Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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
P. L. DODGE FOUNDATION, INC.

A Employer identification number
59-1032805

Number and street (or P O box number if mail is not delivered to street address) Room/suite
1351 E. TENNESSEE STREET

B Telephone number (see page 10 of the instructions)

City or town, state, and ZIP code
Tallahassee, FL 32308

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 ▶ ☐

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, col. (c), line 16) ▶ $ 2,277,092

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

		Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of 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 (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,214	4,214		
	4	Dividends and interest from securities	78,851	78,851		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	163,182			
	b	Gross sales price for all assets on line 6a 1,997,156				
	7	Capital gain net income (from Part IV, line 2)		163,182		
	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) STM106	3,354	3,354		
	12	**Total.** Add lines 1 through 11	249,601	249,601		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	22,500	11,250		11,250
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STM108	6,850	3,425		3,425
	c	Other professional fees (attach schedule) STM109	13,637	13,637		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,522	1,261		1,261
	22	Printing and publications				
	23	Other expenses (attach schedule) STM103	1,642	1,642		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	47,151	31,215		15,936
	25	Contributions, gifts, grants paid	110,000			110,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	157,151	31,215		125,936
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	92,450			
	b	**Net investment income** (if negative, enter -0-)		218,386		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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			Beginning of year	End of year	
Part II		**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	158,791	315,353	315,353
	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 page 15 of the 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	9,398	8,114	8,114
	10a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STM137	1,591,710	1,817,480	1,933,623
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans	250,000		
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ STM120)	1	1	20,002
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,009,900	2,140,948	2,277,092
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☒ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	2,009,900	2,140,948	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	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 page 17 of the instructions)	2,009,900	2,140,948	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,009,900	2,140,948	

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	2,009,900
2	Enter amount from Part I, line 27a	2	92,450
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,102,350
5	Decreases not included in line 2 (itemize) ▶ STM116	5	1,284
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,101,066

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 (yr , mo , day)	(d) Date sold (yr , mo , day)
1a	STOCKS AND BONDS/SCH ATTACHED	P	Various	Various
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	1,997,156		1,833,974	163,182
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				163,182
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 163,182

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 pages 13 and 17 of 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 page 18 of 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))
2009	104,793	1,799,711	0.058228
2008	139,110	2,161,091	0.06437
2007	148,690	2,711,668	0.054833
2006	112,532	2,627,194	0.042834
2005	177,955	2,639,899	0.06741

2	**Total** of line 1, column (d)	2	0.287675
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	0.057535
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	1,774,444
5	Multiply line 4 by line 3	5	102,093
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,184
7	Add lines 5 and 6	7	104,277
8	Enter qualifying distributions from Part XII, line 4	8	125,936

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	2,184
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	0
3	Add lines 1 and 2			3	2,184
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	2,184
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	8,114		
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	8,114
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	5,930
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 5,930 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

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 page 20 of the 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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ STEPHEN C O'CONNELL JR. CPA Telephone no. ▶ 850-878-8780

Located at ▶ 1351 E. TENNESSEE STREET Tallahassee, FL ZIP+4 ▶ 32308

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**-Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 22 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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 page 22 of the 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 page 22 of the 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** No: 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 page 22 of the 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
LUTHER JONES CORAL GABLES, FL	PRESIDENT 4	7,500	0	0
RODERICK PETREY MIAMI, FL	VP/SEC 4	7,500	0	0
STEPHEN C O'CONNELL JR Tallahassee, FL 32308	TREASURER 4	7,500	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ▶

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 page 23 of the instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 24 of the 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 page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,453,615
b	Average of monthly cash balances	1b	237,072
c	Fair market value of all other assets (see page 25 of the instructions)	1c	133,757
d	**Total** (add lines 1a, b, and c)	1d	1,824,444
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	1,824,444
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	50,000
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,774,444
6	**Minimum investment return.** Enter 5% of line 5	6	88,722

Part XI Distributable Amount (see page 25 of the 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	88,722
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,184		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,184
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	86,538
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	86,538
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	86,538

Part XII Qualifying Distributions (see page 25 of the 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	125,936
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	125,936
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 page 26 of the instructions)	5	2,184
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	123,752

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 page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					86,538
2	Undistributed income, if any, as of the end of 2010:					
a	Enter amount for 2009 only					
b	Total for prior years: ______, ______, ______					
3	Excess distributions carryover, if any, to 2010:					
a	From 2005	48,432				
b	From 2006					
c	From 2007	13,107				
d	From 2008	32,259				
e	From 2009	15,409				
f	**Total** of lines 3a through e		109,207			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 125,936					
a	Applied to 2009, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d	Applied to 2010 distributable amount					86,538
e	Remaining amount distributed out of corpus		39,398			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		148,605			
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 page 27 of the instructions					
e	Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		48,432			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		100,173			
10	Analysis of line 9:					
a	Excess from 2006					
b	Excess from 2007	13,107				
c	Excess from 2008	32,259				
d	Excess from 2009	15,409				
e	Excess from 2010	39,398				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

See attached Schedule "Application Submission Information".

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

c Any submission deadlines:

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

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				
SCHEDULE ATTACHED				110,000
Total ▶ 3a				110,000
b Approved for future payment				
NONE AWARDED				0
Total ▶ 3b				

EEA

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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					
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					
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)					

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

(See worksheet in line 13 instructions on page 29 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a nonchantable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date 6/9/11

Title Treasurer

Paid Preparer Use Only

Print/Type preparer's name STEPHEN C OCONNELL JR

Preparer's signature

Date 06-09-2011

Check ☐ if self-employed

PTIN

Firm's name ▶ STEPHEN C OCONNELL JR PA

Firm's EIN ▶

Firm's address ▶ 1351 E. TENNESSEE STREET
TALLAHASSEE FL 32308

Phone no 850-878-8780

Federal Supporting Statements

2010 PG 01

Name(s) as shown on return
P. L. DODGE FOUNDATION, INC.

Your Social Security Number
59-1032805

Form 990PF, Part I, Line 23 - Other Expenses Schedule

Statement #103

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
BANK CHARGES	325	325	0	0
DUES	1,250	1,250	0	0
MISC	67	67	0	0
Totals	1,642	1,642	0	0

PG 01
Statement #106

Form 990PF, Part I, Line 11 - Other Income Schedule

Description	Revenue and expenses	Net investment	Adjusted net income
OIL ROYALITES	377	377	0
MISCELLANEOUS INCOME	2,977	2,977	0
Totals	3,354	3,354	0

Federal Supporting Statements

Name(s) as shown on return
P. L. DODGE FOUNDATION, INC.

2010 PG 01
Your Social Security Number
59-1032805

Form 990PF, Part I, Line 16(b) - Accounting Fees Schedule

Statement #108

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
ACCOUNTING FEES	6,850	3,425	0	3,425
Totals	6,850	3,425	0	3,425

PG 01
Statement #109

Form 990PF, Part I, Line 16(c) - Other Professional Fees Schedule

Description	Revenue and expenses	Net investment	Adjusted net income	Charitable purpose
FINANCIAL INVESTMENT FEES	13,637	13,637	0	0
Totals	13,637	13,637	0	0

Federal Supporting Statements

2010 PG 01

Name(s) as shown on return

P. L. DODGE FOUNDATION, INC.

FEIN

59-1032805

Statement #116

Form 990PF, Part III, Line 5
Other Decreases Schedule

FEDERAL TAXES 2009	1,284
Total	1,284

PG 01
Statement #120

Form 990PF, Part II, Line 15
Other Assets Schedule

Description	BOY Book	EOY Book	FMV
OIL LEASES	1	1	20,002
Total	1	1	20,002

PG 01
Statement #137

Form 990PF, Part II, Line 10(b)
Investments: Corporate Stock Schedule

Category	BOY	Book Value	EOY FMV
SCHEDULE ATTACHED	1,591,710	1,817,480	1,933,623
Totals	1,591,710	1,817,480	1,933,623

	Federal Supporting Statements	2010 PG 01
Name(s) as shown on return P. L. DODGE FOUNDATION, INC.		Your Social Security Number 59-1032805

Form 990PF, Part XV, Line 2

Application Submission Information

990APP

Grant Program

P. L. DODGE FND

Applicant Name

LUTHER JONES PRES.

Address

535 LUENGA AVE Miami FL 33146

Telephone

Form & Content

WRITTEN WITH SPECIFIC INFO ABOUT THE GRANT REQUEST AND A COPY OF THEIR 501C3 CERT.

Submission Deadline

NONE

Restrictions on Award

NO LOANS, PERSONAL GRANTS OR SCHOLARSHIPS WILL BE FUNDED

P. L. DODGE FOUNDATION, INC.
FORM 990-PF
DECEMBER 31, 2010

ALLOCATION OF EXPENSES

Accounting fees have been allocated half for the management of the investments, posting books and records and accumulation of the necessary financial data to meet State and Federal requirements and half to the grants and grant requests.

The Director fees and meeting costs are allocated fifty percent (50%) to money management and the Foundation investment and fifty percent (50%) of the time is allocated to charitable grants and grant requests. The majority of the meetings and the time devoted to the Foundation is spent soliciting and investigating grant requests. Office expense, printing and publication are allocated to investment expense.

ACCOUNTING FEES

Stephen C. O'Connell, Jr., P.A.
1351 E. Tennessee Street
Tallahassee, Florida 32308
(Treasurer & Director of Foundation)

Preparation of Form 990-PF - Federal Tax Return for Private Foundation; preparation of Federal Forms 1099's and 1096; preparation of financial statements and posting of books and records.
Total fees - $6,850

OTHER PROFESSIONAL FEES

Mowell Financial Group, Inc.	$ 4,422
Raymond James	3,993
Charles Schwab	4,122
Glen Eagle Advisors, LLC	1,100
Total Money Management Fees	$13,637

Money management fees of $13,637 are allocated 100% to investment income.

P.L. Dodge Foundation, Inc.
59-1032805
List of 2010 Grants

	Grant Recipient	Foundation Status	Grant Amount	Date of Grant
1.	Drug Free Youth In Town 16201 SW 95th Avenue, Suite 205 Miami, FL 33157	501c(3)	$ 5,000	6/29/10
2.	Educational Fund 900 N.E. 125th Street, Ste. 110 North Miami, FL 33161 (Mini Grants)	501c(3)	$ 20,000	9/14/10
3.	Feeding South Florida *(Formerly Daily Bread Food Bank)* 2501 SW 32nd Terrace Pembroke Park, FL 33023	501c(3)	$ 5,000 $ 5,000	9/14/10 12/7/10
4.	Council for Educational Change 3520 South University Drive Davie, FL 33328	501c(3)	$ 10,000	12/7/10
5.	Miami Foundation *(formerly Dade Community Fdtn.)* 200 S. Biscayne Blvd. Miami, FL 33131	501c(3)	$ 20,000	12/7/10
6.	His House 20000 N.W. 47th Avenue, Bldg. 6A Opa Locka, FL 33055	501c(3)	$ 5,000	12/7/10
7.	Associated Marine Institute 1820 Arthur Lamb Jr. Road Miami, FL 33149	501c(3)	$ 15,000	12/7/10
8.	Caregiving Youth Pilot Project 1515 N. Federal Highway, Suite 214 Boca Raton, FL 33432	501c(3)	$ 10,000	12/7/10
9.	Overtown Youth Center 450 N.W. 14th Street Miami, FL 33136-2636	501c(3)	$ 10,000	12/7/10
10.	Touching Miami with Love 711 N.W. 6th Avenue Miami, FL 33136	501c(3)	$ 5,000	12/7/10
			$110,000	

LISTING OF REALIZED CAPITAL GAINS AND LOSSES

Realized Capital Gains & Losses ○

Short Term

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct.	Gain or (Loss)
AMERICAN CAP LIMITED (ACAS)	6,676 915	03/12/2009	$6,194.21	02/08/2010	$20,931.61	237.92%	$14,737.40
AMERICAN CAP LIMITED (ACAS)	3,323.085	08/07/2009	$10,700.00	02/08/2010	$10,417 61	(2.63)%	$(282 39)
LEUCADIA NATL CORPORATION (LUK)	1,000 000	03/12/2009	$12,822 26	02/09/2010	$21,647 97	68 83%	$8,825 71
Net Short-Term Gain / Loss Total			$29,716 47		$52,997 19	78 34%	$23,280 72

○ Please see Cost Basis on the Understanding Your Statement page

Long Term

Description (Symbol or CUSIP)	Quantity	Opening Date	Opening Amount	Closing Date	Closing Amount	Gain or (Loss) Pct	Gain or (Loss)
BANK OF NEW YORK MELLON CORPORATION (BK)	1,000.000	09/19/2008	$34,865.28	02/08/2010	$26,524 44	(23 92)%	$(8,340 84)
CORNING INCORPORATED (GLW)	1,000 000	09/24/2008	$16,683 49	02/08/2010	$17,562.20	5 26%	$878 71
BB&T CORPORATION (BBT)	1,000 000	07/17/2008	$26,902 21	02/09/2010	$26,812.27	(0.33)%	$(89 94)
IOWA TELECOMM SERVICES INCORPORATED (IWA)	1,000 000	03/07/2006	$18,160 95	02/09/2010	$15,899 56	(12 45)%	$(2,261 39)
POTASH CORPORATION SASK INCORPORATED (CANADA) (POT)	300.000	04/22/2008	$64,369.42	02/09/2010	$31,479 10	(51.09)%	$(32,890 32)
Net Long-Term Gain / Loss Total			$160,981 35		$118,277 57	(26 53)%	$(42,703.78)

○ Please see Cost Basis on the Understanding Your Statement page

Strategic Wealth Management Advisors, Inc.

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

P L Dodge Foundation, Inc   Acct # 64639053

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Alaska Communs Sys Group	10/30/2005	04/13/2010	1,000 000	8,128 07	11,243 10		-3,115 03	-3,115 03	-3,115 03
Alaska Communs Sys Group	01/04/2010	04/13/2010	1,500 000	12,192 10	12,474 50				-282 40
Alaska Communs Sys Group	02/09/2010	04/13/2010	2,500 000	20,320 19	17,599 03				2,721 16
			5,000 000	40,640 36	41,316 63		-3,115 03	-3,115 03	-676 27
Allied Capital Pfd 6 875% due 2047	06/19/2009	05/03/2010	1,000 000	21,075 86	10,621 68				10,454 18
Allied Capital Pfd 6 875% due 2047	07/10/2009	05/03/2010	1,000 000	21,075 87	10,310 96				10,764 91
			2,000 000	42,151 73	20,932 64				21,219 09
American States Water Co	09/11/2006	04/13/2010	500 000	18,451 23	18,340 89		110 34	110 34	110 34
American States Water Co	09/11/2006	06/23/2010	500 000	16,821 26	18,340 88		-1,519 62	-1,519 62	-1,519 62
			1,000 000	35,272 49	36,681 77		-1,409 28	-1,409 28	-1,409 28
Anthracite Capital Inc REIT	01/06/2004	04/23/2010	1,000 000	21 99	10,913 83		-10,891 84	-10,891 84	-10,891 84
Apollo Investment Corp	12/08/2005	05/18/2010	1,000 000	11,136 03	19,061 04		-7,925 01	-7,925 01	-7,925 01
Apollo Investment Corp	01/06/2006	05/18/2010	1,000 000	11,136 04	18,966 28		-7,830 24	-7,830 24	-7,830 24
			2,000 000	22,272 07	38,027 32		-15,755 25	-15,755 25	-15,755 25
Apple Computer Inc	01/24/2007	04/12/2010	500 000	121,417 35	43,678 55		77,738 80	77,738 80	77,738 80
Apple Computer Inc	04/09/2010	04/12/2010	300 000	72,850 41	37,351 80				35,498 61
			800 000	194,267 76	81,030 35		77,738 80	77,738 80	113,237 41
Apple Computer Inc	04/09/2010	05/03/2010	100 000	26,397 60	12,450 60				13,947 00
Apple Computer Inc	04/09/2010	09/29/2010	100 000	28,793 66	12,450 60				16,343 06
			1,000 000	249,459 02	105,931 55		77,738 80	77,738 80	143,527 47
Applied Micro Circuits New	04/15/2010	08/30/2010	1,000 000	10,951 26	10,377 55				573 71
Arena Pharmaceuticals	09/10/2010	12/29/2010	1,000 000	1,721 42	7,108 95				-5,387 53
Ares Capital Corp	04/09/2010	04/12/2010	3,250 000	49,845 20	0.00				49,845 20

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Realized Gains and Losses

Fiscal Year Ending 12/31/2010

P L Dodge Foundation, Inc   Acct # 64639053

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Bank Of Amer Pfd Nt 8 2% Perpt	03/12/2009	05/04/2010	1,000 000	25,410 62	8,548 96		16,861 66	16,861 66	16,861 66
Bank Of Amer Pfd Nt 8 2% Perpt	03/12/2009	07/08/2010	1,000 000	25,251 62	8,548 97		16,702 65	16,702 65	16,702 65
			2,000 000	50,662 24	17,097 93		33,564 31	33,564 31	33,564 31
Bank Of America 11/19/2010 0 25%	05/14/2010	11/19/2010	50,000 000	50,000 00	50,000 00				0 00
Bristol-Myers Squibb Co	01/09/2008	04/13/2010	1,000 000	26,000 61	27,315 00		-1,314 39	-1,314 39	-1,314 39
Capital City Bank Group	12/31/2007	05/04/2010	1,000 000	17,840 94	28,501 83		-10,660 89	-10,660 89	-10,660 89
Capital City Bank Group	07/17/2008	05/24/2010	1,000 000	15,540 78	23,132 89		-7,592 11	-7,592 11	-7,592 11
			2,000 000	33,381 72	51,634 72		-18,253 00	-18,253 00	-18,253 00
Capital TRUST Cl A New	12/29/2009	06/22/2010	5,000 000	8,747 87	7,016 82				1,731 05
Capital TRUST Cl A New	02/22/2010	06/22/2010	5,000 000	8,747 88	9,100 10				-352 22
			10,000 000	17,495 75	16,116 92				1,378 83
Conseco Inc	06/19/2009	04/12/2010	4,000 000	26,270 60	8,452 05				17,818 55
Conseco Inc	05/12/2010	06/22/2010	1,000 000	5,810 95	2,113 01				3,697 94
			5,000 000	32,081 55	10,565 06				21,516 49
Cree Inc	05/26/2010	09/14/2010	250 000	13,030 83	16,633 95				-3,603 12
Crosstex Energy LP	05/29/2009	04/13/2010	3,000 000	33,778 57	9,812 70				23,965 87
Crosstex Energy LP	02/09/2010	07/14/2010	2,000 000	21,910 67	18,382 14				3,528 53
			5,000 000	55,689 24	28,194 84				27,494 40
Dana Holding Corporation	07/09/2009	04/13/2010	3,000 000	39,410 38	3,926 69				35,483 69
Dana Holding Corporation	07/09/2009	05/24/2010	2,000 000	20,131 90	2,617 80				17,514 10
			5,000 000	59,542 28	6,544 49				52,997 79

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

P L Dodge Foundation, Inc   Acct # 64639053

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Eaton Vance Diversified Eqty/Income	05/26/2010	09/29/2010	1,000 000	13,752 82	15,778 25				-2,025 43
EMC Corp Mass	10/15/2007	04/13/2010	1,000 000	19,050 72	22,814 54		-3,763 82	-3,763 82	-3,763 82
Flir Systems Inc	09/19/2008	04/14/2010	1,000 000	28,470 56	38,329 65		-9,859 09	-9,859 09	-9,859 09
Ford Motor Co 7 5 % due 6/10/43	04/24/2008	04/12/2010	3,500 000	84,278 72	55,848 95		28,429 77	28,429 77	28,429 77
Ford Motor Company New	02/08/2010	04/12/2010	5,000 000	63,989 96	55,633 01				8,356 95
General Electric Company	03/12/2009	04/12/2010	1,500 000	28,221 77	14,514 89		13,706 88	13,706 88	13,706 88
General Electric Company	03/12/2009	08/27/2010	1,000 000	14,680 80	9,676 60		5,004 20	5,004 20	5,004 20
			2,500 000	42,902 57	24,191 49		18,711 08	18,711 08	18,711 08
Harsco Corporation	06/21/2007	04/13/2010	500 000	16,295 24	26,004 71		-9,709 47	-9,709 47	-9,709 47
Harsco Corporation	07/17/2007	04/13/2010	500 000	16,295 25	19,058 97		-2,763 72	-2,763 72	-2,763 72
			1,000 000	32,590 49	45,063 68		-12,473 19	-12,473 19	-12,473 19
Hecla Mining Company	12/19/2008	04/13/2010	5,000 000	28,490 56	11,676 92		16,813 64	16,813 64	16,813 64
Hecla Mining Company	03/12/2009	09/29/2010	1,000 000	6,360 94	1,476 41		4,884 53	4,884 53	4,884 53
Hecla Mining Company	03/12/2009	12/29/2010	1,000 000	11,310 86	1,476 41		9,834 45	9,834 45	9,834 45
			7,000 000	46,162 36	14,629 74		31,532 62	31,532 62	31,532 62
Hilltop Holdings A Pfd	06/04/2010	09/06/2010	500 000	12,500 00	12,808 95				-308 95
Honeywell International	05/27/2008	05/03/2010	500 000	24,165 64	29,936 67		-5,771 03	-5,771 03	-5,771 03
ING Global Eqty Div Prem	11/04/2008	04/13/2010	1,000 000	12,823 81	11,086 53		1,737 28	1,737 28	1,737 28
ING Global Eqty Div Prem	12/19/2008	04/13/2010	500 000	6,411 91	4,784 46		1,627 45	1,627 45	1,627 45
			1,500 000	19,235 72	15,870 99		3,364 73	3,364 73	3,364 73
ING Global Eqty Div Prem	12/19/2008	12/31/2010	1,500 000	16,265 77	14,353 39		1,912 38	1,912 38	1,912 38
			3,000 000	35,501 49	30,224 38		5,277 11	5,277 11	5,277 11
Iridium Communications	06/24/2010	11/05/2010	1,000 000	8,670 90	9,988 95				-1,318 05

Realized Gains and Losses
Fiscal Year Ending 12/31/2010

P L Dodge Foundation, Inc   Acct # 64639053

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Juniper Networks Inc	10/19/2007	05/03/2010	1,000 000	28,941 46	36,119 50		-7,178 04	-7,178 04	-7,178 04
K V H Industries Inc	12/21/2009	04/12/2010	1,000 000	13,550 32	13,150 18				400 14
K V H Industries Inc	12/21/2009	09/03/2010	1,000 000	13,116 93	13,150 17				-33 24
			2,000 000	26,667 25	26,300 35				366 90
Lehman Bro Hldg	07/23/2008	04/23/2010	25 000	12 99	18,184 00		-18,171 01	-18,171 01	-18,171 01
Lehman Bros Holding Inc	07/17/2008	04/23/2010	1,500 000	175 49	27,518 94		-27,343 45	-27,343 45	-27,343 45
Lehman Bros Holding Inc	07/17/2008	04/23/2010	500 000	58 49	9,172 98		-9,114 49	-9,114 49	-9,114 49
			2,000 000	233 98	36,691 92		-36,457 94	-36,457 94	-36,457 94
Magnum Hunter Resources	02/22/2010	08/12/2010	2,500 000	10,395 34	7,231 19				3,164 15
Magnum Hunter Resources	02/22/2010	08/12/2010	800 000	3,327 31	2,313 98				1,013 33
Magnum Hunter Resources	02/22/2010	08/12/2010	100 000	415 81	289 25				126 56
Magnum Hunter Resources	02/22/2010	08/12/2010	800 000	3,327 31	2,313 98				1,013 33
Magnum Hunter Resources	02/22/2010	08/12/2010	800 000	3,327 31	2,313 97				1,013 34
			5,000 000	20,793 08	14,462 37				6,330 71
Orbcomm Inc	08/19/2009	04/12/2010	2,000 000	4,650 97	4,565 56				85 41
Penn Real Est Inv Tr Sbi	09/18/2009	04/12/2010	4,694 000	64,675 62	40,052 71				24,622 91
Penn Real Est Inv Tr Sbi	09/18/2009	04/13/2010	306 000	4,170 34	2,611 02				1,559 32
Penn Real Est Inv Tr Sbi	02/08/2010	04/13/2010	5,000 000	68,142 91	45,394 55				22,748 36
			5,306 000	72,313 25	48,005 57				24,307 68
			10,000 000	136,988 87	88,058 28				48,930 59
Petrohawk Energy Corp	04/21/2010	05/03/2010	500 000	11,030 33	11,123 40				-93 07
Petrohawk Energy Corp	04/28/2010	05/03/2010	500 000	11,030 34	10,983 95				46 39
			1,000 000	22,060 67	22,107 35				-46 68

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

P L Dodge Foundation, Inc   Acct # 64639053

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Proshs Ultrashort Euro	06/04/2010	07/01/2010	750 000	18,110 74	19,392 48				-1,281 74
Regions Financial Cp New	07/17/2008	08/12/2010	2,000 000	14,190 81	19,027 59		-4,836 78	-4,836 78	-4,836 78
Riverbed Technology Inc	05/18/2010	11/18/2010	500 000	15,280 79	7,204 48				8,076 31
Royce Focus Trust Inc	12/06/2006	04/13/2010	3,039 000	21,050 96	32,604 91		-11,553 95	-11,553 95	-11,553 95
Royce Micro-Cap TRUST	05/23/2007	04/13/2010	2,000 000	17,031 76	32,492 90		-15,461 14	-15,461 14	-15,461 14
Silver Wheaton Corp	06/18/2010	10/07/2010	1,000 000	25,990 61	21,338 95				4,651 66
Sonoco Products Co	09/19/2008	05/03/2010	500 000	16,795 76	16,625 80		169 96	169 96	169 96
Sonoco Products Co	09/19/2008	06/18/2010	500 000	16,120 77	16,625 79		-505 02	-505 02	-505 02
			1,000 000	32,916 53	33,251 59		-335 06	-335 06	-335 06
St Joe Company	03/31/2008	05/03/2010	500 000	16,065 77	21,568 57		-5,502 80	-5,502 80	-5,502 80
St Joe Company	03/31/2008	05/24/2010	500 000	13,715 81	21,568 56		-7,852 75	-7,852 75	-7,852 75
			1,000 000	29,781 58	43,137 13		-13,355 55	-13,355 55	-13,355 55
Tenet Healthcare Corp	08/17/2009	07/14/2010	3,000 000	13,464 40	14,483 10				-1,018 70
Tenet Healthcare Corp	09/18/2009	07/14/2010	2,000 000	8,976 27	11,633 00				-2,656 73
			5,000 000	22,440 67	26,116 10				-3,675 43
Titanium Metals Corp New	02/15/2007	04/12/2010	1,000 000	17,070 76	35,529 59		-18,458 83	-18,458 83	-18,458 83
Titanium Metals Corp New	03/01/2007	05/03/2010	1,000 000	15,341 99	34,420 19		-19,078 20	-19,078 20	-19,078 20
			2,000 000	32,412 75	69,949 78		-37,537 03	-37,537 03	-37,537 03
VMware Inc Cl A	10/16/2007	04/12/2010	500 000	28,860 03	50,125 95		-21,265 92	-21,265 92	-21,265 92
VMware Inc Cl A	05/08/2008	04/12/2010	500 000	28,860 04	32,312 57		-3,452 53	-3,452 53	-3,452 53
			1,000 000	57,720 07	82,438 52		-24,718 45	-24,718 45	-24,718 45
VMware Inc Cl A	08/30/2010	11/01/2010	300 000	22,901 66	23,858 95				-957 29
			1,300 000	80,621 73	106,297 47		-24,718 45	-24,718 45	-25,675 74

Realized Gains and Losses

Fiscal Year Ending 12/31/2010

P L Dodge Foundation, Inc   Acct # 64639053

Realized Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Qualified 5 Year Gains	Long Term Gains Post-5/5	Total Long Gains	Total Gains
Vulcan Materials Company	03/27/2000	04/12/2010	500 000	24,610 10	22,305 53		2,304 57	2,304 57	2,304 57
Vulcan Materials Company	09/03/2008	04/12/2010	500 000	24,610 11	38,917 20		-14,307 09	-14,307 09	-14,307.09
			1,000 000	49,220 21	61,222 73		-12,002 52	-12,002 52	-12,002 52
Windstream Communications Corp.	01/22/2007	05/03/2010	500 000	5,560 95	7,329 96		-1,769 01	-1,769 01	-1,769 01
Windstream Communications Corp	01/22/2007	09/29/2010	1,500 000	18,665 73	21,989 88		-3,324 15	-3,324 15	-3,324 15
			2,000 000	24,226 68	29,319 84		-5,093 16	-5,093 16	-5,093 16
Qualified 5 Year Gains									
Long Term Gains Post-5/5				918,018 87	992,071 73		-74,052 86		
Total Long Gains				918,018 87	992,071 73			-74,052 86	
Total (Sales)				1,825,881 08	1,598,486 69 1		-74,052 86	-74,052 86	227,394.39
			Ares Capital Corp		44,789 71				
					1,643,276 40				

Description	Pay Date		Total Long Gains	Total Gains
Fairholme Fund	12/16/2010		762 31	762 31
Forward Long/Short Credit Analysis Fd	12/09/2010			147 75
Forward Long/Short Credit Analysis Fd	12/09/2010		71 64	71 64
			71 64	219 39
Permanent Portfolio	12/08/2010		11 22	11 22
T Rowe Price High Yield	12/07/2010			30 83
Total (Distributions)			845 17	1,023 75
Total Gains		-74,052.86	-73,207.69	228,418.14

The information contained herein is believed to be correct but is not guaranteed Income estimates are based on prior 12 months history

FINANCIAL LISTING OF STOCKS AND BONDS

Strategic Wealth Management Advisors, Inc.

Portfolio Report
As of 12/31/2010

P. L. Dodge Foundation, Inc   Acct #. 64639053

Weight	Description	Quantity	Unit Cost	Cost Basis	Current Price	Current Value	Annual Income	Current Yield
Equities								
2 1%	Allied Capital Pfd 6 875% due 2047	1,000	10.311	10,310 96	21 81	21,810 00	1,718.76	7.9%
2.1%	American Capital Agency Corp	750	25 752	19,313.95	28.74	21,555.00	4,200 00	19 5%
0 3%	American Nano Silicon Tech	2,000	2 144	4,288.95	1 75	3,500 00	0 00	0.0%
1.4%	American Superconductor Cp	500	28.751	14,375 33	28.59	14,295 00	0.00	0 0%
0.4%	Apollo Solar Energy	1,000	3 854	3,853 95	3 92	3,920.00	0 00	0 0%
1 8%	Arch-Daniels-Mdlnd Cv Pfd due 6/11	500	37 518	18,758.95	38 83	19,415.00	1,562.50	8 0%
1.1%	Arris Group Inc	1,000	10.839	10,838.95	11.22	11,220 00	0.00	0 0%
1.5%	Arthrocare Corp	500	28 118	14,058 95	31 06	15,530 00	0 00	0 0%
2.4%	Bank Of Amer Pfd Nt 8 2% Perpt	1,000	8 549	8,548 96	25 50	25,500 00	2,050 00	8 0%
1.4%	Bank Of Nova Scotia	250	52.172	13,043 05	57 20	14,300 00	473.72	3 3%
1.7%	Blackrock Global Opptys	1,000	20 289	20,288 95	18 35	18,350.00	2,275 00	12 4%
2.5%	Bristol-Myers Squibb Co	1,000	20 992	20,992 35	26 48	26,480 00	1,280 00	4 8%
1 6%	First Tr Dow Jones Micro Cap	750	20.631	15,473.20	22 15	16,612 50	42 23	0 3%
1 2%	Ford Motor Co 7 5 % due 6/10/43	500	15 957	7,978 42	25 98	12,990 00	937 52	7 2%
2 6%	Formula Sys 1985 LTD GDR	1,500	12 156	18,233 95	18 51	27,765 00	2,205 00	7 9%
3 3%	Foster Wheeler New Ord	1,000	23 248	23,247 90	34 52	34,520.00	0 00	0 0%
1.8%	Gabelli Gbl Gold and Nat Res Incom	1,000	18 779	18,778 95	19.27	19,270 00	1,680.00	8 7%
1 6%	Globe Specialty Metals	1,000	11.054	11,054 25	17.09	17,090 00	600 00	3 5%
1 6%	Guggenheim ETF Insider Sentiment	500	29.018	14,508 95	32.65	16,325 00	100 50	0.6%
3 2%	Hecla Mining Company	3,000	1 476	4,429 23	11 26	33,780 00	0 00	0 0%
2.2%	iShares MSCI Canada Index Fd	750	26 817	20,112.90	31.00	23,250 00	954 08	4 1%
2.4%	Johnson & Johnson	400	61 796	24,718 27	61 85	24,740 00	864 00	3 5%
2 5%	Manitowoc Company Inc	2,000	8 800	17,599 55	13 11	26,220 00	640 00	2 4%
1 8%	Medtronic Inc	500	35 688	17,843 95	37 09	18,545 00	450 09	2 4%
1 1%	Myriad Genetics Inc	500	20 158	10,078 95	22 84	11,420 00	0 00	0 0%
2 2%	Owens Illinois Inc New	750	30 962	23,221 45	30.70	23,025.00	0.00	0 0%

Portfolio Report
As of 12/31/2010

P L. Dodge Foundation, Inc.   Acct #· 64639053

Weight	Description	Quantity	Unit Cost	Cost Basis	Current Price	Current Value	Annual Income	Current Yield
Equities								
1 7%	Petrohawk Energy Corp	1,000	21 959	21,958 95	18 25	18,250 00	0 00	0 0%
1.7%	Pfizer Incorporated	1,000	17 319	17,318.95	17 51	17,510.00	720 00	4.1%
1 5%	Powershs DB Agriculture Fund	500	29.218	14,608 75	32 35	16,175.00	0.00	0.0%
2 4%	Proshares Ultra Technology	400	51 972	20,788 95	63 37	25,348.00	0 00	0.0%
1.7%	Riverbed Technology Inc	500	14.409	7,204 47	35 17	17,585.00	0.00	0.0%
2.4%	Rovi Corporation	400	52 321	20,928.39	62.01	24,804 00	0 00	0.0%
1.6%	Seadrill Ltd	500	33 078	16,538 95	33 92	16,960.00	1,300.00	7 7%
1.8%	Suncor Energy Inc	500	31 918	15,958.95	38.29	19,145 00	199 40	1 0%
1 4%	Tex Pac Land Sub Ctf	400	39.812	15,924.95	36.48	14,592 00	0 00	0 0%
2 0%	Tortoise Energy Capital	750	25.992	19,493 95	27.77	20,827 50	1,200 00	5 8%
1.5%	U.S. Commodity Index Fund	250	50 471	12,617 83	64 50	16,124.75	0 00	0 0%
1 7%	USA Mobility Inc	1,000	16 827	16,827.45	17.77	17,770 00	1,000.00	5 6%
1.1%	Whiting USA Trust I	500	20.218	10,108.95	22 50	11,250 00	1,189 60	10 6%
1 4%	Xilinx Inc	500	26 878	13,438 95	28.98	14,490 00	320.00	2 2%
0 4%	Zarlink Semiconductor	2,000	1 804	3,608 95	1.87	3,738 00	0 00	0 0%
72 0%				613,280.61		755,996 75	27,962 40	3 7%
Mutual Funds								
1 6%	Fairholme Fund	478.536	33.309	15,939 48	35.58	17,026 31	36 03	0 2%
2.3%	Forward Long/Short Credit Analysis F	3,099 249	8.422	26,100 38	7 96	24,670 02	1,320 25	5.4%
2.6%	Marketfield Fd	2,002 439	12 510	25,050 66	13 52	27,072 98	4 20	0 0%
1.6%	Permanent Portfolio	376 846	40 122	15,119 73	45.81	17,263 32	109 29	0 6%
2.1%	Pimco Fund'l Advantage Total Rtn	5,000	4 800	24,000 00	4.38	21,900 00	2,950 00	13 5%
2.0%	T Rowe Price High Yield	3,083 47	6 486	20,000 00	6.78	20,905 93	2,366 64	11 3%
12 3%				126,210 25		128,838 56	6,786 40	5 3%
User-Defined								
1 7%	Annaly Capital Mgmt, Inc	1,000	17 363	17,363 36	17.92	17,920 00	2,720 00	15 2%
1 5%	Getty Realty Corp (REIT)	500	28 428	14,213 95	31 28	15,640 00	960 00	6 1%

Portfolio Report
As of 12/31/2010

P. L. Dodge Foundation, Inc Acct #· 64639053

Weight	Description	Quantity	Unit Cost	Cost Basis	Current Price	Current Value	Annual Income	Current Yield
User-Defined								
2.0%	iShares Barclays Treas Inflation Prote	200	106.705	21,340 95	107.52	21,504 00	630 36	2.9%
5 2%				52,918 26		55,064 00	4,310.36	7 8%
Fixed Income								
4 9%	J P Morgan Chase 02/01/2011 6 75%	50,000	103 241	51,620 50	100 33	50,163 65	3,375 00	6 7%
	Accrued Income					1,406.25		
2 4%	Sinclair Broadcast Group Inc SB Deb 09/15/2012 6 00%	25,000	82.500	20,625 00	99 04	24,760.30	1,500.00	6 1%
	Accrued Income					66.67		
1.1%	Time Warner Inc 01/15/2013 9 125%	10,000	98 290	9,829 00	114 19	11,418 91	912 50	8 0%
	Accrued Income					420 76		
8 4%				82,074.50		88,236 54	5,787 50	6.7%
Cash and Money Funds								
2.1%	Schwab Advisor Cash Reserves MMF			22,548.97		22,548.97	2.25	0 0%
100.0%				897,032.59		1,050,684 82	44,848.92	4 3%

The information contained herein is believed to be correct but is not guaranteed Income estimates are based on prior 12 months history

C[illegible]AGLE ADVISORS, LLC
20[illegible]erican Metro Blvd.
Suite 114
Hamilton, NJ 08619
Bus: 609-631-8231
Member FINRA / SIPC

Brokerage
Account Statement

* 00027035 02 AV 0.460 02 TR 00136 X105PD03 000000

Account Number: H37-001791
Statement Period: 12/01/2010 - 12/31/2010

P L. DODGE FOUNDATION, INC
ATTN STEPHEN C. O'CONNELL JR.
1351 E TENNESSEE ST
TALLAHASSEE FL 32308-5107

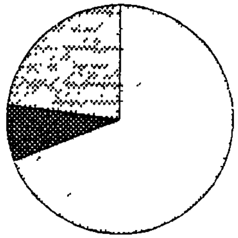
Your Account Executive:

Period Beginning Account Value:
$901,598.59

Period Ending Account Value:
$904,290.22

Asset Allocation

	Prior Year-End	Last Period	This Period	% Allocation	
Cash, Money Funds, and FDIC Deposits	0.00	622,612.27	622,710.33	69%	□
Equities	0.00	74,170.00	77,387.50	8%	■
Mutual Funds	0.00	204,816.32	204,192.39	23%	▨
Account Total (Pie Chart)	**$0.00**	**$901,598.59**	**$904,290.22**	**100%**	



Asset Allocation percentages are rounded to the nearest whole percentage.

Pie Chart allocation excludes all asset classes which net to a liability

[redacted]

Additional Information

	This Period
Securities Bought and Sold	-$2,587 67

Summary of Gains and Losses

	Realized		
	This Period	Year-to-Date	Unrealized
Short-Term Gain/Loss	0 00	0 00	1,197 58
Net Gain/Loss	**0.00**	**0.00**	**1,197.58**

This summary excludes transactions where cost basis information is not available.

Income and Expense Summary

	Current Period		Year-to-Date	
	Taxable	Non Taxable	Taxable	Non Taxable
Dividend Income				
Equities	473 28	0.00	1,927 96	0 00
Money Market	0 56	0 00	2 93	0 00
Total Dividends, Interest, Income and Expenses	**$473.84**	**$0.00**	**$1,930.89**	**$0.00**
Distributions				
Long - Term Capital Gain Distributions	200 17	0 00	200 17	0.00
Short - Term Capital Gain Distributions	2,011 72	0 00	2,011 72	0 00
Total Distributions	**$2,211.89**	**$0.00**	**$2,211.89**	**$0.00**

Money Market Fund Detail

Date	Activity Type	Description	Amount	Balance
Sweep Money Market Fund				
FEDERATED CAPITAL RESERVES				
Account Number 0001828440 Current Yield 0 00% Activity Ending 12/31/10				
12/01/10	Opening Balance		622,612 27	622,612 27
12/13/10	Deposit	MONEY FUND PURCHASE	97 50	622,709.77
12/31/10	Deposit	INCOME REINVEST	0 56	622,710.33
12/31/10	**Closing Balance**			**$622,710.33**
Total All Money Market Funds				**$622,710.33**

Cash Not Yet Received

Security	Record Date	Payable Date	Quantity Held	Rate	Amount of Payment	Dividend Option
Dividends						
ALTRIA GROUP INC COM	12/28/10	01/10/11	500 000	0 380000	190 00	Cash
Total Cash Not Yet Received					**$190.00**	

The above information has been obtained from sources we believe to be reliable. All items are subject to receipt We make no representation as to accuracy or completeness Cash Not Yet Received is not reflected as an asset in your account until it is actually received.

EAGLE ADVISORS, LLC
20[illegible]merican Metro Blvd
Suite 114
Hamilton, NJ 08619
Bus: 609-631-8231
Member FINRA / SIPC

Brokerage
Account Statement

Statement Period: 12/01/2010 - 12/31/2010

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and FDIC Deposits 69.00% of Portfolio									
Money Market									
FEDERATED CAPITAL RESERVES									
622,710.330	12/01/10	0001828440	12/31/10	622,612 27	622,710 33	0.00	2.93	0.00%	0 00%
Total Money Market				**$622,612.27**	**$622,710.33**	**$0.00**	**$2.93**		
Total Cash, Money Funds, and FDIC Deposits				**$622,612.27**	**$622,710.33**	**$0.00**	**$2.93**		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 8.00% of Portfolio								
Common Stocks								
ALTRIA GROUP INC COM			*Security Identifier* MO					
Dividend Option Cash								
300.000	11/22/10	24 6680	7,400 33	24 6200	7,386 00	-14 33	456 00	6 17%
200 000	11/22/10	24 6530	4,930 60	24 6200	4,924 00	-6 60	304 00	6 17%
500.000	**Total**		**$12,330.93**		**$12,310.00**	**-$20.93**	**$760.00**	
CENTERPOINT ENERGY INC COM			*Security Identifier* CNP					
Dividend Option: Cash								
500 000	10/25/10	16 5060	8,253 05	15.7200	7,860 00	-393 05	390 00	4 96%
ENTERGY CORP			*Security Identifier* ETR					
Dividend Option: Cash								
250 000	11/22/10	72 9640	18,241 03	70 8300	17,707 50	-533 53	830 00	4.68%
NOKIA CORP SPONSORED ADR			*Security Identifier* NOK					
Dividend Option. Cash								
200.000	10/25/10	11 1460	2,229 22	10 3200	2,064 00	-165 22	70 20	3 40%
300.000	10/25/10	11 1230	3,336 90	10 3200	3,096 00	-240 90	105.30	3 40%
200 000	11/22/10	10 0310	2,006 22	10 3200	2,064 00	57 78	70 20	3 40%
300 000	11/22/10	10 0080	3,002 40	10 3200	3,096 00	93 60	105 30	3 40%
1,000.000	**Total**		**$10,574.74**		**$10,320.00**	**-$254.74**	**$351.00**	
RPM INTL INC			*Security Identifier* RPM					
Dividend Option Cash								
100 000	11/22/10	20 8580	2,085 80	22 1000	2,210.00	124 20	84 00	3 80%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
RPM INTL INC *(continued)*								
100 000	11/22/10	20 8180	2,081 80	22 1000	2,210 00	128 20	84 00	3 80%
100 000	11/22/10	20 8180	2,081 80	22 1000	2,210 00	128 20	84 00	3 80%
200 000	11/22/10	20 8160	4,163 22	22 1000	4,420 00	256 78	168 00	3 80%
500.000	**Total**		**$10,412.62**		**$11,050.00**	**$637.38**	**$420.00**	
TELECOM CORP OF NEW ZEALAND LTD SPONSORED ADR_EACH REP 8 ORD SHRS NZ Dividend Option Cash			*Security Identifier* NZT					
200 000	11/22/10	8 4410	1,688 22	8 4000	1,680 00	-8 22	123 34	7 34%
100 000	11/22/10	8 4180	841 80	8 4000	840.00	-1.80	61 67	7.34%
100 000	11/22/10	8 4180	841 80	8 4000	840.00	-1 80	61 67	7.34%
100 000	11/22/10	8 4180	841 80	8 4000	840 00	-1 80	61.67	7 34%
500.000	**Total**		**$4,213.62**		**$4,200.00**	**-$13.62**	**$308.35**	
WINDSTREAM CORP COM Dividend Option. Cash			*Security Identifier* WIN					
30 000	09/30/10	12 4760	374 27	13 9400	418 20	43.93	30 00	7 17%
200.000	09/30/10	12 3090	2,461 80	13 9400	2,788 00	326 20	200 00	7 17%
200 000	09/30/10	12 3090	2,461 80	13 9400	2,788 00	326 20	200 00	7 17%
570 000	09/30/10	12 3090	7,016 13	13 9400	7,945.80	929 67	570.00	7 17%
1,000.000	**Total**		**$12,314.00**		**$13,940.00**	**$1,626.00**	**$1,000.00**	
Total Common Stocks			**$76,339.99**		**$77,387.50**	**$1,047.51**	**$4,059.35**	
Total Equities			**$76,339.99**		**$77,387.50**	**$1,047.51**	**$4,059.35**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 23.00% of Portfolio								
Mutual Funds								
AMERICAN CENTURY SHORT DURATION FUND INVESTOR CLASS Open End Fund Dividend Option. Reinvest; Capital Gains Option· Reinvest			*Security Identifier* ACSNX					
2,378 687	07/13/10	10 5100	25,000 00	10 5300	25,047 57	47 57	507 91	2 02%
19 300	Reinvestments to Date	10 5780	204 16	10 5300	203 23	-0.93	4 12	2 02%
2,397.987	**Total**		**$25,204.16**		**$25,250.80**	**$46.64**	**$512.03**	

[illegible]AGLE ADVISORS, LLC
20[illegible]erican Metro Blvd.
Suite 114
Hamilton, NJ 08619
Bus: 609-631-8231
Member FINRA / SIPC

Brokerage
Account Statement

Statement Period: 12/01/2010 - 12/31/2010

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
AMERICAN CENTURY SHORT-TERM GOVERNMENT FUND Open-End-Fund Dividend Option: Reinvest, Capital Gains Option. Reinvest			*Security Identifier:* TWUSX					
2,551 020	07/13/10	9.8000	25,000 00	9 7600	24,897.96	-102.04	259 17	1 04%
22 374	Reinvestments to Date	9.7950	219.16	9.7600	218 37	-0 79	2 27	1.04%
2,573.394	**Total**		**$25,219.16**		**$25,116.33**	**-$102.83**	**$261.44**	
BLACKROCK GNMA PORTFOLIO CLASS A Open-End Fund Dividend Option. Reinvest; Capital Gains Option. Reinvest			*Security Identifier* BGPAX					
2,376.426	07/13/10	10 5200	25,000 00	10 1900	24,215 78	-784 22	675.29	2.78%
107.645	Reinvestments to Date	10.2590	1,104.28	10.1900	1,096 90	-7.38	30 59	2.78%
2,484.071	**Total**		**$26,104.28**		**$25,312.68**	**-$791.60**	**$705.88**	
BLACKROCK MULTI SECTOR BOND PORTFOLIO FUND-CLASS A Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			*Security Identifier* BMSAX					
2,443.793	07/13/10	10.2300	25,000 00	10.2700	25,097 75	97.75	540.08	2.15%
61 516	Reinvestments to Date	10 3550	636 99	10 2700	631.77	-5 22	13 60	2 15%
2,505.309	**Total**		**$25,636.99**		**$25,729.52**	**$92.53**	**$553.68**	
BLACKROCK STRATEGIC INCOME OPPT PORTFOLIO FUND CL A Open End Fund Dividend Option. Reinvest; Capital Gains Option: Reinvest			*Security Identifier.* BASIX					
2,556 237	07/13/10	9 7800	25,000 00	9 9600	25,460.12	460 12	1,212 26	4 76%
76.699	Reinvestments to Date	10 0310	769 35	9 9600	763 92	-5 43	36 37	4 76%
2,632.936	**Total**		**$25,769.35**		**$26,224.04**	**$454.69**	**$1,248.63**	
CALVERT SHORT-TERM GOVERNMENT FUND CLASS A Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			*Security Identifier* CTGAX					
474.563	07/13/10	52 6800	25,000.00	52 5000	24,914.56	-85.44	294 87	1.18%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
CALVERT SHORT-TERM GOVERNMENT FUND *(continued)*								
7.091	Reinvestments to Date	52 7330	373 93	52 5000	372 28	-1 65	4 41	1 18%
481.654	**Total**		**$25,373.93**		**$25,286.84**	**-$87.09**	**$299.28**	
CALVERT SHORT DURATION INCOME FUND CLASS A Open End Fund Dividend Option Reinvest, Capital Gains Option Reinvest			*Security Identifier* CSDAX					
1,519 757	07/13/10	16 4500	25,000 00	16 4100	24,939 21	-60 79	579 12	2 32%
28 881	Reinvestments to Date	16 5210	477 14	16 4100	473 94	-3.20	11 01	2.32%
1,548.638	**Total**		**$25,477.14**		**$25,413.15**	**-$63.99**	**$590.13**	
JP MORGAN LIMITED DURATION BOND FUND CLASS A Open End Fund Dividend Option Reinvest, Capital Gains Option Reinvest			*Security Identifier* ONUAX					
2,726 281	07/13/10	9 1700	25,000 00	9 3900	25,599 78	599 78	602 50	2 35%
27 609	Reinvestments to Date	9 3200	257 31	9 3900	259 25	1 94	6 10	2 35%
2,753.890	**Total**		**$25,257.31**		**$25,859.03**	**$601.72**	**$608.60**	
Total Mutual Funds			**$204,042.32**		**$204,192.39**	**$150.07**	**$4,779.67**	
Total Mutual Funds			**$204,042.32**		**$204,192.39**	**$150.07**	**$4,779.67**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$903,092.64**	**$904,290.22**	**$1,197.58**	**$0.00**	**$8,841.95**

Disclosures and Other Information

Pricing - Securities prices may vary from actual liquidation value. Prices shown should only be used as a general guide to portfolio value Prices are received from various pricing services However, pricing services are sometimes unable to provide timely information. Where pricing sources are not readily available, particularly on certain debt securities, estimated prices may be generated by a matrix system taking various factors into consideration. The pricing of listed options takes into account the last closing price, as well as the current bid and offer prices. Where securities have not been priced, such securities have not been included in the Asset Allocation information at the beginning of this statement.

The Estimated Price as of Date only appears when the price date does not equal the statement date.

Reinvestment - The dollar amount of Mutual Fund distributions, Money Market Fund dividend income, Bank Deposit interest income, or dividends for other securities shown on your Statement may have been reinvested. You will not receive confirmation of these reinvestments However, information pertaining to these transactions which would otherwise appear on confirmations, including the time of execution and the name of the person from whom your security was purchased, will be furnished to you upon written request to your introducing firm In dividend reinvestment transactions, Pershing acts as your agent and receives payment for order flow, the source and nature of which payment will be furnished to you upon written request to your introducing firm.

Option Disclosure - Information with respect to commissions and other charges incurred in connection with the execution of option transactions has been included in confirmations previously furnished to you. A summary of this information is available to you promptly upon your written request directed to your introducing firm In order to assist your introducing firm in maintaining current background and financial

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☑
- 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	Name of exempt organization P. L. DODGE FOUNDATION	**Employer identification number** 59-1032805
File by the due date for filing your return See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1351 E. TENNESSEE STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. TALLAHASSEE, FL 32308	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ STEPHEN O'CONNELL, JR CPA/TREASURER

Telephone No. ▶ 850-878-8780 FAX No. ▶ 850-878-8573

- 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 11 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	$ 1000
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	$ 8114
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	$

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

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

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

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

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

Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization	**Employer identification number**
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of ▶

Telephone No. ▶ FAX No. ▶

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

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

4 I request an additional 3-month extension of time until ______ , 20 ___ .

5 For calendar year ___ , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

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

7 State in detail why you need the extension

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

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 ▶ TREASURER Date ▶ 5/10/11