



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

NOV 1, 2013

and ending

OCT 31, 2014

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)

520 WHITE PLAINS ROAD

Room/suite

500

B Telephone number

914-524-0404

City or town, state or province, country, and ZIP or foreign postal code

TARRYTOWN, NY 10591

C If exemption application is pending, check here ☐

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ 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

J Accounting method

☐ Cash☒ Accrual

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

☐ Other (specify)

\$ 171,557,151. (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		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,884.	2,884.		Statement 1
4 Dividends and interest from securities		650,118.	650,118.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		10,572,186.			
b Gross sales price for all assets on line 6a		21,954,880.			
7 Capital gain net income (from Part IV, line 2)			10,728,166.		
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		2,297,201.	2,263,987.		Statement 3
12 Total Add lines 1 through 11		13,522,389.	13,645,155.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 4		44,588.	30,574.		22,242.
b Accounting fees Stmt 5		52,906.	26,740.		23,566.
c Other professional fees Stmt 6		2,553,696.	2,148,547.		405,155.
17 Interest					
18 Taxes Stmt 7		292,793.	0.		0.
19 Depreciation and depletion					
20 Occupancy		1,362.	68.		145.
21 Travel, conferences, and meetings		229,508.	31,838.		186,180.
22 Printing and publications					
23 Other expenses Stmt 8		289,019.	218,282.		79,972.
24 Total operating and administrative expenses Add lines 13 through 23		3,463,872.	2,456,049.		717,260.
25 Contributions, gifts, grants paid		5,190,467.			5,190,467.
26 Total expenses and disbursements. Add lines 24 and 25		8,654,339.	2,456,049.		5,907,727.
27 Subtract line 26 from line 12		4,868,050.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			11,189,106.		
c Adjusted net income (if negative, enter -0-)				N/A	

323501
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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	334,910.	309,678.	309,678.
	2 Savings and temporary cash investments	32,633,639.	31,433,785.	31,433,785.
	3 Accounts receivable ▶ 80,839.		80,839.	80,839.
	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	24,287.	6,889.	6,889.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 9	37,702,380.	41,226,258.	41,226,258.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 10		92,760,658.	98,499,702.	98,499,702.
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		163,455,874.	171,557,151.	171,557,151.
17 Accounts payable and accrued expenses		237,523.	153,622.	
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)	855,151.	732,694.	
23 Total liabilities (add lines 17 through 22)	1,092,674.	886,316.		
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	152,581,028.	160,888,663.	
	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	162,363,200.	170,670,835.	
30 Total net assets or fund balances	163,455,874.	171,557,151.		
31 Total liabilities and net assets/fund balances				

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	162,363,200.
2 Enter amount from Part I, line 27a	2	4,868,050.
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED APPRECIATION	3	3,439,585.
4 Add lines 1, 2, and 3	4	170,670,835.
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	170,670,835.

Form 990-PF (2013)

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 22,110,860.		11,382,694.	10,728,166.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			
c			
d			
e			10,728,166.

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	10,728,166.
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))
2012	5,263,550.	149,019,567.	.035321
2011	4,920,452.	137,519,339.	.035780
2010	5,024,573.	136,857,241.	.036714
2009	5,125,775.	126,387,708.	.040556
2008	5,188,573.	116,405,795.	.044573

2 Total of line 1, column (d)	2	.192944
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	.038589
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	165,978,776.
5 Multiply line 4 by line 3	5	6,404,955.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	111,891.
7 Add lines 5 and 6	7	6,516,846.
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	5,907,727.

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	223,782.
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	223,782.
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	223,782.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	220,173.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	60,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	280,173.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	584.
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	55,807.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ Refunded ☒	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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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
c 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) ☐ <u>NY</u>		
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 2013 or the taxable year beginning in 2013 (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

Form 990-PF (2013)

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 ► 520 WHITE PLAINS ROAD, TARRYTOWN, NY ZIP+4 ► 10591			
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 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see 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 2013 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 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

Form 990-PF (2013)

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**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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

Form 990-PF (2013)

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	611,647.
ACCOLADE PARTNERS 7900 WESTPARK DRIVE, MCLEAN, VA 22102	INVESTMENT ADVISOR	499,510.
CAMDEN PARTNERS 500 EAST PRATT STREET, BALTIMORE, MD 21202	INVESTMENT ADVISOR	423,751.
RICHARD M. JOHNSTON 9245 HORIZON DRIVE, SCOTTSDALE, AZ 85262	INVESTMENT CONSULTANT	183,333.
OAKTREE CAPITAL MANAGEMENT 333 SOUTH GRAND AVENUE, LOS ANGELES, CA 90071	INVESTMENT MANAGER	149,328.
Total number of others receiving over \$50,000 for professional services		7

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.

Form 990-PF (2013)

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	168,257,456.
b	Average of monthly cash balances	1b	205,928.
c	Fair market value of all other assets	1c	42,988.
d	Total (add lines 1a, b, and c)	1d	168,506,372.
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	168,506,372.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,527,596.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	165,978,776.
6	Minimum investment return. Enter 5% of line 5	6	8,298,939.

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	8,298,939.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	223,782.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	223,782.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,075,157.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,075,157.
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	8,075,157.

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	5,907,727.
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	5,907,727.
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	5,907,727.

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.

Form 990-PF (2013)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				8,075,157.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,242,308.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 5,907,727.				
a Applied to 2012, but not more than line 2a			2,242,308.	
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 2013 distributable amount				3,665,419.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				4,409,738.
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 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 C/O FOUNDATION 520 WHITE PLAINS ROAD TARRYTOWN, NY 10591			SEE DETAILED SCHEDULE	5,190,467.
Total			▶ 3a	5,190,467.
b Approved for future payment None				
Total			▶ 3b	0.

Form 990-PF (2013)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,884.	
4 Dividends and interest from securities			14	650,118.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	525990	33,214.	14	2,263,987.	
8 Gain or (loss) from sales of assets other than inventory	525990	-155,980.	18	10,728,166.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		-122,766.		13,645,155.	0.
13 Total Add line 12, columns (b), (d), and (e)				13	13,522,389.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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 SECURITIES	P		
b	ITHAKA- PUBLICLY TRADED SECURITIES	P		
c	GLUSKIN SCHEFF- PUBLICLY TRADED SECURITIES	P		
d	WENTWORTH HAUSER- PUBLICLY TRADED SECURITIES	P		
e	HOTCHKIS & WILEY- PUBLICLY TRADED SECURITIES	P		
f	ACCOLADE PARTNERS	P		
g	ACCOLADE II PARTNERS	P		
h	ACCOLADE III PARTNERS	P		
i	CAMDEN II A PARTNERS	P		
j	CAMDEN III PARTNERS	P		
k	CAMDEN IV PARTNERS	P		
l	CHAMPLAIN SMALL CAP FUND	P		
m	DEERPATH CAPITAL	P		
n	LEGACY DISTRESSED OPPORTUNITIES FUND	P		
o	LINX PARTNERS	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	3,052,375.	1,808,457.	1,243,918.
b	2,216,471.	1,317,731.	898,740.
c	2,045,058.	2,016,612.	28,446.
d	14.	1,857.	-1,843.
e	5,753,983.	5,004,615.	749,368.
f	1,068,238.		1,068,238.
g	2,306,327.		2,306,327.
h	188,610.		188,610.
i		527,161.	-527,161.
j	2,329,049.		2,329,049.
k	478,896.		478,896.
l	1,060,570.		1,060,570.
m	266,738.		266,738.
n	109,482.		109,482.
o	673,807.		673,807.

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			1,243,918.
b			898,740.
c			28,446.
d			-1,843.
e			749,368.
f			1,068,238.
g			2,306,327.
h			188,610.
i			-527,161.
j			2,329,049.
k			478,896.
l			1,060,570.
m			266,738.
n			109,482.
o			673,807.

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 OCM MEZZANINE FUND II	P		
b OCM MEZZANINE FUND III	P		
c OCM OPPORTUNITIES FUND VIIB	P		
d OCM OPPORTUNITIES FUND VIII	P		
e OCM OPPORTUNITIES FUND VIIIB	P		
f PETRARCA CAPITAL	P		
g SENTRY CANADIAN INCOME FUND	P		
h CLASS ACTION PROCEEDS	P		
i LOSSES SUBJECT TO UBT	P		
j FOREIGN CURRENCY LOSS	P		
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		99,469.	-99,469.
b	133,556.		133,556.
c	37,005.		37,005.
d	120,124.		120,124.
e	54,588.		54,588.
f		596,277.	-596,277.
g		218.	-218.
h	59,989.		59,989.
i	155,980.		155,980.
j		10,297.	-10,297.
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			-99,469.
b			133,556.
c			37,005.
d			120,124.
e			54,588.
f			-596,277.
g			-218.
h			59,989.
i			155,980.
j			-10,297.
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	10,728,166.
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	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
ALTERNATIVE CUSTODY MM	37.	37.	
CASH NEEDS MM	2,707.	2,707.	
LEGACY CUSTODY MM	140.	140.	
Total to Part I, line 3	2,884.	2,884.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
COOKE & BEILER	213,019.	0.	213,019.	213,019.	
GLUSKIN SCHEFF	46,303.	0.	46,303.	46,303.	
HOTCHKIS & WILEY	161,541.	0.	161,541.	161,541.	
ITHAKA	69,733.	0.	69,733.	69,733.	
WENTWORTH	159,522.	0.	159,522.	159,522.	
To Part I, line 4	650,118.	0.	650,118.	650,118.	

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	238.	238.	
LINK LIMITED PARTNERS	73,741.	73,741.	
ACCOLADE LIMITED PARTNERS	-2,402.	-2,402.	
PARTNERSHIP INCOME SUBJECT TO UBIT	0.	-33,214.	
CAMDEN III LIMITED PARTNERS	100,332.	100,332.	
ACCOLADE II LIMITED PARTNERS	79,341.	79,341.	
OCM MEZZANINE FUND II	103,825.	103,825.	
LYNCH JONES & RYAN- COMMISSION			
RECAPTURE	-10,756.	-10,756.	
DEERPATH II CAPITAL	205,217.	205,217.	
CHAMPLAIN	79,956.	79,956.	
CAMDEN IV PARTNERS	56,811.	56,811.	
DEERPATH CAPITAL	723,645.	723,645.	
ACCOLADE III PARTNERS	13,520.	13,520.	

LEGACY DISTRESSED FUND	118,799.	118,799.
OCM OPPORTUNITY VIIB	58,950.	58,950.
OCM MEZZANINE FUND III	239,102.	239,102.
PERSEUS REALTY PARTNERS GP	-60,632.	-60,632.
PRP LLC PRIVATE PLACEMENT LOAN	89,632.	89,632.
US GOVERNMENT PROPERTIES FUND	72,487.	72,487.
US GOVERNMENT PROPERTIES FUND II	39,832.	39,832.
OCM OPPORTUNITIES VIII	24,340.	24,340.
OCM OPPORTUNITIES VIIIB	30,297.	30,297.
SENTRY	174,015.	174,015.
PONDFIELD	47,541.	47,541.
ACCOLADE IV LIMITED PARTNERS	288.	288.
CAMDEN V LIMITED PARTNERS	6,576.	6,576.
PETRARCA CAPITAL PARTNERS	32,506.	32,506.
Total to Form 990-PF, Part I, line 11	2,297,201.	2,263,987.

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	29,816.	15,802.		22,242.
PUTNEY, TWOMBLEY & HALL	14,772.	14,772.		0.
To Fm 990-PF, Pg 1, ln 16a	44,588.	30,574.		22,242.

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	49,406.	25,515.		23,566.
OWEN J FLANAGAN & CO	3,500.	1,225.		0.
To Form 990-PF, Pg 1, ln 16b	52,906.	26,740.		23,566.

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	611,647.	214,076.		397,571.
COOKE & BEILER	61,578.	61,578.		6.
WENTWORTH	74,985.	74,985.		0.
TERRY MEDLIN	6,966.	0.		6,966.
CHAMPLAIN INVESTMENT PARTNERS	90,801.	90,801.		0.
ACCOLADE PARTNERS	479,510.	479,510.		0.
CAMDEN PARTNERS	423,751.	423,751.		0.
LINX PARTNERS	8,097.	8,097.		0.
DEERPATH PARTNERS	1,271.	1,271.		0.
ITHAKA CAPITAL MANAGEMENT	52,422.	52,422.		0.
RICHARD M. JOHNSTON	183,333.	183,333.		0.
LEGACY CAPITAL	39,755.	39,755.		0.
OAKTREE CAPITAL MANAGEMENT	149,328.	149,328.		0.
PERSEUS REALTY PARTNERS	7.	7.		0.
PONDFIELD CAPITAL PARTNERS	31,000.	31,000.		0.
PROGRESSIVE	612.	0.		612.
SENTRY CANADIAN FUND	35,110.	35,110.		0.
US GOVERNMENT PROPERTIES	26,882.	26,882.		0.
GLUSKIN SCHEFF	63,540.	63,540.		0.
HOTCHKIS & WILEY	97,719.	97,719.		0.
PETRARCA CAPITAL MANAGEMENT	115,382.	115,382.		0.
To Form 990-PF, Pg 1, ln 16c	2,553,696.	2,148,547.		405,155.

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	223,750.	0.		0.
UBIT	250.	0.		0.
DEFERRED EXCISE TAX	68,793.	0.		0.
To Form 990-PF, Pg 1, ln 18	292,793.	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	16,067.	803.		15,825.	
POSTAGE	8,053.	403.		7,650.	
INSURANCE	23,121.	1,156.		21,965.	
MEMBER REIMBURSEMENT	25,858.	0.		34,532.	
BANK & CUSTODY FEES	199,920.	199,920.		0.	
DUES & SUBSCRIPTIONS	16,000.	16,000.		0.	
To Form 990-PF, Pg 1, ln 23	289,019.	218,282.		79,972.	

Form 990-PF	Corporate Stock		Statement	9
Description	Book Value		Fair Market Value	
DOMESTIC EQUITIES STMT #14	41,109,461.		41,109,461.	
PENDING STOCK TRADES	116,797.		116,797.	
Total to Form 990-PF, Part II, line 10b	41,226,258.		41,226,258.	

Form 990-PF	Other Investments		Statement	10
Description	Valuation Method	Book Value	Fair Market Value	
ACCOLADE PARTNERS	FMV	1,848,901.	1,848,901.	
CAMDEN II PARTNERS	FMV	770,997.	770,997.	
LINK PARTNERS	FMV	188,827.	188,827.	
CAMDEN III PARTNERS	FMV	4,305,539.	4,305,539.	
ACCOLADE II PARTNERS	FMV	6,136,232.	6,136,232.	
OCM MEZZANINE FUND II	FMV	1,106,884.	1,106,884.	
CHAMPLAIN SMALL CAP	FMV	10,808,913.	10,808,913.	
CAMDEN IV PARTNERS	FMV	3,855,330.	3,855,330.	
DEERPATH CAPITAL	FMV	4,939,921.	4,939,921.	
LEGACY DISTRESSED OPPORTUNITIES FUND	FMV	1,396,034.	1,396,034.	
OCM OPPORTUNITIES FUND VIIb	FMV	338,062.	338,062.	
ACCOLADE III PARTNERS	FMV	4,873,399.	4,873,399.	
OCM OPPORTUNITIES FUND VIII	FMV	1,008,093.	1,008,093.	
DCM MULTI-MANAGER FUND	FMV	10,676,649.	10,676,649.	
PERSEUS PROPERTY PARTNERS LP	FMV	3,625,006.	3,625,006.	

OCM MEZZANINE FUND III	FMV	1,858,439.	1,858,439.
BLUE ELITE	FMV	9,279,133.	9,279,133.
PERSEUS REALTY PARTNERS GP	FMV	989,826.	989,826.
US GOVERNMENT PROPERTIES	FMV	4,045,721.	4,045,721.
DEERPATH II CAPITAL	FMV	2,106,856.	2,106,856.
OCM OPPORTUNITIES FUND VIIIb	FMV	1,872,216.	1,872,216.
ACCOLADE IV PARTNERS	FMV	2,304,674.	2,304,674.
CAMDEN V PARTNERS	FMV	3,274,027.	3,274,027.
US GOVERNMENT PROPERTIES II	FMV	6,140,233.	6,140,233.
SENTRY CANADIAN FUND	FMV	5,666,317.	5,666,317.
PONDFIELD CAPITAL	FMV	5,083,473.	5,083,473.
Total to Form 990-PF, Part II, line 13		98,499,702.	98,499,702.

Form 990-PF	Other Liabilities	Statement 11
-------------	-------------------	--------------

Description	BOY Amount	EOY Amount
DEFERRED EXCISE TAX PAYABLE	659,901.	728,694.
EXCISE TAX PAYABLE	195,250.	4,000.
Total to Form 990-PF, Part II, line 22	855,151.	732,694.

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. 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0. 0.
JOSEPH W. DONNER, JR. 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0. 0.
DEBORAH DONNER 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0. 0.
ALEXANDER DONNER 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0. 0.
BRITTANY ROY 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0. 0.
TIMOTHY E. DONNER 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	PRESIDENT 1.00	0.	0. 0.
STEPHANIE K. HANSON-BATANOV 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0. 0.
CRISTINA WINSOR 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.00	0.	0. 0.
MICHAEL HUNTER SPENCER 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0. 0.
ROBERT D. SPENCER 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0. 0.
WILLIAM M. SPENCER, III 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TREASURER 0.50	0.	0. 0.

REBECCA WINSOR 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	SECRETARY 1.00	0.	0.	0.
DAVID DONNER 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0.	0.
ANITA WINSOR EDWARDS 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0.	0.
MONICA WINSOR 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0.	0.
SHARON LAINHART 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0.	0.
JOSEPH W. DONNER III 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	VICE PRESIDENT 1.00	0.	0.	0.
DILLON ROY 520 WHITE PLAINS ROAD, SUITE 500 TARRYTOWN, NY 10591	TRUSTEE 0.50	0.	0.	0.

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

0.	0.	0.
----	----	----

William H Donner Foundation

Grants Paid

October 31, 2014

Date	Ck #	Grantee	Description	Amount
7004 · GENERAL GRANTS AWARDED				
10/10/2014	576	10,000 Degrees	General Support	7,500
10/10/2014	577	African Wildlife Foundation, Inc	General Support	25,000
10/17/2014	611	Africare	General Support	25,000
09/18/2014	553	Alzheimer's Disease & Related Disorders	Volunteer Respite Program	35,000
02/21/2014	490	American Foreign Policy Council	General Support	80,000
			Toward a Bipartisan Strat	
10/17/2014	612	American Foreign Policy Council	Counting Islamism	30,000
05/20/2014	533	American Humane Association	General Support	10,000
10/17/2014	613	American Humane Association	General Support	60,000
02/21/2014	491	Anglosphere Society	General Support	10,000
10/10/2014	578	AniMeals	General Support	20,245
10/17/2014	614	Artists for a Cause	General Support	10,000
02/21/2014	492	Assoc Airtanker Pilots Mem Trust Fd	General Support	10,000
10/17/2014	615	Assoc of Community Empl Prog for Hom	General Support	2,888
04/17/2014	524	Atlas Economic Research Foundation	General Support	25,000
10/17/2014	616	Best Friends Animal Society	General Support	40,000
09/18/2014	562	Board of Trustees of Leland Sanford Jr U	Hoover Inst - General Support	25,000
07/02/2014	546	Bob Carter's Actors Workshop & Rep Co	General Support	25,000
02/21/2014	493	California State Parks Foundation	General Support	15,000
09/18/2014	555	Capital Research Center	General Support	20,000
02/21/2014	494	Carter Center, Inc	Trachoma Control Pgm in Ethiopia	60,000
09/18/2014	556	CATO Institute	General Support	20,000
10/10/2014	575	Center for Immigration Studies	General Support	26,252
09/18/2014	558	Center for Security Policy, Inc	General Support	25,000
10/10/2014	580	Challenged Athletes Inc	General Support	65,000
02/21/2014	512	Children's Village of Sonoma County	General Support	10,000
10/10/2014	581	Christian Research Institute Inc.	General Support	15,000
02/26/2014	518	Chron's and Colitis Found of America	General Support	2,500
10/10/2014	582	Citizen Schools, Inc.	General Support	15,000
10/10/2014	583	Coaching Corps	General Support	7,500
09/18/2014	557	Colorado Christian University	Western Conservative Summit	15,000
02/21/2014	500	Colorado Seminary	General Support	10,000
02/26/2014	517	Community School for Creative Ed	General Support	10,000
04/17/2014	528	Community Ventures	General Support	3,000
09/18/2014	559	Correctional Assoc of NY	Women In Prison Project	30,000
04/17/2014	525	Denver Art Museum	New PreVIEW Programming	20,000
10/17/2014	617	Denver City Lax	General Support	10,000
			Provide Obstetrical Newborn Care	
02/21/2014	495	Doctors Without Borders USA, Inc	in Afghanistan	25,000
02/21/2014	513	Earth Ways Foundation, Inc.	General Support	10,000
10/10/2014	585	Equine Advocates Incorporated	General Support	65,000
10/10/2014	585	Equine Advocates Incorporated	General Support	45,000
02/21/2014	496	Fauna & Flora International	General Support	50,000

William H Donner Foundation
Grants Paid
October 31, 2014

Date	Ck #	Grantee	Description	Amount
09/18/2014	560	Fauna & Flora International	Integrated Eco-Sys Mngmt. Ometepe Isl. Biosphere Res	80,000
02/21/2014	516	Florida Foundation for the Arts	General Support	10,000
10/10/2014	586	Freedman's Foundation, Inc	General Support	85,000
09/18/2014	561	Freedom Service Dogs, Inc	General Support	15,000
06/20/2014	539	Friends of Stafford Lake Bike Park	General Support	25,000
10/17/2014	637	Giant Steps Equestrian Center, Inc	Establish Donner Emergency Vet Fund	10,000
10/17/2014	618	Global Water	General Support	25,000
10/17/2014	619	Grandma's Place, Inc	Emergency Shelter 16 Abused/Neglected Children PBC	10,000
05/29/2014	537	Great Oakland Public Schools Info Ctr	General Support	50,000
06/20/2014	540	Green Door	General Support	10,000
02/21/2014	497	Halleck Creek Ranch	General Support	20,825
07/02/2014	547	Hawaiian Island Land Trust	General Support	50,000
10/24/2014	654	Heritage Foundation	General Support	25,000
10/17/2014	620	Hospice of Marin	General Support	2,500
06/20/2014	541	Hudson Institute Inc.	General Support	25,000
02/26/2014	519	Humanity in Action Inc.	Strategic Plan	15,000
02/26/2014	520	Humanity in Action Inc	General Support	30,000
06/20/2014	542	Humanity in Action Inc	Humanity in Action International Conference	25,000
10/17/2014	621	Humanity in Action Inc	Humanity in Action Int'l Conference	63,267
10/10/2014	590	IAVA	Fighting the VA Backlog with Tech	35,000
02/21/2014	498	Idea Delaware	General Support	70,000
02/21/2014	499	Image for Success	General Support	3,000
10/10/2014	587	Image for Success	General Support	2,500
04/17/2014	527	Independence Institute	General Support	25,000
10/10/2014	588	Indians for Collective Action	Jhatkaa.org	7,000
06/20/2014	543	Institute for Justice	General Support	20,000
10/10/2014	589	Institute for Policy Studies	General Support	25,000
09/18/2014	564	Institute of World Politics	General Support	25,000
02/21/2014	501	International Rescue Committee, Inc.	Emergency Response in Phillipines	15,000
07/02/2014	548	Int'l Freedom Education Fnd	General Support	25,000
02/21/2014	502	Iowa Public Television Foundation	Quest for Meaning. Myth, Imagination & Faith in Literature of CS Lewis & JRR Tolkien	20,000
10/24/2014	651	Just Facts, Inc	General Support	5,000
02/21/2014	503	Lifhouse, Inc.	General Support	3,000
09/18/2014	565	Manhattan Institute for Policy Research	General Support	25,000
02/26/2014	521	Marin Country Day School	General Support	30,000
10/17/2014	622	Marin Employment Connection	General Support	7,500
10/17/2014	623	Mayo Clinic	General Support	35,000

William H Donner Foundation

Grants Paid

October 31, 2014

Date	Ck #	Grantee	Description	Amount
02/21/2014	504	Media Research Center	General Support	25,000
07/02/2014	549	Media Research Center	General Support	10,000
10/24/2014	639	MetroLacrosse, Inc	General Support	10,000
10/10/2014	591	Military Families United of Michigan	General Support	25,000
02/21/2014	505	Millbrook School	General Support	30,000
05/20/2014	534	mothers2mothers International	General Support	10,000
10/24/2014	652	Moving Picture Institute	General Support	30,000
10/10/2014	593	Music In Schools Today MUST	General Support	5,000
09/18/2014	566	Napa High School Choral Boosters	General Support	5,000
10/17/2014	624	National Gallery of Art	General Support	2,500
04/17/2014	532	National Security Enterprise	General Support	80,000
			Southeast Colorado Land	
06/20/2014	545	Nature Conservancy, Inc.	Protection	25,000
10/24/2014	653	Network for Teaching Entrepreneurship	General Support	60,000
05/20/2014	535	New Leaders	General Support	20,000
10/24/2014	643	Next Generation Scholars, Inc	General Support	5,000
10/10/2014	595	NumbersUSA Edu & Research Fnd	Calm Jittery Republican Leaders	30,000
			Texas Turnoff of the Boarder	
10/10/2014	596	NumbersUSA Edu & Research Fnd	Surge	30,000
			OUSD Blended Learning Pilot	
04/10/2014	523	Oakland Schools Foundation	Implementation	25,000
09/18/2014	567	Oakland Schools Foundation	General Support	30,000
09/18/2014	568	Oakland Schools Foundation	Human Capital Data Mgmt System	75,000
02/21/2014	506	Okizu Foundation	General Support	40,000
04/17/2014	529	Oliver Hazard Perry Rhode Island	General Support	10,000
07/02/2014	7-6	Operation Rainbow	For CHK 550 voided on 07/24/2014	27,000
10/24/2014	644	Operation Smile, Inc.	Operation Smile India	40,000
10/24/2014	645	Operation Smile, Inc	General Support	110,000
			Bangladesh National Childhood	
10/10/2014	597	ORBIS International, Inc	Blindness Project	20,000
09/18/2014	569	Pacific Research Institute for Public Pol	General Support	20,000
			Animal Trans. Helping Both Local	
10/10/2014	598	PACT	& National Need	34,750
02/26/2014	522	Partners in Oakland Education	General Support	5,000
10/10/2014	599	Planned Parenthood Federation of Ameri	Tan Uxil Guatemala Project	40,000
09/18/2014	570	Political Economy Research Center	General Support	55,000
10/17/2014	638	Preservation Society of Newport County	General Support	50,000
10/10/2014	592	Prickly Pear Land Trust, Inc	General Support	2,500
05/20/2014	536	Proteus Fund, Inc	Solidaire	15,000
02/21/2014	507	PSSI Washington, Inc.	General Support	25,000
04/17/2014	531	Public Citizen Foundation, Inc	Stop Fast Track, Stop TPP	30,000
09/18/2014	571	Quality of Life Foundation, Inc	General Support	15,000
10/24/2014	646	Quality of Life Foundation, Inc.	General Support	20,000

William H Donner Foundation
Grants Paid
October 31, 2014

Date	Ck #	Grantee	Description	Amount
10/24/2014	647	Rainforest Action Network	Palm Oil Campaign-Forced Child Labor	90,000
10/10/2014	594	Renovation in Music Education	General Support	5,000
06/04/2014	538	Rippling Hope	Detroit Summer Intern and Work Program	4,000
10/10/2014	601	Roots of Music, Inc	General Support	5,000
10/17/2014	628	San Francisco Food Bank	General Support	5,000
10/17/2014	627	San Francisco Jazz Organization	General Support	3,000
02/21/2014	508	School of the Arts Foundation	General Support	25,000
02/21/2014	509	Slow Burn Theatre Company, Inc	General Support	10,000
06/20/2014	544	Smithsonian Institution	General Support	20,000
09/18/2014	572	Smithsonian Institution	Cons Breeding & Science at the Bio Inst.	50,000
02/21/2014	510	Sovereignty Matters, Inc	General Support	4,500
10/24/2014	655	St Patrick Parish	BSA Troop 77 Autism Village Portal	25,000
10/17/2014	629	State Policy Network	General Support	8,429
02/21/2014	511	Summer Search North Bay	General Support	15,000
10/24/2014	648	Swan Valley Ecosystem Mgmt & Learning	General Support	5,000
10/17/2014	630	Symphony Space	General Support	20,000
10/10/2014	602	Synergos Institute, Inc.	General Support	50,000
02/21/2014	515	Tertium Quids the Virginia Institute	General Support	20,000
10/10/2014	603	Texas Public Policy Foundation	General Support	15,000
04/17/2014	530	The AOPA Foundation, Inc.	General Support	50,000
10/10/2014	579	The Bhutan Foundation	General Support	30,500
10/10/2014	606	The Federalist Society	General Support	10,000
04/17/2014	526	The Garrison Institute	General Support	25,000
10/24/2014	649	The Mosby Foundation	General Support	35,000
09/18/2014	573	The Nature Conservancy	Sustainable Grazing	80,000
10/24/2014	640	The Nature Conservancy	Yampa River Streambank Stabilization	61,000
10/24/2014	641	The Nature Conservancy	Delares River Diversion Restoration	75,500
10/24/2014	642	The Nature Conservancy	Tabeguache Preserve Restoration & Instream Flow Improvement	25,000
10/17/2014	631	Tipitina's Foundation, Inc.	General Support	5,000
09/18/2014	574	To Celebrate Life Breast Cancer Fnd	General Support	5,000
10/10/2014	604	Tostan, Inc	General Support	29,000
10/10/2014	605	Trips for Kids	General Support	4,000
09/18/2014	563	Trustees of Princeton University	James Madison Program	7,500
10/10/2014	584	Under 21 Covenant House New York	General Support	26,000
10/17/2014	625	United Animal Nations	Red Rover Relief	35,000
10/17/2014	626	United Animal Nations	Dom Violence Safe Housing Grant Program	40,000

William H Donner Foundation

Grants Paid

October 31, 2014

Date	Ck #	Grantee	Description	Amount
10/17/2014	632	V-Day	City of Joy: Healing through Leading	45,000
10/10/2014	607	Victim Rights Law Center, Inc.	Strat. Plan to Exp. Legal Svc to Sexual Assault Survivors	66,775
02/21/2014	514	Village of Wellington	General Support	5,000
10/17/2014	633	Vital Ground Foundation	Alvord Lake Comm. Forest Project	35,000
10/17/2014	634	Warriors & Quiet Waters Fnd.	General Support	15,000
10/17/2014	635	Washington Int'l Horse Show Assoc	General Support	15,000
10/10/2014	608	WITNESS, Inc	Video for Change "MENA"	22,650
10/10/2014	609	World Pulse Voices	General Support	10,000
10/17/2014	636	Wounded Warrior Amputee Softball Team	Wounded Warrior Amputee Softball Team Kids Camp	35,000
10/24/2014	650	Youth Employment Partnership	General Support	5,000
				<u>4,239,081</u>

7007 MEMBER GRANTS AWARDED

07/24/2014	125	60 Plus Foundation	Elder Abuse Project	20,000
03/13/2014	103	Alzheimer's Assoc, Orange County Chap	General Support	10,000
08/12/2014	164	American Council of Trustees & Alumni	General Support	15,000
08/01/2014	147	American Humane Association	General Support	20,000
08/12/2014	159	American Spectator Foundation, Inc	General Support	10,000
08/28/2014	184	American Spectator Foundation, Inc.	General Support	15,000
08/01/2014	137	Anglosphere Society	General Support	8,000
09/10/2014	205	Anglosphere Society	General Support	5,000
08/01/2014	152	Asolo Theatre, Inc.	General Support	3,500
09/10/2014	203	AYUDA for the Arts	General Support	3,500
03/19/2014	104	Batonga Foundation	General Support	20,000
07/24/2014	135	Becket Fund	General Support	10,000
08/01/2014	156	CAF America	Treesisters UK Charity #1149961	12,000
08/01/2014	140	Care for Skin Foundation Inc.	General Support	5,000
09/10/2014	208	Casa De Amparo	General Support	9,189
09/18/2014	213	Center for Independent Documentary	Trials of Spring	14,957
09/10/2014	206	Central Park Conservancy	General Support	20,000
08/12/2014	161	Chabot Space & Science Center	General Support	1,000
07/24/2014	129	Cheyenne Mountain Zoo	Animals, Education & Coserv Program	20,000
09/30/2014	215	Children's Village of Sonoma County	General Support	5,000
08/28/2014	180	City of Alameda Babe Ruth League	General Support	5,000
08/28/2014	181	City Slicker Farms	General Support	4,000
08/01/2014	139	Colonial Dames of America	General Support	1,750
07/24/2014	130	Colorado Cattleman's Agriculture Ld Tr	General Support	10,000
09/10/2014	211	Colorado Film Society	General Support	10,000
09/10/2014	212	Colorado Film Society	General Support	20,000
07/24/2014	128	Colorado Music Festival	General Support	20,000

William H. Donner Foundation

Grants Paid

October 31, 2014

Date	Ck #	Grantee	Description	Amount
07/24/2014	131	Colorado Springs Fine Arts Center	Exhibitions	20,000
07/24/2014	127	Colorado Music Festival	General Support	20,000
08/28/2014	179	Denver City Lax	General Support	10,000
04/10/2014	107	Denver Inner City Parish	General Support	5,000
08/28/2014	195	Earth Island Institute, Inc	Plastic Pollution Coalition	5,000
03/31/2014	106	Education Technology & Performance Fc	General Support	10,000
08/28/2014	173	Feeding America	General Support	10,000
08/28/2014	182	Fire Safe Marin	General Support	2,500
05/29/2014	116	Fourth Presbyterian Church	General Support	10,000
08/01/2014	153	Fourth Presbyterian Church	General Support	3,500
08/12/2014	165	Fourth Presbyterian Church	General Support	20,000
08/12/2014	166	Free Congress Research & Ed Foundatio	General Support	5,000
08/12/2014	162	Friends of Alta, Inc	General Support	1,500
09/10/2014	209	Friends' School	General Support	20,000
08/28/2014	193	Global Greengrants Fund, Inc	General Support	20,000
09/29/2014	214	Hope Fnd for A Better Tomorrow Inc	General Support	1,500
09/10/2014	207	Hudson Institute Inc	General Support	7,669
08/01/2014	145	Hundred Year Association of NY	General Support	2,500
09/10/2014	210	Imagine Bus Project	General Support	10,000
08/01/2014	155	Institute for World Politics	General Support	11,000
08/12/2014	160	Institute of World Politics	General Support	4,000
08/28/2014	198	International Campaign for Tibet	General Support	2,000
08/28/2014	189	Int'l Funders for Indigenous Peoples	General Support	5,000
08/28/2014	174	Island Dolphin Care, Inc	General Support	10,000
08/12/2014	167	Joni and Friends	General Support	10,000
05/21/2014	113	Konbit Football Ayiti, Inc	General Support	20,000
08/12/2014	171	Let's Breakthrough, Inc.	Nida'a ANissa Foundation	20,000
07/02/2014	121	Lighthouse International	General Support	3,500
08/01/2014	142	Lighthouse International	General Support	3,500
08/01/2014	151	Maine Coast Fisherman's Association	General Support	20,000
08/28/2014	175	Mane Stream, Inc	General Support	5,000
08/01/2014	143	Manhattan Institute for Policy Research	General Support	5,000
08/28/2014	186	Manhattan Institute for Policy Research	General Support	6,500
08/28/2014	183	Marin Center for Independent Living	General Support	5,000
02/27/2014	101	National Family Justice Ctr Alliance	Camp Hope California	5,000
07/24/2014	132	National Museum of WWII Aviation	General Support	10,000
08/28/2014	188	New 42nd Street Inc.	The New Victory Theater	2,000
03/31/2014	105	New Jersey Symphony	General Support	10,000
08/01/2014	138	New York Center for Living	General Support	3,000
05/21/2014	114	NY Zen Center for Contemplative Care	General Support	2,000
05/01/2014	111	Oakland Schools Foundation	General Support	5,000
06/23/2014	119	Oakland Schools Foundation	Oakland Public Education Fund	20,000
07/02/2014	122	Oakland Schools Foundation	Oakland Public Education Fund	15,000
08/28/2014	194	Oceana, Inc	General Support	12,500
08/01/2014	154	Paralyzed Veterans of America	General Support	3,500
08/28/2014	178	Pikes Peak Community Foundation	The Grace Fund	20,000

William H. Donner Foundation

Grants Paid

October 31, 2014

Date	Ck #	Grantee	Description	Amount
08/12/2014	168	Precept Ministries International	General Support	10,000
05/21/2014	115	Princeton Association of NYC	General Support	3,000
05/01/2014	112	PSSI Washington, Inc	General Support	15,000
04/10/2014	109	Restore the Earth Foundation, Inc.	General Support	12,000
07/11/2014	124	Reverence Foundation Inc	General Support	20,000
07/11/2014	123	Sandy Hook Promise Foundation	General Support	10,000
08/12/2014	169	Sarasota Crew, Inc	General Support	4,225
08/28/2014	199	Seva Foundation	General Support	3,000
08/28/2014	196	Solar Electric Light Fund	General Support	3,000
08/28/2014	176	Southampton Animal Shelter Fnd	General Support	6,000
06/05/2014	118	Southampton Hospital Foundation	General Support	5,000
08/28/2014	177	Spring Creek Horse Rescue	General Support	5,000
06/05/2014	117	St Paul City School	General Support	10,000
08/01/2014	144	St Philip's Church in the Highlands	General Support	10,000
08/28/2014	197	The Biomimicry Institute	General Support	3,000
06/30/2014	120	The Buckley School in the City of NY	General Support	1,500
			Support for restoration damage from fire	
08/01/2014	157	The Harrah Automobile Foundation		10,000
04/10/2014	108	The NSCDA	General Support	4,000
09/10/2014	202	The Tibet Fund	General Support	4,000
09/10/2014	200	Three Generations Inc.	General Support	20,000
08/01/2014	141	Trustees of Princeton University	James Madison Society	5,000
08/28/2014	185	Trustees of Princeton University	James Madison Program	6,500
08/01/2014	146	Tuxedo Historical Society	General Support	2,000
04/10/2014	110	USA Shooting Team	General Support	10,000
08/12/2014	170	Van Wezel Foundation, Inc	General Support	5,000
02/27/2014	102	Victim Rights Law Center, Inc	General Support	2,596
08/28/2014	192	Video Volunteers	General Support	20,000
08/12/2014	163	Vision of Children Foundation	General Support	5,000
08/28/2014	191	WITNESS, Inc	General Support	15,000
07/24/2014	126	YES!	General Support	1,000
Total 7007 · MEMBER GRANTS AWARDED				<u>951,386</u>
TOTAL				<u>5,190,467</u>

WILLIAM H. DONNER FOUNDATION
EQUITY LISTING
OCTOBER 31, 2014

SHARES	HOLDING	MARKET VALUE
4,200	#REORG ROCK-TENN STOCK MERGER WESTROCK CO COM 281JAU1 07/02/2015	214,830
1,200	#REORG/BALLY TECHNOLOGIES INC CASH MERGER11-24-2014	96,480
2,000	#REORG/PETSMART INC COMMON STOCK CASH MERGER 03-12-2015	144,700
3,565	#REORG/TALISMAN ENERGY INC COM CASH MERGER 05-08-2015	22,745
1,900	3M CO COM	292,163
7,700	ADR ARM HLDS PLC SPONSORED ISIN US0420681068	328,867
2,150	ADR AXA SA SPONSORED ADR	49,902
970	ADR BAIDU INC SPONSORED ADR	231,607
1,930	ADR BASF AKTIENGESELLSCHAFT - LEVEL I	170,265
4,980	ADR BHP BILLITON LTD SPONSORED ADR	296,011
1,795	ADR BRITISH AMERN TOB PLC SPONSORED COM STK	203,840
20,700	ADR CAIRN ENERGY PLC ADR NEW ADR	94,185
2,900	ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS	112,056
1,610	ADR HENKEL AG & CO KGAA	145,995
620	ADR HENKEL AG & CO KGAA SPONSORED ADR REPSTG PFD SHS	61,051
4,600	ADR NESTLE S A SPONSORED ADR REPSTG REG SH	337,318
2,520	ADR NOVARTIS AG	233,579
7,025	ADR RIO TINTO PLC SPONSORED ADR	336,989
6,725	ADR TENARIS S A SPONSORED ADR	266,579
3,940	ADR UNILEVER N V NEW YORK SHS NEW	152,596
6,100	ADR UNILEVER N V NEW YORK SHS NEW	236,253
8,285	ADR VALE S A ADR	83,596
350	ADR YARA INTL ASA SPONSORED ADR	16,076
1,710	AGRIUM INC COM	167,272
230	AGRIUM INC COM NPV	22,495
1,140	ALEXION PHARMACEUTICALS INC COM	218,150
270	ALLEGHANY CORP DELAWARE COMMON STOCK	119,956
1,208	ALLEGION PLC COMMON STOCK	64,133
5,985	ALLIANZ SE ADR EACH REP 1/10 ORD SHS	95,281
1,070	ALLIED PROPS REAL ESTATE INV TST TRUST UNITS	33,758
1,800	ALLISON TRANSMISSION HOLDING	58,464
520	ALTAGAS INCOME LTD COMMON STOCK	21,447
739	AMAZON COM INC COM	225,735
2,260	AMERICAN EXPRESS CO., COMMON STOCK, \$.60PAR	203,287
2,961	APPLE INC COM STK	319,788
1,660	ARC RES LTD CDA COM	39,135
13,700	ARRIS GROUP INC NEW COM USD0.01	411,274
1,600	ASPEN INSURANCE HLDGS COM	69,808
8,200	AVNET, INC., COMMON STOCK, \$1 PAR	354,650
2,400	AXIS CAPITAL HOLDINGS LTD COM USD0.0125	115,536
2,689	B/E AEROSPACE INC COM	200,196
2,500	BALL CORP., COMMON STOCK, \$2.50 PAR	161,075

WILLIAM H. DONNER FOUNDATION
EQUITY LISTING
OCTOBER 31, 2014

SHARES	HOLDING	MARKET VALUE
8,826	BANK OF AMERICA CORP	151,454
1,400	BANK OF NOVA SCOTIA COM NPV	85,705
3,660	BAXTER INTL INC COMMON STOCK	256,712
2,000	BECTON, DICKINSON AND CO., COMMON STOCK,\$1 PAR	257,400
2,900	BED BATH & BEYOND INC COM	195,286
1,200	BERKSHIRE HATHAWAY INC-CL B	168,192
2,600	BEST BUY, INC., COMMON STOCK	88,764
502	BIOGEN INC COMMON STOCK	161,182
1,770	BIRD CONSTRUCTION INC COM	21,147
2,240	BLACK DIAMOND GROUP LIMITED COM NPV	38,246
3,700	BLOCK, H. & R., INC., COMMON STOCK, NO PAR	119,547
600	BOARDWALK REAL ESTATE INVESTMENT TR TRUST UNITS	37,997
1,110	BONTERRA ENERGY CORP COM NPV	49,886
1,430	BROOKFIELD ASSET MGMT INC LIMITED VOTING SHARES CLASS A	69,975
2,485	BROOKFIELD ASSET MGMT INC VOTING SHS CL A VOTING SHS CL A	121,690
1,305	BUNGE LIMITED	115,688
2,500	BUNGE LIMITED	221,625
3,900	CA INC COM	113,334
1,580	CALLIDUS CAPITAL CORP COM NPV	29,289
800	CALPINE CORP COM NEW STK	18,256
4,140	CANADIAN ENERGY SVCS & TECHNOLOGY CORP	31,946
6,240	CANADIAN NAT RES LTD COM CANADIAN NATURAL RESOURCE COM STK	217,651
660	CANADIAN NATIONAL RAILWAYS CO COM NPV	46,515
5,380	CANADIAN NATL RY CO COM	379,720
970	CANADIAN NATURAL RESOURCES COM NPV	33,838
2,745	CANADIAN PAC RY LTD COM NPV	570,082
1,410	CANADIAN REAL ESTATE INVESTMENT TST TRUST UNITS NPV	61,893
720	CARDINAL ENERGY GR COM NPV	10,633
2,900	CARDINAL HEALTH INC	227,592
7,500	CARNIVAL CORP COM PAIRED	301,125
720	CCL INDUSTRIES INC CLASS'B'NON VTG COM NPV	72,763
7,300	CDW CORP COM	225,132
4,130	CELGENE CORP COM	442,282
2,080	CHEVRON CORP COM	249,496
488	CHIPOTLE MEXICAN GRILL INC COM STK	311,344
1,260	CINEPLEX INC COM NPV	47,452
2,400	CIT GROUP INC NEW COM NEW COM NEW	117,432
16,500	CITIZENS FINL GROUP INC COM	389,730
31,100	COBALT INTL ENERGY INC COM	364,181
2,300	COLGATE-PALMOLIVE CO., COMMON STOCK, \$1 PAR	153,824
9,800	COMSTOCK RES INC COM NEW COM NEW	116,032
6,900	CON-WAY INC COM STK	299,253

WILLIAM H. DONNER FOUNDATION

EQUITY LISTING

OCTOBER 31, 2014

SHARES	HOLDING	MARKET VALUE
990	CORE LABORATORIES NV NLG0.03	138,135
7,800	CROWN HLDGS INC COM	373,854
1,870	CUMMINS INC	273,357
4,100	DEVON ENERGY CORP NEW COM	246,000
820	DH CORPORATION COM NPV	26,183
1,920	DIAGEO PLC SPONSORED ADR NEW	226,502
1,300	DIAGEO PLC SPONSORED ADR NEW	153,361
520	DOLLARAMA INC COM STK NPV	45,670
860	DREAM UNLIMITED CORP COM	10,076
3,271	EATON CORP PLC COM USD0.50	223,704
1,900	EATON CORP PLC COM USD0.50	129,941
920	ENBRIDGE INC COM NPV	43,517
3,000	ENSCO PLC SHS CLASS A COM	121,770
1,300	ENSIGN ENERGY SVCS INC COM	14,625
2,940	EXXON MOBIL CORP COM	284,327
10,485	FACEBOOK INC CL A CL A	786,270
8,200	FIDELITY NATL FINL INC NEW FORMERLY FIDELITY COMMON STOCK	244,688
475	FINNING INTL INC COM NEW COM NEW	12,288
2,000	FIREEYE INC COM	67,980
10,100	FIRST HORIZON NATL CORP COM	129,886
1,620	FIRST NATL FINL CORP CDA COM	33,479
3,760	FISERV INC COMMON STOCK	261,245
2,500	FRESH DEL MONTE PRODUCE INC COM STK	80,275
1,400	GEO GROUP INC(THE) COM USD0.01 NEW	55,916
5,055	GILEAD SCIENCES INC	566,160
15,200	GOODYEAR TIRE & RUBBER CO., COMMON STOCK, NO PAR	368,296
277	GOOGLE INC CL A	157,300
527	GOOGLE INC COM USD0.001 CL'C'	294,635
13,300	GREAT PLAINS ENERGY INC COM	358,169
1,200	HUMANA INC. COMMON STOCK, \$.16 2/3 PAR	166,620
1,700	ILLINOIS TOOL WKS INC COM	154,785
510	INDUSTRIAL ALLIANCE INS & FINL SVC COM NPV	20,546
3,625	INGERSOLL-RAND PLC COM STK	226,998
2,900	INGRAM MICRO INC CL A	77,836
1,410	INOVALIS REAL ESTATE INVT TR UNIT	11,443
840	INTACT FINL CORP COM NPV	56,303
1,440	INTER PIPELINE LTD COM NPV	45,354
7,200	INTERPUBLIC GROUP OF COMPANIES INC. COMMON STOCK \$.10 PAR	139,608
2,880	JOHNSON & JOHNSON COM USD1	310,406
5,290	JPMORGAN CHASE & CO COM	319,939
250	KEYERA CORP COM	19,881
5,400	KOHL'S CORP COMMON STOCK	292,788

WILLIAM H. DONNER FOUNDATION
EQUITY LISTING
OCTOBER 31, 2014

SHARES	HOLDING	MARKET VALUE
4,700	KOHL'S CORP COMMON STOCK	254,834
34,400	KOSMOS ENERGY LTD	320,952
2,300	LABORATORY CORP AMER HLDGS COM NEW	251,367
4,395	LAS VEGAS SANDS CORP COM STK	273,633
1,500	LEAR CORP COM NEW COM NEW	138,750
800	LIFEPOINT HEALTH INC COM ISIN US53219L1098	56,000
720	LINAMAR CORP COMMON STOCK	36,765
2,475	LINKEDIN CORP CL A	566,676
830	LOBLAWS COMPANIES LIMITED COM STK NPV	43,228
3,460	MANULIFE FINANCIAL CORP COM NPV	65,643
2,450	MANULIFE FINL CORP COM	46,477
8,300	MARVELL TECH GROUP COM USD0.002	111,552
5,222	MASTERCARD INC CL A	437,343
2,800	MC DONALD'S CORP. COMMON STOCK, NO PAR	262,444
12,100	MCDERMOTT INTL INC COM	46,464
3,975	MICHAEL KORS HOLDINGS LTD COM NPV	312,395
1,380	MIDDLEBY CORP COM	122,130
1,955	MONSANTO CO NEW COM	224,903
183	MORGUARD CORPORATION COM STK NPV	23,505
10,080	NABORS INDUSTRIES COM USD0.10	179,928
1,600	NAVISTAR INTL CORP NEW COMMON STOCK	56,592
7,000	NEWS CORP NEW CL A CL A	108,360
8,205	NOBLE CORP PLC COMMON STOCK	171,649
2,700	NOBLE ENERGY INC COM	155,601
1,540	NORTH WEST CO INC COM NPV	31,826
6,500	NRG ENERGY INC COM NEW	194,870
10,700	OFFICE DEPOT INC COMMON STOCK	55,854
600	OLD REPUBLIC INTERNATIONAL CORP., COMMON STOCK, \$1 PAR	8,862
4,500	OMNICOM GROUP INC., COMMON STOCK \$.50 PAR	323,370
1,600	OMNICOM GROUP INC., COMMON STOCK \$.50 PAR	114,976
31,300	ON SEMICONDUCTOR CORP COM	259,477
41,600	OPHIR ENERGY PLC ORD GBPO.0025	123,324
2,735	PARAGON OFFSHORE COMMON STOCK	13,319
2,200	PARKER-HANNIFIN CORP., COMMON STOCK, NO PAR	279,466
750	PARTNERRE HOLDING LTD COM STK	86,768
1,840	PHARMACYCLICS INC COM	240,433
10,400	PHH CORP COM NEW COM NEW	246,376
3,450	PHILIP MORRIS INTL COM STK NPV	307,085
2,500	PNC FINANCIAL SERVICES GROUP COM STK	215,975
8,700	POPULAR INC COM NEW COM USD6 (POST REV SPLIT)	277,356
5,990	POTASH CORP SASK INC COM	204,678
2,400	PPL CORP COM ISIN US69351T1060	83,976

WILLIAM H. DONNER FOUNDATION
EQUITY LISTING
OCTOBER 31, 2014

SHARES	HOLDING	MARKET VALUE
1,570	PRAIRIESKY RTY LTD COM	48,321
1,340	PRECISION CASTPARTS CORP COM	295,738
2,400	PROCTER & GAMBLE COM NPV	209,448
11,900	PROGRESSIVE CORP., OHIO, COMMON STOCK, \$1 PAR	314,279
9,000	PUBLIC SERVICE ENTERPRISE GROUP INC., COMMON STOCK	371,790
3,400	QUALCOMM INC COM	266,934
1,300	QUEST DIAGNOSTICS INC COM	82,498
920	REGENERON PHARMACEUTICALS INC COM	362,222
30,100	REGIONS FINL CORP NEW COM	298,893
2,900	RENAISSANCE RE HLDGS LTD COMMON STOCK	299,657
4,000	RENT A CTR INC NEW COM	123,880
700	ROCKWELL COLLINS INC COM	58,905
2,200	ROWAN COMPANIES PLC	53,394
850	ROYAL BANK OF CANADA COM NPV	60,321
6,645	SALESFORCE COM INC COM STK	425,214
4,060	SCHLUMBERGER LTD COM COM	400,560
2,870	SECURE ENERGY SERVICES INC COM NPV	53,126
3,785	SPLUNK INC COMSTK COM USD0.001	250,113
1,500	STANLEY BLACK & DECKER INC COM	140,460
530	STANTEC INC COM	33,569
13,600	STAPLES INC COM	172,448
6,675	STARBUCKS CORP COM	504,363
5,400	STATE STR CORP COM	407,484
1,210	SUN LIFE FINANCIAL INC COM NPV	43,025
9,300	SUN TRUST BANKS, INC., COMMON STOCK \$2.50 PAR	364,002
7,525	SUNCOR ENERGY INC NEW COM STK	267,439
4,700	SYMANTEC CORP COM STOCK	116,654
3,725	TECK RESOURCES LIMITED	58,781
860	TELUS CORP COM NPV(NON CANADIAN)	30,809
2,600	TERADATA CORP DEL COM STK	110,032
466	THE PRICELINE GROUP INC	562,094
1,880	TORONTO-DOMINION BANK COM NPV	92,495
1,140	TRANSDIGM GROUP INC COM	213,214
1,440	TRANSFORCE INC COMSTK	35,200
4,200	TRI POINTE GROUP INC COM	57,498
500	TRICAN WELL SVC LTD COM STK	4,419
2,110	TRICON CAPITAL GROUP COM NPV	15,253
2,300	TRIPADVISOR INC COM COM STK	203,918
7,300	TWENTY-FIRST CENTY FOX INC CL A CL A	251,704
3,365	TWITTER INC COM	139,547
5,130	UNDER ARMOUR INC CL A	336,425
2,940	UNITED PARCEL SVC INC CL B	308,435

WILLIAM H. DONNER FOUNDATION
EQUITY LISTING
OCTOBER 31, 2014

SHARES	HOLDING	MARKET VALUE
2,900	UNITEDHEALTH GROUP INC COM	275,529
7,400	UNUM GROUP	247,604
1,400	VERMILION ENERGY INC COM NPV	79,422
1,870	VISA INC COM CL A STK	451,474
2,435	WALT DISNEY CO	222,510
14,750	WEATHERFORD INTERNATIONAL LTD(IE)USD0.001	242,195
1,300	WELLCARE HEALTH PLANS INC COM	88,231
6,890	WELLS FARGO & CO NEW COM STK	365,790
900	WEST FRASER TIMBER CO COM NPV	47,201
4,800	WESTERN UNION CO	81,408
11,900	WESTERN UNION CO	201,824
1,400	WESTSHORE TERMINALS INVESTMENT CORP COM NPV	42,654
567	WHITE MOUNTAINS INSURANCE GROUP COM STOCK	354,330
1,600	WHITECAP RESOURCES INC COMMON STOCK	20,705
3,800	WILLIS GROUP HOLDINGS COM USD0.000115 (NEW)	154,014
8,900	WILLIS GROUP HOLDINGS COM USD0.000115 (NEW)	360,717
2,500	WORKDAY INC CL A COM USD0.001	238,700
3,400	WORLD FUEL SERVICE COM STK USD0.01	140,216
1,200	XL GROUP PLC ORD USD0.01	40,656
2,900	ZIONS BANCORP COMMON STOCK NO PAR	84,013
2,500	STEADMAN SECURITY CORP PFD COM A	-
		<u>41,109,461</u>