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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning 2010, and ending

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

Name of foundation

CLEVELAND H. DODGE FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address)

420 LEXINGTON AVENUE

Room/suite

2331

City or town

NEW YORK

State ZIP code

NY 10170

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 end of year
 (from Part II, column (c), line 16)

\$ 39,591,625.

J Accounting method: ☒ Cash ☐ Accrual
 Other (specify) _____

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

A Employer identification number

13-6015087

B Telephone number (see the instructions)

(212) 972-2800

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 ☐

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 the 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 (att sch)

0.

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

745,768.

745,768.

5a Gross rents

68,700.

68,700.

b Net rental income or (loss) 14,835.

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

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

429,494.

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/(loss) (att sch)

11 Other income (attach schedule)

MISCELLANEOUS

2,205.

2,205.

12 Total. Add lines 1 through 11

816,673.

1,246,167.

13 Compensation of officers, directors, trustees, etc

146,529.

146,529.

14 Other employee salaries and wages

1,079.

1,079.

15 Pension plans, employee benefits

18,938.

18,938.

16a Legal fees (attach schedule)

b Accounting fees (attach sch) L-16b Stmt

10,900.

10,900.

c Other professional fees (attach sch) L-16c Stmt

279,542.

279,542.

17 Interest

18 Taxes (attach schedule) (see instr.) See Line 18 Stmt

25,471.

3,767.

19 Depreciation (attach sch) and depletion L-19 Stmt

40,205.

23,348.

20 Occupancy

159,535.

28,754.

130,781.

21 Travel, conferences, and meetings

56,014.

56,014.

22 Printing and publications

23 Other expenses (attach schedule)

See Line 23 Stmt

22,609.

1,763.

20,846.

24 Total operating and administrative expenses. Add lines 13 through 23

760,822.

348,074.

374,187.

25 Contributions, gifts, grants paid

982,003.

982,003.

26 Total expenses and disbursements. Add lines 24 and 25

1,742,825.

348,074.

1,356,190.

27 Subtract line 26 from line 12:

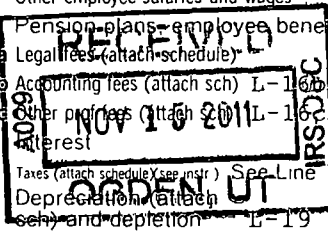
a Excess of revenue over expenses and disbursements

-926,152.

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

898,093.

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



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash – non-interest-bearing		40,749.	34,374.	34,374.
	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				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U.S. and state government obligations (attach schedule) L-10a Stmt	4,060,305.	3,716,822.	3,716,822.	
	b	Investments – corporate stock (attach schedule) L-10b Stmt	27,202,099.	31,352,227.	31,352,227.	
	c	Investments – corporate bonds (attach schedule) L-10c Stmt	2,152,689.	1,936,979.	1,936,979.	
	11	Investments – land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments – mortgage loans					
13	Investments – other (attach schedule) L-13 Stmt	2,722,568.	1,400,658.	1,400,658.		
14	Land, buildings, and equipment basis	1,334,553.				
	Less accumulated depreciation (attach schedule) L-14 Stmt	762,346.	592,411.	572,207.	572,207.	
15	Other assets (describe L-15 Stmt)	593,061.	578,358.	578,358.		
16	Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	37,363,882.	39,591,625.	39,591,625.		
LIABILITIES	17	Accounts payable and accrued expenses	11,502.	2,725.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)	10,200.	5,000.		
	23	Total liabilities (add lines 17 through 22)	21,702.	7,725.		
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. X				
	24	Unrestricted	36,805,180.	39,046,900.		
	25	Temporarily restricted				
	26	Permanently restricted	537,000.	537,000.		
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see the instructions)	37,342,180.	39,583,900.		
	31	Total liabilities and net assets/fund balances (see the instructions)	37,363,882.	39,591,625.		

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	37,342,180.
2	Enter amount from Part I, line 27a	2	-926,152.
3	Other increases not included in line 2 (itemize) See Other Increases Stmt	3	3,452,872.
4	Add lines 1, 2, and 3	4	39,868,900.
5	Decreases not included in line 2 (itemize) GRANTS PAYABLE	5	285,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5)– Part II, column (b), line 30	6	39,583,900.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE BECK MACK & OLIVER SCHEDULE		P	Various	Various
b SEE GUILLESPIE SCHEDULE		P	Various	Various
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 3,018,454.		3,067,192.	-48,738.
b 6,609,423.		6,131,191.	478,232.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than 0) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-48,738.
b 0.	0.	0.	478,232.
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	429,494.
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 the 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 (column (b) divided by column (c))
2009	2,791,778.	33,339,881.	0.083737
2008	2,193,167.	43,456,645.	0.050468
2007	2,288,412.	49,889,424.	0.045870
2006	1,873,583.	45,893,485.	0.040825
2005	2,306,753.	44,474,087.	0.051867
2 Total of line 1, column (d)		2	0.272767
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	0.054553
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5		4	35,677,490.
5 Multiply line 4 by line 3		5	1,946,314.
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	8,981.
7 Add lines 5 and 6		7	1,955,295.
8 Enter qualifying distributions from Part XII, line 4		8	1,506,190.
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 the 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 instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	17,962.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	17,962.
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	17,962.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6 a	23,467.	
b Exempt foreign organizations— tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	23,467.	
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	5,505.	
11 Enter the amount of line 10 to be Credited to 2011 estimated tax 5,505. Refunded	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 the instructions for definition)?		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?		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		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?		
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, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions)		
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 2010 or the taxable year beginning in 2010 (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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>http://www.chdodgefoundation.org/</u>	13	X	
14	The books are in care of <u>CLEVELAND H. DODGE FOUNDATION, INC.</u> Telephone no <u>(212) 972-2800</u> Located at <u>420 LEXINGTON AVENUE, SUITE 2331 NEW YORK NY</u> ZIP + 4 <u>10170</u>			
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 <u>15</u>			
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			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
1 a 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
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 2010?	1 c	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
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 the instructions)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a 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 2010 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 2010)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2010?	4 b	X

BAA

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

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

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

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
PHYLLIS CRISCUOLI 53-108 63RD ST MASPETH, NY 11378	EXEC DIRECTOR	40.00	146,529.	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				
0				

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

None

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
BECK, MACK & OLIVER 330 MADISON AVE NEW YORK, NY 10017	INVESTMENT SERVICE	141,185.
GILLESPIE ROBINSON & COMPANY 80 FIELDPORT ROAD GREENWICH CT 06836	INVESTMENT SERVICE	117,032.

Total number of others receiving over \$50,000 for professional services

2

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	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

BAA

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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	34,247,065.
b Average of monthly cash balances	1b	1,362,561.
c Fair market value of all other assets (see instructions)	1c	611,176.
d Total (add lines 1a, b, and c)	1d	36,220,802.
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	36,220,802.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	543,312.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,677,490.
6 Minimum investment return. Enter 5% of line 5	6	1,783,875.

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	1,783,875.
2a Tax on investment income for 2010 from Part VI, line 5	2a	17,962.
b Income tax for 2010 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	17,962.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,765,913.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,765,913.
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	1,765,913.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc.— total from Part I, column (d), line 26	1a	1,356,190.
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	150,000.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,506,190.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,506,190.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,765,913.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2010				
a From 2005	0.			
b From 2006	0.			
c From 2007	1,465,541.			
d From 2008	2,193,167.			
e From 2009	1,129,728.			
f Total of lines 3a through e	4,788,436.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 1,506,190.				
a Applied to 2009, 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 2010 distributable amount				1,506,190.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	259,723.			259,723.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,528,713.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount— see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount— see instructions			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
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 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	4,528,713.			
10 Analysis of line 9				
a Excess from 2006	0.			
b Excess from 2007	1,205,818.			
c Excess from 2008	2,193,167.			
d Excess from 2009	1,129,728.			
e Excess from 2010	0.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SEE ATTACHED SEE ATTACHED NY 10001	NONE	PUBLIC	SEE ATTACHED	982,003.
Total			▶ 3a	982,003.
b Approved for future payment				
Total			▶ 3b	

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 the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	745,768.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16		
6 Net rental income or (loss) from personal property					
7 Other investment income			18		
8 Gain or (loss) from sales of assets other than inventory			18		
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)				745,768.	
13 Total. Add line 12, columns (b), (d), and (e)				745,768.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2010Attachment
Sequence No **67**

Name(s) shown on return

CLEVELAND H. DODGE FOUNDATION, INC.

Identifying number

13-6015087

Business or activity to which this form relates

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2009 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2011 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	29,907.

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2010	17	10,268.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	12/10	20,000.	27.5 yrs	MM	S/L	30.
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations — see instructions	22	40,205.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed?		Yes	No	24b If 'Yes,' is the evidence written?		Yes	No	
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)								25
26 Property used more than 50% in a qualified business use								
27 Property used 50% or less in a qualified business use								
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1								28
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person if you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year (see instructions)					
43 Amortization of costs that began before your 2010 tax year					
44 Total. Add amounts in column (f). See the instructions for where to report					

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part I 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)

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

Type or print	Name of exempt organization	Employer identification number
	CLEVELAND H. DODGE FOUNDATION, INC.	13-6015087
	Number, street, and room or suite number. If a P.O. box, see instructions	
	420 LEXINGTON AVENUE, #2331	
File by the extended due date for filing the return. See instructions	City, town or post office, state and ZIP code. For a foreign address, see instructions	
	NEW YORK NY 10170	

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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.

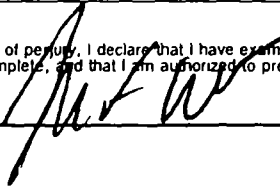
- The books are in care of CLEVELAND H. DODGE FOUNDATION, INC.
Telephone No (212) 972-2800 FAX No (212) 972-1049
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption 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

- I request an additional 3-month extension of time until Nov 15, 2011
- For calendar year 2010, or other tax year beginning _____, 20____, and ending _____, 20____
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension WAITING FOR ADDITIONAL INFORMATION
IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN FOR 2010.

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 \$	20,973.
8b 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 \$	23,467.
8c 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

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  Title CPA Date 8/9/11

BAA

FIFZ0502 11/15/10

Form 8868 (Rev 1-2011)

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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*

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	CLEVELAND H. DODGE FOUNDATION, INC.	13-6015087
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	420 LEXINGTON AVENUE, #2331	
	City, town, or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK	NY 10170

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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 ► CLEVELAND H. DODGE FOUNDATION, INC.

Telephone No ► (212) 972-2800 FAX No ► (212) 972-1049

- 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 Aug 15, 20 11, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year 20 10 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 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	\$ 20,000.
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	\$ 23,467.
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.**BAA For Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2011)

Cleveland H. Dodge Foundation, Inc.
Statement of Grants 2010
EIN 13-6015087

Annual Appropriations

A. Major Annual Grants

American University of Beirut, Beirut, Lebanon New York, NY	25,000	
Near East Foundation, New York , N. Y.	15,000	
		40,000

B. Regular Annual Grants

American Museum of Natural History, New York, N.Y.	5,000	
American Red Cross in Greater NY, New York, N. Y>	5,000	
Boy Scouts of America, Greater NY Councils, New York, N. Y.	5,000	
Boys' Club of New York, New York, N. Y.	5,000	
Brooklyn Botanic Garden, Brooklyn, New York	2,500	
Central Park Conservancy, New York, NY	3,000	
Children's Aid Society, New York, N. Y.	5,000	
Children's Storefront, New York	5,000	
Covenant House, New York, New York	3,000	
Fresh Air Fund, New York, New York	5,000	
Girl Scout Council of Greater New York, New York, N. Y.	5,000	
International College, Beirut, Lebanon, New York, N. Y.	5,000	
International House, New York, N. Y.	5,000	
Kingsbridge Heights Community Center, Bronx, New York	3,000	
Kips Bay Boys and Girls Club, Inc. Bronx, New York	5,000	
New York Botanical Garden, Bronx, New York	5,000	
New York City Mission Society, New York, N. Y.	3,000	
New York Public Library, New York, N. Y.	5,000	
Planned Parenthood of New York City, Inc. New York, N. Y.	5,000	
Princeton-Blairstown Center, Princeton, New Jersey	5,000	
Riverdale Neighborhood House, Bronx, New York	5,000	
Riverdale Presbyterian Church, Bronx, New York	5,000	
Teachers College, Columbia University New York, N. Y.	5,000	
Union Settlement Association, New York, N.Y.	3,000	
USO of Metropolitan New York New York , N. Y.	5,000	
Wave Hill, Inc, Bronx, NY	5,000	
Wildlife Conservation Society, Bronx, New York	5,000	
YMCA of Greater New York, New York, N. Y.	5,000	
YWCA of the City of New York, New York, N. Y.	5,000	
		132,500

C. Professional Fees

Council on Foundation, Inc., Washington, D.C.	5,210	
		5,210

D. Matching Plan A Grants

African Consultants International, Bradenton, Florida	250	
African Wildlife Foundation, Washington, D. C.	2500	
ALS Association, Milford, CT	250	

American Friends Service Committee, Philadelphia, PA	1000
American Fund for Southampton University, NY	1000
American Heart Association, Portland, OR	250
American Psychosomatic Society, McLean, VA	500
American Red Cross, Fairfax, VA	500
American Red Cross, Fairfax, VA	10
American University of Beirut, Beirut, Lebanon, New York City	1,000
American University of Beirut, Beirut, Lebanon, New York City	1250
Andover Educational Fund, Inc. Andover, ME	1750
ANERA, Washington, D. C.	250
Bard College, Annandale-on-Hudson, NY	500
Bennington Museum, Bennington, Vermont	250
Boulder Arts Alliance, Boulder, Colorado	50
Bowdoin College, Brunswick, ME	700
Bowdoin College, Brunswick, ME	100
Brooklyn Botanic Garden, Brooklyn, New York	500
Brown University, Providence, Rhode Island	333
Burlington Dismas House, Burlington, Vermont	40
Cabeceras Aid Project, Austin, Texas	50
Camden Public Library, Camden, ME	250
Canine Partners for Life, Cochranville, PA	250
Carter Center, Atlanta, Georgia	35
Catamount Trail Association, Burlington, Vermont	50
Catherdral Square Corporation, So. Burlington, Vermont	50
Children's Museum of Bozeman, Bozeman, Montana	150
Christian Missions, Inc. Columbia, S. C.	500
Church of the Redeemer, Baltimore, Maryland	2500
Colby College, Waterville, ME	125
Concord Academy, Concord, MA	100
Concord Academy, Concord, MA	125
Creating Hope International, Dearborn, Michigan	100
CrossWorld, Kansas City, Missouri	600
Cystic Fibrosis Foundation, Chicago, Illinois	250
Dana Hall School, Wellesley, MA	200
Dillard University, New Orleans, LA	500
Equal Justice America, Midlothian, VA	100
Equality State Policy Center, Casper, Wyoming	1000
ESF College Foundation, Syracuse, New York	2500
Fairfield Country Day School, Fairfield, CT	500
Fort Ligonier Association, Ligonier, PA	250
Four Paws Rescue Team, Merrifield, VA	250
Franklin College, Lugano, Switzerland, New York City	100
Friends of Fort Tryon Creek State Park, Portland, OR	750
Friends of Rockport Public Library, Rockport, ME	250
Friends of Van Cortlandt Park, Bronx, NY	500
FSW, Inc. Bridgeport, Connecticut	125
FSW, Inc. Bridgeport, Connecticut	600

Gallatin Valley Human Rights Task Force, Bozeman, MT	300
Garrison Forest School, Owings Mills, Maryland	100
George Mason University, Fairfax, VA	550
GIUMC, Clayton, New York	350
GIUMC, Clayton, New York	350
Global Camps, Africa, Reston, VA	1175
Global Camps, Africa, Reston, VA	2000
Global Giving Foundation, Washington, D. C.	600
Good Shepherd Mission Development, St. Louis, MO	1000
Hamilton College, Clinton, NY	500
Hamilton College, Clinton, NY	500
Hampshire College, Amherst, MA	200
Health Bridges International, Portland OR	250
Health Bridges International, Portland OR	500
Heart of the Valley, Bozeman, Montana	25
Hebron Academy, Hebron, ME	100
Hebron Academy, Hebron, ME	500
Hi-Way Bi-Way Christian Crusade, Inc. Hixson, TN	1000
Home Share Vermont, South Burlington, VT.	50
Hope Funds for Cancer Research, Newport, Rhode Island	3000
Howe Library Corp.	300
Humane Society of Chittenden County, S. Burlington, Vermont	100
Immanuel Prebyterian Church, McLean, VA	500
John Bartram Association, Philadelphia, PA	500
Kairos International, Virginia Beach, VA	600
Kenyon College, Gambier, Ohio	250
Laura Hartenbaum Breast Cancer Foundation, Westport, CT	125
Leukemia & Lymphoma Society, Albany, NY	75
Ligonier Valley Library, Ligonier, PA	250
Longfellow Parents Association, Inc., Bozeman, Montana	150
Main Coast Heritage Trust, Topsham, ME	500
Mercy Learning Center, Bridgeport, CT	150
Metropolitan Opera Association, New York, New York	1000
Middlebury College, Middlebury, Vermont	50
Mobius Inc. Burlington, Vermont	50
Montana State University Foundation, Bozeman, Montana	500
Morris Farm, Wiscasset, ME	100
National Gallery of Art, Landover, Maryland	1250
National Outdoor Leadership School, Lander, Wyoming	200
Natural Lands Trust, Media, PA	500
Nature Conservancy, Maine Chapter, Albert Lea, MN	1000
Nature Conservancy, Montpelier, Vermont	100
Nature Conservancy, Montpelier, Vermont	250
Naval War College Foundation, Inc. Newport, Rhode Island	500
Near East Foundation, New York City	1,000
Norfield Congregational Church, Weston, Connecticut	800
NY Botanical Garden, Bronx, New York	1000

Omega World Missions, Shell Lake, WI	1000
One Challenge International, Colorado Springs, CO	1800
One Challenge International, Colorado Springs, CO	1200
Orchard Friends School, Riverton, New Jersey	1,500
Order of St. John, Washington, D. C.	1000
Oxfam America, Boston, MA	500
Peabody Institute, Baltimore, Maryland	500
Phi Beta Kappa Society, Washington, D. C.	100
Phillips Exeter Academy, Exeter, New Hampshire	300
Pine Cobble School, Williamstown, MA	100
Planned Parenthood of N. New England, Williston, VT	250
Planned Parenthood of N. New England, Williston, VT	50
Platte River Parkway Trust, Casper, Wyoming	2000
Potomoc Hills Presbyterian Church, Leesburg, VA	7250
Princeton University, Princeton, New Jersey	850
Rhode Island School of Design, Providence, Rhode Island	250
River Hospital Foundation, Inc. Alexandria Bay, New York	250
Robin's Nest Children's Center, Burlington, Vermont	50
Ronald McDonald House Charities of Burlington, VT.	50
Sacajawea Middle School Parent Advisory Council, Bozeman, MT	150
Santa Fe Community Foundation, Santa Fe, NM	1950
Santa Rosa Symphony, Santa Rosa, CA	1500
Sarah Lawrence College, Bronxville, New York	1250
Save the River, Clayton, New York	50
SERC Institute, Winter Harbor, ME	2000
Shelburne Farms, Shelburne Vermont	100
Shelburne Museum, Shelburne, Vermont	100
Solebury School, New Hope, PA	500
Spence-Chapin, New York, New York	1000
St. Christopher's School Foundation, Richmond, VA	150
St. James Church, New York, NY	2500
St. John's College, Annapolis, Maryland	100
St. John's Episcopal Church, Wiscasset, ME	100
Summit Assistance Dogs, Anacortes, WA	100
Swarthmore College, Swarthmore, PA	2500
Teatown Lake Reservation, Inc. Ossining, NY	1000
Textile Museum, Washington, D. C.	200
Thousand Islands Arts Center, Clayton, New York	250
Thousand Islands Arts Center, Clayton, New York	250
Thousand Islands Land Trust, Clayton, New York	40
Thousand Islands Land Trust, Clayton, New York	100
Thousand Islands Land Trust, Clayton, New York	250
Thousand Islands Land Trust, Clayton, New York	250
Tostan, Inc. Washington, D. C.	250
Trinity United Presbyterian Church, Santa Ana, California	500
Union of Concerned Scientists, Cambridge, MA	1500
United Way of Bennington County, Manchester Center, N. H.	500

University of New Hampshire Foundation, Durham, N. H.	500
University of New Hampshire Foundation, Durham, N. H.	500
University of Pennsylvania, Philadelphia, PA	500
University of Texas at Austin, Austin, TX	100
University of Texas Law School Foundation, Austin, TX	500
University of Vermont, Burlington, Vermont	20
Upland Country Day School, Kennett Square, PA	100
Vermont Foodbank, Barre, Vermont	200
Vermont Land Trust, Montpelier, Vermont	35
Vermont Natural Resources Council, Montpelier, Vermont	250
Vermont Public TV, Colchester, VT	75
Virginia Tech Foundation, Inc. Blacksburg, VA	100
VNA & Hospice of Vermont & N. H., West Lebanon, N. H.	250
Welcome Home Ministries, Africa, Brea, California	1200
Weston Warm Up Fund, Weston, CT.	100
WETA, Public Television, Washington, D. C.	150
Wheaton College, Norton, MA	700
White Mountain School, Bethlehem, N. H.	500
Williams College, Williamstown, MA	1000
Williams College, Williamstown, MA	500
Williams College, Williamstown, MA	1000
Women's Health Services, Santa Fe, NM	200
World Learning, Inc. Brattleboro, Vermont	100
Wycliffe Bible Translators, Orlando, Florida	800
Wyoming Symphony Orchestra, Casper, Wyoming	500
Wyoming Symphony Orchestra, Casper, Wyoming	5000
YWCA of the USA, World Service Council, Washington, D. C.	500

104,113

E. Matching Plan B Grants

Adirondack Council, Elizabethtown, New York	4,000
Adirondack Museum, Blue Mountain Lake, New York	2,000
Antique Boat Museum, Clayton, New York	10,000
Audubon Wyoming, Laramie, Wyoming	20,000
Bates College, Lewiston, Maine	500
Boston University, Boston, MA	680
Children's Aid Society, New York, N. Y.	10,000
Coastal Mountains Land Trust, Camden, Maine	8,000
East Harlem Tutorial Program, New York City	10,000
Evergreen House Foundation, Baltimore, Maryland	2,066
Fort Ligonier Association, Ligonier, PA	2,500
Franklin College, Switzerland, New York City	600
Franklin College, Switzerland, New York City	3,334
Haverhill Public Library, Haverhill, PA	1,000
Hebron Academy, Hebron, Maine	1,500
Immanuel Presbyterian Church, McLean, VA	20,000
International House, New York City	10,000
Mary Hitchcock Memorial Hospital, Lebanon, N. H.	4,000

Mary Lyon Foundation, Shelburne Falls, MA	2,000
McGill University, Montreal, Canada	1,000
Metropolitan Museum of Art, New York City	4,000
Miss Porter's School, Farmington, CT	600
New York Botanical Garden, Bronx, New York	10,000
Parks & People Foundation, Baltimore, Maryland	1,070
PATH, Seattle, Washington	3,000
Princeton University, Princeton, New Jersey	1,070
Sonoma Country Day School, Santa Rosa, CA	8,400
Southern Alleghenies Museum of Art, Loretto, PA	5,000
St. Mark's Episcopal Day School, Jacksonville, Florida	700
St. Mark's Episcopal Day School, Jacksonville, Florida	700
St. Michael's of the Valley Church, Ligonier, PA	5,000
St. Peter's Church in the Great Valley, Malvern, PA	4,160
St. Peter's Church in the Great Valley, Malvern, PA	800
Teachers College, Columbia University, New York, N. Y.	7,000
Thousand Islands Land Trust, Clayton, New York	10,000
Vermont Land Trust, Montpelier, Vermont	2,000
Wave Hill, Inc. Bronx, New York	2,000
Wildlife Conservation Society, Bronx, NY	500
Wyoming Humanities Council, Laramie, Wyoming	1,500

180,680

F. Special Grants

American Red Cross in Greater New York, New York, N. Y. Grant for its Haitian Relief work.	100,000
Bottomless Closet, Inc. New York, New York For general support.	5,000
Guardsman, San Francisco, California For general support.	5,000
Horticultural Society of New York For general support.	10,000
Literacy Partners, Inc. For its ESL Program.	15,000
Madison Square Boys and Girls Club, New York, N. Y. For general support.	5,000
Near East Foundation, Syracuse, New York For its relocation expenses.	50,000
Part of the Solution, Bronx, New York For its Building for the Future Campaign.	10,000

Planned Parenthood of New York City, Inc. New York, N. Y. For its High School Initiatives program.	100,000	
Sonoma Country Day School, Santa Rosa, California For its Poetry program.	1,000	
YMCA of Greater New York, New York, NY For its Capital Campaign.	50,000	
YMCA of Greater New York, New York, NY Dodge Y, Brooklyn, New York For its Sports program. Grant made in memory of Cleveland E. Dodge, Jr. (1922-2007)	25,000	
		376,000

G. Fund Raising Benefits

American Museum of Natural History, New York, New York	3,500	
American Museum of Natural History, New York, New York	15,000	
Bronx River Alliance, Bronx, New York	10,000	
Children's Storefront, New York, New York	1,000	
City Parks Foundation, New York, New York	2,000	
International House, New York, New York	25,000	
International House, New York, New York	7,500	
Kingsbridge Heights Community Center, Inc., Bronx, New York	25,000	
New York Botanical Garden, New York, New York	15,000	
Riverdale Mental Health Association, Inc., Bronx, New York	1,000	
Wave Hill, Inc., Bronx, New York	10,000	
YMCA of Greater New York, New York, New York	25,000	
YMCA of Greater New York, New York, New York	3,500	
		143,500

Annual Appropriations

A. Major Annual Grants	\$40,000
B. Regular Annual Grants	\$132,500
C. Professional Fees	\$5,210
D. Matching Plan A Grants	\$104,113
E. Matching Plan B Grants	\$180,680
F. Special Grants	\$376,000
G. Fund Raising Benefits	\$143,500
Total Annual Appropriations	<u>\$982,003</u>

Form 990-PF, Page 10, Part XV, Line 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, ProgramsName PHYLLIS CRISCUOLIAddress 670 WEST 247TH STREETCity, St, Zip, Phone BRONX NY 10471 (718) 543-1220

The form in which applications should be submitted and information and materials they should include:
LETTER - DESCRIPTION OF PROJECT AND BUDGET

Any submission deadlines:

N/A

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

PRIMARY NYC AREA-NO MEDICAL RESEARCH AND HEALTH CARE.

Name _____

Address _____

City, St, Zip, Phone _____

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

Any submission deadlines:

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

EXEMPT PUBLIC CHURCHES UNDER IRS SECTION 509 (A)

Cleveland H. Dodge Foundation, Inc.
EIN: 13-6015087
Form 990-PF Part XII, Line 3b
Required Schedule for Cash Distribution Test

The following represents amounts to be set-aside by the Foundation. The amounts will be paid within 60 months of the set-aside. Each project for which the set-aside is made will not be completed prior to the year-end of the Foundation.

Donee	Set-aside Amount	Nature and purpose
American Museum of Natural History	\$ 50,000.00	For its Education Department
YMCA of Greater New York	\$ 100,000.00	Capital Campaign
Total amount	<u>\$ 150,000.00</u>	

Year	Distributable Amount	Cash Payments Made
2009	\$ 1,662,050	\$ 1,541,778
2008	2,139,409	2,103,167
2007	2,432,698	2,038,412
2006	2,252,463	1,673,583
2005	2,171,426	1,756,753
2004	2,152,370	2,261,352
2003	2,051,390	3,813,447
Totals	<u>\$ 8,627,649</u>	<u>\$ 9,505,135</u>

Cleveland H. Dodge Foundation, Inc.

Founded in 1917

13-6015087

Cleveland H. Dodge Foundation, Inc. 2010 Board Roster

**Patricia Ares
Margaret O. Barber
Louis E. Black
Bayard Dodge
Robert Garrett
Bolling W. Haxall, Jr.
Alfred H. Howell, Jr.
Catherine O. Kerr
Sally Dodge Mole
Bayard D. Rea
William H. Rea, III
William D. Rueckert
Ingrid R. Warren**

**420 Lexington Avenue, Suite 2331
New York, New York 10170**

**Phone: 212-972-2800
Fax: 212-972-1049**

**www.chdodgefoundation.org
email: chdodgefdn@aol.com**

GILLESPIE,
ROBINSON &
GRIMM, INC.

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2010 through 12/31/2010

Sales	Date	Quantity	Description	Price	Cost	Sale Proceeds	Realized Gain/Loss
	01/12/2010	5,000	INTEL CORP	20 440	70,311 62	101,898.70	31,587 08
	01/15/2010	5,300	INTEL CORP.	21 120	74,091 35	111,616 57	37,525 22
	02/08/2010	2,000	DOMINION RESOURCES	36.599	73,184.20	73,077.87	-106 33
	02/08/2010	3,000	KRAFT FOODS INC.	28.480	96,812.40	85,258 91	-11,553 49
	03/04/2010	1,000	DOMINION RESOURCES	38 746	35,393.20	38,685.00	3,291 80
	03/05/2010	4,000	DOMINION RESOURCES	39 054	137,266 00	155,972 01	18,706.01
	03/17/2010	1,000	CISCO SYSTEMS	26 351	14,937 50	26,290 56	11,353 06
	03/17/2010	6,500	DOMINION RESOURCES	40 373	198,347 80	262,032 46	63,684 66
	03/17/2010	1,000	KRAFT FOODS INC.	29 572	32,111 20	29,511 62	-2,599 58
	03/23/2010	500	BECTON DICKINSON	79.704	44,642 00	39,821 29	-4,820 71
	03/23/2010	500	JOHNSON & JOHNSON	64 941	29,420 90	32,440 23	3,019 33
	04/01/2010	3,000	KRAFT FOODS INC.	30 285	96,333 60	90,674.66	-5,658 94
	04/01/2010	1,000	PROCTER & GAMBLE	63.482	51,473 92	63,420 92	11,947 00
	04/06/2010	3,765	VANGUARD SHORT TERM BOND	79.483	302,470.69	299,023.66	-3,447 03
	04/06/2010	1,000	JOHNSON & JOHNSON	65 062	47,796 68	65,000 90	17,204 22
	04/06/2010	4,000	KRAFT FOODS INC.	30 100	128,444.80	120,157 96	-8,286 84
	04/06/2010	1,000	PEPSICO	66 280	34,675.65	66,218.87	31,543 22
	04/07/2010	5,200	PROCTER & GAMBLE	62.401	240,636.66	324,168.75	83,532 09
	04/08/2010	2,900	CHEVRON CORP	77.752	212,237.85	225,301.53	13,063 68
	04/15/2010	5,235	VANGUARD SHORT TERM BOND	79 884	417,438.81	417,871.57	432.76

GILLESPIE,
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CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2010 through 12/31/2010

<u>Date</u>	<u>Quantity</u>	<u>Description</u>	<u>Price</u>	<u>Cost</u>	<u>Sale Proceeds</u>	<u>Realized Gain/Loss</u>
04/16/2010	2,000	KRAFT FOODS INC	30.601	58,799.50	61,061.56	2,262.06
04/19/2010	6,400	KRAFT FOODS INC.	30.503	175,140.60	194,833.82	19,693.22
04/19/2010	500	L-3 COMMUNICATIONS HOLDINGS	94.418	42,192.85	47,178.10	4,985.25
04/19/2010	800	ORACLE CORPORATION	26.025	18,784.00	20,771.64	1,987.64
04/19/2010	400	PEPSICO	65.840	14,023.00	26,311.55	12,288.55
04/20/2010	3,000	CISCO SYSTEMS	27.085	44,812.50	81,072.72	36,260.22
04/20/2010	2,000	ORACLE CORPORATION	26.080	45,699.84	52,039.11	6,339.27
04/20/2010	500	PEPSICO	65.852	17,528.75	32,895.29	15,366.54
04/22/2010	200	BECTON DICKINSON	76.755	16,922.90	15,338.66	-1,584.24
04/22/2010	1,800	CISCO SYSTEMS	27.016	26,887.50	48,520.15	21,632.65
04/22/2010	500	CVS/CAREMARK CORP	36.942	17,160.00	18,440.68	1,280.68
04/22/2010	1,500	ORACLE CORPORATION	25.969	32,857.20	38,862.24	6,005.04
04/22/2010	500	PEPSICO	64.717	17,528.75	32,327.70	14,798.95
04/27/2010	1,000	CISCO SYSTEMS	27.061	14,937.50	27,000.84	12,063.34
04/27/2010	1,000	CVS/CAREMARK CORP	36.565	32,540.00	36,504.08	3,964.08
04/27/2010	700	EXELON CORP	43.022	35,703.22	30,073.17	-5,630.05
04/27/2010	200	JOHNSON & JOHNSON	64.453	6,283.75	12,878.38	6,594.63
04/27/2010	400	L-3 COMMUNICATIONS HOLDINGS	94.381	25,854.76	37,727.88	11,873.12
04/27/2010	500	STAPLES INC	24.253	11,516.50	12,096.29	579.79
04/27/2010	300	TARGET CORP	57.010	14,307.48	17,084.74	2,777.26
05/07/2010	1,500	EXELON CORP	41.682	75,955.74	62,431.42	-13,524.32

GILLESPIE,
ROBINSON &
GRIMM, INC.

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2010 through 12/31/2010

<u>Date</u>	<u>Quantity</u>	<u>Description</u>	<u>Price</u>	<u>Cost</u>	<u>Sale Proceeds</u>	<u>Realized Gain/Loss</u>
05/10/2010	4,300	EXELON CORP	42.439	215,231.19	182,227.47	-33,003.72
05/12/2010	300	BECTON DICKINSON	74.765	25,384.35	22,411.12	-2,973.23
05/12/2010	2,000	CISCO SYSTEMS	26.624	29,875.00	53,126.10	23,251.10
05/12/2010	300	JOHNSON & JOHNSON	64.650	9,319.38	19,376.67	10,057.29
05/24/2010	1,000	EXXON MOBIL CORPORATION	60.560	71,071.50	60,498.57	-10,572.93
06/03/2010	2,000	DIAMOND OFFSHORE DRILLING INC.	59.105	175,203.60	118,088.00	-57,115.60
06/25/2010	1,500	CISCO SYSTEMS	22.300	22,406.25	33,359.43	10,953.18
06/25/2010	1,500	STAPLES INC	20.070	29,388.00	30,014.49	626.49
06/25/2010	1,000	TARGET CORP	50.626	43,383.65	50,564.84	7,181.19
07/15/2010	5,000	SCHWAB (CHARLES) CORP	14.340	93,575.00	71,398.78	-22,176.22
07/23/2010	1,000	JOHNSON & JOHNSON	57.211	30,887.50	57,150.43	26,262.93
07/23/2010	2,000	SCHWAB (CHARLES) CORP	15.162	35,653.60	30,204.28	-5,449.32
07/29/2010	8,700	CISCO SYSTEMS	23.385	129,956.25	202,926.67	72,970.42
08/03/2010	11,000	SCHWAB (CHARLES) CORP	14.913	144,761.20	163,380.22	18,619.02
08/20/2010	100	APPLE INC	249.430	9,707.89	24,936.57	15,228.68
08/20/2010	300	AIR PRODUCTS & CHEMICALS INC.	74.511	22,858.29	22,334.98	-523.31
08/20/2010	500	BECTON DICKINSON	70.129	42,307.25	35,033.85	-7,273.40
08/20/2010	1,000	CVS/CAREMARK CORP	28.140	32,540.00	28,079.52	-4,460.48
08/20/2010	7,000	WALT DISNEY CO	32.856	153,314.85	229,565.31	76,250.46
08/20/2010	25	GOOGLE INC	462.690	12,138.00	11,565.55	-572.45
08/20/2010	500	HALLIBURTON CO HLDG	27.462	16,616.35	13,700.81	-2,915.54

GILLESPIE,
ROBINSON &
GRIMM, INC.

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2010 through 12/31/2010

<u>Date</u>	<u>Quantity</u>	<u>Description</u>	<u>Price</u>	<u>Cost</u>	<u>Sale Proceeds</u>	<u>Realized Gain/Loss</u>
08/20/2010	1,300	ORACLE CORPORATION	22 830	28,476.24	29,600.49	1,124 25
08/20/2010	500	PEPSICO	64 610	17,528.75	32,274 40	14,745 65
08/20/2010	1,000	QUALCOM INC	38 460	44,940 00	38,399.35	-6,540 65
08/20/2010	500	STAPLES INC	18 800	6,355 00	9,369 84	3,014 84
08/20/2010	200	TARGET CORP	51 977	10,112 00	10,383.30	271 30
08/25/2010	8,500	HALLIBURTON CO HLDG	27.835	275,109.95	236,083.50	-39,026 45
08/25/2010	5,000	QUALCOM INC	38 445	224,455.00	191,920.75	-32,534 25
08/31/2010	100	APPLE INC.	242 410	9,707 89	24,234 59	14,526 70
08/31/2010	500	APACHE CORP	89 298	52,968 30	44,618 39	-8,349 91
08/31/2010	800	ANADARKO PETROLEUM	46 076	55,939 44	36,811 93	-19,127 51
08/31/2010	500	BECTON DICKINSON	68.747	42,307 25	34,342 86	-7,964 39
08/31/2010	400	CVS/CAREMARK CORP	27 110	13,016 00	10,819.81	-2,196.19
08/31/2010	50	GOOGLE INC	449.493	22,792.82	22,471.26	-321.56
08/31/2010	300	JP MORGAN CHASE & CO	36.240	13,796.43	10,853.81	-2,942 62
08/31/2010	1,500	ORACLE CORPORATION	21 770	32,857.20	32,564 44	-292 76
08/31/2010	300	PEPSICO	63.939	9,016.59	19,163 34	10,146 75
08/31/2010	500	QUALCOM INC	38 421	22,285 00	19,179 97	-3,105 03
08/31/2010	500	STAPLES INC	17.790	6,355.00	8,864 84	2,509 84
08/31/2010	500	TARGET CORP	51 328	22,983 14	25,633 66	2,650 52
08/31/2010	400	WELLS FARGO COMPANY	23 450	12,955 20	9,355 84	-3,599.36
08/31/2010	500	YUM! BRANDS, INC.	41.828	20,570.50	20,883.49	312.99

GILLESPIE,
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CLEVELAND H. DODGE FOUNDATION, INC.

437000

TRANSACTION SUMMARY

1/1/2010 through 12/31/2010

Date	Quantity	Description	Price	Cost	Sale Proceeds	Realized Gain/Loss
11/01/2010	500	ANADARKO PETROLEUM	63.517	34,962.15	31,727.71	-3,234.44
11/01/2010	100	GOOGLE INC	617.905	45,585.64	61,783.45	16,197.81
11/01/2010	500	ORACLE CORPORATION	29.423	10,952.40	14,681.25	3,728.85
12/10/2010	1,000	EXELON CORP	39.623	40,911.15	39,562.73	-1,348.42
		** TOTALS **		5,505,981.31	6,009,422.72	503,441.41
Maturities						
02/16/2010	400,000	U S TREASURY NOTES(6 50 - 02/15/10)	100.000	416,031.25	400,000.00	-16,031.25
09/15/2010	100,000	COCA COLA ENTERPRISES(4 25 - 09/15/10)	100.000	100,226.00	100,000.00	-226.00
10/01/2010	100,000	ANHEUSER BUSCH(5.63 - 10/01/10)	100.000	108,952.00	100,000.00	-8,952.00
		** TOTALS **		625,209.25	600,000.00	-25,209.25
Purchases						
01/28/2010	2,000	QUALCOM INC	40.976	82,071.20		
02/02/2010	1,500	JP MORGAN CHASE & CO	40.290	60,525.00		
02/02/2010	2,000	ORACLE CORPORATION	23.420	46,960.00		
02/02/2010	2,000	SCHWAB (CHARLES) CORP	18.384	36,887.40		
02/08/2010	6,000	YUM! BRANDS, INC.	33.123	199,099.20		
02/18/2010	1,800	APACHE CORP	102.887	185,304.06		
02/18/2010	2,000	DIAMOND OFFSHORE DRILLING INC.	87.542	175,203.60		
02/18/2010	2,000	QUALCOM INC	39.570	79,259.80		
02/18/2010	3,000	SCHWAB (CHARLES) CORP	17.767	53,480.40		
02/19/2010	2,000	SCHWAB (CHARLES) CORP	18.744	37,607.60		

GILLESPIE,
ROBINSON &
GRIMM, INC.

CLEVELAND H. DODGE FOUNDATION, INC.

437000

TRANSACTION SUMMARY

1/1/2010 through 12/31/2010

Date	Quantity	Description	Price	Cost	Sale Proceeds	Realized Gain/Loss
11/01/2010	500	ANADARKO PETROLEUM	63.517	34,962.15	31,727.71	-3,234.44
11/01/2010	100	GOOGLE INC	617.905	45,585.64	61,783.45	16,197.81
11/01/2010	500	ORACLE CORPORATION	29.423	10,952.40	14,681.25	3,728.85
12/10/2010	1,000	EXELON CORP	39.623	40,911.15	39,562.73	-1,348.42
** TOTALS **				5,505,981.31	6,009,422.72	503,441.41

Maturities

02/16/2010	400,000	U S TREASURY NOTES(6.50 - 02/15/10)	100.000	416,031.25	400,000.00	-16,031.25
09/15/2010	100,000	COCA COLA ENTERPRISES(4.25 - 09/15/10)	100.000	100,226.00	100,000.00	-226.00
10/01/2010	100,000	ANHEUSER BUSCH(5.63 - 10/01/10)	100.000	108,952.00	100,000.00	-8,952.00
** TOTALS **				625,209.25	600,000.00	-25,209.25

Grand Total 6131190.56

4609422.72

478232.16

Beck Mack & Oliver LLC
REALIZED GAINS AND LOSSES
4091 - CLEVELAND H DODGE FDN
25D002063768
Citi Private Bank
From 01-01-10 Through 12-31-10

Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss
01-25-10	2,000 00	BERKSHIRE HATHAW CLB	94,020 00	137,055 85	43,035.85
01-25-10	1,000 00	LEUCADIA NATL CORP	6,265 43	23,809 69	17,544 26
01-25-10	1,000.00	ROPER INDS INC NEW	12,187 75	51,187 94	39,000 19
01-25-10	1,200 00	WATERS CORPORATION	32,591.64	71,113 49	38,521 85
02-08-10	6,300 00	CENOVUS ENERGY INC COM	137,870 74	147,624.13	9,753.40
02-09-10	6,300 00	CENOVUS ENERGY INC COM	137,870.74	148,544 55	10,673 82
04-05-10	50,000	GENL ELEC CAP CORP FDIC TLGP 3 000% Due 12-09-11	50,698 50	51,560 00	861 50
05-13-10	8,300 00	MIRANT CORP COM	212,075 79	104,349 98	-107,725 81
06-09-10	1,000 00	LAB CP OF AMER HLDGS	29,691 38	75,638 22	45,946 84
06-09-10	4,000 00	ROPER INDS INC NEW	48,751 01	224,583 40	175,832 39
06-09-10	4,000 00	HCC INS HLDGS INC	54,882 72	97,301 55	42,418 83
06-10-10	10,000	GENL ELEC CAP CORP FDIC TLGP 3 000% Due 12-09-11	10,139.70	10,305 00	165 30
06-10-10	16,000 00	SHINSEI BANK LTD	108,062.44	15,464.00	-92,598.44
06-10-10	30,000 00	SHINSEI BANK LTD	202,617 07	28,995 00	-173,622 07
07-09-10	20,000	GENL ELEC CAP CORP FDIC TLGP 3 000% Due 12-09-11	20,279 40	20,668 60	389 20
07-13-10	41,000 00	CERES POWER HLDGS PLC	237,398 20	37,906 68	-199,491 52
07-28-10	58,900 00	LEVEL 3 COMMUNICATIONS COM	294,969.52	65,142 28	-229,827 24
07-28-10	2,000.00	ROPER INDS INC NEW	24,375 50	123,952 70	99,577 20
07-29-10	245,000	GENL ELEC CAP CORP FDIC TLGP 3 000% Due 12-09-11	248,422.65	253,205 05	4,782 40
08-03-10	6,000 00	HCC INS HLDGS INC	82,324.08	157,766 72	75,442 64
08-03-10	2,000 00	LEUCADIA NATL CORP	12,530.86	45,555 02	33,024 16
08-03-10	1,000 00	ROPER INDS INC NEW	12,187.75	63,445 92	51,258 17
09-22-10	100 00	POTASH CP OF SASKATCHEWAN	9,148.67	14,631 75	5,483 08
09-24-10	15,600 00	WILLIAMS COS INC DEL	317,405.82	293,956 74	-23,449 08
09-30-10	2,400 00	POTASH CP OF SASKATCHEWAN	219,568 11	344,628 17	125,060 06
11-04-10	20,200 00	ION GEOPHYSICAL CORP	139,464 46	122,355 38	-17,109 08
11-04-10	5,000 00	ION GEOPHYSICAL CORP	34,520.90	30,285 98	-4,234 92

Beck Mack & Oliver LLC
REALIZED GAINS AND LOSSES
4091 - CLEVELAND H DODGE FDN
25D002063768
Citi Private Bank
From 01-01-10 Through 12-31-10

<u>Date</u>	<u>Quantity</u>	<u>Security</u>	<u>Cost Basis</u>	<u>Proceeds</u>	<u>Gain Or Loss</u>
11-29-10	150,000	MORGAN STANLEY QUARTERLY FLOATING RATE NOTE 0.000% Due 05-14-13	152,653.50	153,897.00	1,243.50
12-03-10	100,000	HSBC FINANCE CORP 0.000% Due 06-01-16	90,373.20	90,787.96	414.76
12-14-10	3,216.00	NEWBRIDGE BANCORP COM	33,876.91	12,735.14	-21,141.77
TOTAL GAINS					820,429.37
TOTAL LOSSES					-869,199.92
			3,067,224.44	3,018,453.89	-48,770.55

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
US AND STATE GOVERNMENT OBLIGATIONS			3,716,822.	3,716,822.
Total			<u>3,716,822.</u>	<u>3,716,822.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
CORPORATE STOCK	31,352,227.	31,352,227.
Total	<u>31,352,227.</u>	<u>31,352,227.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
CORPORATE BONDS	1,936,979.	1,936,979.
Total	<u>1,936,979.</u>	<u>1,936,979.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
MUTUAL FUND	124,212.	124,212.
MONEY MARKET FUND AND CASH	1,276,446.	1,276,446.
Total	<u>1,400,658.</u>	<u>1,400,658.</u>

Form 990-PF, Page 2, Part II, Line 14

L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) --Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
LAND	111,109.	0.	111,109.
LAND IMPROVEMENT	3,950.	3,950.	0.
BUILDING & IMPROVEMENT	946,757.	567,266.	379,491.
FURNITURE & EQUIPMENT	55,464.	43,689.	11,775.
OFFICE ARTWORK	186,585.	132,096.	54,489.
LEXINGTON AVENUE IMPROVEMENTS	30,688.	15,345.	15,343.
Total	<u>1,334,553.</u>	<u>762,346.</u>	<u>572,207.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
ARTWORK AND SCULPTURE	537,000.	537,000.	537,000.
SECURITY DEPOSIT	28,868.	28,868.	28,868.
PREPAID TAXES	27,193.	12,490.	12,490.
Total	<u>593,061.</u>	<u>578,358.</u>	<u>578,358.</u>

Form 990-PF, Page 2, Part III, Line 3

Other Increases Stmt

<u>UNREALIZED GAIN ON INVESTMENTS</u>	<u>3,023,378.</u>
<u>REALIZED GAIN ON INVESTMENTS</u>	<u>429,494.</u>
Total	<u>3,452,872.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ritch, Greenberg & H	AUDIT	10,900.			

Total 10,900.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BECK, MACK & OLIVER	INVESTMENT SERVICES	141,185.			
GILLESPIE ROBINSON &	INVESTMENT SERVICES	117,032.			
CITIBANK NA	CUSTODIAN FEES	21,325.			

Total 279,542.

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	20,954.			
FOREIGN TAX	3,267.	3,267.		
STATE TAX	750.			
OTHER	500.	500.		

Total 25,471. 3,767.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INSURANCE	13,718.	1,763.		11,955.
OFFICE	8,891.			8,891.

Total 22,609. 1,763. 20,846.

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
EQUIPMENT 1993	01/01/93	3607	3607	200DB	5.00	0		
EQUIPMENT 1994	01/01/94	779	779	200DB	5.00	0		
PHONE SYSTEM	01/01/96	4582	4582	200DB	5.00	0		
EQUIPMENT 1999	01/01/99	7234	7234	200DB	5.00	0		
PRINTER	01/01/03	1247	1247	200DB	5.00	0		
CHAIRS	06/01/05	3355	1633	SL	10.00	313		
COMPUTER	06/01/05	925	833	SL	5.00	92		
GRAYBAR FITUP 2008	01/01/08	22880	6864	SL	5.00	4576		
FURNITURE 2008	04/30/08	11331	2428	SL	7.00	1619		
PHONE SYSTEM	03/15/08	2601	780	SL	5.00	520		
GRAYBAR IMPR 2008	04/01/08	7809	2343	SL	5.00	1562		
FF&E 1986	01/01/86	700	700	PRE	5.00	0		
FF&E 1993	01/01/93	751	751	200DB	7.00	0		
FF&E 1999	01/01/99	4110	4110	SL	10.00	0		
FF&E 1999	01/01/99	1415	1415	SL	10.00	0		
FF&E 2002	01/01/02	777	583	SL	10.00	78		
EQUIPMENT 1980	01/01/80	2470	2470	SL	5.00	0		
EQUIPMENT 1981	01/01/81	229	229	PRE	5.00	0		
EQUIPMENT 1989	01/01/89	350	350	200DB	5.00	0		
EQUIPMENT 1991	01/01/91	4229	4229	200DB	7.00	0		
EQUIPMENT 1991	01/01/91	804	804	200DB	5.00	0		
EQUIPMENT 1992	01/01/92	1068	1068	200DB	5.00	0		
BUILDING	07/01/83	290000	290000	SL	25.00	0		
4695 INDEPENDENCE	07/01/99	435323	182836	SL	25.00	17413		
BUILDING IMPROVEMENT	07/01/84	12900	12900	SL	24.00	0		
BUILDING IMPROVEMENT	07/01/88	13213	13213	SL	20.00	0		
EQUIPMENT IMPROVEMENT	07/01/94	6000	4650	SL	20.00	300		
BUILDING IMPROVEMENT	07/01/96	3524	2320	SL	20.00	176		
BUILDING IMPROVE 4695	07/01/00	3000	1425	SL	20.00	150		
BUILDING IMPROVE 4695	07/01/01	100363	29254	SL	31.50	3186		
BUILDING IMPROVE 4695	07/01/02	20357	4846	SL	31.50	646		
WATER DAMAGE/REBATE	12/31/03	2984	570	SL	31.50	95		
BUILDING IMPROVE 670	07/01/06	15020	1669	SL	31.50	477		
LAND	01/01/83	85000	0	N/A	0.00	0		
LAND	01/01/99	26109	0	N/A	0.00	0		
LAND IMPROVEMENTS	01/01/92	3950	3950	150DB	15.00	0		
COLLECTION-1986	01/01/86	106345	97838	SL	25.00	4254		
COLLECTION-2000	01/01/00	14600	5548	SL	25.00	584		
COLLECTION-2000	01/01/00	1500	570	SL	25.00	60		
RESTORATION 2001	07/01/01	12697	4063	SL	25.00	508		
ANTIQUES & ART	01/01/01	7550	2567	SL	25.00	302		
ART APPRAISAL ADJ	01/01/01	43893	14046	SL	25.00	1756		
COUCH	05/18/08	1669	357	SL	7.00	239		
COMPUTER	03/12/09	1230	246	200DB	5.00	394		
WATER MAIN	05/29/09	4400	100	SL	27.50	160		
FLOORS	09/14/09	6000	64	SL	27.50	218		
HOT WATER HEATER	09/02/09	1635	17	SL	27.50	59		
ROOF	09/14/09	4200	45	SL	27.50	153		
ASBESTOS REMOVAL	12/07/09	7840	12	SL	27.50	285		
REPAIRS 4695	12/07/10	20000		SL	27.50	30		

Total