

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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation DORIS DUKE CHARITABLE FOUNDATION		A Employer identification number 13-7043679
Number and street (or P.O. box number if mail is not delivered to street address) 650 FIFTH AVENUE, 19TH FLOOR		B Telephone number (see instructions) (908) 243-3619
Room/suite		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state, and ZIP code NEW YORK, NY 10019		
G Check all that apply:		D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,726,653,990.		
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual		
<input type="checkbox"/> Other (specify) _____		
(Part I, column (d) must be on cash basis.)		

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 type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	98,214.	98,214.		
	4 Dividends and interest from securities	14,857,634.	23,158,877.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	48,835,503.			
	b Gross sales price for all assets on line 6a	1,928,129,539.			
	7 Capital gain net income (from Part IV, line 2)		75,175,308.	ATCH 18	
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 1	608.	5,747,408.			
12 Total. Add lines 1 through 11	63,791,959.	104,179,807.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	606,355.			539,335.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 2	11,216.	1,000.		26,604.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	5,941,857.	5,900,251.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	3,347,987.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	16,905.			16,905.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	8,140,213.	10,424,136.		8,333,327.
	24 Total operating and administrative expenses. Add lines 13 through 23	18,064,533.	16,325,387.		8,916,171.
	25 Contributions, gifts, grants paid	84,469,805.			77,659,983.
26 Total expenses and disbursements. Add lines 24 and 25	102,534,338.	16,325,387.	0	86,576,154.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-38,742,379.				
b Net investment income (if negative, enter -0-)		87,854,420.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	2,371,394.	1,011,045.	1,011,045.	
	2	Savings and temporary cash investments	18,372,068.	24,607,566.	24,607,566.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable	1,994,687.	2,054,735.	2,054,735.	
	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	907,083.	908,688.	908,688.	
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 6	268,178,374.	324,171,370.	324,171,370.	
	c	Investments - corporate bonds (attach schedule) ATCH 7	207,219,209.	130,779,955.	130,779,955.	
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 8	1,075,772,901.	1,114,699,388.	1,114,699,388.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe ATCH 9)	41,863,444.	128,421,243.	128,421,243.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,616,679,160.	1,726,653,990.	1,726,653,990.		
Liabilities	17	Accounts payable and accrued expenses	1,083,800.	2,033,199.		
	18	Grants payable	44,239,457.	51,586,242.		
	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 ATCH 10)	78,458,336.	118,695,015.		
	23	Total liabilities (add lines 17 through 22)	123,781,593.	172,314,456.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	1,492,897,567.	1,554,339,534.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	1,492,897,567.	1,554,339,534.			
31	Total liabilities and net assets/fund balances (see instructions)	1,616,679,160.	1,726,653,990.			

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	1,492,897,567.
2	Enter amount from Part I, line 27a	2	-38,742,379.
3	Other increases not included in line 2 (itemize) ATCH 11	3	100,037,781.
4	Add lines 1, 2, and 3	4	1,554,192,969.
5	Decreases not included in line 2 (itemize) ATCH 12	5	-146,565.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,554,339,534.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
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	75,175,308.
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	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	84,732,632.	1,596,811,002.	0.053064
2010	85,259,405.	1,507,779,999.	0.056546
2009	85,106,004.	1,386,461,656.	0.061384
2008	112,918,793.	1,768,728,530.	0.063842
2007	103,141,851.	1,976,949,571.	0.052172
2 Total of line 1, column (d)			2 0.287008
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 0.057402
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,559,889,084.
5 Multiply line 4 by line 3			5 89,540,753.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 878,544.
7 Add lines 5 and 6			7 90,419,297.
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 86,576,154.

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

Table with 11 rows for excise tax calculation. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total tax due is 343,973.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, and reporting requirements. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.DDCF.ORG
14 The books are in care of EILEEN OBERLANDER Telephone no. 908-243-3619
Located at 1112 DUKES PARKWAY WEST HILLSBOROUGH, NJ ZIP+4 08844
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
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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)? 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 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 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 X
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? 4b X

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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)?
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

Table with 5 columns: (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. Row 1: ATCH 14, 539,335, 0, 0.

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

Table with 5 columns: (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. Row 1: NONE.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 15		741,692.

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 SEE ATTACHMENT 19 ----- -----	181,285.
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 NONE ----- -----		
2 ----- -----		
All other program-related investments. See instructions.		
3 NONE ----- -----		
Total. Add lines 1 through 3 ▶		

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	1,563,672,301.
b	Average of monthly cash balances	1b	19,971,439.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,583,643,740.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,583,643,740.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,754,656.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,559,889,084.
6	Minimum investment return. Enter 5% of line 5	6	77,994,454.

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	77,994,454.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,757,088.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,757,088.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	76,237,366.
4	Recoveries of amounts treated as qualifying distributions	4	364,310.
5	Add lines 3 and 4	5	76,601,676.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	76,601,676.

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	86,576,154.
b	Program-related investments - total from Part IX-B	1b	
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	86,576,154.
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	86,576,154.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				76,601,676.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			8,487,328.	
b Total for prior years: 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>86,576,154.</u>				
a Applied to 2011, but not more than line 2a			8,487,328.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				76,601,676.
e Remaining amount distributed out of corpus	1,487,150.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,487,150.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,487,150.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012	1,487,150.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

Table with 5 main rows (2a-e) and 5 sub-columns (a-e). Row 2a: Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. Sub-rows include 85% of line 2a, Qualifying distributions from Part XII, line 4 for each year listed, Amounts included in line 2c not used directly for active conduct of exempt activities, Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c, Complete 3a, b, or c for the alternative test relied upon: (1) Value of all assets, (2) Value of assets qualifying under section 4942(j)(3)(B)(i), (3) Endowment alternative test, (4) Support alternative test, (1) Total support other than gross investment income, (2) Support from general public and 5 or more exempt organizations, (3) Largest amount of support from an exempt organization, (4) Gross investment income.

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

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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

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

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

N/A

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

SEE ATTACHMENT 20

c Any submission deadlines:

SEE ATTACHMENT 20

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

SEE ATTACHMENT 20

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 ATTACHMENT 17				77,659,983.
Total ▶ 3a				77,659,983.
b Approved for future payment SEE ATTACHMENT 17				51,586,242.
Total ▶ 3b				51,586,242.

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?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
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.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1: N/A, N/A.

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

Table with 3 columns: (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.
Signature: Edward P. Harry, Date: 11-8-13, Title: PRESIDENT

Paid Preparer Use Only: Print/Type preparer's name: SCOTT THOMPSETT, Preparer's signature: Scott Thompsett, Date: 11/13/2013, Check self-employed, PTIN: P00741490, Firm's name: GRANT THORNTON LLP, Firm's address: 666 THIRD AVENUE NEW YORK, NY, Firm's EIN: 36-6055558, Phone no.: 212-599-0100

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHMENT STATEMENT 15					75175308.	
TOTAL GAIN (LOSS)							<u>75175308.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MISCELLANEOUS TAX REFUNDS	608.	
FLOW THROUGH INCOME FROM INVESTMENTS IN LIMITED PARTNERSHIPS		6,020,766.
LESS AMOUNTS REPORTED AS UNRELATED BUSINESS INCOME		-273,358.
TOTALS	<u>608.</u>	<u>5,747,408.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
HOLLAND & KNIGHT LLP	345.			345.
CREDIT SUISSE	1,000.	1,000.		
SIMPSON THACHER & BARTLETT	9,871.			26,259.
TOTALS	<u>11,216.</u>	<u>1,000.</u>		<u>26,604.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CUSTODY FEES	661,020.	661,020.
MANAGERS BASE FEES	1,678,613.	1,678,613.
INVESTMENT ADVISORY FEES	152,738.	152,738.
OTHER INVESTMENT EXPENSES	3,430,281.	3,430,281.
INVESTMENT EXPENSE ALLOCATED TO DDF	-36,831.	-36,831.
BANK FEES	15,908.	15,908.
SECURITIES LENDING EXPENSE	38,578.	38,578.
CONSULTING	1,550.	1,550.
LESS INVESTMENT MANAGEMENT FEES ALLOCATED TO UNRELATED BUSINESS ACTIVITIES		-41,606.
TOTALS	<u>5,941,857.</u>	<u>5,900,251.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
STATE UBIT TAXES	599.
DEFERRED FEDERAL EXCISE TAX	1,858,577.
FEDERAL EXCISE TAX	1,488,811.
TOTALS	<u>3,347,987.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	8,039,043.	-26,250.	8,258,983.
INSURANCE	66,264.		67,868.
MISCELLANEOUS EXPENSES	34,906.		6,476.
INVESTMENT EXPENSES FROM LIMITED PARTNERSHIPS		10,450,386.	
TOTALS	<u>8,140,213.</u>	<u>10,424,136.</u>	<u>8,333,327.</u>

ATTACHMENT 6FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EQUITY INVESTMENTS	68,545,449.	68,545,449.
COMMINGLED INVESTMENTS	255,625,921.	255,625,921.
TOTALS	<u>324,171,370.</u>	<u>324,171,370.</u>

ATTACHMENT 7FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FIXED INCOME INVESTMENTS	135,546,901.	135,546,901.
LESS FIXED INCOME INVESTMENT ALLOCATED TO DORIS DUKE FOUNDATION	-4,766,946.	-4,766,946.
TOTALS	<u>130,779,955.</u>	<u>130,779,955.</u>

ATTACHMENT 8FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MULTI-STRATEGY ALTERNATIVES	431,409,793.	431,409,793.
PRIVATE EQUITY INVESTMENTS	225,324,628.	225,324,628.
DISTRESSED/HIGH YIELD	103,331,984.	103,331,984.
FUND OF FUNDS	91,361,903.	91,361,903.
BUYOUTS/GROWTH NON-MARKETABLE	111,755,040.	111,755,040.
VENTURE CAPITAL	77,036,961.	77,036,961.
DISTRESSED NON-MARKETABLE ALT	16,047,608.	16,047,608.
REAL ASSETS	58,431,471.	58,431,471.
TOTALS	<u>1,114,699,388.</u>	<u>1,114,699,388.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SALES COMMITMENT RECEIVABLE	126,876,144.	126,876,144.
INTEREST RECEIVABLE	938,246.	938,246.
DIVIDENDS RECEIVABLE	146,220.	146,220.
TAX RECLAIM RECEIVABLE	46,452.	46,452.
OTHER INVESTMENT INCOME RECEIVABLE	6,945.	6,945.
DUE FROM DORIS DUKE FOUNDATION	2,232.	2,232.
DUE FROM DORIS DUKE FOUNDATION FOR ISLAMIC ART COLLECTIBLES	24,034.	24,034.
	380,970.	380,970.
TOTALS	<u>128,421,243.</u>	<u>128,421,243.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DUE TO DORIS DUKE MANAGEMENT FOUNDATION	4,472,806.
DUE TO DUKE FARMS FOUNDATION	156,960.
DEFERRED FEDERAL & STATE EXCISE TAX	6,400,971.
PURCHASE COMMITMENTS PAYABLE	107,661,501.
SECURITIES LENDING PAYABLE	2,777.
TOTALS	<u>118,695,015.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET UNREALIZED GAIN ON SECURITIES	100,037,781.
TOTAL	<u>100,037,781.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNTCHANGE IN VALUE OF BENEFICIAL INTEREST
IN TRUSTS HELD BY OTHERS

-146,565.

TOTAL

-146,565.

Doris Duke Charitable Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2012
Attachment 13

The Doris Duke Charitable Foundation maintained expenditure responsibility for seven grants to:

Grantees

Doris Duke Foundation for Islamic Arts

Duke Farms Foundation

Doris Duke Foundation

Doris Duke Monument Foundation

International Network for Cancer Treatment and Research, USA ("INCTR-USA")

Sapling Foundation

Newport Restoration Foundation

The expenditure responsibility reports follow this attachment 13 cover sheet.

The Doris Duke Charitable Foundation also maintained expenditure responsibility for various grants that were approved in 2012, but were not actually disbursed until the following year. The expenditure responsibility statement for those grants will be included with the 12/31/2013 form 990-PF, annual filings.



October 23, 2013

Mr. Peter Simmons
Chief Operating Officer
Doris Duke Foundation for Islamic Art
650 Fifth Avenue, 19th Floor
New York, New York 10019

Dear Mr. Simmons:

The Doris Duke Charitable Foundation has made grants to the Doris Duke Foundation for Islamic Art in 2012 totaling \$6,895,140 to be used for the Doris Duke Foundation for Islamic Art's general operating expenses (referred to collectively as the "Grant"). Because the Doris Duke Foundation for Islamic Art is a private foundation, rather than a publicly supported charity, this Grant is subject to the "expenditure responsibility" requirements contained in the Treasury regulations. Under these regulations, the Doris Duke Charitable Foundation is required to obtain certain written commitments from the Doris Duke Foundation for Islamic Art before making payment of the Grant funds. By signing this letter, you agree on behalf of the Doris Duke Foundation for Islamic Art to the following specific obligations with respect to this Grant:

- (1) To repay any portion of the amount granted as well as income earned thereon which is not used for the purposes of the Grant stated above;
- (2) From the time the Grant is made or any portion of the Grant is received until it is fully expended or otherwise terminated, to submit a full and complete annual narrative and financial reports and a final report upon completion of the grant period, attested by the responsible financial officer of your organization or a certified public accountant, within a reasonable period of time after the close of your annual accounting period on the manner in which the Grant and income earned thereon are spent, compliance with the terms of the Grant, what was accomplished by the expenditure of funds (including a description of the progress made in accomplishing the purposes of the Grant);
- (3) To report the Grant separately on your books of account and to charge expenditures made in furtherance of the Grant purposes against the Grant.
- (4) To maintain written records of receipts and expenditures adequate to enable the use of the Grant funds to be checked readily and to make your books, records and other information available for the Doris Duke Charitable Foundation's inspection at reasonable times, which we believe necessary to keep us fully apprised of the status or use of the Grant or income arising therefrom, including any information regarding the ultimate effect of the Grant, whether or not required under the terms of section 4945 of the Internal Revenue code of 1986, as amended (the "Code");

- (5) To keep these records of receipts and expenditures and copies of reports submitted to the Doris Duke Charitable Foundation for at least four years after completion of the use of the Grant funds; and
- (6) Not to use any of the Grant or income arising therefrom,
 - a) To carry on propaganda, or otherwise attempt to influence legislation (within the meaning of section 4945(d)(1) of the Code),
 - b) To influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of section 4945(d)(2) of the Code),
 - c) To make any grant which does not comply with the individual grant requirements of section 4945(d)(3) of the Code or the organization grant requirements of section 4945(d)(4) of the Code, or
 - d) To undertake any activity for any purpose other than one that is charitable, scientific, literary, educational or for the prevention of cruelty to animals, or as defined in section 170(c)(2)(B) of the Code.

In the event that you violate the terms of this letter agreement by using any portion of this Grant or any income thereon for purposes other than the purpose of the Grant as previously set forth in this letter, you agree that you will refund to the Doris Duke Charitable Foundation the full amount of the Grant and pay over to the Doris Duke Charitable Foundation any additional amount which may be necessary to effect a correction under section 4945 of the Code.

The foregoing conditions are intended to comply with obligations under United States law to make reasonable efforts and establish adequate procedures to see that grant funds are spent solely for the purposes for which they are granted, and to obtain full and complete records on how grant funds have been expended. Changes in United States laws, or in regulations interpreting them, may require the Doris Duke Charitable Foundation to ask that more detailed reports be submitted or that other steps be taken. The Doris Duke Charitable Foundation will promptly inform you of any such changes, and by signing this letter you indicate your agreement to provide such additional information and comply with such requests.

The Doris Duke Foundation for Islamic Art also agrees that no later than the end of its first taxable year after the taxable year in which it receives the Grant, it will make a qualifying distribution out of corpus, as defined in section 4942 of the Code, equal to the value of the Grant, and, within such time period, the Doris Duke Foundation for Islamic Art agrees to provide adequate records or other sufficient evidence to the Doris Duke Charitable Foundation to demonstrate that this distribution has been made. Such records or evidence will state that the qualifying distribution has been made and will specify (1) the names and addresses of the recipients of any such qualifying distribution and the

Mr. Peter Simmons

Page 3

October 23, 2013

amounts paid to each, (ii) the details concerning the payment of any operating expenses which are a part of such qualifying distribution and (iii) the details concerning any operating expenses paid during any of the preceding five years which the Doris Duke Foundation for Islamic Art elects pursuant to Treas. Reg. 53.4942(A)-3(c)(2)(iv) to treat as a current distribution of corpus in order to make such qualifying distribution. Such records or evidence will also state that the qualifying distribution would be treated as a distribution of corpus under section 4942 of the Code if the Doris Duke Foundation for Islamic Art were not an operating foundation.

If this letter and its attachment correctly set forth your understanding of the arrangements made regarding this Grant, please countersign the letter and return it to the Doris Duke Charitable Foundation.

Very truly yours,

The Doris Duke Charitable Foundation

By: Edward P. Henry
Edward P. Henry, President

Agreed to and accepted on behalf of the
Doris Duke Foundation for Islamic Art this 25th
day of October, 2013

By: Peter Simmons

Peter Simmons, Chief Operating Officer

October 28, 2013



D O R I S D U K E
FOUNDATION FOR ISLAMIC ART

Mr. Edward P. Henry
President
Doris Duke Charitable Foundation
650 Fifth Avenue, 19th Floor
New York, New York 10019

Dear Mr. Henry:

In 2012, the Doris Duke Charitable Foundation ("DDCF") made grants totaling \$6,895,140 to the Doris Duke Foundation for Islamic Art ("DDFIA"). By a letter dated October 23, 2013, I agreed on behalf of DDFIA to submit certain reports to DDCF for each year during which any grant funds remained unspent and a final report for the year in which all of the grant funds were spent. Since all of the grant funds were spent during 2012 the year in which they were granted, this is both a first and final report.

Name and address of grantee:
Doris Duke Foundation for Islamic Art
4055 Papu Circle
Honolulu, HI 96816

Purpose of Grants:

To be used for DDFIA's general operating expenses. Property owned by DDFIA is used for a charitable purpose since DDFIA facilitates the study and understanding of Middle Eastern Art and Culture.

650 Fifth Avenue 19th Floor New York NY 10019
tel 212 974 7000 fax 212 974 7590 www.ddcf.org

An operating foundation supported by the
Doris Duke Charitable Foundation

Mr. Edward P. Henry
Page 2
October 28, 2013

The following table contains the date of payment of each part of the grant that was spent in 2012, and a description of how the grant was spent by DDFIA:

<u>Date of Payment</u>	<u>Amount of Grant</u>	<u>Purpose for which Grant was Used</u>
01/31/12	\$393,925	Employee Related Expenses; General Admin Expenses; Program Related Expenses; General Operating Expenses; Capital Expenditures.
02/28/12	\$193,592	“
03/31/12	\$987,352	“
04/30/12	\$353,231	“
05/31/12	\$485,661	“
06/30/12	\$777,857	“
07/31/12	\$368,306	“
08/31/12	\$403,407	“
09/30/12	\$907,688	“
10/31/12	\$699,087	“
11/30/12	\$411,257	“
12/31/12	\$913,777	“

All of the grant funds have been spent for DDFIA's operating expenses, and no portion of the grant funds has been diverted from such purpose.

In addition, in the letter dated October 23, 2013 I represented that before the end of 2012, DDFIA would make a qualifying distribution out of corpus as defined in Section 4942 of the Internal Revenue Code, in the amount of \$6,895,140 and that I would provide DDCF with adequate records or other sufficient evidence to demonstrate that this distribution has been made.

As described above, all of the grant funds were spent for reasonable and necessary administration expenses to accomplish DDFIA's charitable purposes, which are qualifying distributions. Therefore, a qualifying distribution was made of the entire value of the grants in 2012.

Since DDFIA has otherwise made qualifying distributions equal to the amount of its minimum investment return, this distribution would be treated as a distribution out of corpus if DDFIA were not a private operating foundation.

Very truly yours,
Doris Duke Foundation for Islamic Art

By: 
Peter Simmons, Chief Operating Officer



October 23, 2013

Mr. Peter Simmons
Chief Operating Officer
Duke Farms Foundation
1112 Dukes Parkway West
Hillsborough, New Jersey 08844

Dear Mr. Simmons:

The Doris Duke Charitable Foundation has made grants to Duke Farms Foundation in 2012 totaling \$10,429,483 to be used for Duke Farms Foundation's general operating expenses (referred to collectively as the "Grant"). Because Duke Farms Foundation is a private foundation, rather than a publicly supported charity, this Grant is subject to the "expenditure responsibility" requirements contained in the Treasury regulations. Under these regulations, the Doris Duke Charitable Foundation is required to obtain certain written commitments from Duke Farms Foundation before making payment of the Grant funds. By signing this letter, you agree on behalf of Duke Farms Foundation to the following specific obligations with respect to this Grant:

- (1) To repay any portion of the amount granted as well as income earned thereon which is not used for the purposes of the Grant stated above;
- (2) From the time the Grant is made or any portion of the Grant is received until it is fully expended or otherwise terminated, to submit a full and complete annual narrative and financial reports and a final report upon completion of the grant period, attested by the responsible financial officer of your organization or a certified public accountant, within a reasonable period of time after the close of your annual accounting period on the manner in which the Grant and income earned thereon are spent, compliance with the terms of the Grant, what was accomplished by the expenditure of funds (including a description of the progress made in accomplishing the purposes of the Grant);
- (3) To report the Grant separately on your books of account and to charge expenditures made in furtherance of the Grant purposes against the Grant.
- (4) To maintain written records of receipts and expenditures adequate to enable the use of the Grant funds to be checked readily and to make your books, records and other information available for the Doris Duke Charitable Foundation's inspection at reasonable times, which we believe necessary to keep us fully apprised of the status or use of the Grant or income arising therefrom, including any information regarding the ultimate effect of the Grant, whether or not required under the terms of section 4945 of the Internal Revenue code of 1986, as amended (the "Code");

- (5) To keep these records of receipts and expenditures and copies of reports submitted to the Doris Duke Charitable Foundation for at least four years after completion of the use of the Grant funds; and
- (6) Not to use any of the Grant or income arising therefrom,
 - a. To carry on propaganda, or otherwise attempt to influence legislation (within the meaning of section 4945(d)(1) of the Code),
 - b. To influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of section 4945(d)(2) of the Code),
 - c. To make any grant which does not comply with the individual grant requirements of section 4945(d)(3) of the Code or the organization grant requirements of section 4945(d)(4) of the Code, or
 - d. To undertake any activity for any purpose other than one that is charitable, scientific, literary, educational or for the prevention of cruelty to animals, or as defined in section 170(c)(2)(B) of the Code.

In the event that you violate the terms of this letter agreement by using any portion of this Grant or any income thereon for purposes other than the purpose of the Grant as previously set forth in this letter, you agree that you will refund to the Doris Duke Charitable Foundation the full amount of the Grant and pay over to the Doris Duke Charitable Foundation any additional amount which may be necessary to effect a correction under section 4945 of the Code.

The foregoing conditions are intended to comply with obligations under United States law to make reasonable efforts and establish adequate procedures to see that grant funds are spent solely for the purposes for which they are granted, and to obtain full and complete records on how grant funds have been expended. Changes in United States laws, or in regulations interpreting them, may require the Doris Duke Charitable Foundation to ask that more detailed reports be submitted or that other steps be taken. The Doris Duke Charitable Foundation will promptly inform you of any such changes, and by signing this letter you indicate your agreement to provide such additional information and comply with such requests.

Duke Farms Foundation also agrees that no later than the end of its first taxable year after the taxable year in which it receives the Grant, it will make a qualifying distribution out of corpus, as defined in section 4942 of the Code, equal to the value of the Grant, and, within such time period, Duke Farms Foundation agrees to provide adequate records or other sufficient evidence to the Doris Duke Charitable Foundation to demonstrate that this distribution has been made. Such records or evidence will state that the qualifying distribution has been made and will specify (1) the names and addresses of the recipients of any such qualifying distribution and the amounts paid to each, (ii) the details

Mr. Peter Simmons
Page 3
October 23, 2013

concerning the payment of any operating expenses which are a part of such qualifying distribution and (iii) the details concerning any operating expenses paid during any of the preceding five years which Duke Farms Foundation elects pursuant to Treas. Reg. 53.4942(A) 3(c)(2)(iv) to treat as a current distribution of corpus in order to make such qualifying distribution. Such records or evidence will also state that the qualifying distribution would be treated as a distribution of corpus under section 4942 of the Code if Duke Farms Foundation were not an operating foundation.

If this letter and its attachment correctly set forth your understanding of the arrangements made regarding this Grant, please countersign the letter and return it to the Doris Duke Charitable Foundation.

Very truly yours,
The Doris Duke Charitable Foundation

By: Edward P. Henry
Edward P. Henry, President

Agreed to and accepted on behalf of
Duke Farms Foundation this 25th
day of October, 2013

By: Peter Simmons
Peter Simmons, Chief Operating Officer



Duke Farms
Living Habitats

October 28, 2013

Mr. Edward P. Henry
President
Doris Duke Charitable Foundation
650 Fifth Avenue, 19th Floor
New York, New York 10019

Dear Mr. Henry:

In 2012, the Doris Duke Charitable Foundation ("DDCF") made grants totaling \$10,429,483 to Duke Farms Foundation ("DFF"). By a letter dated October 23, 2013, I agreed on behalf of DFF to submit certain reports to DDCF for each year during which any grant funds remained unspent and a final report for the year in which all of the grant funds were spent. Since all of the grant funds were spent during 2012 the year in which they were granted, this is both a first and final report.

Name and address of grantee:
Duke Farms Foundation
80 Route 206 South
Hillsborough, NJ 08844

Purpose of Grants:

To be used for DFF's general operating expenses. Property owned by DFF is used for a charitable purpose since DFF is transitioning to become a regional center for environmental stewardship. DFF provides educational programs to visitors as well as serving as a critical habitat for protecting endangered species of all kinds, both flora and fauna.

Mr. Edward P. Henry

Page 2

October 28, 2013

The following table contains the date of payment of each part of the grant that was spent in 2012 and a description of how the grant was spent by DFF:

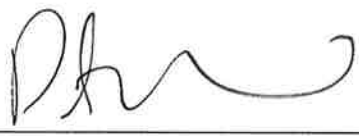
<u>Date of Payment</u>	<u>Amount of Grant</u>	<u>Purpose for which Grant was Used</u>
1/31/12	\$2,318,355	Employee Related Expenses; General Admin Expenses; Program Related Expenses; General Operating Expenses; Capital Expenditures.
2/29/12	(\$661,844)	"
3/31/12	\$1,220,749	"
4/30/12	\$673,577	"
5/31/12	\$780,335	"
6/30/12	\$1,164,287	"
7/31/12	\$1,438,617	"
8/31/12	\$504,763	"
9/30/12	\$1,336,913	"
10/31/12	\$739,811	"
11/30/12	\$311,895	"
12/31/12	\$602,025	"

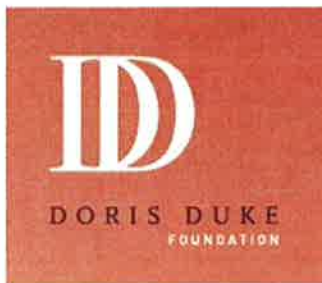
All of the grant funds have been spent for DFF's operating expenses, and no portion of the grant funds has been diverted from such purpose.

In addition, in the letter dated October 23, 2013, I represented that before the end of 2012, DFF would make a qualifying distribution out of corpus as defined in Section 4942 of the Internal Revenue Code, in the amount of \$10,429,483 and that I would provide DDCF with adequate records or other sufficient evidence to demonstrate that this distribution has been made. As described above, all of the grant funds were spent for reasonable and necessary administration expenses to accomplish DFF's charitable purposes, which are qualifying distributions. Therefore, a qualifying distribution was made of the entire value of the grants in 2012.

Since DFF has otherwise made qualifying distributions equal to the amount of its minimum investment return, this distribution would be treated as a distribution out of corpus if DFF were not a private operating foundation.

Very truly yours,
Duke Farms Foundation

By: 
Peter Simmons, Chief Operating Officer



October 29, 2013

Edward P. Henry
President
Doris Duke Charitable Foundation
650 Fifth Avenue, 19th Floor
New York, NY 10019

Re: Doris Duke Charitable Foundation Grant No. 2012015

Dear Mr. Henry:

In 2012, the Doris Duke Charitable Foundation (DDCF) made a grant to the Doris Duke Foundation ("DDF") totaling \$5,775,000 (the "Grant").

By grant agreement executed April 3, 2012 and Amendment executed May 18, 2012 (collectively, the "Grant Agreement"), DDF agreed to submit an expenditure responsibility report (as required by Treas. Reg. §53.4945-5(c)) to DDCF for each year during which any Grant funds remained unspent and a final report for the year in which all of the Grant funds were spent. In addition, in the Grant Agreement, DDF represented that before the end of DDF's fiscal year following the year in which grant payments were received, DDF would make a qualifying distribution out of corpus as defined in IRC §4942, equal to the value of those, and that DDF would provide DDCF with adequate records or sufficient other evidence to demonstrate that this distribution has been made.

Name and address of grantee:

Doris Duke Foundation
650 Fifth Avenue, 19th Floor
New York, NY 10019

Purpose of Grant: To support the first cohort of Doris Duke Artists Award recipients selected for funding through the Doris Duke Performing Artists Awards Program (the "Awards Program")

Use of Qualifying Distribution Grant funds by DDF: This is a report for calendar year 2012. DDF received grant payments from DDCF totaling \$938,500 in 2012. The grant funds were fully expended in 2012 toward the first cohort of Awards Program recipients, as shown on the following pages.

No portion of the grant funds has been diverted from the approved purpose of the Grant.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'Peter Simmons', written over a white background.

Peter Simmons
Chief Operating Officer
Doris Duke Foundation

Doris Duke Artist Awards - 2012 Cohort (21 Artists) Grants Approved and Paid 2012

Recipient*	Purpose	Approvals 2012	Amount Paid 2012	Balance
Anne Bogart	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	0	225,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Don Byron	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	80,000	145,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	5,000	20,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Wally Cardona	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	50,000	175,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Rinde Eckert	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	45,000	180,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Bill Frisell	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	45,000	180,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	2,500	22,500
Deborah Hay	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	0	225,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
John Hollenbeck	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	50,000	175,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Vijay Iyer	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	0	225,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Marc Bamuthi Joseph	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	35,000	190,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	10,000	15,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Elizabeth LeCompte	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	75,000	150,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Young Jean Lee	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	53,000	172,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000

* Artist addresses are on file at DDF and have been provided to DDCF.

**Doris Duke Artist Awards - 2012 Cohort (21 Artists)
Grants Approved and Paid 2012**

Recipient*	Purpose	Approvals 2012	Amount Paid 2012	Balance
Ralph Lemon	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	0	225,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Richard Maxwell	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	57,500	167,500
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	5,000	20,000
Sarah Michelson	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	0	225,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Bebe Miller	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	90,000	135,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	8,000	17,000
Nicole Mitchell	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	0	225,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Meredith Monk	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	90,000	135,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	5,000	20,000
Eiko Otake	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	25,000	200,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Takashi Koma Otake	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	0	225,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	5,000	20,000
Basil Twist	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	75,000	150,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	25,000	0
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
Reggie Wilson	<i>Doris Duke Artist Award - Unrestricted</i>	225,000	40,000	185,000
	<i>Doris Duke Artist Award - Audience Development</i>	25,000	0	25,000
	<i>Doris Duke Artist Award - Incentive Funding</i>	25,000	0	25,000
TOTAL to Individuals		\$5,700,000	\$876,000	\$4,824,000

* Artist addresses are on file at DDF and have been provided to DDCF.

**Doris Duke Artist Awards - 2012 Cohort (21 Artists)
Grants Approved and Paid 2012**

Recipient*	Purpose	Approvals 2012	Amount Paid 2012	Balance
From Anne Bogart Audience Development funds (\$25,000):				
Saratoga International Theater Institute, Inc.	520 8th Ave, Ste 310, 3rd fl. New York, NY 10018 <i>To support public relations for SITI's 20th Anniversary season</i>	\$25,000	\$12,500	\$12,500
From Meredith Monk Audience Development funds (\$25,000):				
House Foundation for the Arts, Inc.	260 West Broadway, Suite 2 New York, NY 10013 <i>To support "The Secondary Education Audience Development Campaign."</i>	\$25,000	\$25,000	\$0
From Young Jean Lee Audience Development funds				
Young Jean Lee's Theater Company	138 S Oxford St Ste 1D Brooklyn, NY 11217-1694 <i>Diversifying audiences by reaching music fans as well as theater fans</i>	\$7,000	\$7,000	\$0
Young Jean Lee's Theater Company	138 S Oxford St Ste 1D Brooklyn, NY 11217-1694 <i>To cultivate YJLTC's core audience and create a system for identifying audience members who could become supporters of YJLTC</i>	\$18,000	\$18,000	\$0
TOTAL to Organizations		\$75,000	\$62,500	\$12,500
TOTAL Grants Approved and Paid in 2012 from DDCF Grant #2012115		\$5,775,000	\$938,500	\$4,836,500



Doris Duke Monument Foundation

July 31, 2013

Adrienne A. Fisher
Director of Grants Management
Doris Duke Charitable Foundation
650 Fifth Avenue, 19th Floor
New York, NY 10019

Re: Doris Duke Charitable Foundation Grant No. 2011139.

Dear Ms. Fisher:

In 2011, the Doris Duke Charitable Foundation (DDCF) made a grant to Doris Duke Monument Foundation ("DDMF") totaling \$8,060 (the "Grant").

DDMF agreed to submit an expenditure responsibility report (as required by Treas. Reg. §53.4945-5(c)) to DDCF for each year during which any Grant funds remained unspent and a final report for the year in which all of the Grant funds were spent.

Name and address of grantee:

Doris Duke Monument Foundation
51 Touro Street
Newport, RI 02840

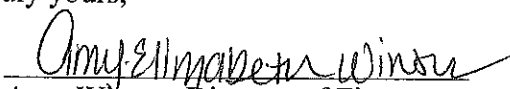
Purpose of Grant: To support renovation of Queen Anne Square with a design by Maya Lin that will commemorate the work of Doris Duke in Newport, RI

Use of Qualifying Distribution Grant funds by DDMF:

This is a report for calendar year 2011. DDMF received DDCF grant payments totaling \$8,060 during 2011. Construction of the project began on October 11, 2012 and was substantially completed by May 31, 2013. \$258,419 was spent during 2011 toward the Queen Anne Square restoration project, including \$8,060 from the DDCF grant, as detailed in the attached report. No portion of the grant funds has been diverted from the approved purpose of the Grant.

In addition, in the Grant Agreement, DDMF represented that before the end of tax year following receipt of grant funds, DDMF would make a qualifying distribution out of corpus as defined in IRC §4942, equal to the value of the payments received, and that DDMF would provide DDCF with adequate records or sufficient other evidence to demonstrate that this distribution has been made. Within a reasonable period of time after the close of the 2013 calendar year DDMF will provide another expenditure responsibility report.

Very truly yours,

By: 
Amy Winsor, Director of Finance
Doris Duke Monument Foundation



Doris Duke Monument Foundation

July 31, 2013

Adrienne A. Fisher
Director of Grants Management
Doris Duke Charitable Foundation
650 Fifth Avenue, 19th Floor
New York, NY 10019

Re: Doris Duke Charitable Foundation Grant No. 2012162.

Dear Ms. Fisher:

In 2012, the Doris Duke Charitable Foundation (DDCF) made a grant to Doris Duke Monument Foundation ("DDMF") totaling \$2,064 (the "Grant").

DDMF agreed to submit an expenditure responsibility report (as required by Treas. Reg. §53.4945-5(c)) to DDCF for each year during which any Grant funds remained unspent and a final report for the year in which all of the Grant funds were spent.

Name and address of grantee:

Doris Duke Monument Foundation
51 Touro Street
Newport, RI 02840

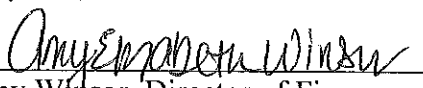
Purpose of Grant: To support renovation of Queen Anne Square with a design by Maya Lin that will commemorate the work of Doris Duke in Newport, RI

Use of Qualifying Distribution Grant funds by DDMF:

This is a report for calendar year 2012. DDMF received DDCF grant payments totaling \$2,064 during 2012. Construction of the project began on October 11, 2012 and was substantially completed by May 31, 2013. \$1,032,148 was spent during 2012 toward the Queen Anne Square restoration project, including \$2,064 from the DDCF grant, as detailed in the attached report. No portion of the grant funds has been diverted from the approved purpose of the Grant.

In addition, in the Grant Agreement, DDMF represented that before the end of tax year following receipt of grant funds, DDMF would make a qualifying distribution out of corpus as defined in IRC §4942, equal to the value of the payments received, and that DDMF would provide DDCF with adequate records or sufficient other evidence to demonstrate that this distribution has been made. Within a reasonable period of time after the close of the 2013 calendar year DDMF will provide another expenditure responsibility report.

Very truly yours,

By: 
Amy Winsor, Director of Finance
Doris Duke Monument Foundation

9th August 2013

Adrienne A. Fisher
Director of Grants Management
Doris Duke Charitable Foundation
650 Fifth Avenue, 19th Floor
New York, NY 10019

Re: Doris Duke Charitable Foundation Grant No. 2011110

Dear Ms. Fisher:

In 2011, the Doris Duke Charitable Foundation (DDCF) made a grant to International Network for Cancer Treatment and Research, USA ("INCTR-USA") totaling \$100,000 (the "Grant").

By grant agreement dated November 18, 2011 (the "Grant Agreement"), INCTR-USA agreed to submit an expenditure responsibility report (as required by Treas. Reg. §53.4945-5(c)) to DDCF for each year during which any Grant funds remained unspent and a final report for the year in which all of the Grant funds were spent. In addition, the Grant Agreement, INCTR-USA represented that before the end of 2013, INCTR-USA would make a qualifying distribution out of corpus as defined in IRC §4942, equal to the value of the Grant, and that INCTR-USA would provide DDCF with adequate records or sufficient other evidence to demonstrate that this distribution has been made.

Name and address of grantee:

International Network for Cancer Treatment and Research, USA
2000 Massachusetts Avenue, NW, Suite 100
Washington, DC 20036

Purpose of Grant: To support the East African Registry Network (EARN), which is working to enhance cancer registration in East Africa

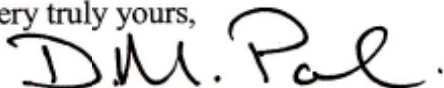
Use of Qualifying Distribution Grant funds by INCTR-USA:

This is a report for calendar year 2012. The grant funds were fully expended toward the cancer registration in East Africa project, as described in the narrative report submitted to DDCF on July 8, 2013 and the revised financial report dated July 24, 2013.

No portion of the grant funds has been diverted from the approved purpose of the Grant.

This is our final expenditure responsibility report for Grant No. 2011110.

Very truly yours,



Dr Max Parkin
Co-ordinator
International Network for Cancer Treatment
and Research, African Cancer Registry Programme

September 10, 2013

Adrienne A. Fisher
Director of Grants Management
Doris Duke Charitable Foundation
650 Fifth Avenue, 19th Floor
New York, NY 10019

Re: Doris Duke Charitable Foundation Grant No. 2011145.

Dear Ms. Fisher:

In 2011, the Doris Duke Charitable Foundation (DDCF) made a grant to the Sapling Foundation totaling \$26,000 (the "Grant").

By grant agreement dated December 9, 2011 (the "Grant Agreement"), Sapling Foundation agreed to submit an expenditure responsibility report (as required by Treas. Reg. §53.4945-5(c)) to DDCF for each year during which any Grant funds remained unspent and a final report for the year in which all of the Grant funds were spent.

Name and address of grantee:

Sapling Foundation
250 Hudson St, Rm. 1002
New York, NY 10001

Purpose of Grant: To support one Senior TED Fellow in the Performing Arts

Use of Qualifying Distribution Grant funds:

This is a report for calendar year 2012. \$26,000 was spent to support one Senior TED Fellow in the Performing Arts to attend two conferences (\$13,000 per conference) as outlined in our initial grant request. Please see , as detailed below:

Please see attached outline of the 2012 TED Fellows expenditures.

No portion of the grant funds has been diverted from the approved purpose of the Grant.

In addition, in the Grant Agreement, Sapling Foundation represented that before the end of 2012, Sapling Foundation would make a qualifying distribution out of corpus as defined in IRC §4942, equal to the value of the Grant; with this letter Sapling Foundation provides DDCF with adequate records or sufficient other evidence to demonstrate that this distribution has been made. As stated in such letter, the grant was to be used to support one Senior TED Fellow in the Performing Arts. Sapling Foundation used the funds as intended. This is our final expenditure responsibility report on this grant.

Very truly yours,



Tom Valentino
Chief Financial Officer

September 10, 2013

Adrienne A. Fisher
Director of Grants Management
Doris Duke Charitable Foundation
650 Fifth Avenue, 19th Floor
New York, NY 10019

Re: Doris Duke Charitable Foundation Grant No. 2011152.

Dear Ms. Fisher:

In 2011, the Doris Duke Charitable Foundation (DDCF) made a grant to the Sapling Foundation totaling \$30,000 (the "Grant").

By grant agreement dated December 9, 2011 (the "Grant Agreement"), Sapling Foundation agreed to submit an expenditure responsibility report (as required by Treas. Reg. §53.4945-5(c)) to DDCF for each year during which any Grant funds remained unspent and a final report for the year in which all of the Grant funds were spent.

Name and address of grantee:

Sapling Foundation
250 Hudson St, Rm. 1002
New York, NY 10001

Purpose of Grant: To support three TED Fellows from Sub-Saharan Africa working to improve the lives of Africans

Use of Qualifying Distribution Grant funds:

This is a report for calendar year 2012. \$30,000 was spent to support three TED Fellows from Sub-Saharan Africa (, as detailed below:

Please see attached outline of the 2012 TED Fellows expenditures.

No portion of the grant funds has been diverted from the approved purpose of the Grant.

In addition, in the Grant Agreement, Sapling Foundation represented that before the end of 2012, Sapling Foundation would make a qualifying distribution out of corpus as defined in IRC §4942, equal to the value of the Grant; Sapling Foundation with this letter provides DDCF with adequate records or sufficient other evidence to demonstrate that this distribution has been made. As stated in such letter, the grant was to be used to support three TED Fellows from Sub-Saharan Africa. Sapling Foundation used the funds as intended. This is our final expenditure responsibility report on this grant.

Very truly yours,



Tom Valentino
Chief Financial Officer

NEWPORT RESTORATION FOUNDATION

Founded by Doris Duke, 1968



51 TOURO STREET
NEWPORT, RHODE ISLAND 02840-2932
Telephone 401.849.7300
Facsimile 401.849.0125
www.newportrestoration.org

October 28, 2013

Mr. Edward P. Henry
President
Doris Duke Charitable Foundation
650 Fifth Avenue, 19th Floor
New York, New York 10019

Dear Mr. Henry:

In 2012, the Doris Duke Charitable Foundation ("DDCF") made grants totaling \$2,270,000 to the Newport Restoration Foundation ("NRF") in support of Rough Point. By a letter dated October 23, 2013, I agreed on behalf of NRF to submit certain reports to DDCF for each year during which any grant funds remained unspent and a final report for the year in which all of the grant funds were spent. This is a report covering the portion of the grant funds spent in 2012.

Name and address of grantee:

Newport Restoration Foundation
51 Touro Street
Newport, Rhode Island 02840

Purpose of Grants:

To be used for Rough Point's general operating expenses. The Rough Point Property owned by NRF is used for a charitable purpose since it is a historic house, which is open to the public.

The following table contains the date of payment of each grant, the amount of the grant, and a description of how the grant was spent by NRF:

<u>Date of Payment</u>	<u>Amount of Grant</u>	<u>Purpose for which Grant was Used</u>
01/09/12	\$582,500	Employee Related Expenses; General Operating Expenses; General Administrative Expenses and Capital Expenses
03/07/12	\$671,875	" "
06/04/12	\$671,875	" "
09/10/12	\$268,750	" "
11/20/12	\$75,000	" "

All of the grant funds have been spent for Rough Point's general operating expenses, and no portion of the grant funds has been diverted from such purpose.

Mr. Edward P. Henry

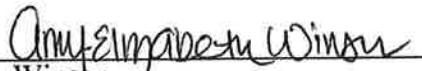
Page 2

October 28, 2013

In addition, in the letter dated October 23, 2013, I represented that before the end of 2012 NRF would make a qualifying distribution out of corpus as defined in Section 4942 of the Internal Revenue Code, in the amount of \$2,270,000 and that I would provide DDCF with adequate records or other sufficient evidence to demonstrate that this distribution has been made.

As described above, \$2,155,292 of the grant funds were spent for reasonable and necessary administration expenses to accomplish NRF's charitable purposes, which are qualifying distributions and \$114,708 will be spent in 2013. Therefore, a qualifying distribution was made of \$2,155,292 of the grant funds in 2012. Since NRF has otherwise made qualifying distributions equal to the amount of its minimum investment return, this distribution would be treated as a distribution out of corpus if NRF were not a private operating foundation. NRF will make a qualifying distribution out of corpus of the balance of the grant funds in 2013.

Very truly yours,
Newport Restoration Foundation

By: 
Amy Winsor
Director of Finance



October 23, 2013

Ms. Amy Winsor
Director of Finance
Newport Restoration Foundation
51 Touro Street
Newport, Rhode Island 02840

Dear Ms. Winsor:

The Doris Duke Charitable Foundation has made grants to the Newport Restoration Foundation in 2012 totaling \$2,270,000 to be used for Rough Point's general operating expenses (referred to collectively as the "Grant"). Because the Newport Restoration Foundation is a private foundation, rather than a publicly supported charity, this Grant is subject to the "expenditure responsibility" requirements contained in the Treasury regulations. Under these regulations, the Doris Duke Charitable Foundation is required to obtain certain written commitments from the Newport Restoration Foundation before making payment of the Grant funds. By signing this letter, you agree on behalf of the Newport Restoration Foundation to the following specific obligations with respect to this Grant:

- (1) To repay any portion of the amount granted as well as income earned thereon which is not used for the purposes of the Grant stated above;
- (2) From the time the Grant is made or any portion of the Grant is received until it is fully expended or otherwise terminated, to submit a full and complete annual narrative and financial reports and a final report upon completion of the grant period, attested by the responsible financial officer of your organization or a certified public accountant, within a reasonable period of time after the close of your annual accounting period on the manner in which the Grant and income earned thereon are spent, compliance with the terms of the Grant, what was accomplished by the expenditure of funds (including a description of the progress made in accomplishing the purposes of the Grant);
- (3) To report the Grant separately on your books of account and to charge expenditures made in furtherance of the Grant purposes against the Grant.
- (4) To maintain written records of receipts and expenditures adequate to enable the use of the Grant funds to be checked readily and to make your books, records and other information available for the Doris Duke Charitable Foundation's inspection at reasonable times, which we believe necessary to keep us fully apprised of the status or use of the Grant or income arising there from, including any information regarding the ultimate effect of the Grant, whether or not required under the terms of section 4945 of the Internal Revenue code of 1986, as amended (the "Code");

- (5) To keep these records of receipts and expenditures and copies of reports submitted to the Doris Duke Charitable Foundation for at least four years after completion of the use of the Grant funds; and
- (6) Not to use any of the Grant or income arising there from,
 - (a) To carry on propaganda, or otherwise attempt to influence legislation (within the meaning of section 4945(d)(1) of the Code),
 - (b) To influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive (within the meaning of section 4945(d)(2) of the Code),
 - (c) To make any grant which does not comply with the individual grant requirements of section 4945(d)(3) of the Code or the organization grant requirements of section 4945(d)(4) of the Code, or
 - (d) To undertake any activity for any purpose other than one that is charitable, scientific, literary, educational or for the prevention of cruelty to animals, or as defined in section 170(c)(2)(B) of the Code.

In the event that you violate the terms of this letter agreement by using any portion of this Grant or any income thereon for purposes other than the purpose of the Grant as previously set forth in this letter, you agree that you will refund to the Doris Duke Charitable Foundation the full amount of the Grant and pay over to the Doris Duke Charitable Foundation any additional amount which may be necessary to effect a correction under section 4945 of the Code.

The foregoing conditions are intended to comply with obligations under United States law to make reasonable efforts and establish adequate procedures to see that grant funds are spent solely for the purposes for which they are granted, and to obtain full and complete records on how grant funds have been expended. Changes in United States laws, or in regulations interpreting them, may require the Doris Duke Charitable Foundation to ask that more detailed reports be submitted or that other steps be taken. The Doris Duke Charitable Foundation will promptly inform you of any such changes, and by signing this letter you indicate your agreement to provide such additional information and comply with such requests.

The Newport Restoration Foundation also agrees that no later than the end of its first taxable year after the taxable year in which it receives the Grant, it will make a qualifying distribution out of corpus, as defined in section 4942 of the Code, equal to the value of the Grant, and, within such time period, the Newport Restoration Foundation agrees to provide adequate records or other sufficient evidence to the Doris Duke Charitable Foundation to demonstrate that this distribution has been made. Such records or evidence will state that the qualifying distribution has been made and will specify (i) the names and addresses of the recipients of any such qualifying distribution and the amounts paid to each, (ii) the details concerning the payment of any operating expenses

Ms. Amy Winsor
Page 3
October 23, 2013

which are a part of such qualifying distribution and (iii) the details concerning any operating expenses paid during any of the preceding five years, which the Newport Restoration Foundation elects pursuant to Treas. Reg. 53.4942(A)-3(c)(2)(iv) to treat as a current distribution of corpus in order to make such qualifying distribution. Such records or evidence will also state that the qualifying distribution would be treated as a distribution of corpus under section 4942 of the Code if the Newport Restoration Foundation were not an operating foundation.

If this letter and its attachment correctly set forth your understanding of the arrangements made regarding this Grant, please countersign the letter and return it to the Doris Duke Charitable Foundation.

Very truly yours,

The Doris Duke Charitable Foundation

By: Edward P. Henry
Edward P. Henry, President

Agreed to and accepted on behalf of the
Newport Restoration Foundation this
day of November, 2013

By: Amy Winsor
Amy Winsor, Director of Finance

14th

Barbara E. Schlichter
my commission expires 7/30/2013

Doris Duke Charitable Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2012
Attachment 14

Form 990-PF, Part VIII - List of Officers, Directors and Trustees

Name	Title	Hrs Worked	Employee Expense		
			Comp	Benefits	Accounts
John Zuccotti	Chairperson	124 hours per year	NONE	NONE	NONE
Anthony S. Fauci	Vice Chairperson	96 hours per year	NONE	NONE	NONE
Kathy Halbreich	Trustee	96 hours per year	98,061	NONE	NONE
Harry Demopoulos	Trustee	108 hours per year	98,061	NONE	NONE
Jide Zeitlin	Trustee	108 hours per year	NONE	NONE	NONE
James F. Gill	Trustee	108 hours per year	98,061	NONE	NONE
Anne Hawley	Trustee (thru 05/2012)	54 hours per year	98,061	NONE	NONE
Peter A. Nadosy	Trustee	96 hours per year	NONE	NONE	NONE
William H. Schlesinger	Trustee	108 hours per year	98,061	NONE	NONE
Nannerl O. Keohane	Trustee	116 hours per year	49,030	NONE	NONE
Angela K. Mwanza	Trustee	96 hours per year	NONE	NONE	NONE
Nicholas Scoppetta	Trustee	84 hours per year	NONE	NONE	NONE
Edward P. Henry	Chief Executive Officer/President	28 hours per week	NONE	NONE	NONE
Peter Simmons	Chief Operating Officer/Treasurer	12 hours per week	NONE	NONE	NONE
Erica Dziedzic	Secretary (as of 05/2012)	12 hours per week	NONE	NONE	NONE
Elizabeth Fader	Secretary (thru 02/2012)	40 hours per week	NONE	NONE	NONE
Totals			539,335	-	-

All trustees and officers provide services to five related entities (Doris Duke Charitable Foundation, Doris Duke Management Foundation, Duke Farms Foundation, Doris Duke Foundation for Islamic Art, Doris Duke Foundation), and may be reached at the Doris Duke Charitable Foundation's corporate address at 650 Fifth Avenue, 19th Floor, NY, NY, 10019. See Attachment 14(a) Note (1), Note (2) and Note (3) for further information.

Doris Duke Charitable Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2012
Attachment 14a

Notes:

(1) Compensation reported for the trustees disclosed on this schedule reflects payment for each individual's board service in 2011. The actual cash payments were made in January of 2012 (and the amounts have been reported on the Form 990-PF in Part I, Line 13, column (d)) as part of the Foundation's current year charitable disbursements.

(2) The officers are paid compensation by the Doris Duke Management Foundation (DDMF). The hours shown on the Form 990-PF are based on an allocation of time spent on matters related to the Doris Duke Charitable Foundation (DDCF) and are for informational purposes only. These officers provide services to other related entities (Doris Duke Foundation (DDF), Doris Duke Management Foundation (DDMF), Duke Farms Foundation (DFF), and Doris Duke Foundation for Islamic Art (DDFIA)) and in the aggregate, hours worked on matters related to these entities equal or exceed 40 hours a week. The allocation of compensation paid by the Doris Duke Management Foundation and allocated to other related entities is based on an annual survey and is shown in Note (3) below for informational purposes only. The salary allocation shown in Note (3) is included in the management fee shown on Line 23, Part I, Other Expenses.

(3) The trustees who receive compensation are paid by the Doris Duke Charitable Foundation, even though they provide services to each of the five foundations (DDCF, DDMF, DDF, DFF and DDFIA). The hours reported on Attachment 14 of the Form 990-PF represent an allocation of the trustees' time spent on matters related to DDCF including attendance at Board meetings, assorted committee meetings and various foundation-related events and discussions. These hour allocations are reported to comply with the Form 990-PF reporting requirement, and are for informational purposes only. Trustees have oversight responsibilities and perform multiple tasks across all five foundations; and thus, significant additional hours are reported on the DDF, DFF, DDMF and DDFIA tax returns.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
NORTHERN TRUST COMPANY 50 S. LASALLA ST. CHICAGO, IL 60675	BANKING/INVESTMENTS	490,893.
CAMBRIDGE ASSOCIATES LLC 100 SUMMER STREET BOSTON, MA 02110	INVESTMENT FEES	152,738.
MCCARTER & ENGLISH LLP 245 PARK AVENUE, 27TH FLOOR NEW YORK, NY 10167	LEGAL	98,061.
	TOTAL COMPENSATION	<u>741,692.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 16

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
MISCELLANEOUS TAX REFUNDS			01	608.	
TOTALS				<u>608.</u>	

Doris Duke Charitable Foundation
 Form 990-PF - Return of Private Foundation
 FYE: 12/31/2012
 Attachment 17

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>GRANTS PAID</u>	<u>GRANTS APPROVED</u>
PROGRAM GRANTS			58,000,664	49,986,058
NEWPORT RESTORATION FOUNDATION(NRF) FOR ROUGH POINT			2,270,000	
DUKE FARMS FOUNDATION	RELATED ENTITY		10,429,483	
DORIS DUKE FOUNDATION FOR ISLAMIC ART	RELATED ENTITY		6,894,836	1,600,184
DONATIONS TO DUKE UNIVERSITY			65,000	
TOTAL			<u>77,659,983</u>	<u>51,586,242</u>

DORIS DUKE CHARITABLE FOUNDATION

FORM 990-PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

	Beginning Balance 2012	Approvals 2012	Amended 2012	Amount Paid 2012	Approved for Future Payment
TOTAL ARTS	5,912,458	13,472,714	(441,388)	13,193,937	5,749,847
TOTAL ENVIRONMENT	2,616,871	19,702,441	-	13,474,412	8,844,900
TOTAL MEDICAL RESEARCH	8,539,400	15,969,650	-	13,088,050	11,421,000
TOTAL CHILD ABUSE PREVENTION	3,357,436	8,361,500	-	5,281,806	6,437,130
TOTAL PHILANTHROPIC SECTOR/OTHER	-	149,200	-	149,200	-
TOTAL CROSS PROGRAM GRANTS	-	462,000	-	462,000	-
TOTAL AFRICAN HEALTH INITIATIVE	22,357,423	209,480	-	10,060,222	12,506,681
TOTAL ARTS INITIATIVE	616,537	5,775,000	-	1,555,037	4,836,500
TOTAL CLIMATE CHANGE INITIATIVE	200,000	726,000	-	736,000	190,000
GRAND TOTAL	43,600,125	64,827,985	(441,388)	58,000,664	49,986,058

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
AFRICAN HEALTH INITIATIVE							
Accordia Global Health Foundation 1101 14th St NW, Suite 801 Washington, DC 20005 <i>To support the 2012 African Centers of Excellence Summit</i>	501(c)3	\$15,000 2012	\$0	\$15,000	\$0	\$15,000	\$0
African Center For Global Health And Social Transformation Inc 1072 Thomas Jefferson Street NW Washington, DC 20007-3835 <i>To support research prior to the Global Health Systems Conference in Bellagio</i>	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
Brigham and Women's Hospital Inc 75 Francis Street Boston, MA 02115 <i>Strengthening and Studying Community-Based, Integrated Primary Health Care Systems in Rural Rwanda</i>	501(c)3	\$8,505,000 2009	\$4,132,909	\$0	\$0	\$1,710,325	\$2,422,584
Brigham and Women's Hospital Inc 75 Francis Street Boston, MA 02115 <i>To support capacity building at the PHIT Partnership in Rwanda</i>	501(c)3	\$50,000 2011	\$50,000	\$0	\$0	\$50,000	\$0
Brigham and Women's Hospital Inc 75 Francis Street Boston, MA 02115 <i>To support participation in the 2nd Global Symposium on Health Systems Research</i>	501(c)3	\$7,000 2012	\$0	\$7,000	\$0	\$7,000	\$0
Brigham Young University E Campus Drive Provo, UT 84602 <i>To support health systems strengthening implementation planning</i>	501(c)3	\$49,680 2012	\$0	\$49,680	\$0	\$49,680	\$0
Trustees of Columbia University in the City of New York 630 West 168th Street New York, NY 10032 <i>Accelerating Millennium Development Goal Progress by Exchanging Health System Innovations between Tanzania and Ghana</i>	501(c)3	\$16,089,400 2009	\$6,075,896	\$0	\$0	\$2,814,779	\$3,261,117

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
Trustees of Columbia University in the City of New York 630 West 168th Street New York, NY 10032 <i>To support capacity building at the PHIT Partnership in Ghana</i>	501(c)3	\$50,000 2011	\$50,000	\$0	\$0	\$50,000	\$0
Trustees of Columbia University in the City of New York 630 West 168th Street New York, NY 10032 <i>To support capacity building at the PHIT Partnership in Tanzania</i>	501(c)3	\$50,000 2011	\$50,000	\$0	\$0	\$50,000	\$0
Trustees of Columbia University in the City of New York 630 West 168th Street New York, NY 10032 <i>To support participation in the 2nd Global Symposium on Health Systems Research</i>	501(c)3	\$7,000 2012	\$0	\$7,000	\$0	\$7,000	\$0
Trustees of Columbia University in the City of New York 630 West 168th Street New York, NY 10032 <i>To support participation in the 2nd Global Symposium on Health Systems Research</i>	501(c)3	\$7,000 2012	\$0	\$7,000	\$0	\$7,000	\$0
Health Alliance International 1107 NE 45th St Ste 350 Seattle, WA 98105 <i>Strengthening Integrated Primary Health Care and Workforce Training in Sofala Province, Mozambique</i>	501(c)3	\$10,505,000 2009	\$5,799,439	\$0	\$0	\$1,809,019	\$3,990,420
Health Alliance International 1107 NE 45th St Ste 350 Seattle, WA 98105 <i>To support capacity building at the PHIT Partnership in Mozambique</i>	501(c)3	\$50,000 2011	\$50,000	\$0	\$0	\$50,000	\$0
Health Alliance International 1107 NE 45th St Ste 350 Seattle, WA 98105 <i>To support participation in the 2nd Global Symposium on Health Systems Research</i>	501(c)3	\$7,000 2012	\$0	\$7,000	\$0	\$7,000	\$0
University of Cape Town Fund, Inc.	501(c)3	\$89,800	\$0	\$89,800	\$0	\$89,800	\$0

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
132 East 43rd St New York, NY 10017 <i>Understanding implementation experiences in the DDCF African Health Initiative</i>		2012					
University of North Carolina at Chapel Hill 104 Airport Drive, Ste 2200, Campus Box 1350 Chapel Hill, NC 27599 <i>Clinical Mentoring and Community Engagement to Improve Millenium Development Goals Health Outcomes in Lusaka Province of Zambia</i>	501(c)3	\$11,337,300 2009	\$6,099,179	\$0	\$0	\$3,266,619	\$2,832,560
University of North Carolina at Chapel Hill 104 Airport Drive, Ste 2200, Campus Box 1350 Chapel Hill, NC 27599 <i>To support capacity building at the PHIT Partnership in Zambia</i>	501(c)3	\$50,000 2011	\$50,000	\$0	\$0	\$50,000	\$0
University of North Carolina at Chapel Hill 104 Airport Drive, Ste 2200, Campus Box 1350 Chapel Hill, NC 27599 <i>To support participation in the 2nd Global Symposium on Health Systems Research</i>	501(c)3	\$7,000.00 2012	\$0	\$7,000	\$0	\$7,000	\$0
United Nations Foundation 1800 Massachusetts Ave NW 4 Flr Washington, DC 20036-1806 <i>Nothing But Nets</i>	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
TOTAL African Health			\$22,357,423	\$209,480	\$0	\$10,060,222	\$12,506,681

ARTS

Amherst H Wilder Foundation 451 Lexington Parkway North St. Paul, MN 55104 <i>To support leaders in the dance, jazz, theatre and presenting fields participating in The James P. Shannon Institute</i>	501(c)3	\$50,000 2012	\$0	\$50,000	\$0	\$50,000	\$0
Appalshop, Inc. 91 Madison Avenue Whitesburg, KY 41858 <i>To evaluate Roadside Theater/Thousand Kites</i>	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
Appalshop, Inc. 91 Madison Avenue Whitesburg, KY 41858 <i>Bringing the Roadside / Thousand Kites platform to scale, engaging new and diverse theater audiences</i>	501(c)3	\$152,150 2010	\$54,000	\$0	\$0	\$54,000	\$0
Arts Midwest 2908 Hennepin Ave, Suite 200 Minneapolis, MN 55408 <i>To support a public will building effort that will</i>	501(c)3	\$152,576 2012	\$0	\$152,576	\$0	\$78,836	\$73,740
Association of Performing Arts Presenters, Inc. 1211 Connecticut Avenue, NW, Suite 200 Washington, DC 20036 <i>To support the "Building Bridges: Campus Community Engagement Program," a re-granting program promoting community engagement in Muslim arts and culture through activities on campuses and other community presenters</i>	501(c)3	\$1,280,000 2012	\$0	\$1,280,000	\$0	\$135,598	\$1,144,402
California Institute of the Arts 24700 McBean Parkway Valencia, CA 91355-2397 <i>To support the National Interdisciplinary Initiative, to be held with the interdisciplinary RADAR LA Festival in the Fall of 2013</i>	501(c)3	\$174,375 2011	\$111,875	\$0	\$0	\$105,875	\$6,000
Chamber Music America 99 Madison Ave, 5th Fl New York, NY 10016 <i>To renew support for Jazz Regranting Programs</i>	501(c)3	\$613,750 2012	\$0	\$613,750	\$0	\$613,750	\$0
Childsplay, Inc. 900 S. Mitchell Dr Tempe, AZ 85281 <i>To support New Plays for Young Audiences Symposia</i>	501(c)3	\$112,500 2011	\$62,500	\$0	\$0	\$12,500	\$50,000

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
Trustees of Columbia University in the City of New York 630 West 168th Street New York, NY 10032 <i>To support the Jazz Composers Orchestra Institute at the Center for Jazz Studies</i>	501(c)3	\$150,000 2011	\$54,000	\$0	\$0	\$0	\$54,000
Creative Capital Foundation 65 Bleecker St, 7th Fl New York, NY 10012 <i>To support the Performing Arts Program, which provides project re-grants and advisory services to performing arts grantees</i>	501(c)3	\$1,200,000 2011	\$870,000	\$0	\$0	\$400,000	\$470,000
Creative Capital Foundation 65 Bleecker St, 7th Fl New York, NY 10012 <i>To renew support for The Multi-Arts Production Fund (MAP Fund)</i>	501(c)3	\$2,630,000 2012	\$0	\$2,630,000	\$0	\$1,439,000	\$1,191,000
Creative Capital Foundation 65 Bleecker St, 7th Fl New York, NY 10012 <i>Support for Multi-Arts Production Fund, which supports new work in live performance</i>	501(c)3	\$2,630,000 2010	\$1,115,000	\$0	\$0	\$1,115,000	\$0
Dance USA 1111 16th Street, NW Suite 300 Washington, DC 20036 <i>To support round two of Engaging Dance Audiences</i>	501(c)3	\$1,748,000 2011	\$826,423	\$0	\$0	\$382,423	\$444,000
Denver Center For The Performing Arts 1101 13th St. Denver, CO 80204 <i>To support Off-Center - a new series of nontraditional programming</i>	501(c)3	\$127,150 2011	\$45,000	\$0	\$0	\$0	\$45,000
Denver Center For The Performing Arts 1101 13th St. Denver, CO 80204 <i>To support the Continuing Innovation Cohort 2 Convening</i>	501(c)3	\$100,000 2012	\$0	\$100,000	\$0	\$100,000	\$0
DDCF Arts Program <i>Fund for National Projects</i>	501(c)3	\$3,000,000 2008	441,388	0	(441,388)	0	0
Eastside Arts Alliance 2277 International Blvd. PO Box 17008 Oakland, CA 94601-7008	501(c)3	\$67,500 2011	\$33,750	\$0	\$0	\$33,750	\$0

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
<i>To support national dialogue to strengthen the infrastructure for jazz presenting</i>							
Emc Arts Inc 127 W 122nd St New York, NY 10027	501(c)3	\$1,600,000 2012	\$0	\$1,600,000	\$0	\$1,055,215	\$544,785
<i>To support the Innovation Lab for the Performing Arts</i>							
Emc Arts Inc 127 W 122nd St New York, NY 10027	501(c)3	\$158,081 2012	\$0	\$158,081	\$0	\$81,680	\$76,401
<i>To support national and local learning communities around adaptive change in the country's first 3-day intensive national Innovation Summit</i>							
Emerson College Dept Of Finance 120 Boylston St Boston, MA 02116	501(c)3	\$67,553 2012	\$0	\$67,553	\$0	\$34,951	\$32,602
<i>To support a national convening of Latina/o theater artists to establish a Latina/o Theater Commons</i>							
Fractured Atlas Productions Inc 248 W 35th St FL 10 New York, NY 10001	501(c)3	\$196,875 2011	\$101,875	\$0	\$0	\$101,875	\$0
<i>To support America Dance Abroad, a pilot program to implement a broad-based, strategic international export plan for American dance</i>							
Fractured Atlas Productions Inc 248 W 35th St FL 10 New York, NY 10001	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
<i>To develop Artful.ly/ ATHENA 2.0 in collaboration with Atlantic Theater Company</i>							
Fractured Atlas Productions Inc 248 W 35th St FL 10 New York, NY 10001	501(c)3	\$150,000 2010	\$54,000	\$0	\$0	\$54,000	\$0
<i>To support the next phase of ATHENA Tix, an open source ticketing platform</i>							
Future of Music Coalition Inc 1615 L Street NW Washington, DC 20036-5610	501(c)3	\$174,494 2012	\$0	\$174,494	\$0	\$90,000	\$84,494
<i>To support a 2-year curriculum development</i>							
Home for Contemporary Theatre and Art Ltd 145 Sixth Ave.	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
New York, NY 10013 <i>To enhance HERE: On Demand by implementing and testing improvements</i>							
Home for Contemporary Theatre and Art Ltd 145 Sixth Ave. New York, NY 10013	501(c)3	\$150,000 2010	\$54,000	\$0	\$0	\$54,000	\$0
<i>To expand HERE: On Demand, encouraging an ongoing dialogue between artists and audiences</i>							
International Society For The Performing Arts Foundation 630 9th Avenue, Suite 213 New York, NY 10036-4752	501(c)3	\$25,000 2012	\$0	\$25,000	\$0	\$25,000	\$0
<i>To support Global Voices in Dialogue</i>							
Jazz Arts Group Of Columbus 769 E Long St Columbus, OH 43203	501(c)3	\$152,350 2011	\$54,000	\$0	\$0	\$0	\$54,000
<i>To Isupport the launch and evaluation of targeted theory-to-practice experiments based on the Jazz Audiences Initiative (JAI) research findings</i>							
L A Stage Alliance 644 S Figueroa St Los Angeles, CA 90017-3411	501(c)3	\$225,154 2012	\$0	\$225,154	\$0	\$116,337	\$108,817
<i>To support national and localized research on arts participation through a network of newly established regional community databases</i>							
MAPP International Productions 140 Second Ave Ste 502 New York, NY 10003	501(c)3	\$67,553 2012	\$0	\$67,553	\$0	\$34,951	\$32,602
<i>To support a structural expansion, bringing more US artists and arts organizations into global cultural dialogue with communities on the African continent</i>							
Mid Atlantic Arts Foundation Inc 201 N. Charles Street, Suite 401 Baltimore, MD 21201	501(c)3	\$59,355 2012	\$0	\$59,355	\$0	\$59,355	\$0
<i>To support the 2013 French American Jazz Exchange</i>							
National New Play Network	501(c)3	\$123,835	\$0	\$123,835	\$0	\$63,986	\$59,849

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
c/o Woolly Mammoth Theatre Company 917 M Street NW Washington, DC 20001		2012					
<i>To support work by a consortium of the field to create an online tool, the New Play Exchange, to revolutionize the way playwrights and theaters connect in the nonprofit arena</i>							
National Performance Network Inc 866 Camp Street New Orleans, LA 70130	501(c)3	\$1,764,000 2012	\$0	\$1,764,000	\$0	\$882,000	\$882,000
<i>Renewal support for Performing Arts programs</i>							
National Public Radio Inc 635 Massachusetts Avenue Washington, DC 20001	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
<i>To advance NPR's jazz offerings online by incorporating technological innovations</i>							
Network of Ensemble Theaters 1709 N Ave 56 Los Angeles, CA 90042-1118	501(c)3	\$163,125 2011	\$58,125	\$0	\$0	\$58,125	\$0
<i>To support NET Touring and Exchange Network (NET/TEN)</i>							
New England Foundation for the Arts 145 Tremont Street, 7th floor Boston, MA 02111	501(c)3	\$3,330,000 2012	\$0	\$3,330,000	\$0	\$3,330,000	\$0
<i>To support the National Dance Project</i>							
New York Live Arts Inc 219 West 19th Street New York, NY 10011	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
<i>To further develop the New York Live Arts web site by fully integrating the ticketing and donor systems</i>							
New York Live Arts Inc 219 West 19th Street New York, NY 10011	501(c)3	\$150,000 2010	\$54,000	\$0	\$0	\$54,000	\$0

Merger of Bill T. Jones/Arnie Zane Dance Company with Dance Theater Workshop as a model for creating new homes for dance in NYC

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
Newark Public Radio Inc. 54 Park Pl Newark, NJ 07102 <i>To support programming featuring New Jazz Works on the radio series JazzSet with Dee Dee Bridgewater</i>	501(c)3	\$75,000 2012	\$0	\$75,000	\$0	\$75,000	\$0
Nonprofit Finance Fund 70 West 36th Street, 11th Floor New York, New York, NY 10018 <i>Leadership Arts Organizations Initiative</i>	501(c)3	\$15,125,000 2007	\$1,081,843	\$0	\$0	\$1,081,843	\$0
Northwestern University Settlement 1012 N. Noble St Chicago, IL 60642 <i>Organizational transformation by integrating social service delivery with artistic practice</i>	501(c)3	\$152,050 2011	\$54,000	\$0	\$0	\$0	\$54,000
On The Boards PO Box 19515 Seattle, WA 98109 <i>The Presenting Online Partnership Program (POPP) pilot project, expanding the online presentation of contemporary performance</i>	501(c)3	\$200,000 2010	\$58,600	\$0	\$0	\$58,600	\$0
Pangea World Theater 711 W Lake St, #101 Minneapolis, MN 55408-3357 <i>To develop the National Directing and Ensemble Creation Institute, dedicated to training the next generation of theater artists of color and enabling peer dialogue and exchange</i>	501(c)3	\$75,000 2010	\$23,822	\$0	\$0	\$23,822	\$0
Performance Zone, Inc 161 Sixth Avenue, 14th Floor New York, NY 10013 <i>To support the New York Dance and Performance Awards, a/k/a The Bessies</i>	501(c)3	\$25,000 2012	\$0	\$25,000	\$0	\$25,000	\$0
The Pew Charitable Trusts 2005 Market Street, Suite 1700 Philadelphia, PA 19103 <i>To support the transition of the Cultural Data Project to an independent organization</i>	501(c)3	\$500,000 2012	\$0	\$500,000	\$0	\$500,000	\$0
The Pop Tech Institute	501(c)3	\$50,000	\$0	\$50,000	\$0	\$50,000	\$0

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
21 Elm Street, 2nd Floor Camden, ME 04843 <i>To support participation of performing arts professionals in the Pop Tech Social Innovation Fellows Program</i>		2012					
South Arts Inc 1800 Peachtree St NW STE 808 Atlanta, GA 30309 <i>To support ArtsReady; an online tool to help organizations in the arts sector plan for and respond to emergency situations</i>	501(c)3	\$225,000 2011	\$105,000	\$0	\$0	\$105,000	\$0
STREB Inc. 51 N 1st St Brooklyn, NY 11211 <i>To support SLAM REMOTE, a new presentation model to expand, extend and enrich how audiences experience dance</i>	501(c)3	\$150,000 2011	\$54,000	\$0	\$0	\$0	\$54,000
Theatre Bay Area 1663 Mission St, Ste 525 San Francisco, CA 94103 <i>To support the Intrinsic Impact project</i>	501(c)3	\$152,250 2011	\$54,000	\$0	\$0	\$0	\$54,000
Theatre Bay Area 1663 Mission St, Ste 525 San Francisco, CA 94103 <i>To support national dissemination of findings from two years of research into the intrinsic impact of live theatre</i>	501(c)3	\$25,000 2012	\$0	\$25,000	\$0	\$25,000	\$0
Theatre Communications Group Inc. 520 8th Avenue 24th floor New York, NY 10018-4156 <i>To support New Audience Engagement for the 21st Century American Theatre</i>	501(c)3	\$1,451,500 2011	\$201,500	\$0	\$0	\$201,500	\$0
University Musical Society 881 N University Ave Ann Arbor, MI 48109 <i>To support Phase 2 of the Lobby Project</i>	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
University Musical Society 881 N University Ave Ann Arbor, MI 48109	501(c)3	\$151,900 2010	\$54,000	\$0	\$0	\$54,000	\$0

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
<i>The Virtual Lobby: Connecting Artists and Audiences in New Spaces, Online and Off</i>							
University of Southern California 1333 San Pablo Street Los Angeles, CA 90033	501(c)3	\$208,267 2012	\$0	\$208,267	\$0	\$107,612	\$100,655
<i>To support a series of experiments to develop new models for communicating about the arts</i>							
UBW, Inc 138 S. Oxford Street, #4B Brooklyn, NY 11217	501(c)3	\$67,500 2011	\$25,500	\$0	\$0	\$0	\$25,500
<i>To support Project Next Generation; examining environmental conditions which impact the participation of young women of color in the field of modern and contemporary dance</i>							
Wesleyan University 45 Wyllys Avenue Middletown, CT 06459	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
<i>To implement new strategies for Feet to the Fire: infusing generative artists into environmental issues and providing a model for campuses nationwide</i>							
Wesleyan University 45 Wyllys Avenue Middletown, CT 06457	501(c)3	\$136,585 2010	\$48,257	\$0	\$0	\$48,257	\$0
<i>Continuation of Feet to the Fire: Exploring Global Climate Change from Science to Art</i>							
Woolly Mammoth Theatre Co 641 D Street NW Washington, DC 20004	501(c)3	\$152,000 2011	\$54,000	\$0	\$0	\$0	\$54,000
<i>To support a connectivity function surrounding each individual show</i>							
Wooster Group, Inc. PO Box 654, Canal Street Station New York, NY 10013	501(c)3	\$150,000 2011	\$54,000	\$0	\$0	\$0	\$54,000

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
<i>To support Wooster Web, an artistic and marketing platform that provides audiences with increased access to the Wooster Group's work</i>							
Yerba Buena Center for the Arts 701 Mission St San Francisco, CA 94103-3138 <i>To strengthen and expand YBCA:CONNECT which integrates onsite programs and technology to reach audiences at all stages of engagement</i>	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
Yerba Buena Center for the Arts 701 Mission St San Francisco, CA 94103-3138 <i>YBCA: CONNECT, an immersive visitor experience innovation</i>	501(c)3	\$152,300 2010	\$54,000	\$0	\$0	\$54,000	\$0
New Professional Theatre Inc 229 W. 42nd St. #501 New York, NY 10598 <i>General Support</i>	501(c)3	\$7,064 2012	\$0	\$7,064	\$0	\$7,064	\$0
Oxfam-America Inc 226 Causeway St., 5th Floor Boston, MA 02114 <i>General Support</i>	501(c)3	\$21,032 2012	\$0	\$21,032	\$0	\$21,032	\$0
Playwrights Horizons Inc. 416 W 42nd St New York, NY 10036 <i>General Support</i>	501(c)3	\$40,000 2012	\$0	\$40,000	\$0	\$40,000	\$0
Studio Museum In Harlem Inc 144 W 125th St New York, NY 10027 <i>General Support</i>	501(c)3	\$20,000 2012	\$0	\$20,000	\$0	\$20,000	\$0
TOTAL Arts			\$5,912,458	\$13,472,714	(\$441,388)	\$13,193,937	\$5,749,847
ARTS INITIATIVE							
Creative Capital Foundation 65 Bleecker St, 7th Fl New York, NY 10012 <i>To support the Doris Duke Performing Artist Awards Program</i>	501(c)3	\$986,537 2011	\$616,537	\$0	\$0	\$616,537	\$0
Doris Duke Foundation Inc. 650 5th Ave, 19th Floor	501(c)3	\$5,775,000 2012	\$0	\$5,775,000	\$0	\$938,500	\$4,836,500

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
New York, NY 10019-6108 <i>To support the first cohort of Leading Artists Award</i>							
TOTAL Arts Initiative			\$616,537	\$5,775,000	\$0	\$1,555,037	\$4,836,500

CHILD ABUSE PREVENTION

Boston Medical Center Corporation One Boston Medical Center Place Boston, MA 02118 <i>To support planning for the Vital Villages project, which seeks to develop a community-wide intervention in three low-income neighborhoods to promote child well-being and prevent child abuse and neglect</i>	501(c)3	\$200,000 2012	\$0	\$200,000	\$0	\$200,000	\$0
National Foundation for the Centers for Disease Control & Prevention 55 Park Place, Suite 400 Atlanta, GA 30303 <i>Building state-based public health leadership to prevent child maltreatment</i>	501(c)3	\$1,222,520 2008	\$0	\$0	\$0	\$0	\$0
National Foundation for the Centers for Disease Control & Prevention 55 Park Place, Suite 400 Atlanta, GA 30303 <i>To support Division of Violence Prevention's launch of the Triple P (Positive Parenting Program) system through partnerships between Federally Qualified Health Centers and local public health agencies</i>	501(c)3	\$1,495,000 2010	\$225,000	\$0	\$0	\$225,000	\$0
Center for the Study of Social Policy 1575 Eye St, NW, Ste 500 Washington, DC 20005 <i>To support planning for Outreach to Popular Media to Prevent child Maltreatment (Phase I)</i>	501(c)3	\$54,500 2012	\$0	\$54,500	\$0	\$54,500	\$0
Chapin Hall Center For Children 1313 E. 60th Street Chicago, IL 60637	501(c)3	\$2,071,000 2012	\$0	\$2,071,000	\$0	\$140,074	\$1,930,926

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
<i>To renew support for the Doris Duke Fellowships for the Promotion of Child Well-Being (formerly DD Fellowships for the Prevention of Child Abuse)</i>							
Chapin Hall Center For Children 1313 E. 60th Street Chicago, IL 60637 <i>Doris Duke Fellowships for the Prevention of Child Abuse and Neglect</i>	501(c)3	\$2,397,791 2009	\$967,791	\$0	\$0	\$320,000	\$647,791
Common Ground Communities Inc 14 East 28th Street, PH New York, NY 10016 <i>To support implementation and assessment of a community systems approach to improving outcomes for children</i>	501(c)3	\$250,000 2012	\$0	\$250,000	\$0	\$250,000	\$0
Corporation For The Advancement of Policy Evaluation 600 Alexander Park Princeton, NJ 08540 <i>To support an assessment of the Cost of Evidence-Based Home Visiting Programs designed to prevent child maltreatment</i>	501(c)3	\$100,000 2012	\$0	\$100,000	\$0	\$100,000	\$0
Erikson Institute 451 N. LaSalle St. Chicago, IL 60654 <i>To support "Fussy Baby Network - Infusion into Systems of Care."</i>	501(c)3	\$450,000 2012	\$0	\$450,000	\$0	\$300,000	\$150,000
Fund for Public Health in New York 22 Cortlandt Street, Suite 1103 New York, NY 10007 <i>Support for Adolescent Pregnancy Prevention in</i>	501(c)3	\$2,636,000 2012	\$0	\$2,636,000	\$0	\$800,000	\$1,836,000
President and Fellows of Harvard College 2 Arrow Street, 4th Floor Boston, MA 02466 <i>To build knowledge translation and communicating capacity about the science of early childhood development, focused particularly on neglect and resilience, at the Center on the Developing Child</i>	501(c)3	\$950,800 2011	\$567,070	\$0	\$0	\$320,140	\$246,930
National Alliance of Child Abuse Prevention Funds 5712 30th Avenue NE Seattle, WA 98105 <i>To support a new national initiative to prevent child</i>	501(c)3	\$1,750,000 2011	\$1,050,000	\$0	\$0	\$600,000	\$450,000

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National Center on Shaken Baby Syndrome 1433 N Hwy 89, Ste 110 Farmington, UT 84025 <i>Period of PURPLE Crying Program, Phase III</i>	501(c)3	\$367,000 2010	\$87,000	\$0	\$0	\$87,000	\$0
Prevent Child Abuse America 228 S Wabash Ave fl 10 Chicago, IL 60604 <i>To support "Social Movements, What Works, Consciousness Maintenance, and The National Movement for America's Children."</i>	501(c)3	\$400,000 2012	\$0	\$400,000	\$0	\$250,000	\$150,000
Teachers College Columbia University 525 West 120th Street New York, NY 10027 <i>Support for Child and Family Well-Being: A Randomized Experiment of Subsidized Housing in New York City</i>	501(c)3	\$1,000,000 2012	\$0	\$1,000,000	\$0	\$350,000	\$650,000
Univ of Maryland Baltimore Foundation Inc 660 W Redwood St Ste 021 Baltimore, MD 21201-1541 <i>To disseminate the SEEK (A Safe Environment for Every Kid) model of pediatric primary care</i>	501(c)3	\$629,000 2011	\$222,000	\$0	\$0	\$222,000	\$0
University of Minnesota Foundation 200 Oak St Se Ste 500 Minneapolis, MN 55455-2010 <i>Midwest Expansion of the Child-Parent Center</i>	501(c)3	\$100,000 2012	\$0	\$100,000	\$0	\$100,000	\$0
University of North Carolina at Chapel Hill 104 Airport Drive, Ste 2200, Campus Box 1350 Chapel Hill, NC 27599 <i>To Disseminate Findings and Develop Recommendations from LONGSCAN (Longitudinal Study of Child Abuse and Neglect)</i>	501(c)3	\$276,000 2010	\$126,000	\$0	\$0	\$126,000	\$0
Urban Institute 2100 M Street NW Washington, DC 20037 <i>To support development and dissemination of policy and system reforms to prevent child abuse and neglect by linking low-income depressed mothers to effective services</i>	501(c)3	\$440,800	\$112,575	\$0	\$0	\$112,575	\$0

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Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
Zero to Three: National Center for Infants, Toddlers and Families 1255 23rd St, NW - Suite 350 Washington, DC 20037	501(c)3	\$1,000,000 2012	\$0	\$1,000,000	\$0	\$624,517	\$375,483
<i>To develop and disseminate the "Preventing Child Abuse and Neglect: Parent-Provider Partnerships in Child Care (PCAN)" curriculum</i>							
American Humane Association 1400 16th Street NW, Suite 360 Washington, DC 20036 <i>General Support</i>	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
Common Ground Community Housing Development Fund Corporation Inc 505 Eighth Ave New York, NY 10018 <i>General Support</i>	501(c)3	\$25,000 2012	\$0	\$25,000	\$0	\$25,000	\$0
New Yorkers For Children Inc 450 Seventh Avenue, Suite 403 New York, NY 10123 <i>General Support</i>	501(c)3	\$50,000 2012	\$0	\$50,000	\$0	\$50,000	\$0
United States Fund for UNICEF 125 Maiden Lane New York, NY 10038 <i>General Support</i>	501(c)3	\$15,000 2012	\$0	\$15,000	\$0	\$15,000	\$0
TOTAL Child Abuse Prevention			\$3,357,436	\$8,361,500	\$0	\$5,281,806	\$6,437,130

CLIMATE CHANGE INITIATIVE

Carnegie Mellon University 5000 Forbes Avenue Pittsburgh, PA 15213 <i>Facilitate the large-scale adoption of variable and intermittent sources of renewable electricity</i>	501(c)3	\$800,000 2009	\$200,000	\$0	\$0	\$200,000	\$0
The Energy Foundation 301 Battery, 5th Floor San Francisco, CA 94111 <i>To support coordinated analysis of the potential for philanthropy's impact on Building Retrofits</i>	501(c)3	\$100,000 2012	\$0	\$100,000	\$0	\$100,000	\$0
Massachusetts Institute of Technology	501(c)3	\$86,000	\$0	\$86,000	\$0	\$86,000	\$0

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77 Massachusetts Avenue Cambridge, MA 02139 <i>To support U.S. Energy Innovation: Building</i>		2012					
New York City Energy Efficiency Corporation 110 William Street, Fl. 3 New York, NY 10011 <i>General Operating Support</i>	501(c)3	\$540,000 2012	\$0	\$540,000	\$0	\$350,000	\$190,000
TOTAL Climate Change			\$200,000	\$726,000	\$0	\$736,000	\$190,000

ENVIRONMENT

American Farmland Trust 1200 18th St NW, Ste 800 Washington, DC 20036 <i>To support building a Greater Hudson Valley Farmlink Network</i>	501(c)3	\$80,000 2012	\$0	\$80,000	\$0	\$80,000	\$0
American Museum of Natural History Central Park West At 79th St New York, NY 10024-5192 <i>Supports augmentation of the existing Science Research Mentoring Program to generate interest among students in conservation science and conservation careers</i>	501(c)3	\$832,000 2012	\$0	\$832,000	\$0	\$335,000	\$497,000
Americas Wildlife Association For Resource Education 444 North Capitol Street NW, Suite 725 Washington, DC 20001 <i>Improving State Wildlife Action Plan implementation</i>	501(c)3	\$800,000 2009	\$200,000	\$0	\$0	\$200,000	\$0
City Parks Foundation 830 5th Avenue NY, NY 10065 <i>To complete the NYC Conservancy for Natural Areas business plan</i>	501(c)3	\$20,000 2012	\$0	\$20,000	\$0	\$20,000	\$0
City Parks Foundation 830 5th Avenue NY, NY 10065 <i>To launch the Natural Areas Conservancy</i>	501(c)3	\$1,000,000 2012	\$0	\$1,000,000	\$0	\$500,000	\$500,000

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Trustees of Columbia University in the City of New York 630 West 168th Street New York, NY 10032	501(c)3	\$100,000 2012	\$0	\$100,000	\$0	\$100,000	\$0
<i>To develop criteria for identifying land suitable for urban agriculture and "green infrastructure"</i>							
Conservation Resources Inc. 100 North Rd, Ste 2, PO Box 594 Chester, NJ 07930	501(c)3	\$1,048,200 2011	\$398,200	\$0	\$0	\$300,000	\$98,200
<i>To support the Raritan Piedmont Wildlife Habitat</i>							
Consultative Group on Biological Diversity Presidio Building 1016, PO Box 29361 San Francisco, CA 94129-0361	501(c)3	\$40,000 2012	\$0	\$40,000	\$0	\$40,000	\$0
<i>Membership renewal and support for the Climate and Energy Funders Group</i>							
Council On The Environment Inc 51 Chambers St, Room 228 New York, NY 10007	501(c)3	\$200,000	\$0	\$200,000	\$0	\$150,000	\$50,000
<i>To support the launch of Greenmarket Wholesale</i>							
Council On The Environment Inc 51 Chambers St, Room 228 New York, NY 10007	501(c)3	\$200,000 2012	\$0	\$200,000	\$0	\$150,000	\$50,000
<i>To support the launch of the Greenmarket Technical Assistance Project</i>							
Defenders of Wildlife 1130 17th St, NW Washington, DC 20036	501(c)3	\$1,200,001 2009	\$300,000	\$0	\$0	\$300,000	\$0
<i>Promoting State Wildlife Actions Plans to address the impacts of global warming and develop a national network of conservation lands</i>							
Design Trust for Public Space 40 Worth St #603 New York, NY 10013	501(c)3	\$100,000 2012	\$0	\$100,000	\$0	\$100,000	\$0
<i>To support the Five Borough Farm project, Phase</i>							
Environmental Defense Fund Incorporated 257 Park Ave S, FL 16 New York, NY 10010	501(c)3	\$2,000,000 2009	\$500,000	\$0	\$0	\$500,000	\$0

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<i>Integrating State Wildlife Action Plans into implementation of conservation incentive programs for private lands</i>							
Glynwood Center, Inc. Glynwood Drive Cold Spring, NY 10516 <i>To support the Farm Business Incubator project</i>	501(c)3	\$350,000 2012	\$0	\$350,000	\$0	\$0	\$350,000
<i>Land Trust Alliance Incorporated</i>							
Land Trust Alliance Incorporated 1660 L Street NW, Suite 1100 Washington, DC 20036-5635 <i>To prepare land trusts for accreditation and to ensure the long term success of the accreditation program</i>	501(c)3	\$1,000,000 2009	\$250,000	\$0	\$0	\$250,000	\$0
<i>National Public Radio Inc</i>							
National Public Radio Inc 635 Massachusetts Avenue Washington, DC 20001 <i>To support NPR news programming, including coverage of energy, the environment, and climate change.</i>	501(c)3	\$450,000 2011	\$50,000	\$0	\$0	\$50,000	\$0
<i>National Wildlife Federation</i>							
National Wildlife Federation 11100 Wildlife Center Drive Reston, VA 20190 <i>Protect wildlife and wildlife habitats from the combined effects of global warming and habitat destruction and degradation</i>	501(c)3	\$1,200,281 2009	\$300,281	\$0	\$0	\$300,281	\$0
<i>National Wildlife Federation</i>							
National Wildlife Federation 11100 Wildlife Center Drive Reston, VA 20190 <i>To safeguard wildlife biodiversity in the face of a rapidly expanding bioenergy industry</i>	501(c)3	\$899,700 2010	\$199,700	\$0	\$0	\$0	\$199,700
<i>Natural Resources Defense Council Inc</i>							
Natural Resources Defense Council Inc 40 West 20th Street New York, NY 10011 <i>To support the Mayors' Energy Initiative in conjunction with the Institute for Market Transformation (IMT)</i>	501(c)3	\$3,230,000 2012	\$0	\$3,230,000	\$0	\$0	\$3,230,000
<i>The Nature Conservancy, Inc.</i>							
The Nature Conservancy, Inc. 4245 North Fairfax Drive, Suite 100 Arlington, VA 22203-1606	501(c)3	\$549,000 2011	\$149,000	\$0	\$0	\$149,000	\$0

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<i>To test a new methodology to identify a climate resilient network of conservation lands in portions of the Southeast and Northwest</i>							
NatureServe 4600 N Fairfax Dr 7th FL Arlington, VA 22203 <i>To ceatiea national wildlife conservation system</i>	501(c)3	\$600,000 2009	\$100,000	\$0	\$0	\$100,000	\$0
<i>To monitor and guide establishment of the Natural Areas Conservancy (NAC) and craft recommendations for improving the public-private partnership model</i>							
New Yorkers For Parks 55 Broad St, 23rd Fl New York, NY 10004	501(c)3	\$50,000 2012	\$0	\$50,000	\$0	\$50,000	\$0
<i>To protect sites in the Northeast/Mid-Atlantic region of the United States that can enable wildlife adaptation to climate change</i>							
Open Space Conservancy Inc 1350 Broadway, Suite 201 New York, NY 10018	501(c)3	\$6,000,000 2012	\$0	\$6,000,000	\$0	\$3,000,000	\$3,000,000
<i>To support the development a farmland conservation plan in the Hudson Valley</i>							
Scenic Hudson, Inc One Civic Center Plaza, Suite 200 Poughkeepsie, NY 12601-3157	501(c)3	\$100,000 2012	\$0	\$100,000	\$0	\$100,000	\$0
<i>To support the development a farmland conservation plan in the Hudson Valley</i>							
Society For Conservation Biology 1017 O St. NW Washington, DC 20001	501(c)3	\$20,000 2012	\$0	\$20,000	\$0	\$20,000	\$0
<i>To present the first SBS North America congress,</i>							
<i>To support "Conserving the stage: encouraging scientists, managers, and investors to use geophysical units in conservation planning for a changing climate."</i>							
Society For Conservation Biology 1017 O St. NW Washington, DC 20001	501(c)3	\$50,000 2012	\$0	\$50,000	\$0	\$50,000	\$0

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Terrafirma Risk Retention Group LLC 660 L St NW Ste 1100 Washington, DC 20036 <i>National conservation defense insurance capitalization</i>	501(c)(3)	\$1,000,000 2012	\$0	\$1,000,000	\$0	\$1,000,000	\$0
Theodore Roosevelt Conservation Partnership Inc 1660 L St NW Ste 208 Washington, DC 20036-5603 <i>To Educate sportsmen on how State Wildlife Action Plans will be a key factor in maintaining their future hunting and fishing opportunities</i>	501(c)3	\$399,690 2009	\$99,690	\$0	\$0	\$99,690	\$0
The Trust for Public Land National Office: 116 New Montgomery St., 4th Floor San Francisco, CA 94105 <i>To support for the Conservation Finance Initiative,</i>	501(c)3	\$2,000,000 2012	\$0	\$2,000,000	\$0	\$1,200,000	\$800,000
Regents of the University of California 1111 Franklin St. 12th fl Oakland, CA 94607 <i>To support research and design of whole building retrofit approaches for the multi-tenant light commercial buildings</i>	501(c)3	\$350,000 2010	\$70,000	\$0	\$0	\$0	\$70,000
Wildlife Conservation Society 2300 Southern Blvd Bronx, NY 10460 <i>Support for outreach and communication to promote climate change adaptation to conservation professionals</i>	501(c)3	\$42,345 2012	\$0	\$42,345	\$0	\$42,345	\$0
Wildlife Conservation Society 2300 Southern Blvd Bronx, NY 10460	501(c)3	\$4,155,000 2012	\$0	\$4,155,000	\$0	\$4,155,000	\$0

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<i>To provide additional support for the Climate Adaptation Fund, a re-granting program to support applied projects that demonstrate effective interventions for wildlife adaptation to climate change</i>							
Captain Planet Foundation Inc 133 Luckie Street, 2nd Floor Atlanta, GA 30303 <i>General Support</i>	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
The Carl Schurz Park Conservancy Inc 1562 First Avenue, Suite 331 New York, NY 10028 <i>General Support</i>	501(c)3	\$85,000 2012	\$0	\$85,000	\$0	\$85,000	\$0
Central Park Conservancy Inc 14 East 60th St. New York, NY 10022 <i>General Support</i>	501(c)3	\$5,000 2012	\$0	\$5,000	\$0	\$5,000	\$0
Doris Duke Monument Foundation 51 Touro St Providence, RI 02940 <i>General support</i>	501(c)3	\$2,064 2012	\$0	\$2,064	\$0	\$2,064	\$0
Environmental Defense Fund Incorporated 257 Park Ave S, FL 16 New York, NY 10010 <i>General Support</i>	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
Wildlife Conservation Society 2300 Southern Blvd Bronx, NY 10460 <i>NY Aquarium</i>	501(c)3	\$21,032 2012	\$0	\$21,032	\$0	\$21,032	\$0
TOTAL Environment			\$2,616,871	\$19,702,441	\$0	\$13,474,412	\$8,844,900

MEDICAL RESEARCH

American Federation for Medical Research 500 Cummings Center, Suite 4550 Beverly, MA 01915 <i>To support the Fellowship Travel and Research</i>	501(c)3	\$20,000 2012	\$0	\$20,000	\$0	\$20,000	\$0
American Federation for Medical Research 500 Cummings Center, Suite 4550 Beverly, MA 01915 <i>To support the 2013 Travel and Research Awards</i>	501(c)3	\$48,150 2012	\$0	\$48,150	\$0	\$48,150	\$0
American Society for Clinical Investigation Inc 15 Research Drive	501(c)3	\$15,000 2012	\$0	\$15,000	\$0	\$15,000	\$0

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Ann Arbor, MI 48103 <i>Mentoring activities and poster session at the 2012 American Society for Clinical Investigation Annual Meeting/Association of American Physicians Meeting</i>							
Baylor College of Medicine One Baylor Plaza Houston, TX 77030	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$162,000	\$81,000
<i>Characterization of neuropsychiatric phenotypes and therapeutic intervention in patients with copy number variants of CHRNA7</i>							
Baylor College of Medicine One Baylor Plaza Houston, TX 77030	501(c)3	\$486,000 2010	\$162,000	\$0	\$0	\$162,000	\$0
<i>Genetic Predictors of Cerebrovascular Disease in Sickle Cell Anemia</i>							
Baylor College of Medicine One Baylor Plaza Houston, TX 77030	501(c)3	\$486,000 2010	\$162,000	\$0	\$0	\$162,000	\$0
<i>Pediatric Glioblastoma Multiforme (GBM): Genomic Analysis and Clinical Correlation</i>							
Beth Israel Deaconess Medical Center 330 Brookline Avenue Boston, MA 02215	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$162,000	\$81,000
<i>APOL1 Variants and Renal Disease in African Americans</i>							
Beth Israel Deaconess Medical Center 330 Brookline Avenue Boston, MA 02215	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$0	\$243,000
<i>Molecular identification and inhibition of the deoxygenation-activated, calcium-permeable cation channel of the sickle erythrocyte, Psickle, a novel therapeutic target for treatment of sickle disease.</i>							
Broad Institute Inc 7 Cambridge Ctr Cambridge, MA 02142-1401	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
<i>Translating genetic discoveries to improve sickle cell disease prognosis and treatment</i>							

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Children's Hospital & Research Center at Oakland 747 52nd St Oakland, CA 94609 <i>Effect of Simvastatin Treatment on Vaso-occlusive Pain in Sickle Cell Disease</i>	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$0	\$243,000
Childrens Hospital Corporation 300 Longwood Avenue Boston, MA 02115 <i>Modeling Sickle Cell Anemia with Induced Pluripotent Stem Cells</i>	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$0	\$243,000
Children's Hospital of Philadelphia 34th and Civic Center Blvd. Philadelphia, PA 19104 <i>Genomic Approaches to Prevent Red Blood Cell Alloimmunization in Patients with Sickle Cell Disease</i>	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$0	\$243,000
Children's Hospital of Philadelphia 34th and Civic Center Blvd. Philadelphia, PA 19104 <i>HDAC8, Cohesin and Human Disease</i>	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
Trustees of Columbia University in the City of New York 630 West 168th Street New York, NY 10032 <i>Immune Response To The Airway Microbiome In Cystic Fibrosis: A Longitudinal Study On The Etiology Of Pulmonary Exacerbation</i>	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
Trustees of Columbia University in the City of New York 630 West 168th Street New York, NY 10032 <i>To support the Summer Program for Under- Represented Students (SPURS)</i>	501(c)3	\$25,000 2012	\$0	\$25,000	\$0	\$25,000	\$0
Conquer Cancer Fdn of the American Society of Clinical Oncology 2318 Mill Rd, Ste 800 Alexandria, VA 22314	501(c)3	\$40,000 2012	\$0	\$40,000	\$0	\$40,000	\$0

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<i>To support the Conquer Cancer Foundation of ASCO Medical Student Rotation for Underrepresented Populations</i>							
Cornell University 410 Thurston Avenue Ithaca, NY 14850	501(c)3	\$486,000.00 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
<i>Identification of prognostic markers and novel therapeutic targets in non-Hodgkin lymphoma (NHL) patients by comprehensive metabolomic profiling</i>							
Dana-Farber Cancer Institute 44 Binney St Boston, MA 02115	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
<i>Targeting SOX2-Driven Squamous Cell Carcinoma</i>							
Dana-Farber Cancer Institute 44 Binney St Boston, MA 02115	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
<i>Targeted derepression of fetal hemoglobin in sickle cell disease</i>							
Duke University 108 Seeley G. Mudd Building Durham, NC 27710	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$0	\$243,000
<i>NRF2 induction as novel treatment for sickle cell disease</i>							
Duke University 108 Seeley G. Mudd Building Durham, NC 27710	501(c)3	\$864,000 2012	\$0	\$864,000	\$0	\$324,000	\$540,000
<i>International Clinical Research Fellowships for Medical Students</i>							
Duke University 108 Seeley G. Mudd Building Durham, NC 27710	501(c)3	\$486,000 2010	\$162,000	\$0	\$0	\$162,000	\$0
<i>Maternal immune correlates of protection against HIV transmission via breast milk</i>							
Eastern Virginia Medical School Center for Pediatric Research 855 West Brambleton Ave	501(c)3		\$0	\$486,000	\$0	\$243,000	\$243,000

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
Norfolk, VA 23510 <i>Comparison of the Immunogenicity of Various Inactivated Polio Vaccine Booster Doses by Intradermal vs. Intramuscular Routes in HIV- Infected Subjects</i>							
Emory University 201 Dowman Drive Atlanta, GA 30322	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$0	\$243,000
<i>Reversal of Sickle Cell-Related Chronic Kidney Disease</i>							
Federation Of American Societies For Experimental Biology 9650 Rockville Pike Bethesda, MD 20814-3999	501(c)3	\$28,500 2012	\$0	\$28,500	\$0	\$28,500	\$0
<i>To update analysis of the composition of physician-scientists in the biomedical workforce</i>							
Foundation for the National Institutes of Health, Inc. 9650 Rockville Pike Bethesda, MD 20814	501(c)3	\$905,000 2012	\$0	\$905,000	\$0	\$905,000	\$0
<i>To support 17 students in the 2013-14 and 2014- 15 cycles of the National Institutes of Health Medical Research Scholars Program</i>							
Georgetown University 600 New Jersey Avenue NW Washington, DC 20001	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
<i>Can enhancing left lateralization using transcranial</i>							
President and Fellows of Harvard College 2 Arrow Street, 4th Floor Boston, MA 02466	501(c)3	\$864,000 2012	\$0	\$864,000	\$0	\$324,000	\$540,000
<i>International Clinical Research Fellowships for</i>							
President and Fellows of Harvard College 2 Arrow Street, 4th Floor Boston, MA 02466	501(c)3	\$486,000 2010	\$162,000	\$0	\$0	\$162,000	\$0
<i>Consequences of population Heterogeneity in</i>							
President and Fellows of Harvard College 2 Arrow Street, 4th Floor Boston, MA 02466	501(c)3	\$486,000 2010	\$162,000	\$0	\$0	\$162,000	\$0
<i>Clinical and Economic Benefits of Medicare Prescription Drug Coverage</i>							
Health Research Alliance Inc. 21 T. W. Alexander Drive	501(c)3	\$5,000 2012	\$0	\$5,000	\$0	\$5,000	\$0

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
Durham, NC 27709-3901							
<i>Membership</i>							
Health Research Alliance Inc.	501(c)3	\$42,000	\$0	\$42,000	\$0	\$42,000	\$0
21 T. W. Alexander Drive		2012					
Durham, NC 27709-3901							
<i>To support training and technical support for Data Collection, Curation, and Analysis of U.S. Biomedical Research</i>							
Imperial College Foundation Inc	501(c)3	\$20,000	\$0	\$20,000	\$0	\$20,000	\$0
837 State Street		2012					
Atlanta, GA 30332-0430							
 <i>To support video and radio training for health communicators in Africa to produce high quality health campaigns and training materials</i>							
Johns Hopkins University	501(c)3	\$486,000	\$243,000	\$0	\$0	\$162,000	\$81,000
Broadway Research Building, Suite 117		2011					
733 North Broadway							
Baltimore, MD 21205							
<i>HIV and HSV-2 shedding and transmission in recently circumcised men</i>							
Johns Hopkins University	501(c)3	\$100,000	\$0	\$100,000	\$0	\$100,000	\$0
Broadway Research Building, Suite 117		2012					
733 North Broadway							
Baltimore, MD 21205							
<i>To support an innovative approach to biomedical Masters and PhD training with a research focus on human infectious diseases in Durban, South Africa</i>							
General Hospital Corporation, dba Massachusetts General Hospital	501(c)3	\$454,000	\$0	\$0	\$0	\$0	\$0
55 Fruit Street		2000					
Boston, MA 02114							
<i>Tumor Suppressor Genes in Acute Myeloid Leukemia</i>							
The Medical College Of Wisconsin Inc	501(c)3	\$486,000	\$243,000	\$0	\$0	\$0	\$243,000
8701 Watertown Plank Rd		2011					
Milwaukee, WI 53045							
<i>Effects of the Adenosine 2A Receptor Agonist Regadenoson on Sickle Cell Vaso-occlusion and Inflammation</i>							
Memorial Sloan-Kettering Cancer Center	501(c)3	\$486,000	\$243,000	\$0	\$0	\$0	\$243,000

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
1275 York Avenue New York, NY 10021 <i>Preclinical evaluation of globin gene transfer in mobilized SCD patient CD34+ cells</i>		2011					
Memorial Sloan-Kettering Cancer Center 1275 York Avenue New York, NY 10021 <i>Evaluating the predictive potential of signature-based molecular subclasses in malignant glioma</i>	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
Memorial Sloan-Kettering Cancer Center 1275 York Avenue New York, NY 10021 <i>Targeting Disease-Initiating Cells in Acute Myeloid Leukemia and the Myelodysplastic Syndromes for Clinical Benefit</i>	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
Miltons S Hershey Medical Center 500 University Dr Hershey, PA 17033 <i>MicroRNAs as Biomarkers and Therapeutic Targets in Allergy</i>	501(c)3		\$243,000	\$0	\$0	\$162,000	\$81,000
Miltons S Hershey Medical Center 500 University Dr Hershey, PA 17033 <i>Longitudinal study of the determinants of mental health outcomes in rural women exposed to intimate partner violence (IPV)</i>	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
Minnesota Medical Foundation 1342 200 SE Oak Street Minneapolis, MN 55455 <i>Role of NK Cell Receptors in Improving Outcomes after Umbilical Cord Blood Transplantation for Hematologic Malignancies</i>	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$162,000	\$81,000
Minnesota Medical Foundation 1342 200 SE Oak Street Minneapolis, MN 55455 <i>International Clinical Research Fellowships for Medical Students</i>	501(c)3	\$864,000 2012	\$0	\$864,000	\$0	\$324,000	\$540,000
New York University 11 W 42nd St New York, NY 10036 <i>Platelet Activity in Cardiovascular Disease</i>	501(c)3	\$546,000 2010	\$162,000	\$0	\$0	\$162,000	\$0
New York University	501(c)3	\$526,000	\$162,000	\$0	\$0	\$162,000	\$0

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
11 W 42nd St New York, NY 10036 <i>Functional Genomics of the Host: Defining Macrophage Susceptibility to Tuberculosis</i>		2010					
Northwestern University Office of Sponsored Research 710 North Lake Shore Drive Chicago, IL 60611 <i>A Minimally-Invasive Brain-Machine Interface for Grasp</i>	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$162,000	\$81,000
Rockefeller University 1230 York Avenue New York, NY 10021 <i>Interplay between non-homologous end joining pathway and DNA crosslink repair in Fanconi anemia</i>	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$162,000	\$81,000
Society for Clinical & Translational Science Inc 2025 M St NW, Ste 800 Washington, DC 20036 <i>Membership</i>	501(c)3	\$7,500 2012	\$0	\$7,500	\$0	\$7,500	\$0
St. Jude Children's Research Hospital 501 St. Jude Place Memphis, TN 38105 <i>Identification of Novel Factors and Mechanisms</i>	501(c)3	\$486,000 2010	\$162,000	\$0	\$0	\$162,000	\$0
Board of Trustees Leland Stanford Jr Univ 450 Serra Mall Stanford, CA 94305 <i>Genomic Approaches For Targeting Risk In Hematological Malignancies</i>	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$162,000	\$81,000
Board of Trustees Leland Stanford Jr Univ 450 Serra Mall Stanford, CA 94305 <i>Investigating the Role of Breast Tumor Initiating Cells in Treatment Resistance</i>	501(c)3 CA	\$486,000 2010	\$162,000	\$0	\$0	\$162,000	\$0
Temple University 3500 N Broad St Philadelphia, PA 19140	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
<i>The Influence of Postpartum Sleep Duration on Adiposity and Cardiometabolic Risk Factors in Urban, Low-Income Mothers</i>							
Universities Allied For Essential Medicines Corp	501(c)3	\$39,000	\$0	\$39,000	\$0	\$39,000	\$0
1611 Telegraph Ave, #550 Oakland, CA 94612		2012					
<i>To support the creation of a "University Global Health Impact Report Card"</i>							
Regents of the University of California at Berkeley	501(c)3	\$486,000	\$243,000	\$0	\$0	\$162,000	\$81,000
2150 Shattuck Ave Ste 313 Berkeley, CA 94704		2011					
<i>Evaluation of Mobile monitoring technology to improve patient outcomes in Sub-Saharan Africa</i>							
Regents of The University of California at San Diego	501(c)3	\$486,000	\$324,000	\$0	\$0	\$243,000	\$81,000
9500 Gilman Drive La Jolla, CA 92103-8756		2010					
<i>Proteasome inhibition as subtype-specific therapeutic intervention in glioblastoma: A step toward personalized oncologic care</i>							
Regents of The University of California at San Diego	501(c)3	\$486,000	\$162,000	\$0	\$0	\$162,000	\$0
9500 Gilman Drive La Jolla, CA 92103-8756		2010					
<i>A Novel Marker and Therapeutic Target in Liver Fibrosis</i>							
University Of California San Francisco	501(c)3	\$486,000	\$243,000	\$0	\$0	\$162,000	\$81,000
505 Parnassus Ave M696 San Francisco, CA 94118		2011					
<i>Impact of chemoprevention on humoral antimalarial immunity</i>							
University Of California San Francisco	501(c)3	\$486,000	\$0	\$486,000	\$0	\$243,000	\$243,000
505 Parnassus Ave M696 San Francisco, CA 94118		2012					
<i>Discovery of Determinants of Response to Targeted Therapy in Lung Cancer</i>							
University Of California San Francisco	501(c)3	\$864,000	\$0	\$864,000	\$0	\$324,000	\$540,000
505 Parnassus Ave M696 San Francisco, CA 94118		2012					

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
<i>International Clinical Research Fellowships for Medical Students</i>							
University Of California San Francisco 505 Parnassus Ave M696 San Francisco, CA 94118	501(c)3	\$405,000 2009	\$0	\$0	\$0	\$0	\$0
<i>Neuroimaging of Locus Coeruleus Modulation for Cognitive Disability in Schizophrenia</i>							
Regents of the University of Colorado 4200 East Ninth Avenue Denver, CO 80262	501(c)3	\$50,000 2012	\$0	\$50,000	\$0	\$50,000	\$0
<i>To support the Sickle Cell Adult Provider Network (SCAPN): Expanding A Research Resource for the Study of Adult Sickle Cell Disease</i>							
Regents of the University of Michigan 2074 Fleming Building Ann Arbor, MI 48109-1115	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$162,000	\$81,000
<i>Epigenetic characterization of progressive vs. stable myelodysplastic syndromes (MDS)</i>							
Regents of the University of Michigan 2074 Fleming Building Ann Arbor, MI 48109-1115	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
<i>Genetic Epidemiology Studies of Nonalcoholic</i>							
University of North Carolina at Chapel Hill 104 Airport Drive, Ste 2200, Campus Box 1350 Chapel Hill, NC 27599	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$162,000	\$81,000
<i>Myeloid Derived Suppressor Cells in Type 1</i>							
University of North Carolina at Chapel Hill 104 Airport Drive, Ste 2200, Campus Box 1350 Chapel Hill, NC 27599	501(c)3	\$864,000 2012	\$0	\$864,000	\$0	\$324,000	\$540,000
<i>International Clinical Research Fellowships for Medical Students</i>							
Trustees of the University of Pennsylvania 3451 Walnut Street, Room P221 Philadelphia, PA 19104-6205	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$162,000	\$81,000
<i>Parkinson's disease biomarkers: Finding and</i>							
Trustees of the University of Pennsylvania 3451 Walnut Street, Room P221 Philadelphia, PA 19104-6205	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
<i>Targeting Evolution by Inhibition of an Error-Prone Polymerase in Drug-Resistant Pseudomonas aeruginosa</i>							
University of Southern California 1333 San Pablo Street Los Angeles, CA 90033	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
<i>Effects of sugar ingestion on brain reward and energy signaling pathways in humans</i>							
University of Utah 201 Presidents Circle Salt Lake City, UT 84112	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
<i>Identification of Novel Genetic Variants in Patients with Congenital Heart Disease</i>							
University of Washington Foundation 407 Gerberding Hall, Box 351210 Seattle, WA 98195	501(c)3	\$486,000 2011	\$190,400	\$0	\$0	\$109,400	\$81,000
<i>Exome Sequencing of Melioidosis Patients to Illuminate Mechanisms of Host Susceptibility to Severe Sepsis</i>							
University of Washington Foundation 407 Gerberding Hall, Box 351210 Seattle, WA 98195	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000
<i>Development of new tools to examine host-microbe interactions in the reproductive tract</i>							
Vanderbilt University 2201 West End Ave Nashville, TN 37240	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$162,000	\$81,000
<i>MicroRNAs in Myelodysplastic Syndrome</i>							
Vanderbilt University 2201 West End Ave Nashville, TN 37240	501(c)3	\$100,000 2012	\$0	\$100,000	\$0	\$100,000	\$0
<i>To support a two-year clinical and translational</i>							
Washington University 660 S. Euclid Ave St. Louis, MO 63110	501(c)3	\$486,000 2010	\$162,000	\$0	\$0	\$162,000	\$0
<i>Noninvasive quantification of the pulmonary anti-inflammatory effect of rosiglitazone</i>							
Washington University 660 S. Euclid Ave St. Louis, MO 63110	501(c)3	\$486,000 2010	\$162,000	\$0	\$0	\$162,000	\$0
<i>Essential Isoprenoids in Human Malaria</i>							

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
Woodrow Wilson National Fellowship Foundation 5 Vaughn Drive, Suite 300 Princeton, NJ 08540 <i>To support the Woodrow Wilson Foundation Translational Health Partnerships</i>	501(c)3	\$96,500 2012	\$0	\$96,500	\$0	\$96,500	\$0
Yale University Grant & Contract Administration 47 College Street, Suite 203, P.O. Box 208047 New Haven, CT 06520-8047 <i>Genetics and pathobiology of disorders of keratinization.</i>	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$162,000	\$81,000
Yale University Grant & Contract Administration 47 College Street, Suite 203, P.O. Box 208047 New Haven, CT 06520-8047 <i>Nanoparticle-mediated correction of the sickle cell disease mutation.</i>	501(c)3	\$486,000 2011	\$243,000	\$0	\$0	\$0	\$243,000
Yale University Grant & Contract Administration 47 College Street, Suite 203, P.O. Box 208047 New Haven, CT 06520-8047 <i>International Clinical Research Fellowships for Medical Students</i>	501(c)3	\$864,000 2012	\$0	\$864,000	\$0	\$324,000	\$540,000
Yale University Grant & Contract Administration 47 College Street, Suite 203, P.O. Box 208047 New Haven, CT 06520-8047 <i>Erythrocyte Hydration Pathways as Modifiers in Sickle Cell Disease</i>	501(c)3	\$486,000 2010	\$162,000	\$0	\$0	\$162,000	\$0
Yale University Grant & Contract Administration 47 College Street, Suite 203, P.O. Box 208047 New Haven, CT 06520-8047	501(c)3	\$486,000 2012	\$0	\$486,000	\$0	\$243,000	\$243,000

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
<i>Genomic and Functional Analyses of Erythrocyte Hydration Pathways as Modifiers in Sickle Cell Disease</i>							
Yale University	501(c)3	\$261,000	\$87,000	\$0	\$0	\$87,000	\$0
Grant & Contract Administration 47 College Street, Suite 203, P.O. Box 208047 New Haven, CT 06520-8047		2010					
<i>Molecular Genetics of Endocrine Tumor Disease</i>							
Grassroot Soccer Inc	501(c)3	\$10,000	\$0	\$10,000	\$0	\$10,000	\$0
198 Church St Norwich, VT 05055		2012					
<i>General Support</i>							
TOTAL Medical Research			\$9,580,488	\$45,888,858	\$0	\$48,888,858	\$44,484,888

PHILANTHROPIC SECTOR/OTHER

Center for Effective Philanthropy Inc	501(c)3	\$10,000	\$0	\$10,000	\$0	\$10,000	\$0
675 Massachusetts Ave., 7th fl Cambridge, MA 02139		2012					
<i>Philanthropic Sector Support 2012</i>							
Council on Foundations Inc.	501(c)3	\$25,000	\$0	\$25,000	\$0	\$25,000	\$0
2121 Crystal Dr Ste 700 Arlington, VA 22202		2012					
<i>Philanthropic Sector Support 2012</i>							
Foundation Center	501(c)3	\$20,000	\$0	\$20,000	\$0	\$20,000	\$0
79 Fifth Avenue New York, NY 10003		2012					
<i>Philanthropic Sector Support 2012</i>							
Grantmakers for Effective Organizations	501(c)3	\$9,200	\$0	\$9,200	\$0	\$9,200	\$0
1725 DeSales St NW Ste 404 Washington, DC 20036		2012					
<i>Philanthropic Sector Support 2012</i>							
Grants Managers Network Inc	501(c)3	\$5,000	\$0	\$5,000	\$0	\$5,000	\$0
1666 K St NW STE 440 Washington, DC 20006		2012					
<i>Philanthropic Sector Support 2012</i>							
Independent Sector	501(c)3	\$17,500	\$0	\$17,500	\$0	\$17,500	\$0
1602 L St NW, Ste 900 Washington, DC 20036		2012					
<i>Philanthropic Sector Support 2012</i>							
Philanthropy New York Inc	501(c)3	\$25,000	\$0	\$25,000	\$0	\$25,000	\$0
79 Fifth Ave, 4th fl New York, NY 10003-3076		2012					

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
<i>Philanthropic Sector Support 2012</i>							
Technology Affinity Group Inc 23 Briar Road Wayne, PA 19087	501(c)3	\$2,500 2012	\$0	\$2,500	\$0	\$2,500	\$0
<i>Philanthropic Sector Support 2012</i>							
Human Rights Watch 350 Fifth Avenue, 34th Floor New York, NY 10118	501(c)3	\$10,000 2012	\$0	\$10,000	\$0	\$10,000	\$0
<i>General Support</i>							
Yale University Grant & Contract Administration 47 College Street, Suite 203, P.O. Box 208047 New Haven, CT 06520-8047 <i>Yale Law School General Support</i>	501(c)3	\$25,000 2012	\$0	\$25,000	\$0	\$25,000	\$0
TOTAL Strategy and Planning			\$0	\$149,200	\$0	\$149,200	\$0
CROSS PROGRAM FUND							
Grassroot Soccer Inc 198 Church St Norwich, VT 05055 <i>To support the Male Circumcision Uptake Through Soccer (MCUTS) Trial</i>	501(c)3	\$60,000 2012	\$0	\$60,000	\$0	\$60,000	\$0
Indepth Network 11 Mensah Wood ST, East Legon Accra, GHANA <i>To support data analysis and scientific writing workshop by the CLIMIMO Working Group</i>	501(c)3	\$80,000 2012	\$0	\$80,000	\$0	\$80,000	\$0
Fractured Atlas Productions Inc 248 W 35th St FL 10 New York, NY 10001 <i>To support Ann Carlson's "The Baby Plays"</i>	501(c)3	\$22,000 2012	\$0	\$22,000	\$0	\$22,000	\$0
Council On The Environment Inc 51 Chambers St, Room 228 New York, NY 10007 <i>To support Grow to Learn NYC: The Citywide School Gardens Initiative in NYC's highest needs areas</i>	501(c)3	\$100,000 2012	\$0	\$100,000	\$0	\$100,000	\$0
Fund for Public Health in New York 22 Cortlandt Street, Suite 1103 New York, NY 10007	501(c)3	\$100,000 2012	\$0	\$100,000	\$0	\$100,000	\$0

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Recipient and/or Purpose	Tax Status	Total Grant/ Year Approved	Balance 2012	Approvals 2012	Amended 2012	Paid 2012	for Future Payment
<i>To support Come See What's Cooking (for Kids!), a healthy food access program at five NYC farmers markets</i>							
Regents of the University of Michigan 2074 Fleming Building Ann Arbor, MI 48109-1115 <i>To support the University of Michigan Medical Arts</i>	501(c)3	\$100,000 2012	\$0	\$100,000	\$0	\$100,000	\$0
TOTAL Cross Program Fund Grants			\$0	\$462,000	\$0	\$462,000	\$0
Grand TOTALs			\$43,600.125	\$64,827.985	-\$441,388	\$58,000.664	\$49,986.058

DORIS DUKE CHARITABLE FOUNDATION
 FYE: 12/31/2012
 Form 990-PF, Part I, Line 6(a) & Part IV Statement
 Attachment 18

DESCRIPTION	REALIZED GAINS	REALIZED (LOSSES)	NET REALIZED GAIN/(LOSS)
EQUITY INVESTMENTS			
<u>US LARGE CAP MANAGERS</u>			
None	-	-	-
TOTAL US LARGE CAP MANAGERS	-	-	-
<u>US SMALL CAP MANAGERS</u>			
99-NTGI STRUCTURED SMALL CAP	134,358	(36,660)	97,698
TOTAL US SMALL CAP MANAGERS	134,358	(36,660)	97,698
<u>NON-US DEVELOPED</u>			
98-NTGI EAFE ENHANCED FUND	1,245,244	(8,781,574)	(7,536,330)
TOTAL NON-US DEV. MANAGERS	1,245,244	(8,781,574)	(7,536,330)
<u>NON-US EMERGING MANAGERS</u>			
42-GMO EMG MARKETS FUND III	-	-	-
37-CAP.INT'L EMG.MKTS.GROWTH	264,591	-	264,591
132-BGI FRONTIER FUND	14,916	(5,806,447)	(5,791,531)
TOTAL NON-US EMERGING MANAGERS	279,507	(5,806,447)	(5,526,940)
<u>GLOBAL EQUITY</u>			
36-CAPITAL GUARDIAN GLOBAL E	3,176,571	(737,249)	2,439,322
57-WALTER SCOTT & PARTNERS	575,782	(29,648)	546,134
100-BRANDES INVESTMENT PTRS	45,463	-	45,463
163-LONE CASCADE	-	-	-
TOTAL GLOBAL EQUITY	3,797,816	(766,897)	3,030,919
TOTAL EQUITY INVESTMENTS	5,456,925	(15,391,578)	(9,934,653)
MARKETABLE ALTERNATIVE INVST			
<u>MULTI-STRATEGY</u>			
41-FARALLON CAP INST. PTRS	3,558,044	-	3,558,044
30-AG PRINCESS LP	-	-	-
50-OCH-ZIFF OFFSEAS FUND	-	-	-
78-BRIDGewater PURE ALPHA FN	16,983,490	-	16,983,490
103-OLD LANE CAYMAN HFF	-	-	-
121-TACONIC OPPORTUNITY FUND	-	-	-
127-PAULSON ADVANTAGE PLUS	-	(848,056)	(848,056)
129-BAUPOST VALUE PTNRS IV	-	-	-
138-GSO SPECIAL SITUATIONS	-	-	-
145-GMO MEAN REVERSION	-	-	-

DORIS DUKE CHARITABLE FOUNDATION

FYE: 12/31/2012

Form 990-PF, Part I, Line 6(a) & Part IV Statement

Attachment 18

DESCRIPTION	REALIZED GAINS	REALIZED (LOSSES)	NET REALIZED GAIN/(LOSS)
149-WOODBINE CAPITAL FUND	141,590	-	141,590
150-EAGLE QUANTITATIVE (was FRONTPOINT)	764,837	-	764,837
157-WELLINGTON FUND	-	(6,780)	(6,780)
TOTAL MULTI-STRATEGY	21,447,961	(854,836)	20,593,125

LONG/SHORT EQUITY

35-BROOKSIDE CAP PARTNERS	49,026	-	49,026
52-PEQUOT ENDOWMENT FUND LP	264,009	-	264,009
67-SOUTHPORT ENERGY PLUS OS	5,743,463	-	5,743,463
87-PROSPECT HARBOR CR PTRS	166,945	-	166,945
90-CONVEXITY CAPITAL OFFSH	-	-	-
104-KING STREET CAPITAL	-	-	-
110-RENAISSANCE INSTIT EQTYS	-	-	-
112-GALLEON TECHNOLOGY FUND	-	-	-
114-STEEL PARTNERS OFFSHORE	-	-	-
152-STEEL PTNRS OFFSH (INTL)	32	-	32
115-STEEL PARTNERS JAPAN	-	-	-
147-ADAGE CAPITAL PARTNERS	-	-	-
148-PFM DIVERSIFIED OFFSHORE	795,889	-	795,889
151-CONATUS CAPITAL OVERSEAS	-	-	-
156-PFM MERITAGE OFFSHR FND	-	-	-
158-CHILTON GLBL NTRL RESOURC	-	-	-
159-FINE OFFSHORE FUND	-	-	-
164-SOROBAN CAYMAN FUND	-	-	-
166-JAT CAPITAL	-	-	-
170-CENTERBRIDGE CREDIT	-	-	-
171-GOLDENTREE CLO DEBT	-	-	-
175-SILCHESTER INT'L INVSTRS	607,546	-	607,546
176-DOUBLINE OPPORT INCOME	-	-	-
177-BAKER BROS LIFE SCIENCES	-	-	-
178-DOUBLELINE TOTAL RETURN	-	-	-
TOTAL LONG/SHORT EQUITY	7,626,910	-	7,626,910

TOTAL MARKETABLE ALT INVSTMNTS

29,074,871	(854,836)	28,220,035
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NON-MARKETABLE ALTERNATIVE AST

43-HARBOUR VEST IPEP I LP	959,223	-	959,223
39-COMMONFUND CAP PE V LP	2,332,538	-	2,332,538
40-COMMONFUND CAP VP VI LP	4,710,639	-	4,710,639
54-SPO PARTNERS II LP	-	-	-

DORIS DUKE CHARITABLE FOUNDATION

FYE: 12/31/2012

Form 990-PF, Part I, Line 6(a) & Part IV Statement

Attachment 18

DESCRIPTION	REALIZED GAINS	REALIZED (LOSSES)	NET REALIZED GAIN/(LOSS)
65-BAIN CAPITAL FUND VIII LP	1,379,172	-	1,379,172
68-HEARTWOOD FORESTRY FUND V	301,817	-	301,817
69-GMO FORESTRY FUND VIII	629,050	-	629,050
70-PORTFOLIO ADVISORS	2,311,273	-	2,311,273
72-KIRTLAND CAPITAL CO LP	-	-	-
75-OAK HILL CAP PART. II	3,551,742	-	3,551,742
76-SANKATY CREDIT OPP II LP	-	-	-
81-SEQUOIA CAP GROWTH FNDIII	267,136	-	267,136
82-SEQUOIA CAP CHINA I	448,196	-	448,196
88-BAY PARTNERS XI, LP	1,245,449	-	1,245,449
89-LYME FOREST FUND	-	-	-
91-DFJ ELEMENT	-	-	-
92-PORTFOLIO ADVISORS PE IV	834,681	-	834,681
94-TA ASSOCIATES X LP	327,775	(5,525)	322,250
95-BAIN CAPITAL FUND IX LP	-	-	-
96-NGEN PARTNERS II	-	-	-
101-SEQUOIA CAPITAL XII	-	-	-
102-TPG PARTNERS V	132,112	-	132,112
105-OAK INVEST PTNRS XII	-	-	-
106-SEQUOIA CAP INDIA GRW I	36,728	-	36,728
107-PERMIRA IV	963,450	(43,550)	919,900
108-ASIA ALTERNATIVES CAP PTN	-	-	-
109-CERBERUS INSTIT PTNRS LP	-	-	-
111-AACP CHINA GROWTH INVESTR	-	-	-
113-SILVER LAKE III	18,635	(579)	18,056
116-SANKATY CRDT OPPOR III	-	-	-
117-GREENPARK INTL INVST III	8,072	(66,638)	(58,566)
118-INSIGHT VENTURE PTNRS VI	126,628	-	126,628
119-HARBOURVEST PTNRS 2007	85,308	-	85,308
120-SEQUOIA CAPITAL CHINA II	314,747	(40,413)	274,334
123-SEQUOIA CAPITAL INDIA III	166,910	-	166,910
125-OAK HILL CAP PTNR III	-	-	-
128-ASIA ALTRNTVE CAP PTR II	11,811	-	11,811
131-TPG PARTNERS VI	-	-	-
133-NORDIC CAPITAL FUND VII	1,508	(3,042)	(1,534)
135-INVESTCORP TECH PTNR III	108,886	-	108,886
136-RIVERSTONE/CARLYLE GBL	387,031	-	387,031
139-SANKATY CREDIT OPPOR IV	100,724	-	100,724
140-AUSTIN VENTURES X	543,485	-	543,485
141-TCV VII(A) LP	18,860	-	18,860

DORIS DUKE CHARITABLE FOUNDATION

FYE: 12/31/2012

Form 990-PF, Part I, Line 6(a) & Part IV Statement

Attachment 18

DESCRIPTION	REALIZED GAINS	REALIZED (LOSSES)	NET REALIZED GAIN/(LOSS)
143-SEQUOIA CAP INDIA GRW II	-	-	-
146-SEQUOIA CAP US GRW FND IV	-	-	-
153-SEQUOIA CAPITAL 2010	-	-	-
155-PORTFOLIO ADVISORS PE VI	186,628	-	186,628
160-HAMPSHIRE PTNRS REIT VIII	-	-	-
161-GARRISON REAL ESTATE II	-	-	-
162-MERIT ENERGY PTNRS H, LP	-	-	-
165-PORT ADV REAL ESTATE IV	38,042	-	38,042
167-SEQUOIA CAP US GRWTH V	-	-	-
168-CROSSHARBOR INST PTNR II	-	-	-
169-ASIA ALTN CAP PTNRS III	1,743	-	1,743
172-DENHAM COMMODITY FUND	-	-	-
173-SEQUOIA CAPITAL GLOBAL GR	-	-	-
174-NEW ENTERPRISE ASSC 14	-	-	-
179-AUGUST CAPITAL VI	-	-	-
180-SEQUOIA CAP CHINA VEN IV	-	-	-
181-SEQUOIA CAP US VENT XIV	-	-	-
182-PORT ADV-REALIS PVT EQTY	-	-	-
TOTAL NON MKTBL ALTER. ASSE	22,549,999	(159,747)	22,390,252
FIXED INCOME/MISC INVESTMENTS			
62-BLACK ROCK CORE BOND FUND	2,684,281	(2,070,403)	613,878
63-PIMCO COREPLUS BOND FUND	12,646,017	(10,933,892)	1,712,125
64-PIMCO REAL RETURN	4,124,659	(2,626,742)	1,497,917
144-PIMCO SHORT DURATION BOND	2,163,273	(1,031,045)	1,132,228
134-CLIFTON GROUP	49,997,834	(44,526,498)	5,471,336
130-MESIROW FINANCIAL	9,770,534	(11,894,993)	(2,124,459)
TOTAL FIXED INC./MISC INVESTS	81,386,598	(73,083,573)	8,303,025
TOTAL INVESTMENT MANAGERS	138,468,393	(89,489,734)	48,978,659
CASH AND OTHER			
1-INVESTMENT CASH	14,178	-	14,178
1178-INVESTMENT ADMIN	-	-	-
1800-CORPORATE ADMINISTRATIO	-	-	-
TOTAL CASH AND OTHER	14,178	-	14,178
TOTAL 100-DDCF	138,482,571	(89,489,734)	48,992,837

DORIS DUKE CHARITABLE FOUNDATION

FYE: 12/31/2012

Form 990-PF, Part I, Line 6(a) & Part IV Statement

Attachment 18

DESCRIPTION	REALIZED GAINS	REALIZED (LOSSES)	NET REALIZED GAIN/(LOSS)
Total Capital Gains Per the Foundation's Books			48,992,834
Less Capital Gains Attributable to Affiliated Foundation			(157,331)
Plus Capital Gains Attributable to Limited Partnerships via Schedule K-1			26,436,145
Less Capital Gains Reported on Form 990-T			(96,340)
Net Capital Gains Reportable on Part I, Line 7 of the Form 990-PF			75,175,308

Doris Duke Charitable Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2012
Direct Charitable Activities
Attachment 19

	<u>2012</u>
2012 Africa Health Initiatives Annual Meeting	13,790
2012 Clinical Scientist Meeting	54,570
2012 Clinical Research Fellows Meetings	92,057
2012 Innovations in Clinical Research Award Meetings	20,868
Total	<u><u>181,285</u></u>

Doris Duke Charitable Foundation
Form 990-PF
Part IX-A: Summary of Direct Charitable Activities
FYE: 12/31/2012

Environment Activities

Doris Duke was a lifelong environmentalist with a keen interest in conservation. In her will, she expressed her interest in "the preservation of wildlife, both flora and fauna" and in supporting "ecological endeavors." The Doris Duke Charitable Foundation Environment Program is committed to enable communities to protect and manage wildlife habitat and create efficient built environments. The Foundation supports environmental initiatives and partners with other tax-exempt organizations like The Nature Conservancy to protect public land.

The Environment Program strives to accomplish its mission through the following strategies:

- Accelerate wildlife habitat conservation in an era of climate change - Protect important wildlife habitat and help wildlife adapt to the impacts of climate change.
- Reduce impacts on the landscape from increased energy development and energy demand - Expedite the sensitive siting of energy infrastructure and reduce energy demand by increasing energy efficiency in the buildings sector.
- Encourage land stewardship and sustainability in the Tri-State area - Support local efforts to manage wildlife habitat and create efficient, healthy, and vibrant built and natural environments.
- Help build a clean-energy economy – Support the research and analysis needed to develop government policies to foster technological innovation in the energy sector and accelerate the emergence of tomorrow’s clean-energy technologies. Grants in this category are made through the Environment Program’s Climate Change Initiative, which will wind down by 2013.

Medical Research Activities

Doris Duke was a significant supporter of medical research, making contributions to hospitals and research centers throughout her life. In her will, she expressed her interest in supporting “medical research designed to effectuate cures of major diseases.”

The mission of the Medical Research Program is to support the prevention, treatment and cure of human disease. The Medical Research Program strives to accomplish its mission through the following strategies:

- Clinical Research

This strategy supports competitive award programs that build the clinical research career ladder and expand clinical research frontiers to advance the translation of biomedical discoveries into applications that improve human health.

- African Health Research

This strategy supports implementation research and builds research capacity to improve health and strengthen regional health systems in sub-Saharan Africa.

Child Abuse Prevention

Doris Duke took a special interest in the needs of children, supporting nearly 85 child welfare organizations during her life. Her support included contributions to orphanages, camps, mentor programs, little league teams, hospitals, and boys and girls clubs. In her will, Doris Duke expressed her interest in "the prevention of cruelty to children."

The mission of the Child Abuse Prevention Program is to protect children from abuse and neglect in order to promote their healthy development.

The program seeks to accomplish its mission by making grants that develop and infuse best prevention practices into normal, non-stigmatizing systems that routinely serve large numbers of families with young children (birth to age six), such as the early education and child care systems. The foundation supports prevention and early intervention efforts that educate, support, and/or assist families **before** an incident of abuse or neglect occurs.

The Arts

Doris Duke, in her will, expressed an interest in assisting "actors, dancers, singers, musicians and other artists of the entertainment world in fulfilling their ambitions and providing opportunities for the public presentation of their arts and talents." The Doris Duke Charitable Foundation supports this interest by focusing its support on contemporary dance, jazz and theatre artists, and the organizations that nurture, present and produce them.

The mission of the Arts Program is to support performing artists with the creation and public performance of their work. The Arts Program accomplishes this mission through the following strategies:

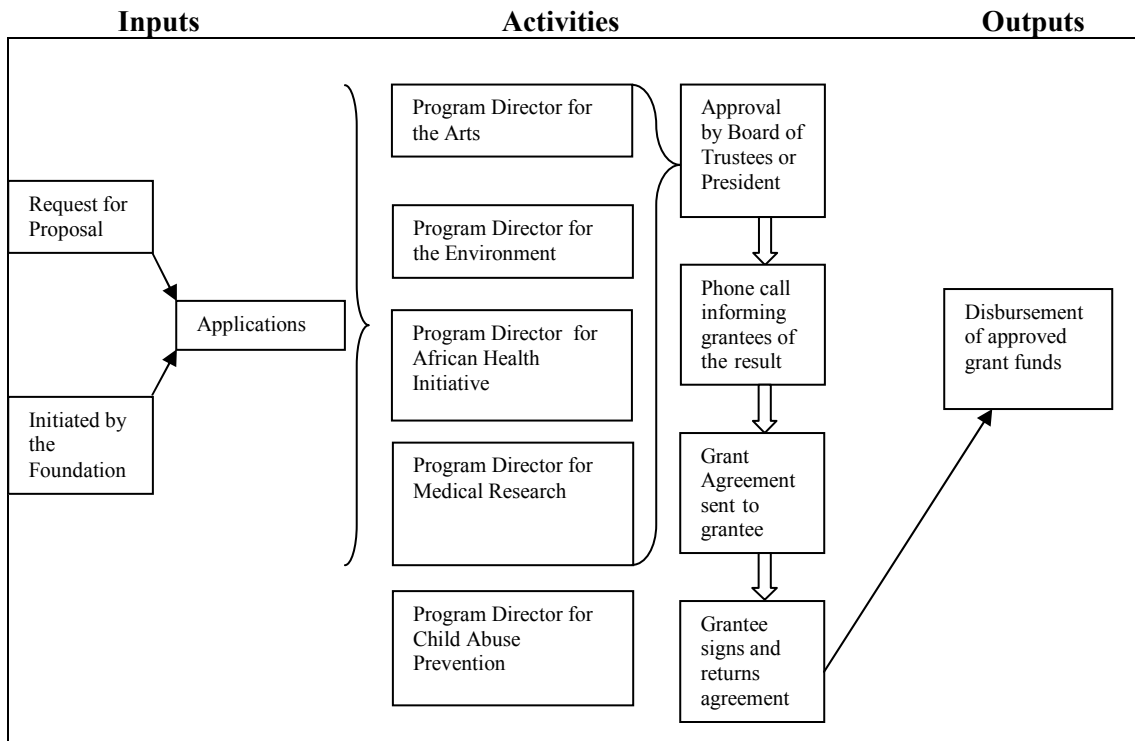
- **Artistic Creation & Distribution** – Through national competitive initiatives administered by intermediary organizations, the foundation supports commissioning, production and presentation of new work in each of its fields of interest. Typically these re-granting programs offer additional benefits to supported artists, including professional development, networking opportunities and participation in conferences and other meetings.
- **Organizational Transformation** – To complement its support for artistic creation and distribution, the Arts Program works to build strong organizations to serve performing artists. Through competitive initiatives administered by intermediary organizations, the foundation offers grants to support bold, innovative approaches to addressing current issues

affecting the performing arts: the impact of technology, loss of audiences and/ or changes in leadership.

- **National Sector Building** – Recognizing DDCF's role as a national foundation, the Arts Program supports activities that will build strong national performing arts fields. The Arts Program directly supports national organizations critical to the health of dance, jazz, presenting and theatre, as well as national projects that have the potential to improve the health of a given field.
- **Doris Duke Performing Artists Initiative** - A ten-year program, launched in 2011, to empower, invest in and celebrate artists by offering flexible, multi-year funding for artists in contemporary dance, theatre, jazz and related interdisciplinary work.

The \$181,285 in direct charitable expenditures listed in Part IX-A represent amounts paid by the Doris Duke Charitable Foundation to support various meetings, conferences, seminars and other climate, conservation and/or medical research endeavors. Further information about each individual program listed in the attached schedule is available upon request.

**Doris Duke Charitable Foundation
Grants Process
December 31, 2012**



The mission of the Doris Duke Charitable Foundation (DDCF) is to improve the quality of people’s lives through grants supporting the performing arts, environmental conservation, medical research and prevention of child maltreatment, and through preservation of the cultural and environmental legacy of Doris Duke’s properties.

Grant Development and Approval

Grants are either competitively awarded through Request for Proposal (RFP) processes or are initiated by the Foundation. Grants and proposed grant competitions are presented to the Board of Trustees at one of the four meetings that take place during the year. All grants must be approved by the Board of Trustees with the exception of the Program Fund, Cross-Program Fund, Trustee recommended grants, and grants selected through competitive, peer-reviewed program initiatives. In these cases, the Board approves a total amount for the program initiative or fund and delegates to DDCF’s President Edward Henry the authority to approve grants. Authority for Program Fund (PF) and Cross-Program Fund grants is sought from the Board each November for the following year. PF and Cross-Program Fund grants must be for purposes that are in keeping with the mission of the Foundation; the amount of these grants is limited both on a per-grant basis (\$100,000 or less) and cumulative annual basis for each program (up to 5% of each Program’s annual payout budget may be awarded as Program Fund grants). Additionally, the Board authorized the President to approve up to \$500,000 in Program Fund grants for the Climate Change Initiative and for the African Health Initiative (with individual grants totaling no more than \$100,000), with funding to come from each initiative’s annual grants budgets. All Program Fund and Cross-Program Fund grants are developed by staff, undergo routine due diligence

review, and are approved by the President. Each Program Fund and Cross-Program Fund grant totaling more than \$50,000 is discussed at a Staff Program Review meeting prior to approval. Finally, in 2012, six Trustees recommended grants totaling \$376,192; the grant purpose and organizations must be vetted by staff and approved by the Board Chair prior to grant award.

Grants solicited by the Foundation. Edward Henry (President) is actively involved in the entire grants cycle. Prior to performing all the research on a potential grantee, the Program Director discusses the organization or proposed project with Mr. Henry. Based on this discussion, the research will begin or the project will be set aside.

Once a completed grant application is returned to DDCF, the Program Director and staff members review it to ensure that the organization meets DDCF requirements and that the program description is in line with DDCF's mission and program objectives. The application is also reviewed by the Director of Grants Management and Program Associate for Grants Administration to ensure that all the proper documentation has been received and the organization is a qualified not-for-profit. Each proposed grant is entered into GIFTS for Windows, the Foundation's grants management database.

Once the submitted application has been reviewed and approved, the Program Director compiles a docket for presentation to the Board of Directors that describes the potential grantee organization and its proposed use of funds. Prior to the Board meeting, the Program Director presents the information to senior management and program staff at a Program Review session and at a "practice" session for the Board meeting. During the meeting the senior staff critiques the written summary and the presentation, and appropriate changes are made, as necessary.

At the next Board meeting, the docket will be presented to the Board for their approval. The Board's decisions regarding proposed grants are documented in the Board of Director Minutes. After a grant has been approved by the board, Grants Administration staff records the grant as "Approved" in GIFTS and the GIFTS system assigns a grant number. Grants Administration then sends a report detailing the grants approved to Finance and the Accounting Manager prepares a journal entry to record the liability.

Grants awarded through competitive Requests for Proposals. Once the Board approves funds for a grant competition and delegates authority to approve specific grants identified through that competition to the DDCF President, program staff release a Request for Proposals (RFP). The RFP specifies the purpose of the funding available through the award program, the timeline for application, the selection process, and expectations of projects selected. Competitions may involve one or two stages of application (i.e., letter of interest followed by a full proposal or just a full proposal) with staff and/or panel review at the first stage and panel review at the second stage. Applications are brought into the foundation via the on-line forms. Review panels score applications in accordance with the criteria specific to the grant program and recommend a roster of grants to the Foundation. With authority delegated from the Board, the President approves grants to the projects selected via the competition. Grants Management staff conducts a standard pre-grant agreement due diligence of each institution approved for funding.

Grant Award

Once the Board or President approves a grant, the appropriate DDCF program staff member notifies the organization by telephone. The Program Associate for Grants Administration generates a draft grant agreement using the appropriate GIFTS template (grant agreement templates are stored in GIFTS and merged with the GIFTS grant data to create the grant agreement). The Program Director and Director of Grants Management review and refine the grant agreement until they are satisfied that it is complete. Once the Director of Grants

Management has approved the grant agreement and award letter and verified that all grant documentation is in order, the agreement and award letter is forwarded to the President for signature.

After the President signs the award letter and the grant agreement, the award package is sent to the grantee organization. The grant agreement specifies the total funds awarded, payment schedule, use of the funds, performance and financial reporting requirements, and various other disclosures regarding DDCF’s rights (for example, to publicly announce the grant). If the grantee organization agrees to the terms of the agreement an authorized representative of the organization will sign and return the agreement to the DDCF (two originals of the agreement are sent and the grantee organization retains one original for their records). When the fully executed grant agreement is received by the Foundation, the first grant payment is initiated by Grants Administration and forwarded to Finance for processing.

Grant Payment Process

Once the Grants Manager has determined that all requirements for a grant payment have been met, the grant payment process is initiated.

The Grants Associate confirms that ACH instructions are still correct and updates the GIFTS record if necessary. Then, Grants Administration exports the grantee data from GIFTS to an Excel spreadsheet which is emailed to the Accounting Manager for upload to the Lawson Process Flow. Once the information is uploaded into Lawson and released (with links to the fully executed grant agreement & the payment authorization) an e-mail is sent to the applicable approvers, alerting them that an invoice requires approval in the Lawson system. Once the approvals have been made, an ACH file is generated via Lawson & transmitted to Bank of America via a secured transmission website. The transmission is then verified with the bank via a phone call to an ACH automated phone system. Once the payment has been sent, the grantee and appropriate program staff are alerted by email that the ACH has been executed.

Grant signing authority requirements:

<u>Grant Payment Amount</u>	<u>Requirements</u>	<u>Signatories</u>
between \$0 and \$9,999.99	Require any one signer listed	Peter Simmons Eileen Oberlander Edward Henry Deborah Close Jeffrey Heil
between \$10,000 and \$99,999.99	Require any two signers listed	Peter Simmons Eileen Oberlander Ed Henry Deborah Close Jeffrey Heil
Equal to or over \$100,000	Require two of the following individuals	Peter Simmons Ed Henry Eileen Oberlander

Grant Monitoring

Within each grant agreement the grantee agrees to provide DDCF with certain interim and final financial and program performance information. The time period for this submission varies from

grant to grant. To ensure that the DDCF funds are being used in accordance with the grant agreement, the grantee is required to submit the following information:

- A narrative describing program accomplishments, challenges, and future plans
- An assessment of the project to date (have the original goals been achieved, were any program refinements necessary?)
- Copies of any literature, reports, or media coverage that was generated as a result of the grant
- A copy of the most recent audited financial statement
- A budget to actual comparison of use of the grant funds (indicating any budget modifications and explanations for budget variances)
- If a multi-year grant, a revised budget and budget narrative for the upcoming year (if warranted)
- The grantee is also required to notify DDCF of any changes to their board, senior staff, or tax-exempt status.

This information is required whether the grant period is one year or multi-year. If the grant is multi-year, the subsequent disbursements will not be made until this information has been received, reviewed, and approved by DDCF staff.

This information will be submitted to DDCF and reviewed by the Program Director and Grants Administration staff to ensure that the grantee has been using DDCF's funds for the purpose outlined in their grant agreement. This includes determining if certain project milestones have been met, whether funds have been spent reasonably and within program guidelines, and whether the project has benefited the items/individuals targeted in the agreement. Additionally, the financial information is reviewed by the Director of Grants Management or Program Associate for Grants Management, and either the Program Director or Program Officer – and, as necessary, by a member of the Finance Department – to ensure that the grantee is not experiencing any financial difficulties.

Once this information has been evaluated and approved by DDCF, the payment request is prepared for multi-year grants or, for single year grants, the file will be closed.

Computer information systems

The Foundation uses GIFTS for Windows, a grants management database system purchased from MicroEdge, Inc., to track detailed information about each application for funding and each grant approved. Applications are received through an internet grants application module and retrieved into the database and their status is tracked according to their progress through the review, approval or declination, and disbursement and reporting process. The database is also used to generate grant related documentation, including (but not limited to) grant award letters and grant agreements, payment request memoranda, and reporting review checklists. GIFTS also provides reports that enable the user to project the upcoming disbursements, determine when financial or other reporting information is required, track grant expiration, and track activities related to each grant.