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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






2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation RICHARD K & NANCY L DONAHUE CHAR FDTN		A Employer identification number 04-3133049	
Number and street (or P O box number if mail is not delivered to street address) 52 BELMONT AVENUE		B Telephone number (see instructions) (207) 883-9813	
City or town, state, and ZIP code LOWELL, MA 01852		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		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"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,304,423		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u> </u> (Part I, column (d) must be on cash basis.)	


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) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	52	52		
	4 Dividends and interest from securities.	148,061	148,061		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	414,119			
	b Gross sales price for all assets on line 6a <u>1,826,552</u>				
	7 Capital gain net income (from Part IV , line 2)		414,119		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	562,232	562,232		
	13 Compensation of officers, directors, trustees, etc	5,000	5,000		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	3,200	3,200		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	3,491	1,109		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	85	85		0
	24 Total operating and administrative expenses. Add lines 13 through 23	11,776	9,394		0
	25 Contributions, gifts, grants paid	1,409,300			1,409,300
	26 Total expenses and disbursements. Add lines 24 and 25	1,421,076	9,394		1,409,300
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-858,844			
	b Net investment income (if negative, enter -0-)		552,838		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	345,489	286,674	286,674
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	151,632		
	b	Investments—corporate stock (attach schedule)	1,496,066	 1,281,892	2,385,948
	c	Investments—corporate bonds (attach schedule).	963,487	 616,738	626,173
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	92,015		
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	 0	 5,628	 5,628
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	3,048,689	2,190,932	3,304,423

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	

Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	3,048,689	2,190,932	
	30	Total net assets or fund balances (see page 17 of the instructions)	3,048,689	2,190,932	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,048,689	2,190,932	

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	3,048,689
2	Enter amount from Part I, line 27a	2	-858,844
3	Other increases not included in line 2 (itemize) ▶ 	3	1,087
4	Add lines 1, 2, and 3	4	2,190,932
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	2,190,932

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,826,552		1,412,433	414,119
b			
c			
d			
e			

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			414,119
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	414,119
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,094,027	4,880,886	0 224145
2010	867,763	5,176,616	0 167631
2009	916,167	4,467,077	0 205093
2008	537,023	4,171,326	0 128742
2007	288,501	4,748,910	0 060751

2 Total of line 1, column (d).	2	0 786362
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 157272
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,012,785
5 Multiply line 4 by line 3.	5	631,099
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	5,528
7 Add lines 5 and 6.	7	636,627
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	1,409,300

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,528
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	5,528
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	5,528
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,609	
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	2,609
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	2,919
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 2013 estimated tax <input checked="" type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
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	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MA			
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 .	8b	Yes	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶RICHARD K DONAHUE Telephone no ▶(207) 883-9813 Located at ▶52 BELMONT AVENUE LOWELL MA ZIP +4 ▶01852			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, 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?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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 2012?.	1c		No
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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).	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 ▶ 20____, 20____, 20____, 20____			
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 2012 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2012?	4b		No

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		
	If "Yes" to 6b, file Form 8870.			No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD K DONAHUE	TRUSTEE AS NEEDED	0	0	0
52 BELMONT AVENUE	0 00			
LOWELL,MA 01852				
NANCY L DONAHUE	TRUSTEE AS NEEDED	0	0	0
52 BELMONT AVENUE	0 00			
LOWELL,MA 01852				
DAVID W DONAHUE	TRUSTEE AS NEEDED	5,000	0	0
111 DEVONSHIRE STREET	1 00			
BOSTON,MA 02109				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the 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	3,745,145
b	Average of monthly cash balances.	1b	328,748
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	4,073,893
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	4,073,893
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	61,108
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,012,785
6	Minimum investment return. Enter 5% of line 5.	6	200,639

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	200,639
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,528
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,528
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	195,111
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	195,111
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	195,111

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	1,409,300
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	1,409,300
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	5,528
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,403,772
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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				195,111
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	56,069			
b From 2008.	336,931			
c From 2009.	695,979			
d From 2010.	614,466			
e From 2011.	855,129			
f Total of lines 3a through e.	2,558,574			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,409,300				
a Applied to 2011, 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 2012 distributable amount.				195,111
e Remaining amount distributed out of corpus	1,214,189			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,772,763			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	56,069			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	3,716,694			
10 Analysis of line 9				
a Excess from 2008. . . .	336,931			
b Excess from 2009. . . .	695,979			
c Excess from 2010. . . .	614,466			
d Excess from 2011. . . .	855,129			
e Excess from 2012. . . .	1,214,189			

Part XIV

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

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

See Additional Data Table

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,409,300
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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

a 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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;"></div> Signature of officer or trustee	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;"></div> Date	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;"></div> Title

May the IRS discuss this return with the preparer shown below (see instr.)? ☒ **Yes** ☐ **No**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
RICHARD B DAWSON	RICHARD B DAWSON	2013-05-13		P00173150
Firm's name <input type="checkbox"/>	DAWSON SMITH PURVIS & BASSETT PA		Firm's EIN <input type="checkbox"/> 01-0459941	
	15 CASCO STREET			
Firm's address <input type="checkbox"/>	PORTLAND, ME 041012902		Phone no (207) 874-0355	

Form 990PF Part XV Line 1a - 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).

RICHARD K DONAHUE
NANCY L DONAHUE

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ADOLESCENT CONSULTATION SERVICES 110 MOUNT WAYTE AVE FRAMINGHAM,MA 01702	NONE	PUBLIC	UNRESTRICTED	7,500
ALTERNATIVE HOUSE PO BOX 2100 LOWELL,MA 01851	NONE	PUBLIC	UNRESTRICTED	5,000
AMERICAN TEXTILE HISTORY MUSEUM 491 DUTTON STREET LOWELL,MA 018544221	NONE	PUBLIC	UNRESTRICTED	60,000
ANDOVER CHAMBER MUSIC PO BOX 5075 ANDOVER,MA 01810	NONE	PUBLIC	UNRESTRICTED	2,500
BOYS & GIRLS CLUB OF GREATER LOWELL 657 MIDDLESEX STREET LOWELL,MA 01851	NONE	PUBLIC	UNRESTRICTED	20,000
COMMUNITY TEAMWORK INC 167 DUTTON STREET LOWELL,MA 01852	NONE	PUBLIC	UNRESTRICTED	2,500
D'YOUVILLE FOUNDATION 981 VARNUM AVENUE LOWELL,MA 01854	NONE	PUBLIC	UNRESTRICTED	48,000
MASSACHUSETTS DOWN SYNDROME CONGRESS 20 BURLINGTON MALL ROAD SUITE 261 BURLINGTON,MA 01803	NONE	PUBLIC	UNRESTRICTED	51,000
GIRLS INC 120 WALL ST 3 NEW YORK,NY 10005	NONE	PUBLIC	UNRESTRICTED	3,500
GREATER LOWELL COMMUNITY FOUNDATION 100 MERRIMACK STREET SUITE 202 LOWELL,MA 01852	NONE	PUBLIC	UNRESTRICTED	55,000
JFK LIBRARY FOUNDATION COLUMBIA POINT BOSTON,MA 02125	NONE	PUBLIC	UNRESTRICTED	140,000
LASELL COLLEGE 1844 COMMONWEALTH AVENUE NEWTON,MA 02466	NONE	PUBLIC	UNRESTRICTED	150,000
LOWELL COMMUNITY HEALTH CENTER 161 JACKSON STREET LOWELL,MA 01854	NONE	PUBLIC	UNRESTRICTED	75,000
LOWELL FESTIVAL FOUNDATION PLEASANT STREET LOWELL,MA 01852	NONE	PUBLIC	UNRESTRICTED	7,500
LOWELL PARKS AND CONSERVATION PO BOX 7162 LOWELL,MA 01852	NONE	PUBLIC	UNRESTRICTED	52,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
LOWELL SUMMER MUSIC SERIES 67 KIRK STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	5,000
MARCH OF DIMES 112 TURNPIKE ROAD SUITE 102 WESTBOROUGH, MA 01581	NONE	PUBLIC	UNRESTRICTED	10,750
MERRIMACK REPERTORY THEATER 132 WARREN ST LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	270,000
MERRIMACK VALLEY CATHOLIC CHARITIES 70 LAWRENCE STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	250
MERRIMACK VALLEY HOUSING PO BOX 1042 LOWELL, MA 018531042	NONE	PUBLIC	UNRESTRICTED	5,000
MIDDLESEX COMMUNITY COLLEGE FOUNDATION 55 MIDDLE STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	10,000
NEW ENGLAND QUILT MUSEUM 18 SHATTUCK STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	100,000
RECREATIONAL ADULT RESOURCE ASSOCIATION 295 HIGH STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	25,000
SPECIAL OLYMPICS OF MASSACHUSETTS 512 FOREST STREET MALBOROUGH, MA 01752	NONE	PUBLIC	UNRESTRICTED	2,500
UNITED TEEN EQUALITY CENTER 34 HURD STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	50,000
UNIVERSITY OF MASS LOWELL ONE UNIVERSITY AVENUE LOWELL, MA 01854	NONE	PUBLIC	UNRESTRICTED	27,800
UNIVERSITY OF MASSACHUSETTS FOUNDATION 225 FRANKLIN ST 33RD FLOOR BOSTON, MA 02110	NONE	PUBLIC	UNRESTRICTED	50,000
WBUR 909 890 COMMONWEALTH AVENUE 3RD FLOOR BOSTON, MA 02215	NONE	PUBLIC	UNRESTRICTED	5,000
WHISTLER HOUSE MUSEUM OF ART 243 WORTHEN STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	133,500
WOMEN WORKING WONDERS 100 MERRIMACK ST SUITE 202 LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BESSIE TARTT WILSON INITIATIVE FOR CHILDREN 142 BERKELEY STREET BOSTON,MA 02116	NONE	PUBLIC	UNRESTRICTED	2,500
THE BRUSH GALLERY 256 MARKET STREET LOWELL,MA 01852	NONE	PUBLIC	UNRESTRICTED	1,000
HABITAT FOR HUMANITY 124 MAIN STREET WESTFORD,MA 01886	NONE	PUBLIC	UNRESTRICTED	10,000
LOWELL CATHOLIC HIGH SCHOOL 530 STEVENS STREET LOWELL,MA 01851	NONE	PUBLIC	UNRESTRICTED	5,000
LOWELL HIGH SCHOOL - BUSINESS PROFESSIONALS OF AMERICA 5454 CLEVELAND AVENUE COLUMBUS,OH 432314021	NONE	PUBLIC	UNRESTRICTED	1,000
LOWELL TRANSITIONAL LIVING CENTER 205-209 MIDDLESEX STREET LOWELL,MA 01852	NONE	PUBLIC	UNRESTRICTED	2,000
MILL CITY GROWS C/O YWCA OF LOWELL 97 CENTRAL STREET UNIT 302 LOWELL,MA 01852	NONE	PUBLIC	UNRESTRICTED	5,500
POLLARD MEMORIAL LIBRARY 401 MERRIMACK STREET LOWELL,MA 01850	NONE	PUBLIC	UNRESTRICTED	2,000
VISITING NURSE ASSOCIATION OF GREATER LOWELL 336 CENTRAL STREET LOWELL,MA 01852	NONE	PUBLIC	UNRESTRICTED	500
Total			3a	1,409,300

**TY 2012 Investments Corporate
Bonds Schedule****Name:** RICHARD K & NANCY L DONAHUE CHAR FDTN**EIN:** 04-3133049

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GMAC 6.5% 2/15/16 - 45000 PAR	43,495	45,099
GMAC 6.15% 3/15/16 - 25000 PAR	23,564	25,055
GMAC 6.75% 8/15/16 - 10000 PAR	9,730	9,934
GMAC 6.5% 9/15/16 - 20000 PAR	19,129	20,043
MERGE HEALTHCARE INC 11.75% 5/1/15 - 30000 PAR	32,812	32,100
ALLY FINANCIAL INC 3.25% 9/15/15 - 150000 PAR	150,000	150,074
GENERAL ELEC CO 4.0% 1/13/27 - 125000 PAR	124,854	127,868
SEAGATE HDD CAYMAN 7.0% 11/01/21 - 200000 PAR	213,154	216,000

**TY 2012 Investments Corporate
Stock Schedule****Name:** RICHARD K & NANCY L DONAHUE CHAR FDTN**EIN:** 04-3133049

Name of Stock	End of Year Book Value	End of Year Fair Market Value
APACHE CORP - 700 SH	20,698	54,950
BOEING CO - 1000 SH	46,490	75,360
BRISTOL-MYERS SQUIBB - 2000 SH	57,463	65,180
EMERSON ELECTRIC - 1500 SH	70,858	79,440
EXXON MOBIL - 750 SH	10,691	64,913
HOME DEPOT - 1500 SH	65,046	92,775
HONEYWELL INTERNATIONAL - 1500 SH	44,034	95,205
INDYMAC BANCORP - 3000 SH	103,930	0
INTEL CORP - 2000 SH	45,413	41,240
JP MORGAN & CHASE - 3500 SH	131,089	153,892
NESTLE SA - 1700 SH	10,883	110,789
NIKE INC - 14000 SH	5,074	722,400
STARBUCKS - 2000 SH	2,484	107,260
UNITED TECHNOLOGIES CORP - 700 SH	49,960	57,407
MICROSOFT CORP - 2000 SHS	58,716	53,419
CATERPILLAR INC - 1000 SHS	64,204	89,609
JOHNSON CONTROLS INC - 2000 SHS	54,606	61,340
MERCK & CO INC - 2500 SHS	86,181	102,350
TRANSOCEAN LTD - 1300 SHS	78,054	58,058
UNITED PARCEL SERVICE - 1500 SHS	96,183	110,595
HALLIBURTON CO - 1000 SHS	46,186	34,690
LOWE'S - 2000 SHS	53,390	71,040
SEADRILL LTD - 1000 SHS	32,059	36,800
WASTE MGMT INC	48,200	47,236

TY 2012 Other Assets Schedule

Name: RICHARD K & NANCY L DONAHUE CHAR FDTN

EIN: 04-3133049

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PREPAID ACCRUED INTEREST PAID	0	5,628	5,628

TY 2012 Other Expenses Schedule**Name:** RICHARD K & NANCY L DONAHUE CHAR FDTN**EIN:** 04-3133049

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL REPORT FEES	70	70		0
BANK FEES	15	15		0

TY 2012 Other Increases Schedule

Name: RICHARD K & NANCY L DONAHUE CHAR FDTN

EIN: 04-3133049

Description	Amount
OTHER INCREASES	1,087

TY 2012 Other Professional Fees Schedule

Name: RICHARD K & NANCY L DONAHUE CHAR FDTN

EIN: 04-3133049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX & FINL ACCTING SERVICES	3,200	3,200		0

TY 2012 Taxes Schedule**Name:** RICHARD K & NANCY L DONAHUE CHAR FDTN**EIN:** 04-3133049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	1,109	1,109		0
FEDERAL EXCISE TAX	2,382	0		0