Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 12/01 **, 2012, and ending** 11/30 **, 20**13

Name of foundation: DRUCKENMILLER FOUNDATION

A Employer identification number: 13-3735187

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: C/O DFO LLC, 40 WEST 57TH ST., 24TH FL.

B Telephone number (see instructions): (212) 830-6650

City or town, state, and ZIP code: NEW YORK, NY 10019

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 971,517,239.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ ☐

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 ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,392.	1,392.		ATCH 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,184,340.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		3,184,340.		
	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) ATCH 2	39,266,431.	39,266,431.		
	12 Total. Add lines 1 through 11	42,452,163.	42,452,163.		
Operating and Administrative Expenses	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)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	950,345.	90,345.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	13,500.			13,500.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	963,845.	90,345.		13,500.
	25 Contributions, gifts, grants paid	74,469,500.			73,919,500.
	26 Total expenses and disbursements Add lines 24 and 25	75,433,345.	90,345.		73,933,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-32,981,182.			
	b **Net investment income** (if negative, enter -0-)		42,361,818.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 Savings and temporary cash investments	23,648,269.	30,311,989.	30,311,989.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 5	795,910,623.	756,271,049.	941,205,250.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	819,558,892.	786,583,038.	971,517,239.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	512,093.	512,093.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	819,046,799.	786,070,945.	
	30 **Total net assets or fund balances** (see instructions)	819,558,892.	786,583,038.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	819,558,892.	786,583,038.	

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	819,558,892.
2	Enter amount from Part I, line 27a	2	-32,981,182.
3	Other increases not included in line 2 (itemize) ▶ ATCH 6	3	5,328.
4	Add lines 1, 2, and 3	4	786,583,038.
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	786,583,038.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a			
b			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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	41,978,403.	855,148,379.	0.049089
2010	53,405,103.	824,282,357.	0.064790
2009	42,165,224.	813,288,453.	0.051845
2008	25,946,495.	679,572,986.	0.038181
2007	622,194.	6,285,518.	0.098989

2	**Total** of line 1, column (d)	2	0.302894
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	0.060579
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	930,361,195.
5	Multiply line 4 by line 3	5	56,360,351.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	423,618.
7	Add lines 5 and 6	7	56,783,969.
8	Enter qualifying distributions from Part XII, line 4	8	73,933,000.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b	1	423,618.
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	423,618.
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	423,618.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 863,970.		
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	863,970.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	440,352.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 440,352. Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ N/A

14 The books are in care of ▶ DUQUESNE FAMILY OFFICE LLC Telephone no ▶ 212-830-6600

Located at ▶ 40 W 57TH ST, 24TH FL. NEW YORK, NY ZIP+4 ▶ 10022

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 |

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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))? . . . . . . [ ] Yes [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . [X] 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) . . . [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? . . . **5b** X

Organizations relying on a current notice regarding disaster assistance check here . . . ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . ATCH 7 . . . [X] 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . **7b**

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

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

(a) Name and address	(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 8		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		0	0	0

Total number of other employees paid over $50,000 . . . ▶

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		0
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 30 SCHOLARSHIPS GRANTED	177,000.
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	
b	Average of monthly cash balances	1b	13,062,090.
c	Fair market value of all other assets (see instructions)	1c	931,467,042.
d	**Total** (add lines 1a, b, and c)	1d	944,529,132.
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	944,529,132.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	14,167,937.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	930,361,195.
6	**Minimum investment return.** Enter 5% of line 5	6	46,518,060.

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	46,518,060.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	423,618.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	423,618.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	46,094,442.
4	Recoveries of amounts treated as qualifying distributions			4	5,328.
5	Add lines 3 and 4			5	46,099,770.
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	46,099,770.

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	73,933,000.
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	73,933,000.
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	423,618.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	73,509,382.

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				46,099,770.
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				
b From 2008				
c From 2009				
d From 2010 7,121,943.				
e From 2011				
f Total of lines 3a through e	7,121,943.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 73,933,000.				
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				46,099,770.
e Remaining amount distributed out of corpus	27,833,230.			
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	34,955,173.			
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	34,955,173.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010 7,121,943.				
d Excess from 2011				
e Excess from 2012 27,833,230.				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the 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))

STANLEY F. DRUCKENMILLER

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 ▶ [X] 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

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

SEE STATEMENT 11

c Any submission deadlines

SEE STATEMENT 11

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

SEE STATEMENT 11

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				74,469,500.
b *Approved for future payment*				
Total . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

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			14	1,392.	
4 Dividends and interest from securities					
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			14	39,266,431.	
8 Gain or (loss) from sales of assets other than inventory			18	3,184,340.	
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)				42,452,163.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 42,452,163.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
.	NOT APPLICABLE

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

			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

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

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 — Date: 8/28/14 — Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MARK C. MOORES		8/28/2014		P00844084

Firm's name ▶ SFM LLC-TAX — Firm's EIN ▶

Firm's address ▶ 888 SEVENTH AVENUE, 33RD FLOOR NEW YORK, NY 10106 — Phone no

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PNC BANK N.A.		1,392.	1,392.
	TOTAL	1,392.	1,392.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NO MARGIN FUND LP		39,266,431.	39,266,431.
	TOTALS	39,266,431.	39,266,431.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX	90,345.	90,345.
FEDERAL EXCISE TAX	860,000.	
TOTALS	950,345.	90,345.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER EXPENSES	13,500.	13,500.
TOTALS	13,500.	13,500.

ATTACHMENT 5

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NO MARGIN FUND LP		795,910,623.	756,271,049.	941,205,250.
	TOTALS	795,910,623.	756,271,049.	941,205,250.

ATTACHMENT 6

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

DESCRIPTION		AMOUNT
GRANTS RETURNED		5,328.
	TOTAL	5,328.

ATTACHMENT 7

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME:	KASPAROV CHESS FOUNDATION
GRANTEE'S ADDRESS:	80 JESSE COURT
CITY, STATE & ZIP:	MONTVILLE, NJ 07045
GRANT DATE:	01/17/2012
GRANT AMOUNT:	100,000.
GRANT PURPOSE:	GENERAL
AMOUNT EXPENDED:	100,000.
ANY DIVERSION?	NO
DATES OF REPORTS:	08/01/2014

GRANTEE'S NAME:	KASPAROV CHESS FOUNDATION
GRANTEE'S ADDRESS:	80 JESSE COURT
CITY, STATE & ZIP:	MONTVILLE, NJ 07045
GRANT DATE:	06/13/2013
GRANT AMOUNT:	250,000.
GRANT PURPOSE:	GENERAL
AMOUNT EXPENDED:	250,000.
ANY DIVERSION?	NO
DATES OF REPORTS:	08/01/2014

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STANLEY F. DRUCKENMILLER 40 WEST 57TH STREET, 24TH FLOOR NEW YORK, NY 10019	TRUSTEE	0	0	0
FIONA DRUCKENMILLER 40 WEST 57TH STREET, 24TH FLOOR NEW YORK, NY 10019	TRUSTEE	0	0	0
GERALD KERNER C/O DUQUESNE FAMILY OFFICE LLC 40 WEST 57TH STREET, 24TH FLOOR NEW YORK, NY 10019	ADMIN. OFFICER	0	0	0
	GRAND TOTALS	0	0	0

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
DAVID HOYSAN 108 RIDGE VIEW DRIVE NEW KENSINGTON, PA 15068	NONE NONE	SCHOLARSHIP - PENN STATE UNIVERSITY	2,600
CHRISTOPHER CERNICKY 440 FINNIN ROAD NEW KENSINGTON, PA 15068	NONE NONE	SCHOLARSHIP - PENNSYLVANIA STATE UNIVERSITY	5,800
JOSHUA KUIROS 6414 LINDSEY LANE EXPORT, PA 15632	NONE NONE	SCHOLARSHIP - PENNSYLVANIA STATE UNIVERSITY	6,000
THOMAS HUDEC 505 WILLOW HEDGE COURT MONROEVILLE, PA 15146	NONE NONE	SCHOLARSHIP - COLORADO STATE UNIVERSITY	6,300
BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK, ME 04011	NONE PUBLIC CHARITY	GENERAL	200,000
CAPE ELEUTHERA FOUNDATION P O BOX 5910 PRINCETON, NJ 08543	NONE PUBLIC CHARITY	GENERAL	150,000

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
COLLEGE SUMMIT 1763 COLUMBIA ROAD NW WASHINGTON, DC 20009	NONE PUBLIC CHARITY	GENERAL	800,000
COLLEGIATE SCHOOL 260 WEST 78TH STREET NEW YORK, NY 10024	NONE PUBLIC CHARITY	GENERAL	1,025,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE PUBLIC CHARITY	GENERAL	3,450,000
HARLEM CHILDREN'S ZONE 103 WEST 108TH STREET NEW YORK, NY 10025	NONE PUBLIC CHARITY	GENERAL	11,000,000
THE NEW YORK STEM CELL FOUNDATION 163 AMSTERDAM AVENUE, BOX 309 NEW YORK, NY 10023	NONE PUBLIC CHARITY	GENERAL	1,100,000
THE SPENCE SCHOOL 22 EAST 91ST STREET NEW YORK, NY 10128	NONE PUBLIC CHARITY	GENERAL	50,000

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
UBUNTU EDUCATION FUND 32 BROADWAY #414 NEW YORK, NY 10004	NONE PUBLIC CHARITY	GENERAL	25,000
BRENDAN ANTHONY 734 10TH STREET OAKMONT, PA 15139	NONE NONE	SCHOLARSHIP - PENNSYLVANIA STATE UNIVERSITY	2,100
CHRISTOPHER DECARLO 1706 LARKINS WAY PITTSBURGH, PA 15203	NONE NONE	SCHOLARSHIP - DUQUESNE UNIVERSITY	7,300
EVAN GARDA 813 8TH STREET OAKMONT, PA 15139	NONE NONE	SCHOLARSHIP - OHIO STATE UNIVERSITY	6,800
MATTHEW READING 117 FAWN DRIVE LOWER BURRELL, PA 15068	NONE NONE	SCHOLARSHIP - PENNSYLVANIA STATE UNIVERSITY	6,700
PHILLIP CAPPO 42 ARTMAN WAY LEECHBURG, PA 15656	NONE NONE	SCHOLARSHIP - DUQUESNE UNIVERSITY	4,800

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RANDALL MIELECKI 210 ARNER ROAD FREEPORT, PA 16229	NONE NONE	SCHOLARSHIP - AMERICAN UNIVERSITY	5,200
STEVEN GOLEMBIEWSKI 213 DEER DRIVE NEW KENSINGTON, PA 15068	NONE NONE	SCHOLARSHIP - PENNSYLVANIA STATE UNIVERSITY	6,000
ALEX GLADYSIEWSKI 402 WATER STREET, BOX 30 MANORVILLE, PA 16238	NONE NONE	SCHOLARSHIP - DUQUESNE UNIVERSITY	5,900
ALEX REYNOLDS 3360 CLEMENTS ROAD PITTSBURGH, PA 15239	NONE NONE	SCHOLARSHIP - POINT PARK UNIVERSTIY	10,000
CAMDEN KELLY 205 8TH STREET OAKMONT, PA 15139	NONE NONE	SCHOLARSHIP - POINT PARK UNIVERSITY	4,400
FRANK TROZZI 341 CLAREMONT DRIVE LOWER BURRELL, PA 15068	NONE NONE	SCHOLARSHIP - PENN STATE UNIVERSITY	6,100

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
GIULIANA LATELLA 127 ARGONNE DRIVE NEW KENSINGTON, PA 15068	NONE NONE	SCHOLARSHIP - PENN STATE UNIVERSITY	7,200
JACOB MILBERGER 713 15TH STREET OAKMONT, PA 15139	NONE NONE	SCHOLARSHIP - UNIVERSITY OF ROCHESTER	6,000
JONATHAN WRIGHT 1400 PENNSYLVANIA AVENUE OAKMONT, PA 15139	NONE NONE	SCHOLARSHIP - KENT STATE UNIVERSITY	10,000
KAITLIN MCCARTHY 1065 MCALLISTER DRIVE NEW KENSINGTON, PA 15068	NONE NONE	SCHOLARSHIP - VIRGINIA TECH UNIVERSITY	13,500
KENNINGTON KNAPP 725 14TH STREET OAKMONT, PA 15139	NONE NONE	SCHOLARSHIP - PENN STATE UNIVERSITY	5,600
SEVERIO PICCOLINO 627 SEVENTH STREET OAKMONT, PA 15139	NONE NONE	SCHOLARSHIP - ALLEGHANY COLLEGE	11,100

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
ANIMAL RESCUE FUND OF THE HAMPTONS 90 DANIELS HOLE ROAD EAST HAMPTON, NY 11937	NONE PUBLIC CHARITY	GENERAL	15,000
BROWN UNIVERSITY 75 WATERMAN STREET PROVIDENCE, RI 02912	NONE PUBLIC CHARITY	GENERAL	5,000,000
CENTER FOR ADVANCING HEALTH 2000 FLORIDA AVENUE NW, SUITE 210 WASHINGTON, DC 20009-1231	NONE PUBLIC CHARITY	GENERAL	100,000
CHAMPION CHARITIES 555 BRYANT STREET, #230 PALO ALTO, CA 94301	NONE PUBLIC CHARITY	GENERAL	100,000
CHILDREN'S DEFENSE FUND 25 E STREET NW WASHINGTON, DC 20001	NONE PUBLIC CHARITY	GENERAL	250,000
FUTURO MEDIA 361 WEST 125TH STREET, 4TH FL NEW YORK, NY 10027	NONE PUBLIC CHARITY	GENERAL	200,000

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
KASPAROV CHESS FOUNDATION 80 JESSE COURT MONTVILLE, NJ 07045	NONE PRIVATE FOUNDATION	GENERAL	250,000
RIGHT TO PLAY 49 WEST 27TH STREET, SUITE 930 NEW YORK, NY 10001	NONE PUBLIC CHARITY	GENERAL	25,000
SOUTHAMPTON ANIMAL SHELTER FOUNDATION P O BOX 696 HAMPTON BAYS, NY 11946	NONE PUBLIC CHARITY	GENERAL	10,000
SOUTHAMPTON BATH & TENNIS CHARITABLE FUND 212 GIN LN SOUTHAMPTON, NY 11968	NONE PUBLIC CHARITY	GENERAL	75,000
SOUTHAMPTON HOSPITAL FOUNDATION 240 MEETING HOUSE LN SOUTHAMPTON, NY 11968	NONE PUBLIC CHARITY	GENERAL	50,000
STANFORD UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	NONE PUBLIC CHARITY	GENERAL	7,000,000

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
THE CHILDREN'S STOREFRONT 70 EAST 129TH STREET NEW YORK, NY 10035	NONE PUBLIC CHARITY	GENERAL	50,000
ANTHONY MALKY 756 ALLEGHENY RIVER BOULEVARD OAKMONT, PA 15139	NONE NONE	SCHOLARSHIP - UNIVERSITY OF AKRON	5,800
JACOB RAYBURG 317 KEYSTONE DRIVE NEW KENSIGNTON, PA 15068	NONE NONE	SCHOLARSHIP - PENN STATE UNIVERSITY	700
JORDAN KIEBLER 1004 COOPER STREET VANDERGRIFT, PA 15690	NONE NONE	SCHOLARSHIP - UNIVERSITY OF PITTSBURGH AT JOHNSTOWN	5,000
JORDAN LOCK 183 BYERLY DRIVE JEANNETTE, PA 15644	NONE NONE	SCHOLARSHIP - UNIVERSITY OF PITTSBURGH AT JOHNSTOWN	4,600
MATTHEW YERACE 515 BRAEVIEW STREET LOWER BURRELL, PA 15068	NONE NONE	SCHOLARSHIP - PENN STATE UNIVERSITY	5,100

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
MICHAEL HOYSAN 108 RIDGE VIEW DRIVE NEW KENSINGTON, PA 15068	NONE NONE	SCHOLARSHIP - PENN STATE UNIVERSITY	5,100
VINCENT PICCOLINO 627 SEVENTH STREET OAKMONT, PA 15139	NONE NONE	SCHOLARSHIP - EDINBORO UNIVERSITY	5,600
WILLIAM RIELLY 5540 BEVERLY PLACE PITTSBURGH, PA 15206	NONE NONE	SCHOLARSHIP - WAKE FOREST UNIVERSITY	500
ZACHARY PROCIDA 810 LIMECREST ROAD PITTSBURGH, PA 15221	NONE NONE	SCHOLARSHIP - UNIVERSITY OF PITTSBURGH	5,200
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH STREET NEW YORK, NY 1024-5192	NONE PUBLIC CHARITY	GENERAL	50,000
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA ST , SUITE 400 LOS ANGELES, CA 90012	NONE PUBLIC CHARITY	GENERAL	250,000

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
CHESS WITHOUT BORDERS 428 WAVERLY ROAD BARRINGTON, IL 60010	NONE PUBLIC CHARITY	GENERAL	250,000
FIT FOUNDATION 227 W 27TH STREET NEW YORK, NY 10001-5992	NONE PUBLIC CHARITY	GENERAL	20,000
FOUNDATION FOR NEWARK'S FUTURE 60 PARK PLACE NEWARK, NJ 07102	NONE PUBLIC CHARITY	GENERAL	1,000,000
FRIENDS OF HEBREW LANGUAGE ACADEMY CHARTER 147 ST. NICHOLAS AVENUE NEW YORK, NY 10026	NONE PUBLIC CHARITY	GENERAL	100,000
GOLDEN CHILDREN 16 EAST 69TH STREET NEW YORK, NY 10021	NONE POF	GENERAL	40,000
HUMANE SOCIETY OF THE UNITED STATES 2100 L ST., NW WASHINGTON, DC 20037	NONE PUBLIC CHARITY	GENERAL	25,000

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
IRA SOHN CONFERENCE FOUNDATION, INC 626 RXR PLAZA UNIONDALE, NY 11556	NONE PUBLIC CHARITY	GENERAL	25,000
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168-1289	NONE PUBLIC CHARITY	GENERAL	100,000
KERLAN-JOBE ORTHOPAEDIC FOUNDATION 6801 PARK TERRACE LOS ANGELES, CA 90045	NONE PUBLIC CHARITY	GENERAL	50,000
LENOX HILL NEIGHBORHOOD HOUSE 331 EAST 70TH STREET NEW YORK, NY 10021	NONE PUBLIC CHARITY	GENERAL	25,000
MUSICARES 3030 OLYMPIC BLVD SANTA MONICA, CA 90404	NONE PUBLIC CHARITY	GENERAL	50,000
NYU LANGONE MEDICAL CENTER 550 FIRST AVENUE NEW YORK, NY 10016	NONE PUBLIC CHARITY	GENERAL	40,100,000

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
OCEANA 1350 CONNECTICUT AVE , NW 5TH FLOOR WASHINGTON, DC 20036	NONE PUBLIC CHARITY	GENERAL	200,000
OUR TIME 1720 I STREET, NW 7TH FLOOR WASHINGTON, DC 20006	NONE PUBLIC CHARITY	GENERAL	177,500
SONIMA FOUNDATION 851 S COAST HIGHWAY, SUITE 100 ENCINITAS, CA 92024	NONE PUBLIC CHARITY	GENERAL	50,000
SUCCESS ACADEMY CHARTER SCHOOLS 310 LENOX AVENUE, 2ND FLOOR NEW YORK, NY 10027	NONE PUBLIC CHARITY	GENERAL	25,000
THE CAN KICKS BACK 1899 L STREET NW, SUITE 400 WASHINGTON, DC 20036	NONE NON-CHARITY	ENTIRE AMOUNT EARMARKED AND USED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL ACTIVITIES AS DESCRIBED IN IRC SECTION 170(C)(2)(B).	250,000
THE GRACIE MANSION CONSERVANCY CARL SCHURZ PARK, 88TH STREET NEW YORK, NY 10028	NONE PUBLIC CHARITY	GENERAL	5,000.

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
THE OCEANA BALL 1350 CONNECTICUT AVE , NW 5TH FLOOR WASHINGTON, DC 20036	NONE PUBLIC CHARITY	GENERAL	20,000
WOMEN FOR WOMEN INTERNATIONAL 2000 M STREET, NW SUITE 200 WASHINGTON, DC 20036	NONE PUBLIC CHARITY	GENERAL	5,000
YOUNG AUDIENCES ARTS FOR LEARNING 171 MADISON AVENUE SUITE 200 NEW YORK, NY 10016	NONE NONE	GENERAL	250,000
ENVIRONMENTAL DEFENSE ACTION FUND 1875 CONNECTICUT AVENUE NW WASHINGTON, DC 20009	NONE NON-CHARITY	ENTIRE AMOUNT WAS GRANTED TO THE ENVIRONMENTAL DEFENSE FUND, A 501(C)(3) ORGANIZATION	300,000
		TOTAL CONTRIBUTIONS PAID	74,469,500

FORM 990PF, PART IV - CAPITAL GAINS AND LOSSES

	(a) Description	Date acquired	Date sold	Gross sales price	Cost or basis	Gain or (loss)
1a	Sec 1256 Gain/(Loss) from No Margin Fund, L P			(26,643,751)		(26,643,751)
1b	Short-Term Capital Gain/(Loss) from No Margin Fund, L P			11,961,728		11,961,728
1c	Long-Term Capital Gain/(Loss) from No Margin Fund, L P			17,866,363		17,866,363
2	Total Capital Gain/ (Loss)			3,184,340	0	3,184,340

OAKMONT SCHOLARSHIP APPLICATION

Please note the following additional facts regarding Oakmont Scholarships:

- If you have not caddied at Oakmkont Country Club during the past year, then you are not eligible.
- Scholarships are available for a maximum of 5 years of college. You must reapply each year.
- Scholarships are not_available for graduate school, with respect to joint undergraduate/graduate degree programs, scholarships are not available for any portion of the program that takes longer to complete than 5 years.
- Scholarships awarded are paid directly to the college for the billing account of the applicant – the funds are not paid to the applicant.
- July 1 is the deadline for submitting your application and all supporting documentation. If you have any questions, please call 212-404-1150. You should mail your application to:

Oakmont Scholarship
40 West 57th Street, 25th Floor
New York, NY 10019

I. Applicant's Name and Address:

____

____

____

____

2. Home telephone number, and any other telephone numbers at which you can be reached during the period that your application is pending:

Home. ______________________________________

Other: ______________________________________

3. Email address, if you have one: ________________________

4. Fax number, if you have one: ________________________

5. College Information:

(a) If you will be a freshman during the coming academic year, provide the name of the college you plan to attend, and its address:

College : ______________________________

Address: ______________________________

(b) If you have been attending college prior to the time of your application, provide its name, its address and the years of college you have already completed (for example, "freshman and sophomore years are completed", or "freshman and half of sophomore years have been completed"). If you have attended more than one college, provide the information as to each school, using a separate sheet for additional space:

College Attended: ______________________

Address: ______________________________

Years completed: ______________________

(c) If you have been attending college, or have done so in the past, but are now transferring to a different college, name the college you will be attending, the address, and the level at which you will be entering (for example, as a first semester junior):

Transferring to: ______________________________

Address: ______________________ ______________________

Entering Level: ______________________________

(d) Please provide the name and telephone number (with area code) of the financial aid officer at the college you will be attending.

____

(e) If your decision concerning which college to attend (either as a freshman or as a transfer student) depends on the availability of financial aid (including loans) or scholarship funds, please describe those circumstances (if you need more space, attach separate sheets):

____

____

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____

6. Caddie Experience:

(a) Please indicate the calendar years during which yon caddied at Oakmont Country Club, and the number of rounds for each year:

Year	Number of Rounds

(b) If you would like to provide any explanation regarding periods when you did not caddie, or when your participation was reduced, please do so in the following space:

____

____

____

____

(c) Please arrange for the Caddie Master to provide us with a letter of recommendation.

7. **Personal Recommendations:** You must provide the names and telephone numbers of **at least two teachers or college professors** who will submit written recommendations on your behalf. You may also submit additional recommendation letters from coaches, employers or others.

Name	Relationship to You (Teacher, Coach, etc.)	Tel. Number

8. Academic Performance:

(a) You must arrange for your high school or college(s) to submit to us your official transcripts.

(b) Lf you would like to discuss or explain any aspect of your high school or college transcript, please include it with this application on a separate sheet of paper. This is optional.

9. Activities and Leadership Positions: Please list extra-curricular activities in which you have taken part, such as sports, clubs and student organizations and describe any leadership positions you may have held with respect to such activities. Please comment on any special recognition you may have received for your efforts.

____

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____

10. Community Activities: Please list any community or other organizations not associated with your school or college in which you have been active and indicate any positions of responsibility you have held.

____

____

____

11. Please describe the financial condition of your family:

____

____

____

____

____

12. Other Sources of Financial Aid:

(a) Are there any other possible sources of financial aid that you may receive with respect to the coming academic year, including scholarships, grants, student loans, etc.?

/ / YES / / NO

If YES, then please answer the following questions:

I. Have you been notified that any other financial aid is being provided to you from any other source?

/ / YES / / NO

If YES, then identify the source of the aid, the type of aid (for example, loan or scholarship or work study) the dollar amount and the number of years for which it will be provided.

____

____

____

____

2. What other possible financial aid may be available to you during the coming academic year? Provide the possible sources, amounts, type of aid (such as loan, scholarship, work study, etc.) and the status of your request for such aid (such as "being prepared, fully submitted, etc.).

____

____

____

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____

(b) With respect to those applicants who are not entering their freshman year of college, did you receive any financial aid of any type (other tllan an Oakmont Scholarship) during any prior college years?

/ /YES / / NO

If YES, then provide the source, amount, and type of all such financial aid previously received:

____

____

____

____

13. **Applicant's Statement:**

In the space provided on the next page (or on separate pages which your prepare), please submit a typewritten essay that will enable us to become better acquainted with you. We are interested in knowing more about your personal goals and academic objectives- for high school applicants, why you want to go to college, what you are expecting from your college education, and why you should be granted an Oaknlont Scholarship -for applicants presently in college, what your college experience to date has been, what you plan to do in the future, and why you should be granted an Oakmont Scholarship. Ifthere are any special circumstances that you would like us to consider, please discuss those as well.

Essay:

14. Tax Returns: Complete copies of federal tax returns filed by the applicant and the applicant's parents for the ast two years must be submitted.

15. Certification and Signatures:

I hereby certify that the information submitted by the applicant in this Scholarship Application is true, complete and accurate in all respects to the best of my knowledge, information and belief. I understand that in the event that the information which is being provided is knowingly false or incomplete, that the applicant will forfeit any Scholarship which is granted and that I may be liable to repay the Oakmont Scholarship or reimburse the applicant's college.

Signed ____
(Applicant)

Signed ____
(Parent/Guardian)

Signed ____
(Parent/Guardian)

Reportable Transactions Disclosures Statement

Line 7b The Foundation owns interest in an investment partnership engaged in the purchase and sale of marketable securities for its own account Partner's capital accounts are subject at all times to the market risk and the economic consequences cannot be determined in advance. All investments, including the transactions being reported, are subject to the risk of loss or opportunity for gain and are not undertaken with the expectation of tax benefits. Further, investors are not apprised of any tax benefits in offering documents as a reason to invest There are no expected prior and/or future tax benefits as a result of the transactions reported.

No Margin Fund, LP

Type	Date	Loss Amount	Method of Calculating basis
Section 988	March 1, 2012	($541,277 95)	Cash Paid
Section 988	March 1, 2012	($215,896 22)	Cash Paid
Section 988	March 1, 2012	($211,671.72)	Cash Paid
Section 988	March 1, 2012	($210,434.38)	Cash Paid
Section 988	March 1, 2012	($210,223.55)	Cash Paid
Section 988	March 1, 2012	($107,172.91)	Cash Paid
Section 988	March 1, 2012	($104,284.10)	Cash Paid
Section 988	March 1, 2012	($100,887.54)	Cash Paid
Section 988	March 1, 2012	($63,016.12)	Cash Paid
Section 988	April 1, 2012	($101,115.79)	Cash Paid
Section 988	April 1, 2012	($100,786.84)	Cash Paid
Section 988	April 1, 2012	($76,968.04)	Cash Paid
Capital	May 1, 2012	($6,575,276.49)	Cash Paid
Section 988	May 1, 2012	($52,843.16)	Cash Paid
Section 988	June 1, 2012	($330,101.94)	Cash Paid
Section 988	July 1, 2012	($445,929.30)	Cash Paid
Section 988	August 1, 2012	($345,377.19)	Cash Paid
Section 988	August 1, 2012	($246,843.39)	Cash Paid
Section 988	September 1, 2012	($1,821,566.43)	Cash Paid
Section 988	September 1, 2012	($732,842.28)	Cash Paid
Section 988	September 1, 2012	($521,171.84)	Cash Paid
Section 988	September 1, 2012	($502,053.70)	Cash Paid
Section 988	September 1, 2012	($382,557.16)	Cash Paid
Section 988	September 1, 2012	($380,656.92)	Cash Paid
Section 988	September 1, 2012	($214,378.94)	Cash Paid
Section 988	September 1, 2012	($196,875 87)	Cash Paid
Section 988	September 1, 2012	($140,805 60)	Cash Paid
Section 988	September 1, 2012	($89,390.19)	Cash Paid
Capital	October 1, 2012	($2,382,576 99)	Cash Paid
Capital	October 1, 2012	($2,325,353.51)	Cash Paid
Section 988	October 1, 2012	($2,179,671.55)	Cash Paid
Section 988	November 1, 2012	($607,656.84)	Cash Paid
Section 988	November 1, 2012	($323,522.55)	Cash Paid
Section 988	November 1, 2012	($214,008.06)	Cash Paid
Section 988	November 1, 2012	($161,939.61)	Cash Paid
Section 988	December 1, 2012	($834,508.66)	Cash Paid
Section 988	December 1, 2012	($351,815.07)	Cash Paid
Section 988	December 1, 2012	($159,294.61)	Cash Paid
Section 988	December 1, 2012	($127,097.60)	Cash Paid
Capital	December 1, 2012	($2,353,358.49)	Cash Paid

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. DRUCKENMILLER FOUNDATION	Employer identification number (EIN) or 13-3735187
	Number, street, and room or suite no. If a P.O box, see instructions. C/O DFO LLC, 40 WEST 57TH ST., 24TH FL.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10019	

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

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

- The books are in the care of ▶ DUQUESNE FAMILY OFFICE LLC

Telephone No ▶ 212 830-6600 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 07/15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year 20 ____ or

▶ [X] tax year beginning 12/01 , 2012 , and ending 11/30 , 20 13

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return

[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 423,618.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 863,970.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0

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

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions DRUCKENMILLER FOUNDATION	Employer identification number (EIN) or 13-3735187
File by the due date for filing your return. See instructions	Number, street, and room or suite no If a P O box, see instructions C/O DFO LLC, 40 WEST 57TH ST., 24TH FL.	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10019	

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

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

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

• The books are in the care of ▶ DUQUESNE FAMILY OFFICE LLC

Telephone No. ▶ 212 830-6600 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 10/15 , 20 14 .

5 For calendar year ______ , or other tax year beginning 12/01 , 20 12 , and ending 11/30 , 20 13 .

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

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO PREPARE AN ACCURATE AND COMPLETE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 423,618.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 863,970.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

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

Signature ▶ Neal C. Moores Title ▶ CPA Date ▶ 7/11/2014

JSA
2F8055 2 000
7YM040 M174 V 12-7.12