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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

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

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

2013

For calendar year 2013 or tax year beginning

, 2013, 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)

Room/suite

B Telephone number (see instructions)

(908) 243-3619

650 FIFTH AVENUE, 19TH FLOOR

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

NEW YORK, NY 10019

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A) check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

J Accounting method ☐ Cash ☒ Accrual

end of year (from Part II, col (c), line

Other (specify)

16) \$ 18,898,985.

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

12,600,000.

2 Check ☐ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

32,019.

32,019.

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

198,317.

b Gross sales price for all assets on line 6a

198,317.

7 Capital gain net income (from Part IV, line 2)

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)

12,830,336.

230,336.

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

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) *

56,337.

56,337.

17 Interest

18 Taxes (attach schedule) (see instructions) ATCH. 2

20,000.

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) ATCH. 3

62,819.

73,703.

24 Total operating and administrative expenses.

Add lines 13 through 23

139,156.

56,337.

73,703.

25 Contributions, gifts, grants paid

5,559,334.

ATTACHMENT 10

3,809,010.

26 Total expenses and disbursements Add lines 24 and 25

5,698,490.

56,337.

3,882,713.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

7,131,846.

b Net investment income (if negative, enter -0-)

173,999.

c Adjusted net income (if negative, enter -0-)

25 NE

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	72,266.	71,528.	71,528.
	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.	14,614,825.	14,614,825.
	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 4	4,766,946.	4,199,570.	4,199,570.
	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)				
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ ATCH 5)	13,062.	13,062.	13,062.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,688,774.	18,898,985.	18,898,985.	
Liabilities	17 Accounts payable and accrued expenses	177,833.	114,455.	
	18 Grants payable	5,761,500.	7,514,825.	
	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 6)	198,526.	198,974.	
	23 Total liabilities (add lines 17 through 22)	6,137,859.	7,828,254.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ▶ <input checked="" type="checkbox"/> X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	3,550,915.	11,070,731.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input type="checkbox"/> check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	3,550,915.	11,070,731.	
31 Total liabilities and net assets/fund balances (see instructions)	9,688,774.	18,898,985.		

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	3,550,915.
2 Enter amount from Part I, line 27a	2	7,131,846.
3 Other increases not included in line 2 (itemize) ▶ ATCH 7	3	387,970.
4 Add lines 1, 2, and 3	4	11,070,731.
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	11,070,731.

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

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="font-size: 2em; margin-right: 10px;">{</div> <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	198,317.
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	<div style="display: flex; align-items: center;"> <div style="font-size: 2em; margin-right: 10px;">}</div> <div> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> </div>	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))
2012	1,700,783.	5,241,277.	0.324498
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

2 Total of line 1, column (d)	2	0.586097
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	0.117219
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,393,722.
5 Multiply line 4 by line 3	5	515,028.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,740.
7 Add lines 5 and 6	7	516,768.
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	3,882,713.

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)		1	1,740.
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			
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	1,740.
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	1,740.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,149.	
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	20,149.	
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	18,409.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 18,409. 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 16	Yes	No	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> 1b N/A		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 2a		N/A
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 2c		
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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) 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 2013? 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 ATTACHMENT 13

(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)? ☐ **5b** N/A

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? ☒ Yes ☐ No ATTACHMENT 14

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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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 NONE

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	4,357,934.
b	Average of monthly cash balances	1b	102,697.
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	4,460,631.
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	4,460,631.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	66,909.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	4,393,722.
6	Minimum investment return. Enter 5% of line 5	6	219,686.

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	219,686.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,740.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,740.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	217,946.
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	217,946.
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	217,946.

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	3,882,713.
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	3,882,713.
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	1,740.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,880,973.

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.

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Page **9****Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				217,946.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008	61,514.			
b From 2009	324,461.			
c From 2010	214,188.			
d From 2011				
e From 2012	1,441,687.			
f Total of lines 3a through e	2,041,850.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>3,882,713.</u>				
a Applied to 2012, 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 2013 distributable amount				217,946.
e Remaining amount distributed out of corpus	3,664,767.			
5 Excess distributions carryover applied to 2013 (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:	5,706,617.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	61,514.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,645,103.			
10 Analysis of line 9				
a Excess from 2009	324,461.			
b Excess from 2010	214,188.			
c Excess from 2011				
d Excess from 2012	1,441,687.			
e Excess from 2013	3,664,767.			

Form **990-PF** (2013)

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

Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)					
a Paid during the year					
ATCH 10					

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	32,019.	
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	198,317.	
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)				230,336.	
13	Total. Add line 12, columns (b), (d), and (e)				230,336.	

(See worksheet in line 13 instructions to verify calculations)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		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.

b If yes, complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Sign Here Edward P. Henry 7/24/14 President

Signature of officer or trustee Date 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 Scott Thomsen	Preparer's signature Scott Thomsen	Date 07/25/14	Check <input type="checkbox"/> if self-employed	PTIN P00741490
	Firm's name GRANT THORNTON LLP			Firm's EIN 36-6055558	
	Firm's address 666 THIRD AVENUE NEW YORK, NY			10017-4057	Phone no 212-599-0100

Form **990-PF** (2013)

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

OMB No 1545-0047

2013▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

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	\$ 12,600,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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
---	----- ----- ----- -----	\$ -----	-----
(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
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
	(e) Transfer of gift		
-----	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	-----		-----
	-----		-----
	-----		-----

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)	
		VARIOUS INVESTMENTS HELD BY DORIS DUKE CHARITABLE FOUNDATION ON DORIS DUKE FOUNDATION'S BEHALF					VAR 198,317.	VAR
TOTAL GAIN (LOSS)							<u>198,317.</u>	

ATTACHMENT 1FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MANAGEMENT FEES	56,337.	56,337.
TOTALS	<u>56,337.</u>	<u>56,337.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
FEDERAL EXCISE TAX	20,000.
TOTALS	<u>20,000.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
MANAGEMENT FEES (PAID TO DDME)	61,800.	72,684.
INSURANCE	72.	72.
FILING FEES	947.	947.
TOTALS	62,819.	73,703.

ATTACHMENT 4FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VARIOUS INVESTMENTS HELD BY DORIS DUKE CHARITABLE FDN ON DORIS DUKE FDN'S BEHALF	4,766,946.	4,199,570.	4,199,570.
TOTALS	<u>4,766,946.</u>	<u>4,199,570.</u>	<u>4,199,570.</u>

ATTACHMENT 5FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COLLECTIBLES	13,062.	13,062.	13,062.
TOTALS	<u>13,062.</u>	<u>13,062.</u>	<u>13,062.</u>

ATTACHMENT 6FORM 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	123,331.	123,779.
DUE TO DUKE FARMS FOUNDATION	72,963.	72,963.
TOTALS	<u>198,526.</u>	<u>198,974.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	387,970.
TOTAL	<u>387,970.</u>

Doris Duke Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2013
Attachment 8

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
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 Scoppetta	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/Counsel	2 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 8(a) Note (1) and Note (2) for further information.

Doris Duke Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2013
Attachment 8a

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 8 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 9

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

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

**Doris Duke Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2013
Attachment 10**

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient and/or Purpose	Tax Status	Amount Paid 2013	Approved for Future Payment
Matching Gifts (as reported in Attachment 10)	501(c)(3) public charities	\$62,334	\$0
Doris Duke Artist Awards Recipients	N/A	\$2,550,256	\$7,514,825
Grants to Organizations	See Attachment 11	\$1,196,420	\$0
Total Grants Paid out in 2013		\$3,809,010	\$7,514,825

Grants reported as "approved for future payment" reflect all granted funds due to be paid out in a future year, not simply those grants that were specifically approved for future payment in 2013.

DORIS DUKE FOUNDATION

13-1655241

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
DUKE UNIVERSITY BOX 90581 DURHAM, NC 27708	NONE PC		MATCHING GIFT	10,000.
SOUTHERN ENVIRONMENTAL LAW CENTER 201 MAIN ST. CHARLOTTEVILLE, VA 22902	NONE PC		MATCHING GIFT	10,000.
AMHERST COLLEGE TRUSTEES P.O. BOX 5000 AMHERST, MA 01002	NONE PC		MATCHING GIFT	5,000.
PROTESTANT EPISCOPAL CATHEDRAL FOUNDATION OF THE D MOUNT SAINT ALBAN WASHINGTON, DC 20016	NONE PC		MATCHING GIFT	5,000.
SAINT ANNS SCHOOL 129 PIERREPONT STREET BROOKLYN, NY 11201	NONE PC		MATCHING GIFT	5,000.
VERMONT LAND TRUST INC 8 BAILEY AVE MONTPELIER, VT 05602	NONE PC		MATCHING GIFT	5,000.

DORIS DUKE FOUNDATION

13-1655241

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02482	NONE PC		MATCHING GIFT	5,000.
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH ST. NEW YORK, NY 10075	NONE PC		MATCHING GIFT	3,334.
DIA CENTER FOR THE ARTS, INC. 535 W 22ND STREET NEW YORK, NY 10011	NONE PC		MATCHING GIFT	2,500.
DANSPACE PROJECT INC 131 EAST 10TH STREET NEW YORK, NY 10003	NONE PC		MATCHING GIFT	2,000.
THE LAUNDROMAT PROJECT 127 WEST 127TH SUITE 324 NEW YORK, NY 10027	NONE PC		MATCHING GIFT	2,000.
STUDIO MUSEUM IN HARLEM INC 144 WEST 125TH STREET NEW YORK, NY 10027	NONE PC		MATCHING GIFT	1,500.

DORIS DUKE FOUNDATION

13-1655241

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARTISTS SPACE INC 38 GREEN STREET NEW YORK, NY 07095	NONE PC	MATCHING GIFT	1,000.
FOUNDATION FOR CONTEMPORARY ARTS INC 820 GREENWICH STREET NEW YORK, NY 10014	NONE PC	MATCHING GIFT	1,000.
HALEAKALA INC 512 WEST 19TH STREET NEW YORK, NY 10011	NONE PC	MATCHING GIFT	1,000.
NEW YORK LIVE ARTS INC 219 WEST 19TH STREET NEW YORK, NY 10011	NONE PC	MATCHING GIFT	1,000.
RENAISSANCE PROJECT 5234 N CLAIBORNE AVE NEW ORLEANS, LA 70017	NONE PC	MATCHING GIFT	1,000.
US CATHOLIC CONFERENCE - REGIS HIGH SCHOOL 55 E 84TH ST. NEW YORK, NY 10028	NONE PC	MATCHING GIFT	1,000.

DORIS DUKE FOUNDATION

13-1655241

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

ATTACHMENT 10 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHMENT 11 FOR ADDITIONAL GRANTS PAID OUT PURSUANT TO THE FOUNDATION'S ART INITIATIVE AND FOR GRANTS PAID TO 501(C)(3) PUBLIC CHARITIES

3,746,676.

TOTAL CONTRIBUTIONS PAID

3,809,010.

568520 700J

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ATTACHMENT 10

PAGE 35

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

Recipient*	Purpose	Tax Status and Relationship to Any Foundation Manager or	Amount Paid 2013	Approved for Future Payment
Anne Bogart	Doris Duke Artist Award 2012 - Unrestricted	Individual	50,000	175,000
	Doris Duke Artist Award 2012 - Incentive Funding	NONE	5,000	20,000
Don Byron	Doris Duke Artist Award 2012 - Unrestricted	Individual	40,000	105,000
	Doris Duke Artist Award 2012 - Audience Development	NONE	5,000	15,000
	Doris Duke Artist Award 2012 - Incentive Funding		0	25,000
Wally Cardona	Doris Duke Artist Award 2012 - Unrestricted	Individual	45,000	130,000
	Doris Duke Artist Award 2012 - Audience Development	NONE	0	10,000
	Doris Duke Artist Award 2012 - Incentive Funding		8,500	16,500
Rinde Eckert	Doris Duke Artist Award 2012 - Unrestricted	Individual	45,000	135,000
	Doris Duke Artist Award 2012 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2012 - Incentive Funding		10,000	15,000
Bill Frisell	Doris Duke Artist Award 2012 - Unrestricted	Individual	45,000	135,000
	Doris Duke Artist Award 2012 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2012 - Incentive Funding		7,500	15,000
Deborah Hay	Doris Duke Artist Award 2012 - Unrestricted	Individual	80,000	145,000
	Doris Duke Artist Award 2012 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2012 - Incentive Funding		12,500	12,500
John Hollenbeck	Doris Duke Artist Award 2012 - Unrestricted	Individual	60,000	115,000
	Doris Duke Artist Award 2012 - Audience Development	NONE	10,000	15,000
	Doris Duke Artist Award 2012 - Incentive Funding		11,000	14,000
Vijay Iyer	Doris Duke Artist Award 2012 - Unrestricted	Individual	90,000	135,000
	Doris Duke Artist Award 2012 - Audience Development	NONE	8,000	17,000
	Doris Duke Artist Award 2012 - Incentive Funding		25,000	0
			0	

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

Recipient*	Purpose	Tax Status and Relationship to Any Foundation Manager or	Amount Paid 2013	Approved for Future Payment
Marc Bamuthi Joseph	<i>Doris Duke Artist Award 2012 - Unrestricted</i>	Individual	75,000	115,000
	<i>Doris Duke Artist Award 2012 - Audience Development</i>	NONE	0	15,000
	<i>Doris Duke Artist Award 2012 - Incentive Funding</i>		0	25,000
Elizabeth LeCompte	<i>Doris Duke Artist Award 2012 - Unrestricted</i>	Individual	75,000	75,000
	<i>Doris Duke Artist Award 2012 - Audience Development</i>	NONE	0	25,000
	<i>Doris Duke Artist Award 2012 - Incentive Funding</i>		6,000	19,000
Young Jean Lee	<i>Doris Duke Artist Award 2012 - Unrestricted</i>	Individual	37,000	135,000
	<i>Doris Duke Artist Award 2012 - Incentive Funding</i>	NONE	13,462	11,538
Ralph Lemon	<i>Doris Duke Artist Award 2012 - Unrestricted</i>	Individual	77,500	147,500
	<i>Doris Duke Artist Award 2012 - Audience Development</i>	NONE	0	0
	<i>Doris Duke Artist Award 2012 - Incentive Funding</i>		12,500	12,500
Richard Maxwell	<i>Doris Duke Artist Award 2012 - Unrestricted</i>	Individual	0	0
	<i>Doris Duke Artist Award 2012 - Audience Development</i>	NONE	42,500	125,000
	<i>Doris Duke Artist Award 2012 - Incentive Funding</i>		0	25,000
			2,500	17,500
Sarah Michelson	<i>Doris Duke Artist Award 2012 - Unrestricted</i>	Individual	71,500	153,500
	<i>Doris Duke Artist Award 2012 - Audience Development</i>	NONE	0	25,000
	<i>Doris Duke Artist Award 2012 - Incentive Funding</i>		5,000	20,000
Bebe Miller	<i>Doris Duke Artist Award 2012 - Unrestricted</i>	Individual	90,000	45,000
	<i>Doris Duke Artist Award 2012 - Audience Development</i>	NONE	0	11,080
	<i>Doris Duke Artist Award 2012 - Incentive Funding</i>		0	17,000
Nicole Mitchell	<i>Doris Duke Artist Award 2012 - Unrestricted</i>	Individual	52,500	172,500
	<i>Doris Duke Artist Award 2012 - Audience Development</i>	NONE	0	25,000
	<i>Doris Duke Artist Award 2012 - Incentive Funding</i>		0	25,000

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

Recipient*	Purpose	Tax Status and Relationship to Any Foundation Manager or	Amount Paid 2013	Approved for Future Payment
Meredith Monk	Doris Duke Artist Award 2012 - Unrestricted	Individual	67,500	67,500
	Doris Duke Artist Award 2012 - Incentive Funding	NONE	5,000	15,000
Eiko Otake	Doris Duke Artist Award 2012 - Unrestricted	Individual	35,000	165,000
	Doris Duke Artist Award 2012 - Audience Development	NONE	0	15,000
	Doris Duke Artist Award 2012 - Incentive Funding		3,277	21,723
Takashi Koma Otake	Doris Duke Artist Award 2012 - Unrestricted	Individual	45,000	180,000
	Doris Duke Artist Award 2012 - Audience Development	NONE	0	15,000
	Doris Duke Artist Award 2012 - Incentive Funding		0	20,000
Basil Twist	Doris Duke Artist Award 2012 - Unrestricted	Individual	50,000	100,000
	Doris Duke Artist Award 2012 - Audience Development	NONE	0	0
	Doris Duke Artist Award 2012 - Incentive Funding		0	25,000
Reggie Wilson	Doris Duke Artist Award 2012 - Unrestricted	Individual	40,000	145,000
	Doris Duke Artist Award 2012 - Audience Development	NONE	0	15,000
	Doris Duke Artist Award 2012 - Incentive Funding		0	25,000
Braxton, Anthony	Doris Duke Artist Award 2013 - Unrestricted	Individual	90,000	135,000
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000
Childs, William	Doris Duke Artist Award 2013 - Unrestricted	Individual	90,000	135,000
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000
Chong, John Ping	Doris Duke Artist Award 2013 - Unrestricted	Individual	75,000	150,000
	Doris Duke Artist Award 2013 - Incentive Funding	NONE	0	25,000
Copper, Kelly	Doris Duke Artist Award 2013 - Unrestricted	Individual	50,000	175,000

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

Recipient*	Purpose	Tax Status and Relationship to Any Foundation Manager or	Amount Paid 2013	Approved for Future Payment
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000
D'Amour, Lisa	Doris Duke Artist Award 2013 - Unrestricted	Individual	0	225,000
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000
Dorvillier, Deanna	Doris Duke Artist Award 2013 - Unrestricted	Individual	50,000	175,000
	Doris Duke Artist Award 2013 - Incentive Funding	NONE	0	25,000
ElSaffar, Amir	Doris Duke Artist Award 2013 - Unrestricted	Individual	60,000	165,000
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000
Gordon, David	Doris Duke Artist Award 2013 - Unrestricted	Individual	90,000	135,000
	Doris Duke Artist Award 2013 - Incentive Funding	NONE	8,334	16,666
Graney, Patricia	Doris Duke Artist Award 2013 - Unrestricted	Individual	50,000	175,000
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000
Klein, Stacy	Doris Duke Artist Award 2013 - Unrestricted	Individual	80,000	145,000
	Doris Duke Artist Award 2013 - Incentive Funding	NONE	0	25,000
Lang, David	Doris Duke Artist Award 2013 - Unrestricted	Individual	0	225,000
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000
Liska, Pavol	Doris Duke Artist Award 2013 - Unrestricted	Individual	0	225,000
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000
Mahanthappa, Rudresh	Doris Duke Artist Award 2013 - Unrestricted	Individual	90,000	135,000
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000

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

Recipient*	Purpose	Tax Status and Relationship to Any Foundation Manager or	Amount Paid 2013	Approved for Future Payment
Malpede, John	Doris Duke Artist Award 2013 - Unrestricted	Individual	25,000	200,000
	Doris Duke Artist Award 2013 - Incentive Funding	NONE	5,000	20,000
Masaoka, Miya	Doris Duke Artist Award 2013 - Unrestricted	Individual	45,000	180,000
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000
Melford, Myra	Doris Duke Artist Award 2013 - Unrestricted	Individual	88,200	136,800
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000
O'Connor, Tere	Doris Duke Artist Award 2013 - Unrestricted	Individual	60,000	165,000
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		0	25,000
Parker, William	Doris Duke Artist Award 2013 - Unrestricted	Individual	90,000	135,000
	Doris Duke Artist Award 2013 - Audience Development	NONE	0	25,000
	Doris Duke Artist Award 2013 - Incentive Funding		9,983	15,018
Streb, Elizabeth	Doris Duke Artist Award 2013 - Unrestricted	Individual	60,000	165,000
	Doris Duke Artist Award 2013 - Incentive Funding	NONE	10,000	15,000
Zollar, Willa Jo	Doris Duke Artist Award 2013 - Unrestricted	Individual	60,000	165,000
	Doris Duke Artist Award 2013 - Incentive Funding	NONE	0	25,000
TOTAL			\$2,550,256	\$7,514,825

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient and/or Purpose	Tax Status	Amount Paid 2013	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>	POF	\$925,000	\$0
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>	PC	\$12,500	\$0
Wcv Inc 140 Second Avenue, #501 New York, NY 10003 <i>To support development and creation of public platforms for "The Set Up" project to expand viewership and secure its accessibility to new audiences</i>	PC	15,000	0
Cross Performance Inc 140 Second Avenue New York, NY 10003 <i>To support SCAFFOLD ROOM</i>	PC	25,000	0
Gotham Dance Inc 140 Second Avenue, Suite 404 New York, NY 10003 <i>To support the audience development project entitled, "Dance Fort"</i>	PC	13,920	0
Inta Inc 246 West 38th Street New York, NY 10018 <i>To support Eiko & Koma Caravan Project at the Museum of Modern Art</i>	PC	10,000	0
Inta Inc 246 West 38th Street New York, NY 10018 <i>To support Eiko & Koma Caravan Project at the Museum of Modern Art</i>	PC	10,000	0
Fist and Heel Performance Group 476 Dean Street, #2 Brooklyn, NY 11217 <i>To expand an international audience base through Moses(es)</i>	PC	10,000	0
Fiji Theater Company Inc 47 Great Jones St. Floor 6 New York, NY 10012	PC	25,000	0

PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Recipient and/or Purpose	Tax Status	Amount Paid 2013	Approved for Future Payment
<i>To support dcreation of on-line tools and content to strengthen connections between Ping Chong + Company's audiences and Ping Chong's history as an artist</i>			
Human Future Dance Corps Inc 140 Second Avenue, Suite 404 New York, NY 10003	PC	25,000	0
<i>To support "Diary of an Image, and a Catalogue of Steps" a platform of events presented by Danspace Project</i>			
Pick Up Performance Company Inc 440 W 34th Street, #5B New York, NY 10001-2327	PC	25,000	0
<i>To support securing residencies with national presenting entities for a new work</i>			
Double Edge Theatre Productions Incorporated 948 Conway Road Ashfield, MA 01330	PC	25,000	0
<i>To support interdisciplinary collaborations with art museums, galleries, and visual artists locally, nationally, and internationally to engage new audiences</i>			
Los Angeles Poverty Department PO Box 26190 Los Angeles, CA 90026-0190	PC	25,000	0
<i>To support "Festival for all Skid Row Artists "</i>			
STREB Inc. 51 N 1st Street Brooklyn, NY 11249	PC	25,000	0
<i>To support the "Risky Talking" event series, to engage new audiences through discussion, debate, and "doing "</i>			
UBW, Inc 138 S Oxford Street, #4B Brooklyn, NY 11217	PC	25,000	0
<i>To support a convening to build and strengthen audiences and support creative process</i>			
TOTAL		\$1,196,420	\$0

Doris Duke Foundation
Form 990-PF - Return of Private Foundation
FYE: 12/31/2013
Attachment 12

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: 12/31/2013
Attachment 13

Form 990-PF, Part VII-B, Line 3a

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.

With the second class of Doris Duke Artists announced in 2013, a total of 41 of America's most vital and productive performing artists have received awards. 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; DDPAA 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.



Doris Duke Monument Foundation

June 19, 2014

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

Re: Doris Duke Foundation Grant No. 2011159.

Dear Ms. Fisher:

In 2013, the Doris Duke Foundation (DDF) made a grant to Doris Duke Monument Foundation ("DDMF") totaling \$1,500,000 (the "Grant").

By grant agreement dated April 30, 2012 (the "Grant Agreement"), DDMF agreed to submit an expenditure responsibility report (as required by Treas. Reg. §53.4945-5(c)) to DDF for each year during which any Grant funds remained unspent and a final report for the year in which all of the Grant funds were spent.

Name and address of grantee:

Doris Duke Monument Foundation
51 Touro Street
Newport, RI 02840

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

Use of Qualifying Distribution Grant funds by DDMF:

This is a report for calendar year 2013. DDMF received DDF grant payments totaling \$925,000 during 2013. Construction of the project began on October 11, 2012 and was completed on May 30, 2013. \$1,896,397 was spent during 2013 toward the Queen Anne Square restoration project, including \$925,000 from the DDF grant, as detailed in the attached report. No portion of the grant funds has been diverted from the approved purpose of the Grant.

In addition, in the Grant Agreement, DDMF represented that before the end of tax year following receipt of grant funds, DDMF would make a qualifying distribution out of corpus as defined in IRC §4942, equal to the value of the payments received, and that DDMF would provide DDF with adequate records or sufficient other evidence to demonstrate that this distribution has been made. This is a final expenditure responsibility report on this grant.

Very truly yours,

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

Doris Duke Monument Foundation

	2010	2011	2012	2013	Total
Income					
Doris Duke Charitable Foundation	18,060	8,060	2,064	2,819	31,003
Doris Duke Foundation	0	0	575,000	925,000	1,500,000
McBean Charitable Trust	0	0	0	250,000	250,000
Newport Restoration Foundation	95,000	115,000	0	375,022	585,022
van Beuren Charitable Foundation	0	350,000	0	0	350,000
Hamilton Family Foundation	0	250,000	0	0	250,000
Prince Charitable Trust	0	97,000	0	0	97,000
Miscellaneous	0	73,500	0	157,980	231,480
	113,060	893,560	577,064	1,710,821	3,294,505
Expense					
Design					
Artist Design (Includes partial lighting design)	40,000	178,102	0	175,000	393,102
Landscape Design	20,000	0	46,750	18,250	85,000
Lighting & Other Design	0	0	39,372	36,769	76,141
Architectural/Engineering Design					
Environmental	0	0	195,796	76,662	272,458
Landscape Engineering	0	15,000	154,465	59,104	228,569
Architectural	22,760	10,640	400	0	33,800
Construction					
Project Management (Includes preconstruction)	3,125	1,185	89,789	20,475	114,574
Construction	0	0	452,633	1,231,738	1,684,371
Stone Carving	0	0	0	99,360	99,360
Prep of stones for installation and carving	0	0	0	64,702	64,702
Sheds (materials only)	0	0	0	11,243	11,243
Consulting					
Public Relations	0	12,470	22,500	7,500	42,470
Website	0	9,700	1,500	3,534	14,734
Misc. Consultants	5,000	3,481	1,000	0	9,481
Insurance	0	103	207	671	1,181
Legal Services	14,636	10,370	4,101	2,601	31,708
Personnel	0	9,800	17,908	6,205	33,913
Advertising, Printing & Marketing	45	3,873	1,283	1,185	6,385
Kickstarter	0	0	0	6,764	6,764
Miscellaneous	1,975	3,695	4,443	74,435	84,549
Total Expense	107,541	258,419	1,032,148	1,896,397	3,294,505