26/12	278	Tostan, Inc.	General Support	50,000 00
10/26/12	279	Victim Rights Law Center, Inc	General Support	10,000 00
10/26/12	280	White Bird Appaloosa Horse Rescue	General Support	5,000 00
10/26/12	281	WITNESS, Inc	General Support	15,000 00
10/26/12	282	WITNESS, Inc	Working to End Gender-Based Violence Through Video	10,000 00
10/31/12	283	AniMeals	General Support	25,000 00
10/31/12	284	Anglosphere Society	General Support	11,000 00
10/31/12	285	Bob Carter's Actors Workshop & Rep Co	General Support	7,347.79
10/31/12	286	Care for Skin Foundation Inc	General Support	17,000 00
10/31/12	287	Challenged Athletes Inc	General Support	12,500 00
10/31/12	288	Correctional Assoc of NY	Women in Prison Project (WIPP)	20,000 00
10/31/12	289	International Rescue Committee, Inc	BEACON	17,000 00
10/31/12	290	Trustees of Princeton University	General Support James Madison Pgm	6,000 00
10/31/12	291	Military Families United, Inc	General Support	25,000 00
10/31/12	292	Prickly Pear Land Trust, Inc	General Support-MALT	2,500 00
10/31/12	293	Northwest Connections	Wildlife Conservation Projects	7,500 00
10/31/12	294	Oakland Schools Foundation	Executive Director Search	11,000 00
10/31/12	295	Pan American Development Foundation, Inc	Disaster Response & Mitigation	5,000 00
10/31/12	296	Paws and Stripes	Director of Education Salary	30,000 00
10/31/12	297	San Francisco Jazz Organization	General Support	5,000 00
10/31/12	298	Thoroughbred Retirement Foundation	General Support	5,000 00
10/31/12	299	Village of Wellington	General Support	10,000 00
10/31/12	300	Voices and Faces Project	The Voices & Faces Project's "Web 2.0" Program	25,000 00
				<u>4,380,659 21</u> T/B

WH Donner Foundation
Investments
10/31/2012

Fair Market Value

	Essex	Ithaka	Cooke & Bieler	Wentworth	Cash Needs	Legacy	Total FMV
Money Market Funds	1,238,762	193,562	278,227	277,136			1,987,687
Income MM					9,849,427	100	<u>9,849,527</u>
							11,837,214
Domestic Equities	6,917,745	17,570,620	16,473,672	3,748,371			44,710,408
Pending Sales	(235,718)	0	0	0			(235,718)
Pending Purchases	24,112	0	0	0			<u>24,112</u>
Subtotal Pending							(211,606)
	7,944,901	17,764,182	16,751,899	4,025,507	9,849,427	100	56,336,016

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Northern Trust

Portfolio Value- Detail

As of 31 OCT 12

Account Number
Account NameWILLIAM H. DONNER FDN -
ESSEX

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Security Description Long	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Price Local	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID			Market Value				
Equities							
Common Stock							
#REORG/ACQUITY GROUP LTD CASH MERGER			10.020				
EFF07/09/2013							
CUSIP 00489C103	10,000 000 Hong Kong	0.00	100,200.00	95,881.80	4,318.20	0.00	4,318.20
3D SYS CORP DEL COM NEW STK			43.500				
CUSIP 88554D205	4,245 000 United States	0.00	184,657.50	141,672.63	42,984.87	0.00	42,984.87
ADR ELAN CORP PLC ADR REPRESENTING SHS			10.800				
CUSIP 284131208	7,246 000 Ireland	0.00	78,256.80	105,840.69	-27,383.89	0.00	-27,383.89
ADR RANDGOLD RES LTD ADR			119.590				
CUSIP 752344309	1,602 000 United Kingdom	0.00	191,583.18	139,307.13	52,276.05	0.00	52,276.05
ADT CORP COM			41.510				
CUSIP 001011106	1,897 000 United States	0.00	78,744.47	78,716.02	28.45	0.00	28.45
AFFYMAX INC COM			22.790				
CUSIP 00826A109	1,096 000 United States	0.00	24,977.84	15,707.76	9,270.08	0.00	9,270.08
ALIGN TECHNOLOGY INC COM			26.580				
CUSIP 016255101	3,274 000 United States	0.00	87,022.92	104,980.31	-17,957.39	0.00	-17,957.39
ALLIED NEV GOLD CORP COM STK			36.920				
CUSIP 019344100	6,195 000 United States	0.00	228,719.40	249,852.64	-21,133.24	0.00	-21,133.24
APPLE INC COM STK			595.100				
CUSIP 037833100	578 000 United States	0.00	343,967.80	250,468.37	93,499.43	0.00	93,499.43
AUTOMATIC DATA PROCESSING INC COM			57.790				
CUSIP 053015103	1,271 000 United States	0.00	73,451.09	72,426.79	1,024.30	0.00	1,024.30
CELGENE CORP COM			73.320				
CUSIP 151020104	2,807 000 United States	0.00	205,809.24	172,413.04	33,396.20	0.00	33,396.20
CITRIX SYS INC COMMON STOCK			61.810				
CUSIP 177376100	2,219 000 United States	0.00	137,156.39	167,589.10	-30,432.71	0.00	-30,432.71
COCA COLA CO COM			37.180				
CUSIP 191216100	5,952 000 United States	0.00	221,295.36	191,371.09	29,924.27	0.00	29,924.27
GRAY INC COM NEW STK			12.170				
CUSIP 225223304	6,297 000 United States	0.00	76,634.49	84,245.18	-7,610.69	0.00	-7,610.69
DIGITALGLOBE INC COM NEW COM NEW			25.940				
CUSIP 25389M877	3,006 000 United States	0.00	77,975.64	78,208.00	-232.36	0.00	-232.36
EBAY INC COM USD0 001			48.290				
CUSIP 278642103	4,927 000 United States	0.00	237,924.83	157,335.70	80,589.13	0.00	80,589.13
ELLIE MAE INC COM STK			25.000				
CUSIP 28849P100	8,633 000 United States	0.00	215,825.00	100,901.81	114,923.19	0.00	114,923.19
FRANCO NEV CORP COM STK			57.530				
CUSIP 351858105	1,682 000 Canada	0.00	96,765.46	72,342.82	24,422.64	0.00	24,422.64
GOLDMAN SACHS GROUP INC COM			122.390				
CUSIP 38141G104	1,900 000 United States	0.00	232,541.00	221,900.81	10,640.19	0.00	10,640.19
GOOGLE INC CL A CL A			679.770				



Northern Trust

Portfolio Value - Detail

As of 31 OCT 12

Account Number
Account NameWILLIAM H. DONNER FDN -
ESSEX

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Security Description Long		Country of		Market Price Local		Accrued		Unrealized Gain/Loss		Unrealized Gain/Loss		Unrealized Gain/Loss	
Asset ID	Shares/Par Risk Name			Market Value	Cost	Income/Expense		- Market	- Translation	- Total			
Equities													
Common Stock													
HECLA MNG CO COM				6 580									
CUSIP 422704106	23,000 000 United States			151,340 00	120,513 10	0 00		30,826 90	0 00			30,826 90	
INTUIT COM				59 420									
CUSIP 461202103	2,527 000 United States			150,154 34	135,116 92	0 00		15,037 42	0 00			15,037 42	
CUSIP 493723100	35,441 000 United States			430,253 74	301,872 48	0 00		128,381 26	0 00			128,381 26	
KINROSS GOLD CORP COM NPV NEW				9 990									
CUSIP 496902404	7,687 000 Canada			76,793 13	73,919 73	0 00		2,873 40	0 00			2,873 40	
LIVEPERSON INC COM STK US\$381461012				15 690									
CUSIP 538146101	5,900 000 United States			92,571 00	106,649 58	0 00		-14,078 58	0 00			-14,078 58	
MCEVEN MNG INC COM				4 860									
CUSIP 58039P107	11,823 000 United States			57,459 78	84,026 61	0 00		-26,566 83	0 00			-26,566 83	
MCGRW HILL FINANCIAL INC				55 280									
CUSIP 580645109	5,053 000 United States			279,329 84	219,534 19	0 00		59,795 65	0 00			59,795 65	
MICROSOFT CORP COM				28 535									
CUSIP 594918104	2,809 000 United States			80,154 81	85,942 70	0 00		-5,787 89	0 00			-5,787 89	
MORGAN STANLEY COM STK USD 01				17 380									
CUSIP 617446448	12,400 000 United States			215,512 00	219,210 92	0 00		-3,698 92	0 00			-3,698 92	
NEW GOLD INC CDA COM				11 730									
CUSIP 644535106	14,863 000 Canada			174,342 99	165,467 83	0 00		8,875 16	0 00			8,875 16	
NEWMONT MINING CORP NEW COMMON STOCK				54 550									
CUSIP 651639106	3,980 000 United States			217,109 00	217,744 94	0 00		-635 94	0 00			-635 94	
ON ASSIGNMENT INC COM				19 080									
CUSIP 682159108	8,695 000 United States			165,900 60	149,187 91	0 00		16,712 69	0 00			16,712 69	
PAYCHEX INC, COMMON STOCK				32 430									
CUSIP 704326107	4,669 000 United States			151,415 67	149,837 08	0 00		1,578 59	0 00			1,578 59	
QUALCOMM INC COM				58 575									
CUSIP 747525103	3,020 000 United States			176,896 50	168,197 48	0 00		8,699 02	0 00			8,699 02	
QUANTA SVCS INC COM				25 930									
CUSIP 74762E102	3,175 000 United States			82,327 75	74,772 20	0 00		7,555 55	0 00			7,555 55	
ROYAL GOLD INC COM STK USD 01				88 080									
CUSIP 780287108	2,410 000 United States			212,272 80	148,859 08	0 00		63,413 72	0 00			63,413 72	
STARBUCKS CORP COM				45 900									
CUSIP 855244109	1,215 000 United States			55,768 50	73,898 97	0 00		-18,130 47	0 00			-18,130 47	
U S AWYS GROUP INC COM				12 180									
CUSIP 90341W108	15,242 000 United States			185,647 56	122,138 16	0 00		63,509 40	0 00			63,509 40	
VERISK ANALYTICS INC CL A				51 000									
CUSIP 92345Y106	1,530 000 United States			78,030 00	78,793 78	0 00		-763 78	0 00			-763 78	
VIVUS INC COM				14 900									
CUSIP 928551100	3,526 000 United States			52,537 40	82,931 52	0 00		-30,394 12	0 00			-30,394 12	



Northern Trust

Portfolio Value- Detail

As of 31 OCT 12

Account Number
Account NameWILLIAM H. DONNER FDN -
ESSEX

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Security Description Long	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Price Local Market Value	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities						
Common Stock						
WALT DISNEY CO			49 070			
CUSIP 254687106	8,434 000 United States	0 00	413,856 38	71,649 02	0 00	71,649 02
WESTPORT INNOVATIONS INC COM STK			28 060			
CUSIP 960908309	1,900 000 Canada	0 00	53,314 00	-20,332 47	0 00	-20,332 47
YANDEX NV COM USD0 01 CL A			23 280			
CUSIP N97284108	3,428 000 Russian	0 00	79,803 84	2,059 73	0 00	2,059 73
Total Common Stock		2,160.77	6,784,612.64	823,759.18	0 00	823,759.18
Convertible Equity						
STEADMAN SECURITY CORP PFD COM A			0 000			
CUSIP 85790956	2,500 000 United States	0 00	0 00	0 00	0 00	0 00
Total Convertible Equity		0.00	0.00	0.00	0.00	0.00
Funds - Equities ETF						
#REORG/MARKET VECTORS REVERSE STOCK			24 140			
SPLIT 201AAT1 EFF 07/01/2013						
CUSIP 570600589	5,515 000 United States	0 00	133,132 10	-24,155 91	0 00	-24,155 91
Total Funds - Equities ETF		0.00	133,132.10	-24,155.91	0.00	-24,155.91
Total Equities		2,160.77	6,917,744.74	799,603.27	0.00	799,603.27
Cash and Cash Equivalents						
Funds - Short Term Investment						
MFB NORTHERN INSTL FDS DIVERSIFIED ASSETS			1 000			
PORTFOLIO DIVERSIFIED ASSETS PO						
CUSIP 665278107	1,238,761 550 United States	7 79	1,238,761 55	0 00	0 00	0 00
Total Funds - Short Term Investment		7.79	1,238,761.55	0.00	0.00	0.00
Total Cash and Cash Equivalents		7.79	1,238,761.55	0.00	0.00	0.00
Adjustments To Cash						
Pending Trade Purchases						
UNITED STATES DOLLAR			1 000			
	0 000 United States	0 00	-235,717 80	0 00	0 00	0 00
Total Pending Trade Purchases		0.00	-235,717.80	0.00	0.00	0.00
Pending Trade Sales						



Northern Trust

Portfolio Value- Detail

As of 31 OCT 12

Account Number
Account NameWILLIAM H. DONNER FDN -
ITHAKA

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Security Description Long		Country of		Market Price Local		Unrealized Gain/Loss		Unrealized Gain/Loss		Unrealized Gain/Loss	
Asset ID	Shares/Par Risk Name		Accrued	Market Value	Cost	- Market	- Translation	- Total			
Equities											
Common Stock											
ADR ARM HLDS PLC SPONSORED ISIN											
US0420681068	14,000,000 United Kingdom		0.00	452,900.00	332,052.70	120,847.30	0.00	0.00	120,847.30		
CUSIP 042068106	ADR BAIDU INC SPONSORED ADR			106,620							
CUSIP 056752108	2,900,000 China		0.00	309,198.00	226,269.25	82,928.75	0.00	0.00	82,928.75		
ALEXION PHARMACEUTICALS INC COM											
CUSIP 015351109	2,800,000 United States		0.00	253,064.00	251,798.96	1,265.04	0.00	0.00	1,265.04		
ALLERGAN INC COM STOCK											
CUSIP 018490102	3,000,000 United States		0.00	269,760.00	285,177.60	-15,417.60	0.00	0.00	-15,417.60		
AMAZON COM INC COM											
CUSIP 023135106	3,600,000 United States		0.00	838,152.00	303,067.08	535,084.92	0.00	0.00	535,084.92		
AMERICAN TOWER CORP											
CUSIP 03027X100	5,500,000 United States		0.00	414,095.00	253,976.57	160,118.43	0.00	0.00	160,118.43		
APPLE INC COM STK											
CUSIP 037833100	2,100,000 United States		0.00	1,249,710.00	339,437.36	910,272.64	0.00	0.00	910,272.64		
B/E AEROSPACE INC COM											
CUSIP 073302101	14,150,000 United States		0.00	638,023.50	222,395.78	415,627.72	0.00	0.00	415,627.72		
CATERPILLAR INC , COMMON STOCK, NO PAR											
CUSIP 149123101	4,500,000 United States		2,340.00	381,645.00	394,325.00	-12,680.00	0.00	0.00	-12,680.00		
CHIPOTLE MEXICAN GRILL INC COM STK											
CUSIP 169656105	830,000 United States		0.00	211,259.90	308,236.16	-96,976.26	0.00	0.00	-96,976.26		
COACH INC COM											
CUSIP 189754104	11,150,000 United States		0.00	624,957.50	373,781.05	251,176.45	0.00	0.00	251,176.45		
CUMMINS INC											
CUSIP 231021106	4,600,000 United States		0.00	430,468.00	512,903.98	-82,435.98	0.00	0.00	-82,435.98		
F5 NETWORKS INC COM STK											
CUSIP 315616102	3,800,000 United States		0.00	313,424.00	260,178.04	53,245.96	0.00	0.00	53,245.96		
INTUITIVE SURGICAL INC COM NEW STK											
CUSIP 46120E602	1,450,000 United States		0.00	786,219.00	268,874.67	517,344.33	0.00	0.00	517,344.33		
LAS VEGAS SANDS CORP COM STK											
CUSIP 517834107	7,250,000 United States		0.00	336,690.00	358,409.55	-21,719.55	0.00	0.00	-21,719.55		
LINKEDIN CORP CL A											
CUSIP 53578A108	5,700,000 United States		0.00	609,501.00	529,857.07	79,643.93	0.00	0.00	79,643.93		
MASTERCARD INC CL A											
CUSIP 57636Q104	2,550,000 United States		765.00	1,175,371.50	468,806.80	706,564.70	0.00	0.00	706,564.70		
MERCADOLIBRE INC COM STK											
CUSIP 58733R102	3,800,000 United States		0.00	319,086.00	248,322.02	70,763.98	0.00	0.00	70,763.98		

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Northern Trust

Portfolio Value- Detail

As of 31 OCT 12

Account Number
Account NameWILLIAM H. DONNER FDN -
ITHAKA

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Security Description Long	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Price Local	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
MICHAEL KORS HOLDINGS LTD COM NPV			54 690					
CUSIP 680754101	5,000 000 United States	0 00	273,450 00	278,224 50	-4,774 50	0 00		-4,774 50
NATIONAL OILWELL VARCO COM STK			73 700					
CUSIP 637071101	9,000 000 United States	0 00	663,300 00	397,301 37	265,998 63	0 00		265,998 63
OPENTABLE INC COM			46 970					
CUSIP 68372A104	3,600 000 United States	0 00	169,092 00	189,416 88	-20,324 88	0 00		-20,324 88
PRECISION CASTPARTS CORP COM			173 070					
CUSIP 740189105	3,300 000 United States	0 00	571,131 00	273,652 81	297,478 19	0 00		297,478 19
PRICELINE COM INC COM NEW STK			573 770					
CUSIP 741503403	1,150 000 United States	0 00	659,835 50	189,074 26	470,761 24	0 00		470,761 24
QUALCOMM INC COM			58 575					
CUSIP 747525103	11,600 000 United States	0 00	679,470 00	560,006 09	119,463 91	0 00		119,463 91
RED HAT INC COM			49 170					
CUSIP 756577102	6,500 000 United States	0 00	319,605 00	341,588 05	-21,983 05	0 00		-21,983 05
REGENERON PHARMACEUTICALS INC COM			142 300					
CUSIP 75886F107	1,650 000 United States	0 00	234,795 00	246,156 05	-11,361 05	0 00		-11,361 05
SALESFORCE COM INC COM STK			145 980					
CUSIP 79466L302	4,100 000 United States	0 00	598,518 00	364,604 37	233,913 63	0 00		233,913 63
SCHLUMBERGER LTD COM COM			69 530					
CUSIP 806857108	5,000 000 United States	0 00	347,650 00	275,579 00	72,071 00	0 00		72,071 00
STARBUCKS CORP COM			45 900					
CUSIP 855244109	10,700 000 United States	0 00	491,130 00	500,451 59	-9,321 59	0 00		-9,321 59
TRANSIDGM GROUP INC COM			133 210					
CUSIP 893641100	2,800 000 United States	35,980 00	372,988 00	253,581 14	119,406 86	0 00		119,406 86
ULTA SALON COSMETICS & FRAGRANCE INC COMSTK			92 220					
CUSIP 90384S303	4,500 000 United States	0 00	414,980 00	310,341 24	104,648 76	0 00		104,648 76
UNDER ARMOUR INC CL A			52 260					
CUSIP 904311107	7,600 000 United States	0 00	397,176 00	304,254 99	92,921 01	0 00		92,921 01
VERIFONE SYSTEMS INC COM			25 640					
CUSIP 92342Y109	6,100 000 United States	0 00	180,804 00	334,001 80	-153,197 80	0 00		-153,197 80
VISA INC COM CL A STK			138 760					
CUSIP 92826C839	4,600 000 United States	0 00	638,296 00	277,423 40	360,872 60	0 00		360,872 60
VMWARE INC CL A COM CL A COM			84 770					
CUSIP 928563402	5,000 000 United States	0 00	423,850 00	421,250 00	2,600 00	0 00		2,600 00
WHOLE FOODS MKT INC COM			94 730					
CUSIP 966837106	5,500 000 United States	0 00	521,015 00	433,263 08	87,751 92	0 00		87,751 92
Total Common Stock								

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Northern Trust

Portfolio Value- Detail

As of 31 OCT 12

Account Number
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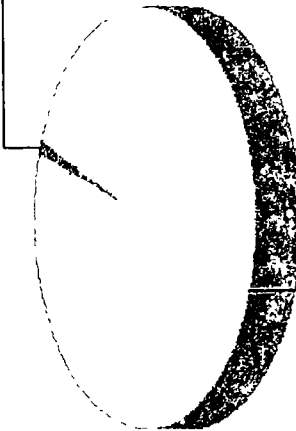
**WILLIAM H. DONNER FDN -
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Security Description Long	Country of	Accrued	Market Price Local	Unrealized Gain/Loss	Unrealized Gain/Loss	Unrealized Gain/Loss
Asset ID	Shares/Par Risk Name	Income/Expense	Market Value	- Market	- Translation	- Total
Equities						
Total Equities		39,085.00	17,570,619.90	11,888,040.26	5,682,579.64	5,682,579.64
Cash and Cash Equivalents						
Funds - Short Term Investment						
MFB NORTHERN INSTL FDS DIVERSIFIED	1 000					
ASSETS PORTFOLIO DIVERSIFIED ASSETS PO						
CUSIP 665278107	193.561 750 United States	1.39	193,561.75	0.00	0.00	0.00
Total Funds - Short Term Investment		1.39	193,561.75	0.00	0.00	0.00
Total Cash and Cash Equivalents		1.39	193,561.75	0.00	0.00	0.00
Report Total:		39,086.39	17,764,181.65	12,081,602.01	5,682,579.64	5,682,579.64

Market Value % of Total by Asset Category

Cash and Cash Equivalents
193,561.75



Equities
17,570,619.90

Cash and Cash Equivalents	1.1%
Equities	98.9%
Total	100.0%



Northern Trust

Portfolio Value- Detail

As of 31 OCT 12

Account Number
Account NameWILLIAM H. DONNER
FDN-COOKE(P)

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Security Description Long	Country of	Market Price Local	Unrealized Gain/Loss	Unrealized Gain/Loss	Unrealized Gain/Loss
Asset ID	Shares/Par Risk Name	Market Value	- Market	- Translation	- Total
Equities					
Common Stock					
3M CO COM		87 600			
CUSIP 88579Y101	4,800 000 United States	420,480 00	399,937 05	20,542 95	20,542 95
ADR HENKEL AG & CO KGAA		64 725			
CUSIP 42550U109	3,410 000 Germany	220,712 25	146,511 58	74,200 67	74,200 67
ADR HENKEL AG & CO KGAA SPONSORED ADR		81 100			
REPSTG PFD SHS					
CUSIP 42550U208	2,320 000 United States	188,152 00	109,636 45	78,515 55	78,515 55
ADR VODAFONE GROUP PLC NEW SPONSORED		27 220			
ADR					
CUSIP 92857W209	16,010 000 United Kingdom	435,792 20	388,207 08	47,585 12	47,585 12
AMERICAN EXPRESS CO, COMMON STOCK, \$60 PAR		55 970			
CUSIP 025816109	7,270 000 United States	406,901 90	240,605 12	166,296 78	166,296 78
AVON PRODUCTS INC COM USD0 25		15 490			
CUSIP 054303102	11,920 000 United States	184,640 80	281,042 11	-96,401 31	-96,401 31
AXIS CAPITAL HOLDINGS LTD COM USD0 0125		36 220			
CUSIP G0692U109	9,740 000 United States	352,782 80	270,525 29	82,257 51	82,257 51
BALL CORP, COMMON STOCK, \$2 50 PAR		42 830			
CUSIP 058498106	8,200 000 United States	351,206 00	347,510 80	3,695 20	3,695 20
BANK OF AMERICA CORP		9 320			
CUSIP 060505104	14,326 000 United States	133,518 32	674,327 14	-540,808 82	-540,808 82
BAXTER INTL INC COMMON STOCK		62 630			
CUSIP 071813109	5,160 000 United States	323,170 80	238,377 52	84,793 28	84,793 28
BECTON, DICKINSON AND CO, COMMON STOCK, \$1 PAR		75 680			
CUSIP 075887109	4,200 000 United States	317,856 00	297,988 27	19,867 73	19,867 73
BERKSHIRE HATHAWAY INC-CL B		86 350			
CUSIP 084670702	2,900 000 United States	250,415 00	260,032 16	-9,617 16	-9,617 16
BEST BUY, INC, COMMON STOCK		15 210			
CUSIP 086516101	11,800 000 United States	179,478 00	391,011 99	-211,533 99	-211,533 99
CARDINAL HEALTH INC		41 130			
CUSIP 14149Y108	7,950 000 United States	326,983 50	253,768 69	73,214 81	73,214 81
CARNIVAL CORP COM PAIRED		37 880			
CUSIP 143658300	7,390 000 United States	279,933 20	219,928 40	60,004 80	60,004 80
CHEVRON CORP COM		110 210			
CUSIP 166764100	2,900 000 United States	319,609 00	206,161 22	113,447 78	113,447 78
CINTAS CORP COM		41 810			
CUSIP 172908105	7,800 000 United States	326,118 00	220,262 95	105,855 05	105,855 05
COCA-COLA ENTERPRISES INC NEW COM		31 440			
CUSIP 19122T109	8,600 000 United States	270,384 00	215,549 15	54,834 85	54,834 85
COLGATE-PALMOLIVE CO, COMMON STOCK, \$1 PAR		104 960			



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WILLIAM H. DONNER
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Security Description Long	Country of	Market Price Local	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Asset ID	Shares/Par Risk Name	Market Value	Cost		
Equities					
Common Stock					
DARDEN RESTAURANTS INC COM		52 620			
CUSIP 237194105	5,600 000 United States	294,672 00	196,894 50	97,777 50	97,777 50
DEVON ENERGY CORP NEW COM		58 210			
CUSIP 25179M103	4,500 000 United States	261,945 00	296,872 98	-34,927 98	-34,927 98
DIAGEO PLC SPONSORED ADR NEW		114 240			
CUSIP 25243Q205	2,100 000 United Kingdom	239,904 00	107,107 38	132,796 62	132,796 62
ENERGY CORP NEW COMMON STOCK		72 580			
CUSIP 29364G103	3,000 000 United States	217,740 00	205,672 03	12,067 97	12,067 97
EXXON MOBIL CORP COM		91 170			
CUSIP 30231G102	5,350 000 United States	487,759 50	269,428 29	218,331 21	218,331 21
FISERV INC COMMON STOCK		74 940			
CUSIP 33773M108	4,180 000 United States	313,249 20	156,458 16	156,791 04	156,791 04
FLEXTRONICS INTERNATIONAL LTD COM STK		5 770			
CUSIP Y2573F102	48,320 000 United States	278,806 40	351,344 86	-72,538 46	-72,538 46
ILLINOIS TOOL WKS INC COM		61 330			
CUSIP 452308109	6,540 000 United States	401,098 20	300,766 16	100,332 04	100,332 04
JOHNSON & JOHNSON COM USD1		70 820			
CUSIP 478160104	7,180 000 United States	508,487 60	449,773 98	58,713 62	58,713 62
JPMORGAN CHASE & CO COM		41 680			
CUSIP 46625H100	11,290 000 United States	470,567 20	425,245 43	45,321 77	45,321 77
KOHL'S CORP COMMON STOCK		53 280			
CUSIP 500255104	8,600 000 United States	458,208 00	411,227 50	46,980 50	46,980 50
LAM RESH CORP COM		35 400			
CUSIP 512807108	11,200 000 United States	396,480 00	458,461 91	-61,981 91	-61,981 91
MC DONALDS CORP COMMON STOCK, NO PAR		86 800			
CUSIP 580135101	3,737 000 United States	324,371 60	141,769 31	182,602 29	182,602 29
MICROSOFT CORP COM		28 535			
CUSIP 594918104	5,370 000 United States	153,232 95	131,562 24	21,670 71	21,670 71
MOLEX INC CL A		21 440			
CUSIP 608554200	10,260 000 United States	219,974 40	239,036 62	-19,062 22	-19,062 22
NVR INC COMMON STOCK		903 740			
CUSIP 62944T105	592 000 United States	535,014 08	339,312 88	195,701 20	195,701 20
OMNICOM GROUP INC, COMMON STOCK \$ 50 PAR		47 910			
CUSIP 681919106	11,050 000 United States	529,405 50	488,339 33	41,066 17	41,066 17
PHILIP MORRIS INTL COM STK NPV		88 560			
CUSIP 718172109	3,600 000 United States	318,816 00	272,892 66	45,923 34	45,923 34
PNC FINANCIAL SERVICES GROUP COM STK		58 190			
CUSIP 693475105	4,600 000 United States	267,674 00	210,855 50	56,818 50	56,818 50
PROCTER & GAMBLE COM NPV		69 240			



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Portfolio Value- Detail

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Security Description Long		Market Price Local				
Asset ID	Shares/Par Risk Name	Country of	Accrued	Income/Expense	Market Value	Cost
					Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation
						Unrealized Gain/Loss - Total
Equities						
Common Stock						
PROGRESSIVE CORP, OHIO, COMMON STOCK,						
\$1 PAR						
	12,200,000 United States		22,300			
QUEST 743315103			0.00		272,060.00	235,984.20
QUEST DIAGNOSTICS INC COM					57,720	
CUSIP 74834L100	6,760,000 United States		0.00		390,187.20	342,548.79
RATHEON CO USD0 01					56,560	
CUSIP 755111507	7,400,000 United States		3,700.00		418,544.00	345,179.54
REPUBLIC SVCS INC COM					28,350	
CUSIP 760759100	8,690,000 United States		0.00		246,361.50	223,086.86
ROCK-TENN CO CL A CL A					73,190	
CUSIP 772739207	3,800,000 United States		0.00		278,122.00	200,287.14
SCHWAB CHARLES CORP COMMON STOCK NEW					13,580	
CUSIP 808513105	21,100,000 United States		0.00		286,538.00	310,454.67
STATE STR CORP COM					44,570	
CUSIP 857477103	11,150,000 United States		0.00		496,955.50	542,711.11
TE CONNECTIVITY LTD					32,180	
CUSIP H84989104	8,600,000 United States		0.00		276,748.00	94,905.38
UNITED PARCEL SVC INC CL B					73,250	
CUSIP 911312106	3,190,000 United States		0.00		233,687.50	163,343.99
WELLS FARGO & CO NEW COM STK					33,690	
CUSIP 949746101	14,590,000 United States		0.00		491,537.10	445,420.03
WESTERN UNION CO					12,700	
CUSIP 959802109	21,100,000 United States		0.00		267,970.00	359,976.71
WILLIS GROUP HOLDINGS COM USD0 000115 (NEW)					33,670	
CUSIP G96666105	5,800,000 United States		0.00		195,866.00	195,860.41
Total Common Stock						
			18,849.54		16,473,672.20	14,519,663.22
Total Equities						
			18,849.54		16,473,672.20	14,519,663.22

Cash and Cash Equivalents

Funds - Short Term Investment

MFB NORTHERN INSTL FDS DIVERSIFIED ASSETS
PORTFOLIO DIVERSIFIED ASSETS PO
CUSIP 665278107 278,227,360 United States

Total Funds - Short Term Investment

Total Cash and Cash Equivalents

Report Total:

18,852.09	16,751,899.56	14,797,890.58	1,954,008.98	0.00	1,954,008.98
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Portfolio Value- Detail

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FDN-WENTWORTH

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Security Description Long		Country of		Market Price Local		Unrealized Gain/Loss		Unrealized Gain/Loss		Unrealized Gain/Loss	
Asset ID	Shares/Par Risk Name	Accrued	Income/Expense	Market Value	Cost	- Market	- Translation	- Total	- Total	- Total	- Total
Equities											
Common Stock											
#REORG/COOPER INDUSTRIES CASH AND STK MERGER EATON CORP 2K1XAN1 11/30/2012				74 940							
CUSIP G24140108	2,190 000 United States	459 90		164,118 60	97,340 59	66,778 01	0 00			66,778 01	
ADR AXA SA SPONSORED ADR				15 930							
CUSIP 054536107	2,150 000 France	0 00		34,249 50	57,061 11	-22,811 61	0 00			-22,811 61	
ADR BASF AKTIENGESSELLSCHAFT - LEVEL I				82 610							
CUSIP 055262505	1,330 000 Germany	0 00		109,871 30	84,381 84	25,489 46	0 00			25,489 46	
ADR BHP BILLITON LTD SPONSORED ADR				70 740							
CUSIP 088606108	3,105 000 Australia	0 00		219,647 70	202,837 94	16,809 76	0 00			16,809 76	
ADR BRITISH AMERN TOB PLC SPONSORED COM STK				99 360							
CUSIP 110448107	1,245 000 United Kingdom	0 00		123,703 20	88,047 65	35,655 55	0 00			35,655 55	
ADR FIBRIA CELULOSE S A SPONSORED ADR REPSTG COM SHS				8 810							
CUSIP 31573A109	410 000 Brazil	0 00		3,612 10	6,213 55	-2,601 45	0 00			-2,601 45	
ADR NESTLE S A SPONSORED ADR REPSTG REG SH				63 340							
CUSIP 641069406	3,525 000 Switzerland	0 00		223,273 50	157,346 25	65,927 25	0 00			65,927 25	
ADR NOVARTIS AG				60 460							
CUSIP 66987V109	1,745 000 Switzerland	0 00		105,502 70	87,111 95	18,390 75	0 00			18,390 75	
ADR RIO TINTO PLC SPONSORED ADR				49 980							
CUSIP 767204100	2,900 000 United Kingdom	0 00		144,942 00	230,810 90	-85,868 90	0 00			-85,868 90	
ADR TENARIS S A SPONSORED ADR				37 620							
CUSIP 88031M109	3,800 000 Italy	0 00		142,356 00	153,263 99	-10,307 99	0 00			-10,307 99	
ADR UNILEVER N V NEW YORK SHS NEW				36 690							
CUSIP 904784709	2,715 000 Netherlands	0 00		99,513 35	87,059 90	12,553 45	0 00			12,553 45	
ADR VALE S A ADR				18 320							
CUSIP 91912E105	4,960 000 Brazil	2,626 86		90,867 20	142,841 40	-51,974 20	0 00			-51,974 20	
ADR YARA INTL ASA SPONSORED ADR				47 190							
CUSIP 984851204	250 000 Norway	0 00		11,797 50	12,135 00	-337 50	0 00			-337 50	
AGRIUM INC COM				105 540							
CUSIP 008916108	1,385 000 Canada	0 00		146,172 90	45,414 43	100,758 47	0 00			100,758 47	
ALLIANZ SE ADR EACH REP 1/10 ORD SHS				12 550							
CUSIP 018805101	5,985 000 Germany	0 00		75,111 75	50,853 35	24,258 40	0 00			24,258 40	
BROOKFIELD ASSET MGMT INC VOTING SHS CL A VOTING SHS CL A				34 440							
CUSIP 112585104	1,710 000 Canada	239 40		58,892 40	47,599 30	11,293 10	0 00			11,293 10	
BUNGE LIMITED				71 030							
CUSIP G16962105	905 000 United States	0 00		64,282 15	44,683 47	19,598 68	0 00			19,598 68	



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Security Description Long	Country of Shares/Par Risk Name	Accrued Income/Expense	Market Price Local	Market Price Local		
				Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation
Asset ID			Market Value			Unrealized Gain/Loss - Total
Equities						
Common Stock						
CANADIAN NAT RES LTD COM CANADIAN NATURAL RESOURCE COM STK			30 200			
CUSIP 136385101	1,940 000 Canada	0 00	58,588 00	61,595 00	-3,007 00	-3,007 00
CANADIAN NATL RY CO COM			86 380			
CUSIP 136375102	1,690 000 Canada	0 00	145,982 20	83,706 80	62,275 40	62,275 40
CANADIAN PAC RY LTD COM CANADIAN PACIFIC RAILWAY LTD			92 060			
CUSIP 13645T100	2,270 000 Canada	0 00	208,976 20	143,562 22	65,413 98	65,413 98
CORE LABORATORIES NV NLG0 03			103 660			
CUSIP N22717107	690 000 United States	193 20	71,525 40	38,051 15	33,474 25	33,474 25
DIAGEO PLC SPONSORED ADR NEW			114 240			
CUSIP 25243Q205	1,245 000 United Kingdom	2,126 91	142,228 80	98,117 90	44,110 90	44,110 90
ENSGN ENERGY SVCS INC COM			14 901			
CUSIP 293570107	1,300 000 Canada	0 00	19,371 30	19,045 00	326 30	326 30
FINNING INTL INC COM NEW COM NEW			23 494			
CUSIP 318071404	325 000 Canada	0 00	7,635 55	8,560 05	-924 50	-924 50
INGERSOLL-RAND PLC COM STK			47 030			
CUSIP G47791101	2,500 000 United States	0 00	117,575 00	97,323 00	20,252 00	20,252 00
MANULIFE FINL CORP COM			12 380			
CUSIP 56501R106	2,450 000 Canada	0 00	30,331 00	64,618 21	-34,287 21	-34,287 21
NABORS INDUSTRIES COM USD0 10			13 490			
CUSIP G6359F103	6,955 000 United States	0 00	93,822 95	187,068 98	-93,246 03	-93,246 03
NOBLE CORPORATION (SWITZERLAND) COM USD0 10			37 740			
CUSIP H5833N103	5,455 000 United States	0 00	205,871 70	239,539 03	-33,667 33	-33,667 33
PARTNERRE HOLDING LTD COM STK			81 000			
CUSIP G6852T105	525 000 United States	0 00	42,525 00	41,599 75	925 25	925 25
POTASH CORP SASK INC COM			40 370			
CUSIP 73755L107	4,140 000 Canada	869 40	167,131 80	138,355 38	28,776 42	28,776 42
SCHLUMBERGER LTD COM COM			69 530			
CUSIP 806857108	2,385 000 United States	0 00	165,829 05	183,692 70	-17,863 65	-17,863 65
SUNCOR ENERGY INC NEW COM STK			33 620			
CUSIP 867224107	4,525 000 Canada	0 00	152,130 50	203,546 58	-51,416 08	-51,416 08
TALISMAN ENERGY INC COM			11 400			
CUSIP 87425E103	2,465 000 Canada	0 00	28,101 00	40,056 25	-11,955 25	-11,955 25
TECK RESOURCES LIMITED			31 880			
CUSIP 878742204	2,575 000 Canada	0 00	82,091 00	87,437 99	-5,346 99	-5,346 99
TRANSOCEAN LTD			45 690			



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Security Description Long			Country of		Market Price Local			
Asset ID	Shares/Par Risk Name	Income/Expense	Accrued	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
TRICAN WELL SVC LTD COM STK				11 830				
CUSIP 895945103	500 000 Canada	0 00		5,915 00	6,793 90	-878 90	0 00	-878 90
WEATHERFORD INTL LTD				11 300				
CUSIP H27013103	7,500 000 United States	0 00		84,750 00	220,160 18	-135,410 18	0 00	-135,410 18
Total Common Stock		6,515.67		3,748,371.05	3,818,507.17	-70,136.12	0.00	-70,136.12
Total Equities		6,515.67		3,748,371.05	3,818,507.17	-70,136.12	0.00	-70,136.12
Cash and Cash Equivalents								
Funds - Short Term Investment								
MFB NORTHERN INSTL FDS DIVERSIFIED ASSETS PORTFOLIO DIVERSIFIED ASSETS PO				1 000				
CUSIP 665278107	277,135 650 United States	2 23		277,135 65	277,135 65	0 00	0 00	0 00
Total Funds - Short Term Investment		2.23		277,135.65	277,135.65	0.00	0.00	0.00
Total Cash and Cash Equivalents		2.23		277,135.65	277,135.65	0.00	0.00	0.00
Report Total:		6,517.90		4,025,506.70	4,095,642.82	-70,136.12	0.00	-70,136.12

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

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	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

FIDES, LLC

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

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **June 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year ☐ or
- ☒ tax year beginning **NOV 1, 2011**, and ending **OCT 31, 2012**.

- 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	\$ 73,336.
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	\$ 27,536.
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	\$ 45,800.

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

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

Form **8868** (Rev. 1-2012)