





For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

Name of foundation RICHARD K & NANCY L DONAHUE CHAR FDTN		A Employer identification number 04-3133049	
Number and street (or P O box number if mail is not delivered to street address) 52 BELMONT AVENUE		Room/suite	B Telephone number (see instructions) (207) 883-9813
City or town, state or province, country, and ZIP or foreign postal code LOWELL, MA 01852		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 5,610,291	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	30	30		
	4 Dividends and interest from securities	120,823	120,823		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	139,645			
	b Gross sales price for all assets on line 6a				
		1,563,101			
	7 Capital gain net income (from Part IV, line 2)		139,645		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 13,122	0		
	12 Total. Add lines 1 through 11	273,620	260,498		
	13 Compensation of officers, directors, trustees, etc	5,000	5,000		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	 17,484	3,500		13,984
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 4,468	2,445		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 130	130		0
	24 Total operating and administrative expenses. Add lines 13 through 23	27,082	11,075		13,984
	25 Contributions, gifts, grants paid	1,454,500			1,454,500
	26 Total expenses and disbursements. Add lines 24 and 25	1,481,582	11,075		1,468,484
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,207,962			
	b Net investment income (if negative, enter -0-)		249,423		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	226,341	166,479	166,479
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,072,327	3,974,227	5,166,271
	c	Investments—corporate bonds (attach schedule)	322,719	272,719	277,541
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,621,387	4,413,425	5,610,291	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	5,621,387	4,413,425	
	30	Total net assets or fund balances (see instructions)	5,621,387	4,413,425	
31	Total liabilities and net assets/fund balances (see instructions) .	5,621,387	4,413,425		

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	5,621,387
2	Enter amount from Part I, line 27a	2	-1,207,962
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	4,413,425
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	4,413,425

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,563,101		1,423,456	139,645
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			139,645
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	139,645
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?



Yes



No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2016	3,187,497	7,059,735	0 451504
2015	1,785,459	3,769,344	0 473679
2014	764,247	2,978,412	0 256595
2013	813,240	3,390,290	0 239873
2012	1,403,772	4,012,785	0 349825
2 Total of line 1, column (d)			2 1 771476
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 354295
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 5,854,877
5 Multiply line 4 by line 3			5 2,074,354
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,494
7 Add lines 5 and 6			7 2,076,848
8 Enter qualifying distributions from Part XII, line 4			8 1,468,484

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	4,988
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	4,988
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	4,988
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	3,520
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	3,520
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	1,468
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 2018 estimated tax ▶ Refunded ▶	11	

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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ _____ 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	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of NANCY L DONAHUE Telephone no (207) 883-9813			

Located at **52 BELMONT AVENUE LOWELL MA** ZIP+4 **01852**

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2017, 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 instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶	16	Yes	No

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)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? <input type="checkbox"/>	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2017 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 2017). <input type="checkbox"/>	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?	4b		No

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

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b		

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NANCY L DONAHUE 52 BELMONT AVENUE LOWELL, MA 01852	TRUSTEE AS NEEDED 0 00	0	0	0
DAVID W DONAHUE 111 DEVONSHIRE STREET BOSTON, MA 02109	TRUSTEE AS NEEDED 1 00	5,000	0	0
DANIEL J DONAHUE 52 BELMONT AVENUE LOWELL, MA 01852	COMMITTEE MEMBER 0 00	0	0	0

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

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

Total number of other employees paid over \$50,000. **0****3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".**

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

Total number of others receiving over \$50,000 for professional services. **0****Part IX-A Summary of Direct Charitable Activities**

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See 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	5,489,440
b	Average of monthly cash balances.	1b	454,598
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	5,944,038
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	5,944,038
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	89,161
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	5,854,877
6	Minimum investment return. Enter 5% of line 5.	6	292,744

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	292,744
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	4,988
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,988
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	287,756
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	287,756
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	287,756

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	1,468,484
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,468,484
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,468,484

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				287,756
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	1,214,189			
b From 2013.	653,245			
c From 2014.	621,832			
d From 2015.	1,631,074			
e From 2016.	2,841,516			
f Total of lines 3a through e.	6,961,856			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>1,468,484</u>				
a Applied to 2016, 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 2017 distributable amount.				287,756
e Remaining amount distributed out of corpus	1,180,728			
5 Excess distributions carryover applied to 2017 (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	8,142,584			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions).	1,214,189			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	6,928,395			
10 Analysis of line 9				
a Excess from 2013.	653,245			
b Excess from 2014.	621,832			
c Excess from 2015.	1,631,074			
d Excess from 2016.	2,841,516			
e Excess from 2017.	1,180,728			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2a 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 organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NANCY L DONAHUE

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

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

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

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

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	1,454,500
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.	***** 2018-02-27 *****	May the IRS discuss this return with the preparer shown below (see instr)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date	Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	RICHARD B DAWSON		2018-02-27		P00173150
	Firm's name ► DAWSON SMITH PURVIS & BASSETT PA				Firm's EIN ► 01-0459941
	Firm's address ► 15 CASCO STREET PORTLAND, ME 041012902				Phone no (207) 874-0355

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADOLESCENT CONSULTATION SERVICES 110 MOUNT WAYTE AVE FRAMINGHAM, MA 01702	NONE	PUBLIC	UNRESTRICTED	10,000
ALTERNATIVE HOUSEPO BOX 2100 LOWELL, MA 01851	NONE	PUBLIC	UNRESTRICTED	5,000
ANGKOR DANCE TROUPE 40 FRENCH STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	5,000
CHALLENGE UNLIMITED INC 450 LOWELL STREET ANDOVER, MA 01810	NONE	PUBLIC	UNRESTRICTED	50,000
CULTURAL ORGANIZATION OF LOWELL 50 ARCAND DRIVE LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	1,000
Total ► 3a				1,454,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
D'YOUVILLE FOUNDATION 981 VARNUM AVENUE LOWELL, MA 01854	NONE	PUBLIC	UNRESTRICTED	5,000
EDWARD M KENNEDY INSTITUTE 210 MORRISSEY BLVD BOSTON, MA 02125	NONE	PUBLIC	UNRESTRICTED	15,000
FILMMAKERS COLLABORATIVE 6 EASTMAN PLACE SUITE 202 MELROSE, MA 02176	NONE	PUBLIC	UNRESTRICTED	15,000
GIRLS INC120 WALL ST 3 NEW YORK, NY 10005	NONE	PUBLIC	UNRESTRICTED	5,000
GREATER LOWELL COMMUNITY FOUNDATION 100 MERRIMACK STREET SUITE 202 LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	420,000
Total ► 3a				1,454,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GREATER MERRIMACK VALLEY CONVENTION AND VISITORS BUREAU 61 MARKET ST 1C LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	5,000
HABITAT FOR HUMANITY 124 MAIN STREET WESTFORD, MA 01886	NONE	PUBLIC	UNRESTRICTED	50,000
IMMACULATE CONCEPTION SCHOOL 25 WASHINGTON CT MALBOROUGH, MA 01752	NONE	PUBLIC	UNRESTRICTED	10,000
INNER CITY SCHOLARSHIP FUND 260 FRANKLIN STREET SUITE 630 BOSTON, MA 02110	NONE	PUBLIC	UNRESTRICTED	5,000
IRONSTONE FARM450 LOWELL STREET ANDOVER, MA 01810	NONE	PUBLIC	UNRESTRICTED	10,000
Total ► 3a				1,454,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JFK LIBRARY FOUNDATION COLUMBIA POINT BOSTON, MA 02125	NONE	PUBLIC	UNRESTRICTED	250,000
LOWELL FESTIVAL FOUNDATION 67 KIRK STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	10,000
LOWELL GENERAL HOSPITAL 295 VARNUM AVE LOWELL, MA 01854	NONE	PUBLIC	UNRESTRICTED	500
LOWELL HIGH SCHOOL 50 FATHER MORISSETTE BLVD LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	1,000
LOWELL HOUSE INC 555 MERRIMACK STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	12,500
Total ▶ 3a				1,454,500


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LOWELL PARKS AND CONSERVATION PO BOX 7162 LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	5,000
LOWELL SUMMER MUSIC SERIES 67 KIRK STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	5,000
LOWELL TRANSITIONAL LIVING CENTER 205-209 MIDDLESEX STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	2,500
MEGAN'S HOUSE32 BERRY RD LOWELL, MA 01854	NONE	PUBLIC	UNRESTRICTED	5,000
MERRIMACK REPERTORY THEATER 132 WARREN ST LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	280,000
Total ▶ 3a				1,454,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
MIDDLESEX COMMUNITY COLLEGE FOUNDATION 55 MIDDLE STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	10,500
MILL CITY GROWS C/O YWCA OF LOWELL 97 CENTRAL STREET UNIT 302 LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	5,000
NASHUA RIVER WATERSHED ASSOC 592 MAIN STREET GROTON, MA 01450	NONE	PUBLIC	UNRESTRICTED	2,500
NEW ENGLAND QUILT MUSEUM 18 SHATTUCK STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	5,000
REAL NEWS PROJECTPO BOX 1103 NEW YORK, NY 10276	NONE	PUBLIC	UNRESTRICTED	100,000
Total ► 3a				1,454,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
RECREATIONAL ADULT RESOURCE ASSOCIATION 295 HIGH STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	2,500
SOCIETY OF JESUS OF NEW ENGLAND PO BOX 9199 WATERTOWN, MA 02471	NONE	PUBLIC	UNRESTRICTED	5,000
ST PATRICK'S CHURCH282 SUFFOLK ST LOWELL, MA 01854	NONE	PUBLIC	UNRESTRICTED	50,500
THEATRE COMMUNICATIONS GROUP 520 EIGHTH AVENUE NEW YORK, NY 10018	NONE	PUBLIC	UNRESTRICTED	1,000
UNITED TEEN EQUALITY CENTER 34 HURD STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	5,000
Total ► 3a				1,454,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF MASS BAY 51 SLEEPER ST BOSTON, MA 02210	NONE	PUBLIC	UNRESTRICTED	10,000
UNIVERSITY OF MASS LOWELL ONE UNIVERSITY AVENUE LOWELL, MA 01854	NONE	PUBLIC	UNRESTRICTED	50,000
WBUR 909 890 COMMONWEALTH AVENUE 3RD FLOOR BOSTON, MA 02215	NONE	PUBLIC	UNRESTRICTED	10,000
WHISTLER HOUSE MUSEUM OF ART 243 WORTHEN STREET LOWELL, MA 01852	NONE	PUBLIC	UNRESTRICTED	5,000
WRITERS WITHOUT MARGINS 3 CONCORD AVENUE NO 34 CAMBRIDGE, MA 02138	NONE	PUBLIC	UNRESTRICTED	10,000
Total 				1,454,500
3a				

TY 2017 Investments Corporate Bonds Schedule**Name:** RICHARD K & NANCY L DONAHUE CHAR FDTN**EIN:** 04-3133049**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALLY FINANCIAL INC 2.45% 7/15/17 - 125000 PAR	125,000	119,291
WILLIAMS COS 7.625% 7/15/19 - 150000 PAR	147,719	158,250

TY 2017 Investments Corporate Stock Schedule**Name:** RICHARD K & NANCY L DONAHUE CHAR FDTN**EIN:** 04-3133049

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BOEING CO - 1000 SH	145,560	294,910
HOME DEPOT - 700 SH	30,355	132,671
INTEL CORP - 4500 SH	150,993	207,720
JP MORGAN CHASE - 3000 SH	170,608	320,820
NESTLE SA - 3100 SH	161,509	266,507
NIKE INC - 29000 SH	1,630,380	1,813,950
MICROSOFT CORP - 2500 SHS	115,542	213,850
UNITED PARCEL SERVICE - 1200 SHS	94,885	142,980
ABBVIE INC - 1000 SHS	56,380	96,710
AIR PRODUCTS & CHEMICALS - 700 SHS	83,423	114,856
BECTON DICKINSON & CO - 1000 SHS	155,910	214,060
CAPITAL ONE FINANCIAL CORP - 1000 SHS	74,380	99,580
CERNER CORP - 1000 SHS	60,380	67,390
ENTERPRISE BANCORP - 3251 SHS	76,724	110,697
GILEAD SCIENCES INC - 700 SHS	71,652	50,148
INTERNATIONAL BUSINESS MACHINE CORP - 500 SHS	68,375	76,710
MGIC INVESTMENTS CORP - 10000 SHS	84,830	141,100
PRAXAIR INC - 1000 SHS	102,920	154,680
PROCTER & GAMBLE - 1500 SHS	120,435	137,820
SCHLUMBERGER LTD - 1600 SHS	110,720	107,824
STERICYCLE INC - 1500 SHS	177,990	101,985
WASTE MGMT INC - 1500 SHS	79,920	129,450
CHEVRON CORPORATION - 1000 SHS	109,282	125,190
TEX PAC LAND TR - 100 SHS	41,074	44,663

TY 2017 Other Expenses Schedule**Name:** RICHARD K & NANCY L DONAHUE CHAR FDTN**EIN:** 04-3133049**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ANNUAL REPORT FEES	70	70		0
BANK FEES	60	60		0

TY 2017 Other Income Schedule

Name: RICHARD K & NANCY L DONAHUE CHAR FDTN

EIN: 04-3133049

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS OTHER INCOME	13,122		13,122

TY 2017 Other Professional Fees Schedule**Name:** RICHARD K & NANCY L DONAHUE CHAR FDTN**EIN:** 04-3133049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX & FINL ACCTING SERVICES	17,484	3,500		13,984

TY 2017 Taxes Schedule**Name:** RICHARD K & NANCY L DONAHUE CHAR FDTN**EIN:** 04-3133049

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	2,445	2,445		0
FEDERAL EXCISE TAX	2,023	0		0