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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

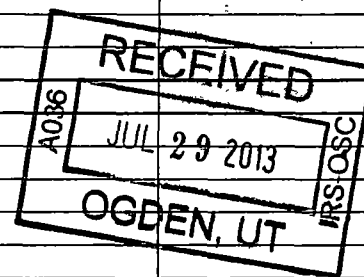
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

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

Name of foundation DORIS DUKE FOUNDATION		A Employer identification number 13-1655241
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
City or town, state, and ZIP code NEW YORK, NY 10019		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,688,774.		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____

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)
1	Contributions, gifts, grants, etc., received (attach schedule)	5,775,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	47,589.	47,589.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	157,331.	ATTACHMENT 11		
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		157,331.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	5,979,920.	204,920		
13	Compensation of officers, directors, trustees, etc.	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) *	56,471.	56,471		
17	Interest				
18	Taxes (attach schedule) (see instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATTCH 2	123,905.			117,315.
24	Total operating and administrative expenses. Add lines 13 through 23	180,376.	56,471		117,315
25	Contributions, gifts, grants paid	5,840,000		ATTACHMENT 9	1,584,952
26	Total expenses and disbursements Add lines 24 and 25	6,020,376.	56,471.		1,702,267.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-40,456			
b	Net investment income (if negative, enter -0-)		148,449		
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		9,697	72,266	72,266
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable		4,836,500	4,836,500	
	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				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) ATCH 3	5,151,209	4,766,946	4,766,946	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ ATCH 4)	13,062	13,062	13,062	
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,173,968	9,688,774	9,688,774	
17		Accounts payable and accrued expenses	41,452	177,833		
18		Grants payable	1,640,637	5,761,500		
Net Assets or Fund Balances	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 5)	198,155	198,526		
	23	Total liabilities (add lines 17 through 22)	1,880,244	6,137,859		
Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.	24	Unrestricted	3,293,724	3,550,915		
	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)	3,293,724	3,550,915	
	31	Total liabilities and net assets/fund balances (see instructions)	5,173,968	9,688,774		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,293,724
2	Enter amount from Part I, line 27a	2	-40,456
3	Other increases not included in line 2 (itemize) ▶ ATCH 6	3	297,647
4	Add lines 1, 2, and 3	4	3,550,915
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,550,915

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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			(i) 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	157,331.	
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	190,858	5,459,597	0.034958
2010	214,188.	5,002,259	0.042818
2009	541,446.	4,379,778.	0.123624
2008	344,930.	5,729,848	0.060199
2007	394,190.	6,828,906	0.057724
2 Total of line 1, column (d)			2 0.319323
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 0.063865
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,241,277.
5 Multiply line 4 by line 3			5 334,734
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,484
7 Add lines 5 and 6			7 336,218
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,702,267

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,484
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	1,484.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,484.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,633.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,633.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	149.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 149. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> DE, NJ, NY,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
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	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☒ Yes ☐ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b** X**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ NoIf "Yes" to 6b, file Form 8870. **6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		0	0	0

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,139,245.
b	Average of monthly cash balances	1b	181,848.
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	5,321,093.
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	0
3	Subtract line 2 from line 1d	3	5,321,093.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	79,816.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,241,277.
6	Minimum investment return. Enter 5% of line 5	6	262,064.

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	262,064
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,484.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,484.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	260,580.
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	260,580.
6	Deduction from distributable amount (see instructions)	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	260,580.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,702,267.
b	Program-related investments - total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,702,267.
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	1,484
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,700,783.

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				260,580.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	62,531.			
b From 2008	61,514.			
c From 2009	324,461.			
d From 2010	214,188			
e From 2011				
f Total of lines 3a through e	662,694.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,702,267.				
a Applied to 2011, but not more than line 2a				
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				260,580.
e Remaining amount distributed out of corpus	1,441,687.			
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:	2,104,381.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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)	62,531			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,041,850.			
10 Analysis of line 9				
a Excess from 2008	61,514.			
b Excess from 2009	324,461.			
c Excess from 2010	214,188			
d Excess from 2011				
e Excess from 2012	1,441,687			

Form 990-PF (2012)

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATCH 8

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

LETTER SUBMISSION - NO PRESCRIBED FORMAT

c Any submission deadlines:

NONE

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

NONE

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 ATCH 9				
Total			▶ 3a	1,584,952
b Approved for future payment ATCH 10				
Total			▶ 3b	5,761,500.

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	47,589.		
5 Net rental income or (loss) from real estate.						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	157,331.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				204,920.		
13 Total. Add line 12, columns (b), (d), and (e)				13		204,920.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

7-24-13
Date

► Resident
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Scot Thompson

Preparer's signature _____

Seth Shantz
LLP

Date,

07/24/2013

Check ☐ if self-employed

PTIN

P00741490

Firm's name ▶ GRANT THORNTON LLP

Firm's address ► 666 THIRD AVENUE
NEW YORK, NY

10017-4057

Phone no 212-599-0100

Form **990-PF** (2012)

Schedule B(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012**Name of the organization**

DORIS DUKE FOUNDATION

Employer identification number

13-1655241

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization DORIS DUKE FOUNDATION

Employer identification number
13-1655241**Part I** Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DORIS DUKE CHARITABLE FOUNDATION 650 FIFTH AVENUE, 19TH FLOOR NEW YORK, NY 10019	\$ 5,775,000	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization DORIS DUKE FOUNDATION

Employer identification number

13-1655241

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$-----	-----

Name of organization DORIS DUKE FOUNDATION

Employer identification number

13-1655241

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	56,471.	56,471.
TOTALS	<u>56,471.</u>	<u>56,471.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
MANAGEMENT FEES (PAID TO DD MF)	123,192.	116,602.
INSURANCE	62.	62.
FILING FEES	651.	651.
TOTALS	<u>123,905.</u>	<u>117,315.</u>

ATTACHMENT 3

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PUBLICLY TRADED SECURITIES	5,151,209.	4,766,946.	4,766,946.
TOTALS	<u>5,151,209.</u>	<u>4,766,946.</u>	<u>4,766,946.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 4

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
COLLECTIBLES	13,062.	13,062.	13,062.
TOTALS	13,062.	13,062.	13,062.

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)	
		PUBLICLY TRADED SECURITIES					VAR 157,331.	VAR
TOTAL GAIN (LOSS)							<u>157,331</u>	

ATTACHMENT 5FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
DUE TO DORIS DUKE CHARITABLE FOUNDATION	2,232	2,232.
DUE TO DORIS DUKE MANAGEMENT FOUNDATION	122,960.	123,331.
DUE TO DUKE FARMS FOUNDATION	72,963.	72,963.
TOTALS	<u>198,155.</u>	<u>198,526.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	297,647.
TOTAL	<u>297,647.</u>

Doris Duke Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2012
Attachment 7

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

Name	Title	Hrs Worked	Comp	Employee Benefits	Expense Accounts
John Zuccotti	Chairperson	4 hours per year	NONE	NONE	NONE
Anthony S. Fauci	Vice Chairperson	4 hours per year	NONE	NONE	NONE
Kathy Halbreich	Director	4 hours per year	NONE	NONE	NONE
Harry Demopoulos	Director	4 hours per year	NONE	NONE	NONE
Jide Zeitlin	Director	4 hours per year	NONE	NONE	NONE
James F. Gill	Director	4 hours per year	NONE	NONE	NONE
Anne Hawley	Director (thru 05/2012)	4 hours per year	NONE	NONE	NONE
Peter A. Nadosy	Director	4 hours per year	NONE	NONE	NONE
William H. Schlesinger	Director	4 hours per year	NONE	NONE	NONE
Nannerl O. Keohane	Director	4 hours per year	NONE	NONE	NONE
Angela K. Mwanza	Director	4 hours per year	NONE	NONE	NONE
Nicholas Scopetta	Director	4 hours per year	NONE	NONE	NONE
Edward P. Henry	Chief Executive Officer/President	0 hours per week	NONE	NONE	NONE
Peter Simmons	Chief Operating Officer/Treasurer	1 hours per week	NONE	NONE	NONE
Erica Dziedzic	Secretary (as of 05/2012)	2 hours per week	NONE	NONE	NONE
Elizabeth Fader	Secretary (thru 02/2012)	0 hours per week	NONE	NONE	NONE

All Board of Directors members 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 7(a) Note (1) and Note (2) for further information.

Doris Duke Foundation
Form 990-PF - Return of Private
Foundation
FYE: 12/31/2012
Attachment 7a

Notes:

(1) 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 Foundation (DDF) and are for informational purposes only. These officers provide services to other related entities (Doris Duke Charitable Foundation (DDCF), 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.

(2) 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 7 of the Form 990-PF represent an allocation of the trustees' time spent on matters related to DDF including attendance at Board 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 DDCF, DFF, DDMF and DDFIA tax returns.

ATTACHMENT 8FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

THE DORIS DUKE FOUNDATION
650 FIFTH AVE, 19TH FL NY, NY 10019
908-243-3619

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHERN STAGE COMPANY PO BOX 4287 WHITE RIVER JUNCTION, VT 05001	NONE 501 (C) (3)	MATCHING GIFT	20,000
BARNARD COLLEGE BOX AS, 3009 BROADWAY NEW YORK, NY 10027	NONE 501 (C) (3)	MATCHING GIFT	9,452
SAVE VENICE INC 1104 LEXINGTON AVENUE, STE 4-C NEW YORK, NY 10075	NONE 501 (C) (3)	MATCHING GIFT	8,000
LIJIANG STUDIO FOUNDATION 50 SOUTH MAIN STREET PROVIDENCE, RI 02903	NONE 501 (C) (3)	MATCHING GIFT	7,000
MERCER STREET FRIENDS CENTER 151 MERCER STREET TRENTON, NJ 08611	NONE 501 (C) (3)	MATCHING GIFT	5,000
MONTEFIORE MEDICAL CENTER 111 EAST 210TH STREET BRONX, NY 10467	NONE 501 (C) (3)	MATCHING GIFT	5,000

ATTACHMENT 9

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PARTNERS IN HEALTH A NONPROFIT CORPORATION 888 COMMONWEALTH AVENUE, 3RD FLOOR BOSTON, MA 02215	NONE 501 (C) (3)	MATCHING GIFT	5,000
SAINT ANNS SCHOOL 129 PIERREPONT STREET BROOKLYN, NY 11201	NONE 501 (C) (3)	MATCHING GIFT	5,000
ACHIEVE MINNEAPOLIS 111 THIRD AVENUE SOUTH, SUITE 5 MINNEAPOLIS, MN 55401	NONE 501 (C) (3)	MATCHING	2,000
ISABELLA STEWART GARDNER MUSEUM INC 2 PALACE ROAD BOSTON, MA 02115	NONE 501 (C) (3)	MATCHING GIFT	2,000
ARTISTS SPACE INC 38 GREEN STREET, 3RD FLOOR NEW YORK, NY 10013	NONE 501 (C) (3)	MATCHING GIFT	1,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 434 WEST 33RD STREET NEW YORK, NY 10001	NONE 501 (C) (3)	MATCHING GIFT	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
STUDIO MUSEUM IN HARLEM INC 144 WEST 125TH STREET NEW YORK, NY 10027	NONE 501(C) (3)	MATCHING GIFT	1,000
See Attachment 10 for Additional Grants Paid out Pursuant to the Foundation's Arts Initiative and for grants paid to other 501(c)(3) public charities.			1,513,500
TOTAL CONTRIBUTIONS PAID			1,584,502

Doris Duke Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2012
Attachment 10

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

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Approvals 2012	Amended 2012	Amount Paid 2012	Approved for Future Payment
Matching Gifts (as Reported in Attachment 9)		\$0	\$0	\$0	\$71,452	\$0
Grants to Individuals		\$0	\$5,700,000	\$0	\$876,000	\$4,824,000
Grants to Organizations		\$1,500,000	\$75,000	\$0	\$637,500	\$937,500
Total Grants Paid out in 2012		\$1,500,000	\$5,775,000	\$0	\$1,584,952	\$5,761,500

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

Recipient	Purpose	Beginning Balance 2012	Approvals 2012	Amended 2012	Amount Paid 2012	Approved for Future Payment
Anne Bogart c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	0	225,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Don Byron c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	80,000	145,000
	Doris Duke Artist Award - Audience Development	0	25,000	0	5,000	20,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Wally Cardona c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	50,000	175,000
	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Rinde Eckert c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	45,000	180,000
	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Bill Frisell c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	45,000	180,000
	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	2,500	22,500
Deborah Hay c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	0	225,000
	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
John Hollenbeck c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	50,000	175,000
	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000

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

Recipient	Purpose	Beginning Balance 2012	Approvals 2012	Amended 2012	Amount Paid 2012	Approved for Future Payment
Vijay Iyer c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	0	225,000
	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Marc Bamuthi Joseph c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	35,000	190,000
	Doris Duke Artist Award - Audience Development	0	25,000	0	10,000	15,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Elizabeth LeCompte c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	75,000	150,000
	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Young Jean Lee c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	53,000	172,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Ralph Lemon c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	0	225,000
	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Richard Maxwell c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	57,500	167,500
	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	5,000	20,000
Sarah Michelson c/o Doris Duke Performing Artist Awards 73 Spring Street, Suite 401 New York, NY 10012	Doris Duke Artist Award - Unrestricted	0	225,000	0	0	225,000
	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000

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

Recipient	Purpose	Beginning Balance 2012	Approvals 2012	Amended 2012	Amount Paid 2012	Approved for Future Payment
Bebe Miller						
c/o Doris Duke Performing Artist Awards	Doris Duke Artist Award - Unrestricted	0	225,000	0	90,000	135,000
73 Spring Street, Suite 401	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
New York, NY 10012	Doris Duke Artist Award - Incentive Funding	0	25,000	0	8,000	17,000
Nicole Mitchell						
c/o Doris Duke Performing Artist Awards	Doris Duke Artist Award - Unrestricted	0	225,000	0	0	225,000
73 Spring Street, Suite 401	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
New York, NY 10012	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Meredith Monk						
c/o Doris Duke Performing Artist Awards	Doris Duke Artist Award - Unrestricted	0	225,000	0	90,000	135,000
73 Spring Street, Suite 401	Doris Duke Artist Award - Incentive Funding	0	25,000	0	5,000	20,000
New York, NY 10012						
Eiko Otake						
c/o Doris Duke Performing Artist Awards	Doris Duke Artist Award - Unrestricted	0	225,000	0	25,000	200,000
73 Spring Street, Suite 401	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
New York, NY 10012	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Takashi Koma Otake						
c/o Doris Duke Performing Artist Awards	Doris Duke Artist Award - Unrestricted	0	225,000	0	0	225,000
73 Spring Street, Suite 401	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
New York, NY 10012	Doris Duke Artist Award - Incentive Funding	0	25,000	0	5,000	20,000
Basil Twist						
c/o Doris Duke Performing Artist Awards	Doris Duke Artist Award - Unrestricted	0	225,000	0	75,000	150,000
73 Spring Street, Suite 401	Doris Duke Artist Award - Audience Development	0	25,000	0	25,000	0
New York, NY 10012	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
Reggie Wilson						
c/o Doris Duke Performing Artist Awards	Doris Duke Artist Award - Unrestricted	0	225,000	0	40,000	185,000
73 Spring Street, Suite 401	Doris Duke Artist Award - Audience Development	0	25,000	0	0	25,000
New York, NY 10012	Doris Duke Artist Award - Incentive Funding	0	25,000	0	0	25,000
TOTAL		\$0	\$5,700,000	\$0	\$876,000	\$4,824,000

Doris Duke Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2012
Attachment 10

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

Recipient and/or Purpose	Tax Status	Beginning Balance 2012	Approvals 2012	Amended 2012	Amount Paid 2012	Approved for Future Payment
Doris Duke Monument Foundation 51 Touro St Providence, RI 02940 <i>To support the Maya Lin project renovating Queen Anne Square in Newport RI</i>	501(c)3	\$1,500,000	\$0	\$0	\$575,000	\$925,000
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>	501(c)3	\$0	\$25,000	\$0	\$12,500	\$12,500
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>	501(c)3	\$0	\$25,000	\$0	\$25,000	\$0
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>	501(c)3	\$0	\$7,000	\$0	\$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>	501(c)3	\$0	\$18,000	\$0	\$18,000	\$0
TOTAL		\$1,500,000	\$75,000	\$0	\$637,500	\$937,500

Doris Duke Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2012
Attachment 11

Form 990-PF, Part I - Net Gain from Sale of Assets

The Doris Duke Foundation's investments are commingled with that of a related organization, the Doris Duke Charitable Foundation. The realized gains reportable on the Doris Duke Foundation's Form 990-PF are an allocation of the portfolio's total gains based on its percentage of holdings in the account. Accordingly, deriving a sales price for Line 6(b) is impractical. A detailed schedule of gains and losses is available upon request.

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

Form 990-PF, Part VII-B, Line 5a(3)

The Doris Duke Foundation commenced a new initiative in 2012: the Doris Duke Artist Awards. These grants constitute qualifying distributions because such grants are made pursuant to the Internal Revenue Code Section 4945(g)(3).

The Doris Duke Artist Awards, a sub-initiative of the Doris Duke Performing Artist Awards, invest in exemplary individual artists in contemporary dance, jazz, theatre and related interdisciplinary work who have proven their artistic vitality and commitment to their field. The Doris Duke Artist Award is not a lifetime achievement award, nor a "genius" grant. The award is a deeper investment in the potential of dedicated artists, empowering them through the freedom of unrestricted support while celebrating past achievement.

Artist recipients are entitled to two kinds of funds: unrestricted/flexible funds, and restricted project funds. Artists will receive an unrestricted grant of \$225,000 over a three to five year period, as set through a schedule to be determined by the recipient. An additional \$25,000 of unrestricted funds will be made available to artists who can demonstrate that they have started or increased resources (whether IRA's, SEP's 401(k)'s, etc.) that will allow them to continue their creative exploration in their later years when other resources are likely to be unpredictable and difficult to obtain. Restricted project funds of up to \$25,000 will be available to the artist specifically to support work around audience connections or development, bringing the program's potential investment to \$275,000 per artist.

Doris Duke Artists will have access to Creative Capital's goal assessment tools; financial and legal counseling; and conferences with peer-to-peer learning opportunities. Doris Duke Artists will also be able to allocate a portion of their funding to cover costs of professional development services including workshops to help artists expand their skills and practices (from strategic planning to fundraising to promotion); phone-in clinics that offer support for the business areas of artistic practices (legal, financial, tech, PR and business advice); memberships that provide opportunities for crowdfunding and fiscal sponsorship partners, as well as pro-rated fees for insurance or health care.

The first class of Doris Duke Artists was announced in 2012 and comprises 21 of America's most vital and productive performing artists. Doris Duke Artists are selected through a rigorous, anonymous process of peer review. No applications are accepted. Candidates for Doris Duke Artist Awards are instead "harvested" from a pool of artists who have won at least three designated national grants, awards, accolades or fellowships over the past ten years, with at least one having been funded by the Doris Duke Charitable Foundation.

Visit <http://ddpaa.org> to find additional information about the Doris Duke Artists; DDPA program staff; and the eligibility criteria and selection process for the awards.

The Foundation received prior approval from the IRS for this grant-making program. A copy of the IRS Advance Approval is available upon request.