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

2012

Department of the Treasury
Internal Revenue Service

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

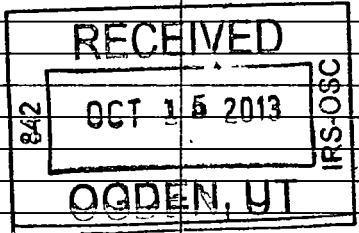
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation DONAHUE FOUNDATION		A Employer identification number 84-1151637
Number and street (or P O box number if mail is not delivered to street address) 18260 E. LONG AVE.	Room/suite	B Telephone number 303-944-8356
City or town, state, and ZIP code CENTENNIAL, CO 80016		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,161,435.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		1,000.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		12.	12.		STATEMENT 1
4 Dividends and interest from securities		179,623.	179,623.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		87,718.			
b Gross sales price for all assets on line 6a 197,005.					
7 Capital gain net income (from Part IV, line 2)			87,718.		
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		73,984.	73,984.		STATEMENT 3
12 Total. Add lines 1 through 11		342,337.	341,337.		
13 Compensation of officers, directors, trustees, etc		44,000.	14,520.		29,480.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		2,500.	833.		1,667.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		10,005.	1,882.		2,245.
19 Depreciation and depletion		148.	49.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		2,297.	2,068.		229.
24 Total operating and administrative expenses. Add lines 13 through 23		58,950.	19,352.		33,621.
25 Contributions, gifts, grants paid		249,890.			249,890.
26 Total expenses and disbursements. Add lines 24 and 25		308,840.	19,352.		283,511.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		33,497.			
b Net investment income (if negative, enter -0-)			321,985.		
c Adjusted net income (if negative, enter -0-)				N/A	



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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	<12,533.>	23,469.	23,469.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	224,082.	205,912.	225,948.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	3,533,682.	3,549,492.	3,901,127.
14 Land, buildings, and equipment: basis ▶ 20,302. Less: accumulated depreciation STMT 9 ▶ 9,411.	11,039.	10,891.	10,891.	
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers)	3,756,270.	3,789,764.	4,161,435.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 10)	1,353.	1,350.		
23 Total liabilities (add lines 17 through 22)	1,353.	1,350.		
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"/>			
	27 Capital stock, trust principal, or current funds	3,754,917.	3,788,414.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	3,754,917.	3,788,414.		
31 Total liabilities and net assets/fund balances	3,756,270.	3,789,764.		

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	3,754,917.
2 Enter amount from Part I, line 27a	2	33,497.
3 Other increases not included in line 2 (itemize) ▶ _____	3	0.
4 Add lines 1, 2, and 3	4	3,788,414.
5 Decreases not included in line 2 (itemize) ▶ _____	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,788,414.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT - AMERICAN FUNDS	P		
b SEE STATEMENT - DAIN RAUSCHER	P		
c CAPITAL GAINS DIVIDENDS			
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 134,616.		62,409.	72,207.
b 60,106.		46,878.	13,228.
c 2,283.			2,283.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			72,207.
b			13,228.
c			2,283.
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	87,718.
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 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	290,769.	4,271,193.	.068077
2010	282,869.	4,139,518.	.068334
2009	274,092.	3,085,169.	.088842
2008	289,803.	3,776,962.	.076729
2007	239,964.	4,231,506.	.056709

2 Total of line 1, column (d)	2	.358691
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	.071738
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,234,142.
5 Multiply line 4 by line 3	5	303,749.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,220.
7 Add lines 5 and 6	7	306,969.
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	283,511.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	6,440.
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	6,440.
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	6,440.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,440.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	5,440.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	24.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,024.
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 type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address DONAHUEFOUNDATION.ORG
14 The books are in care of DONAHUE FOUNDATION Telephone no. 303-944-8356
Located at 18260 E. LONG AVE., CENTENNIAL, CO ZIP+4 80016
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 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? Yes No
See the 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.

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 N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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
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 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870. X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		44,000.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,259,385.
b	Average of monthly cash balances	1b	28,345.
c	Fair market value of all other assets	1c	10,891.
d	Total (add lines 1a, b, and c)	1d	4,298,621.
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	4,298,621.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,479.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,234,142.
6	Minimum investment return. Enter 5% of line 5	6	211,707.

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	211,707.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	6,440.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,440.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	205,267.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	205,267.
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	205,267.

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	283,511.
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	283,511.
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	283,511.

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				205,267.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	36,476.			
b From 2008	108,337.			
c From 2009	123,364.			
d From 2010	80,886.			
e From 2011	82,635.			
f Total of lines 3a through e	431,698.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	283,511.			
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				205,267.
e Remaining amount distributed out of corpus	78,244.			
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	509,942.			
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	36,476.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	473,466.			
10 Analysis of line 9:				
a Excess from 2008	108,337.			
b Excess from 2009	123,364.			
c Excess from 2010	80,886.			
d Excess from 2011	82,635.			
e Excess from 2012	78,244.			

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 2012, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities.					
Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
SEE STATEMENT

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

c Any submission deadlines:
SEE STATEMENT

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient		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)					
<i>a Paid during the year</i>					
SEE STATEMENT					249,890.
Total				▶ 3a	249,890.
<i>b Approved for future payment</i>					
NONE					
Total				▶ 3b	0.

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

SOURCE	AMOUNT
GUARANTY	12.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	12.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERICAN FUNDS	156,553.	0.	156,553.
STIFEL	19,135.	0.	19,135.
WELLS FARGO	6,218.	2,283.	3,935.
TOTAL TO FM 990-PF, PART I, LN 4	181,906.	2,283.	179,623.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WELLS FARGO DISTRIBUTION	73,984.	73,984.	
TOTAL TO FORM 990-PF, PART I, LINE 11	73,984.	73,984.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	2,500.	833.		1,667.
TO FORM 990-PF, PG 1, LN 16B	2,500.	833.		1,667.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	5,878.	0.		0.
PAYROLL TAX	3,367.	1,122.		2,245.
FOREIGN TAXES	760.	760.		0.
TO FORM 990-PF, PG 1, LN 18	10,005.	1,882.		2,245.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	344.	115.		229.
INVESTMENT EXPENSE	1,953.	1,953.		0.
TO FORM 990-PF, PG 1, LN 23	2,297.	2,068.		229.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
STIFEL STOCKS	205,912.	225,948.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	205,912.	225,948.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
AMERICAN FUNDS	COST	3,344,426.	3,691,389.
WELLS FARGO INVESTMENTS	COST	205,066.	209,738.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,549,492.	3,901,127.

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

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE	650.	650.	0.
COMPUTER EQUIPMENT	2,064.	2,064.	0.
ART	4,424.	0.	4,424.
COMPUTER EQUIPMENT	700.	700.	0.
PRINTER	1,000.	1,000.	0.
COMPUTER EQUIPMENT	1,713.	1,713.	0.
SOFTWARE	175.	175.	0.
LAPTOP	1,946.	1,946.	0.
ART	6,415.	0.	6,415.
PRINTER	618.	565.	53.
SCANNER	597.	597.	0.
TOTAL TO FM 990-PF, PART II, LN 14	20,302.	9,410.	10,892.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
PAYROLL TAX LIABILITY	1,353.	1,350.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,353.	1,350.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM P. DONAHUE 9007 MOUNTAIN LAUREL WAY HIGHLANDS RANCH, CO 80126	DIRECTOR 0.00	0.	0.	0.
LISA DONAHUE GOODWIN 18260 E. LONG AVE. CENTENNIAL, CO 80016	EXEC. DIREC./SEC. 25.00	44,000.	0.	0.
MARK DONAHUE 1785 CHERRYVILLE ROAD LITTLETON, CO 80121	TREASURER 0.00	0.	0.	0.
GREG DONAHUE 5434 E. LINCOLN DRIVE PARADISE VALLEY, AZ 85253	DIRECTOR 0.00	0.	0.	0.
RITA OCHS 950 S. EUCLID WAY DENVER, CO 80209	DIRECTOR 0.00	0.	0.	0.
TERI GODDARD 2715 WILD ROSE WAY FORT COLLINS, CO 80526	PRESIDENT 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		44,000.	0.	0.

2012 Grant Recipients

Recipient Name and Address	Relationship	Status	Purpose	Amount
Seeds of Hope Charitable Trust 1300 S. Steele Street Denver, CO 80210	None	Paid	Educational	\$99,274
Denver Urban Scholars 458 Uinta Way Denver, CO 80230	None	Paid	Educational	\$22,746
St. Louis School 3301 S. Sherman Street Englewood, CO 80110	None	Paid	Educational	\$30,000
Arrupe Jesuit High School 4343 Utica Denver, CO 80212	None	Paid	Educational	\$5,000
St. Mary's Academy 4545 S. University Blvd Englewood, CO 80110	None	Paid	Educational	\$17,500
Xavier College Prep 4710 North Fifth Street Phoenix, AZ 85012	None	Paid	Educational	\$10,000
Regis Jesuit High School 6400 S. Lewiston Way Aurora, CO 80016	None	Paid	Educational	\$10,370
Boys Hope Girls Hope 7060 E. Hampden Avenue Ste. #203 Denver, CO 80224	None	Paid	Educational	\$5,000

St. Mary's High School 2501 East Yampa Street Colorado Springs, CO 80909	None	Paid	Educational	\$12,000
Escuela de Guadalupe School 3401 Pecos Street Denver, CO 80211	None	Paid	Educational	\$20,000
Brophy High School 4701 North Central Avenue Phoenix, Arizona 85012	None	Paid	Educational	\$3,000
Mullen High School 3601 S. Lowell Blvd Denver, CO 80236	None	Paid	Educational	\$10,000
Holy Family School 786 26 1/2 Rd Grand Junction, CO 81506	None	Paid	Educational	\$5,000
♦				
Total =				\$249,890

Capital Gains - Last year

1/1/2012 through 12/31/2012

4/18/2013

Page 1

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/Loss	
AMERICAN FUNDS								
AMERICAN FUNDS	GROWTH FUND	170.590	1/28/1992	1/3/2012	4,999.99	1,972.87	3,027.12	
AMERICAN FUNDS	NEW PERSPECTIVE	186.986	6/16/1993	1/3/2012	5,000.01	2,423.34	2,576.67	
AMERICAN FUNDS	BOND FUND OF AMER	134.558	12/23/1993	1/3/2012	1,687.36	1,947.06	-259.70	
AMERICAN FUNDS	BOND FUND OF AMER	118.136	12/23/1993	1/3/2012	1,481.43	1,709.43	-228.00	
AMERICAN FUNDS	BOND FUND OF AMER	113.520	3/25/1998	1/3/2012	1,423.54	1,592.69	-169.15	
AMERICAN FUNDS	BOND FUND OF AMER	0.163	12/24/1998	1/3/2012	2.04	2.20	-0.16	
AMERICAN FUNDS	BOND FUND OF AMER	1.763	12/24/1998	1/3/2012	22.11	23.80	-1.69	
AMERICAN FUNDS	AMCAP FUND	924.214	1/28/1992	10/5/2012	19,999.99	12,153.42	7,846.57	
AMERICAN FUNDS	FUNDAMENTAL	489.716	1/28/1992	10/5/2012	20,000.00	8,633.69	11,366.31	
AMERICAN FUNDS	GROWTH FUND	1,163.806	1/28/1992	10/5/2012	40,000.01	13,459.41	26,540.60	
AMERICAN FUNDS	NEW PERSPECTIVE	572.828	6/16/1993	10/5/2012	17,734.75	7,423.85	10,310.90	
AMERICAN FUNDS	NEW PERSPECTIVE	175.104	12/10/1993	10/5/2012	5,421.22	2,558.27	2,862.95	
AMERICAN FUNDS	NEW PERSPECTIVE	544.058	2/1/1994	10/5/2012	16,844.04	8,509.07	8,334.97	
TOTAL AMERICAN FUNDS						134,616.49	62,409.10	72,207.39
DAIN RAUSCHER								
DAIN RAUSCHER	Wells Fargo	100.000	7/25/2000	4/26/2012	3,257.93	2,090.63	1,167.30	
DAIN RAUSCHER	John Hancock Preferred Inco...	240.000	3/19/2010	10/9/2012	4,684.30	3,949.77	734.53	
DAIN RAUSCHER	John Hancock Preferred Inco...	200.000	3/19/2010	10/9/2012	3,903.58	3,294.44	609.14	
DAIN RAUSCHER	John Hancock Preferred Inco...	60.000	4/20/2010	10/9/2012	1,171.07	964.54	206.53	
DAIN RAUSCHER	GENERAL ELECTRIC	250.000	5/4/2011	10/9/2012	5,511.46	5,189.02	322.44	
DAIN RAUSCHER	BP PLC	100.000	2/4/2010	10/9/2012	4,077.90	5,456.50	-1,378.60	
DAIN RAUSCHER	BANCAMERICA CAP TR III	100.000	12/30/2008	11/5/2012	2,500.00	1,914.45	585.55	
DAIN RAUSCHER	BANCAMERICA CAP TR III	600.000	4/17/2009	11/5/2012	15,000.00	9,056.07	5,943.93	
DAIN RAUSCHER	BANCAMERICA CAP TR III	400.000	5/19/2009	11/5/2012	10,000.00	6,982.25	3,017.75	
DAIN RAUSCHER	BANCAMERICA CAP TR III	400.000	7/2/2009	11/5/2012	10,000.00	7,980.42	2,019.58	
TOTAL DAIN RAUSCHER						60,106.24	46,878.09	13,228.15
OVERALL TOTAL						194,722.73	109,287.19	85,435.54



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

[View Memorial Program](#)

Donahue Foundation
PO BOX 2554
LITTLETON CO 80161-2554

email: info@donahuefoundation.org



APPLICATION GUIDELINES

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[Next Meeting](#)

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

The Donahue Foundation will generally *not* consider:

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

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

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

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

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

ADDITIONAL INFORMATION

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

Applicants are also welcome to use the Common Grant Application. Follow this link for more information:
www.coloradocommongrantforms.org

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868 **Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

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

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

DONAHUE FOUNDATION

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

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

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

2 If the tax year entered in line 1 is for less than 12 months, check reason. Initial return Final return
 Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	5,440.
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	\$	5,440.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions DONAHUE FOUNDATION	Enter filer's identifying number, see instructions Employer identification number (EIN) or 84-1151637
	Number, street, and room or suite no If a P O box, see instructions 18260 E. LONG AVE.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions CENTENNIAL, CO 80016	
	Enter the Return code for the return that this application is for (file a separate application for each return) 0 4	

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

DONAHUE FOUNDATION

- The books are in the care of **18260 E. LONG AVE. - CENTENNIAL, CO 80016**
 Telephone No. **303-944-8356** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	5,440.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	5,440.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature Title **CPA** Date **8-14-13**