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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

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

G Check all that apply:

 Initial return Final return Address change Initial Return of a former public charity Amended return Name changeH Check type of organization. Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

J Accounting method

 Cash Accrual Other (specify)

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

► \$ 40,594,630.

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 instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc, received (att sch)	0.			
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	816,402.	816,402.		
	5a Gross rents				
	b Net rental income or (loss)				
	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)		1,428,453.		
	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)				
	12 Total. Add lines 1 through 11	816,402.	2,244,855.		
	13 Compensation of officers, directors, trustees, etc	134,084.			134,084.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	3,553.			3,553.
	b Accounting fees (attach sch) L-16b Stmt	15,660.	15,660.		
	c Other prof fees (attach sch) L-16c Stmt	271,517.	271,517.		
	17 Interest OPEN				
	18 Taxes (attach schedule) See Line 18 Stmt	61,879.	8,686.		15,248.
	19 Depreciation (attach sch) and depletion L-19 Stmt	15,055.	1,881.	13,174.	
	20 Occupancy	181,104.	42,151.		138,953.
	21 Travel, conferences, and meetings	56,042.			56,042.
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	44,001.	20,277.		23,724.
	24 Total operating and administrative expenses. Add lines 13 through 23	782,895.	360,172.	13,174.	371,604.
	25 Contributions, gifts, grants paid	1,268,770.			1,268,770.
	26 Total expenses and disbursements. Add lines 24 and 25	2,051,665.	360,172.	13,174.	1,640,374.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,235,263.			
	b Net investment income (if negative, enter -0-)		1,884,683.		
	c Adjusted net income (if negative, enter -0-)			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		238,301.	5,368.	5,368.
	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 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	2,444,532.	2,254,564.	2,254,564.
	b Investments – corporate stock (attach schedule)	L-10b Stmt	30,939,523.	33,135,502.	33,135,502.
	c Investments – corporate bonds (attach schedule)	L-10c Stmt	2,120,291.	2,675,228.	2,675,228.
	11 Investments – land, buildings, and equipment: basis				
	Less. accumulated depreciation (attach schedule)				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)	L-13 Stmt	1,360,091.	1,768,855.	1,768,855.
	14 Land, buildings, and equipment basis	L-14 Stmt	744,630.		
	Less: accumulated depreciation (attach schedule)		555,385.	186,089.	189,245.
	15 Other assets (describe)	L-15 Stmt		565,868.	565,868.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		37,854,695.	40,594,630.	40,594,630.
LIABILITIES	17 Accounts payable and accrued expenses		35,245.	33,216.	
	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)		0.		
	23 Total liabilities (add lines 17 through 22)		35,245.	33,216.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input checked="" type="checkbox"/>		
	24 Unrestricted		37,282,450.	40,024,414.	
	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.		<input type="checkbox"/>		
	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 instructions)		37,819,450.	40,561,414.	
	31 Total liabilities and net assets/fund balances (see instructions)		37,854,695.	40,594,630.	

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	37,819,450.
2 Enter amount from Part I, line 27a	2	-1,235,263.
3 Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	4,512,227.
4 Add lines 1, 2, and 3	4	41,096,414.
5 Decreases not included in line 2 (itemize) ▶ GRANTS PAYABLE	5	535,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	40,561,414.

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)
1 a SEE STATEMENT FROM BECK MACK & OLIVER LLC			P	01/01/08	12/31/12
b SEE STATEMENT FROM GILLESPIE, ROBINSON & GRIMM, INC			P	01/01/08	12/31/12
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	3,275,244.		2,651,878.	623,366.	
b	5,076,262.		4,271,175.	805,087.	
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
a				623,366.	
b				805,087.	
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	1,428,453.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

 Yes No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011	1,739,587.	38,363,200.	0.045345
2010	1,506,190.	35,677,490.	0.042217
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

- 2 Total of line 1, column (d) 2 0.267637
- 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 0.053527
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 4 37,310,047.
- 5 Multiply line 4 by line 3 5 1,997,095.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 18,847.
- 7 Add lines 5 and 6 7 2,015,942.
- 8 Enter qualifying distributions from Part XII, line 4 8 1,840,374.

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

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

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 instrs)		
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	37,694.
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	37,694.
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	37,694.
6 Credits/Payments:		
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	51,139.
b Exempt foreign organizations – tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	51,139.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	251.
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	13,194.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ► 13,194. Refunded	11	

Part VII-A Statements Regarding Activities

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?

	Yes	No
1a		X

	1b	X
--	----	---

	1c	X
--	----	---

	2	X
--	---	---

	3	X
--	---	---

	4a	X
--	----	---

	4b	
--	----	--

	5	X
--	---	---

	6	X
--	---	---

	7	X
--	---	---

	8b	X
--	----	---

	9	X
--	---	---

	10	X
--	----	---

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

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see 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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

Part VII-A | Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address . . . ► http://www.chdodgefoundation.org/	13	X	
14	The books are in care of ► CLEVELAND H. DODGE FOUNDATION, INC. Telephone no. ► (212) 972-2800 Located at ► 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK NY ZIP + 4 ► 10170			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►	16	Yes	No

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 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 2012? ► <input type="checkbox"/>	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement— see instructions.) ► <input type="checkbox"/>	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. ► 20 __ , 20 __ , 20 __ , 20 __		
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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) ► <input type="checkbox"/>	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ► <input type="checkbox"/>	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 2012? ► <input type="checkbox"/>	4 b	X

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

5 a 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
 Yes No

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

(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)?

5 b

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)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6 b

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

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

7 b

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

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	134,084.	0.	0.
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----
-----	-----	-----	-----	-----

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

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

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

>

None

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	126,142.
GILLESPIE ROBINSON & COMPANY 80 FIELDPORT ROAD GREENWICH, CT 06836	INVESTMENT SERVICE	122,052.
-----	-----	-----
-----	-----	-----
-----	-----	-----
-----	-----	-----
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

3	-----	-----
Total. Add lines 1 through 3.		

BAA

Form 990-PF (2012)

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	36,784,819.
b Average of monthly cash balances	1b	339,865.
c Fair market value of all other assets (see instructions)	1c	753,536.
d Total (add lines 1a, b, and c)	1d	37,878,220.
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	37,878,220.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	568,173.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,310,047.
6 Minimum investment return. Enter 5% of line 5	6	1,865,502.

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	1,865,502.
2a Tax on investment income for 2012 from Part VI, line 5	2a	37,694.
b Income tax for 2012. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	37,694.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,827,808.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,827,808.
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	1,827,808.

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	1,640,374.
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	200,000.
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,840,374.
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	1,840,374.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,827,808.
2 Undistributed income, if any, as of the end of 2012:			0.	
a Enter amount for 2011 only				
b Total for prior years: 20 ____ , 20 ____ , 20 ____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,074,111.			
b From 2008	2,193,167.			
c From 2009	1,129,728.			
d From 2010	0.			
e From 2011	0.			
f Total of lines 3a through e	4,397,006.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 1,840,374.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				1,827,808.
e Remaining amount distributed out of corpus	12,566.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	4,409,572.			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions)	1,074,111.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,335,461.			
10 Analysis of line 9.				
a Excess from 2008	2,193,167.			
b Excess from 2009	1,129,728.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	12,566.			

BAA

Form 990-PF (2012)

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

N/A

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►				
b	Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)				
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
b	85% of line 2a				
c	Qualifying distributions from Part XII, line 4 for each year listed				
d	Amounts included in line 2c not used directly for active conduct of exempt activities				
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3	Complete 3a, b, or c for the alternative test relied upon				
a	'Assets' alternative test—enter				
(1)	Value of all assets				
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)				
b	'Endowment' alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c	'Support' alternative test—enter:				
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3)	Largest amount of support from an exempt organization				
(4)	Gross investment income				

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

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

NONE

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

NONE

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

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

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

See Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE ATTACHED SEE ATTACHED SEE ATTACHED	NY 10001	NONE	PUBLIC	SEE ATTACHED
				1,268,770.
Total				► 3a 1,268,770.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) 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	816,402.
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					
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)				816,402.	
13 Total. Add line 12, columns (b), (d), and (e)				816,402.	

(See worksheet in line 13 instructions to verify calculations)

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

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

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
<u>Payroll Taxes</u>	15,248.			15,248.
<u>Federal Excise Tax</u>	37,945.			
<u>FOREIGN TAX</u>	7,686.	7,686.		
<u>STATE TAX</u>	750.	750.		
<u>OTHER</u>	250.	250.		
 Total	 <u>61,879.</u>	 <u>8,686.</u>		 <u>15,248.</u>

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
<u>INSURANCE</u>	33,520.	20,277.		13,243.
<u>OFFICE AND STORAGE</u>	10,481.			10,481.
 Total	 <u>44,001.</u>	 <u>20,277.</u>		 <u>23,724.</u>

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Levin & Glasser, P C	Review of lease	3,553.			3,553.
Total		<u>3,553.</u>			<u>3,553.</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	15,660.	15,660.		
Total		<u>15,660.</u>	<u>15,660.</u>		

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	136,787.	136,787.		
GILLESPIE ROBINSON &	INVESTMENT SERVICES	134,730.	134,730.		
Total		<u>271,517.</u>	<u>271,517.</u>		

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	2259	SL	10.00	313		313
COMPUTER	06/01/05	925	925	SL	5.00	0		
GRAYBAR FITUP 2008	01/01/08	22880	16016	SL	5.00	4576		4576
FURNITURE 2008	04/30/08	11331	5666	SL	7.00	1619		1619
PHONE SYSTEM	03/15/08	2601	1820	SL	5.00	521		521
GRAYBAR IMPR 2008	04/01/08	7809	5467	SL	5.00	1561		1561
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	738	SL	10.00	39		39
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		
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	5250	SL	20.00	300	300	
BUILDING IMPROVEMENT	07/01/96	3524	2672	SL	20.00	176	176	
BUILDING IMPROVE 670	07/01/06	15020	2623	SL	31.50	477	477	
LAND	01/01/83	85000	0	N/A	0.00	0		
LAND IMPROVEMENTS	01/01/92	3950	3950	150DB	15.00	0		
COLLECTION-1986	01/01/87	106345	106345	SL	25.00	0		
COLLECTION-2000	01/01/00	14600	6716	SL	25.00	584		584
COLLECTION-2000	01/01/00	1500	690	SL	25.00	60		60
RESTORATION 2001	07/01/01	12697	5079	SL	25.00	508		508
ANTIQUES & ART	01/01/01	7550	3171	SL	25.00	302		302
ART APPRAISAL ADJ	01/01/01	43893	17558	SL	25.00	1756		1756
COUCH	05/18/08	1669	834	SL	7.00	239		239
COMPUTER	03/12/09	1230	876	200DB	5.00	142		142
WATER MAIN	05/29/09	4400	420	SL	27.50	160	160	
FLOORS	09/14/09	6000	500	SL	27.50	218	218	
HOT WATER HEATER	09/02/09	1635	135	SL	27.50	60	60	
ROOF	09/14/09	4200	351	SL	27.50	153	153	
ASBESTOS REMOVAL	12/07/09	7840	582	SL	27.50	285	285	
HOT WATER HEATER	11/30/12	11535		SL	27.50	52	52	
COPIER	02/28/12	6677		200DB	7.00	954		954

Total

15055 1881 13174

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
<u>US AND STATE GOVERNMENT OBLIGATIONS</u>			<u>2,254,564.</u>	<u>2,254,564.</u>
Total			<u>2,254,564.</u>	<u>2,254,564.</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
<u>CORPORATE STOCK</u>	<u>33,135,502.</u>	<u>33,135,502.</u>
Total	<u>33,135,502.</u>	<u>33,135,502.</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
<u>CORPORATE BONDS</u>	<u>2,675,228.</u>	<u>2,675,228.</u>
Total	<u>2,675,228.</u>	<u>2,675,228.</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
<u>MUTUAL FUND</u>	<u>147,141.</u>	<u>147,141.</u>
<u>MONEY MARKET FUND AND CASH</u>	<u>1,621,714.</u>	<u>1,621,714.</u>
Total	<u>1,768,855.</u>	<u>1,768,855.</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
<u>LAND</u>	<u>85,000.</u>	<u>0.</u>	<u>85,000.</u>
<u>LAND IMPROVEMENT</u>	<u>3,950.</u>	<u>3,950.</u>	<u>0.</u>
<u>BUILDING & IMPROVEMENT</u>	<u>376,266.</u>	<u>330,526.</u>	<u>45,740.</u>
<u>FURNITURE & EQUIPMENT</u>	<u>62,141.</u>	<u>50,520.</u>	<u>11,621.</u>
<u>OFFICE ARTWORK</u>	<u>186,585.</u>	<u>142,769.</u>	<u>43,816.</u>
<u>LEXINGTON AVENUE IMPROVEMENTS</u>	<u>30,688.</u>	<u>27,620.</u>	<u>3,068.</u>
 Total	<u>744,630.</u>	<u>555,385.</u>	<u>189,245.</u>

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

Other Assets Stmt

Line 15 - Other Assets:	Beginning	End of Year	
	Year Book Value	Book Value	Fair Market Value
ARTWORK AND SCULPTURE	537,000.	537,000.	537,000.
SECURITY DEPOSIT	28,868.	28,868.	28,868.
Total	<u>565,868.</u>	<u>565,868.</u>	<u>565,868.</u>

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

Other Increases Stmt

<u>UNREALIZED GAIN ON INVESTMENTS</u>	<u>3,083,774.</u>
<u>REALIZED GAIN ON INVESTMENTS</u>	<u>1,428,453.</u>
Total	<u>4,512,227.</u>

**GILLESPIE,
ROBINSON &
GRIMM, INC.**

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2012 through 12/31/2012

Sales	Date	Quantity	Description	Price	Cost	Sale Proceeds	Realized Gain/Loss
	01/05/2012	5,600	TARGET CORP	48.472	195,766.13	271,099.18	75,333.05
	01/12/2012	700	CVS/CAREMARK CORP	42.000	21,978.18	29,357.43	7,379.25
	01/12/2012	1,200	YUMI BRANDS, INC.	60.959	53,698.19	73,076.91	19,378.72
	01/24/2012	5,600	TARGET CORP	50.035	170,618.00	279,855.18	109,237.18
	01/26/2012	500	AMPHENOL	54.768	22,727.70	27,353.62	4,625.92
	01/26/2012	3,000	BROADCOM CORP.	35.513	125,715.60	106,358.15	-19,357.45
	01/30/2012	1,400	DONALDSON COMPANY INC.	35.636	31,187.50	49,848.95	18,679.45
	01/30/2012	1,400	NIKE INC - CL B	51.135	62,963.74	71,545.97	8,582.23
	03/09/2012	7,000	BROADCOM CORP.	35.980	259,700.20	251,435.46	-8,264.74
	04/24/2012	1,000	AMPHENOL	57.041	45,455.40	58,979.92	11,524.52
	04/24/2012	800	YUMI BRANDS, INC.	73.218	32,834.98	58,526.12	25,691.16
	05/04/2012	7,200	AIR PRODUCTS & CHEMICALS INC.	85.726	475,343.35	816,777.77	141,434.42
	05/23/2012	4,500	YUMI BRANDS, INC.	70.001	151,943.70	314,726.09	162,782.38
	06/14/2012	5,500	ACCENTURE LTD - CL A	57.829	238,616.02	317,724.02	79,108.00
	07/10/2012	1,000	CVS/CAREMARK CORP	47.382	31,397.40	47,320.73	15,923.33
	07/10/2012	1,000	COCA-COLA	38.975	34,178.50	38,944.12	4,765.62
	07/10/2012	1,000	STATE STREET CORP	43.313	47,240.80	43,252.12	-3,988.68
	07/10/2012	350	VISA INC	122.652	29,575.04	42,906.40	13,331.36
	07/10/2012	1,000	WELLS FARGO COMPANY	33.161	33,839.00	33,100.15	-738.85
	07/26/2012	0	ENGILTY HOLDINGS INC.	17.100	5.47	5.69	0.22
	07/30/2012	1,200	AMPHENOL	59.560	58,318.53	71,398.39	13,079.86

**GILLESPIE,
ROBINSON &
GRIMM, INC.**

CLEVELAND H. DODGE FOUNDATION, INC.
437000

**TRANSACTION SUMMARY
1/1/2012 through 12/31/2012**

Date	Quantity	Description	Price	Cost	Sale Proceeds	Realized Gain/Loss
08/29/2012	883	ENGLITY HOLDINGS INC.	18.069	12,399.91	15,901.23	3,501.32
09/18/2012	6,800	BOEING CO	69.808	460,235.73	474,275.08	14,039.35
09/24/2012	2,000	NIKE INC - CL B	47.762	88,887.01	95,461.46	6,574.45
11/08/2012	3,000	AMPHENOL	60.500	132,729.10	181,315.93	48,586.83
11/08/2012	7,500	GENERAL DYNAMICS CORPORATION	65.847	466,212.64	493,394.43	27,181.79
11/08/2012	800	VISA INC	142.638	67,205.17	114,059.52	46,854.35
12/13/2012	100	GOOGLE INC	705.582	58,896.00	70,550.59	11,654.59
	** TOTALS **		3,409,648.97		4,246,548.61	836,899.64
Securities Called						
08/29/2012	100,000	AT&T INC(4.95 - 01/15/13)	102.462	103,024.00	102,461.70	-562.30
08/17/2012	73,000	CONOCOPHILLIPS(4.75 - 02/01/14)	105.824	75,708.30	77,251.88	1,543.58
	** TOTALS **			178,732.30	179,713.58	981.28
Maturities						
02/15/2012	250,000	U S TREASURY NOTES(4.88 - 02/15/12)	100.000	259,675.78	250,000.00	-9,675.78
03/01/2012	100,000	DISNEY CO (6.38 - 03/01/12)	100.000	108,501.00	100,000.00	-8,501.00
05/15/2012	100,000	BERKSHIRE HATHAWAY(4.75 - 05/15/12)	100.000	104,738.00	100,000.00	-4,738.00
06/01/2012	100,000	KRAFT FOODS INC(6.25 - 06/01/12)	100.000	105,839.00	100,000.00	-5,839.00
07/02/2012	100,000	DOMINION RESOURCES(6.25 - 06/30/12)	100.000	104,040.00	100,000.00	-4,040.00
	** TOTALS **			682,793.78	650,000.00	-32,793.78

Totals

4271175

5076262

805087

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

Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss
02-24-12	200,000.000	FNMA PASS-THRU - MULTI STEP CPN 1.125% 1.125% Due 08-24-16	200,000.00	200,000.00	0.00
04-30-12	1,000.00	ROPER INDs INC NEW	12,187.75	101,734.51	89,546.76
06-11-12	4,000.00	PHILLIPS 66 COM	123,771.55	131,825.84	8,054.29
06-27-12	1,000.00	MERCK & CO INC	35,118.68	40,514.09	5,395.41
06-27-12	1,000.00	BAXTER INTL INC	26,235.16	52,045.93	25,810.77
06-27-12	1,000.00	ROPER INDs INC NEW	12,187.75	96,123.45	83,935.70
06-27-12	500.00	LAB.CP OF AMER HLDGS.	14,845.69	44,675.65	29,829.96
06-27-12	1,000.00	MOLEX INC CL A N/V	21,046.30	19,816.56	-1,229.74
06-28-12	9,560.00	METABOLIX, INC	106,653.86	17,459.03	-89,194.83
06-29-12	12,240.00	METABOLIX, INC	136,552.64	22,197.95	-114,354.69
08-01-12	400,000	FORD MOTOR CREDIT CO LLC 7.500% Due 08-01-12	409,500.00	400,000.00	-9,500.00
12-03-12	4,000.00	AXIS CAP.HOLDGS.LTD.	107,688.32	143,907.97	36,219.65
12-03-12	2,000.00	BAXTER INTL INC	52,470.33	131,737.64	79,267.31
12-03-12	1,200.00	ROPER INDs INC NEW	14,625.30	132,124.71	117,499.41
12-06-12	200,000	FORD MOTOR CREDIT CO LLC 8.700% Due 10-01-14	218,000.00	224,154.00	6,154.00
12-06-12	4,100.00	ENCANA CORP	93,977.98	88,465.35	-5,512.63
12-06-12	9,900.00	ENCANA CORP	226,922.45	212,886.80	-14,035.65
12-07-12	14,500.00	ENCANA CORP	332,361.16	308,416.78	-23,944.38
12-11-12	9,800.00	GREEN MOUNTAIN COFFEE ROASTERS, INC	218,421.42	386,636.60	168,215.18
12-19-12	11,200.00	PLAINS EXPLORATION & PRODUCT	289,311.68	520,520.65	231,208.97
TOTAL GAINS				881,137.40	
TOTAL LOSSES				-257,771.93	
			2,651,878.04	3,275,243.51	623,365.47

Whereas the realized gains and losses report has been compiled with care, we cannot assume responsibility for any errors or omissions.

Cleveland H. Dodge Foundation, Inc.
Board of Directors 2012-2013

Margaret O. Barber
Louis E. Black
Bayard Dodge
Robert Garrett
Bolling W. Haxall, Jr.
Alfred H. Howell, Jr.
Catherine O. Kerr
Christopher M. Mole
Sally Dodge Mole
Bayard D. Rea
William D. Rueckert
Ingrid R. Warren
Peter K. Weidlein

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	\$ 150,000.00	Scholarship program
Wildlife Conservation Society	\$ 50,000.00	Capital Campaign
Total amount	<u>\$ 200,000.00</u>	

Year	Distributable Amount	Cash Payments Made
2011	\$ 1,871,294	\$ 1,514,587
2010	1,765,913	1,356,190
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
Totals	<u>\$ 14,295,253</u>	<u>\$ 11,984,470</u>

Form 990-PF, Page 10, Part XV, Line 2
Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs

Name PHYLLIS CRISCUOLI
Address 670 WEST 247TH STREET
City, St, Zip, Phone BRONX NY 10471 (718) 543-1220
E-mail _____

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 _____
E-mail _____

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.
2012 Statement of Grants

A. Annual Grants

Major Annual Grants

American University of Beirut, Beirut, Lebanon	25,000
Near East Foundation, Syracuse, New York	15,000
	\$ 40,000

B. Regular Annual Grants

American Museum of Natural History, New York, N. Y.	5,000
American Red Cross in Greater New York, New York, N. Y.	5,000
Boy Scouts of America, Greater NY Councils, N. Y.	5,000
Boys' Club of New York, New York, N. Y.	5,000
Central Park Conservancy, New York, N. Y.	3,000
Children's Aid Society, New York, N. Y.	5,000
Children's Storefront, New York, N. Y.	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, 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, N. Y.	3,000
Kips Bay Boys and Girls Club, Inc., Bronx, N. Y.	5,000
New York Botanical Garden, Bronx, N. Y.	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, New York	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, N. Y., N. Y.	<u>5,000</u>
	\$130,000

C. Matching Plan A Grants

African Consultants International, Bradenton, Florida	250
African Wildlife Foundation, Washington, D. C.	2,500
American Farmland Trust, Washington, D. C.	100

American Friends Service Committee, Philadelphia, PA	1,000
Andover Educational Fund, Inc., Andover, ME	1,750
Anera, Washington, D. C.	250
Antique Boat Museum, Clayton, New York	100
Antique Boat Museum, Clayton, New York	250
Antique Boat Museum, Clayton, New York	250
Antique Boat Museum, Clayton, New York	500
Antique Boat Museum, Clayton, New York	1,000
Antique Boat Museum, Clayton, New York	1,000
Artists Repertory Theater, Portland, Oregon	500
Audubon New Mexico, Santa Fe, New Mexico	100
Ausbon Sargent Land Preservation Trust, New London, N. H.	100
Bard College, Annandale-on-Hudson, New York	250
Bard College, Annandale-on-Hudson, New York	250
Bates College, Lewiston, ME	400
Bates College, Lewiston, ME	450
Bement School, Deerfield, MA	250
Bennington Museum, Bennington, VT	100
Bennington Museum, Bennington, VT	250
Big Brothers Big Sisters of Colorado, Denver, CO	250
Bowdoin College, Brunswick, Maine	50
Bowdoin College, Brunswick, Maine	1,500
Bowdoinham Historical Society, Bowdoinham, ME	50
Bozeman Stingrays, Bozeman, Montana	200
Bridgercare, Bozeman, Montana	100
Cabaceras Aid Project, Houston, Texas	50
Calvert School, Baltimore, Maryland	100
Camp AmeriKids, Stamford, CT	100
Canine Partners for Life, Cochranville, PA	500
Carleton College, Northfield, MN	100
Carter Center, Atlanta, Georgia	33
Casper College Foundation, Casper, Wyoming	1,000
Casper Humane Society, Casper, Wyoming	100
Casper Mountain Fire District, Casper, Wyoming	100
Center for Sustainable Agriculture, Burlington, VT	50
Central Park Conservancy, New York, New York	1,250
Central Park Conservancy, New York, New York	1,250
Central Park Conservancy, New York, New York	1,500
Central Park Conservancy, New York, New York	3,125
Chesterfield Presbyterian Church, Chesterfield, MO	2,875
Church of the Redeemer, Baltimore, Maryland	2,500
Clayton Volunteer Fire Dept. Clayton, NY	100
Coastal Mountains Land Trust, Camden, Maine	2,000
Colby College, Waterville, Maine	150
Committee on Temporary Shelter,	200
Community Food Share, Longmont, Colorado	250
Concord Academy, Concord, MA	3,436

Dana Hall School, Wellesley, MA	200
Deerfield Academy, Deerfield, MA	265
Dillard University, New Orleans, Louisiana	500
Doctors without Borders, New York, N. Y.	100
Doctors without Borders, New York, N. Y.	100
Equality State Policy Center, Casper, Wyoming	1,000
Ethel Walker School, Simsbury, CT	125
Ethel Walker School, Simsbury, CT	150
First Cong. Church of Wellfleet, UCC, Wellfleet, MA	600
Four Paws Rescue Team, Merrifield, VA	250
Franklin College, Switzerland, New York, New York	500
Friends of Merrymeeting Bay, Richmond, Maine	100
Friends of Tryon Creek, Portland, Oregon	500
FSW, Inc. Bridgeport, Connecticut	500
Garrison Forest School, Owings Mills, Maryland	250
Global Camps Africa, Reston, VA	1,000
Good Shepherd Mission Development Corp. St. Louis, MO	1,000
Grindstone Isl. United Meth. Church, Clayton, NY	350
Hamilton College,	1,000
Hampshire College, Amherst, MA	200
Hebron Academy, Hebron, Maine	125
Hebron Academy, Hebron, Maine	200
Hebron Academy, Hebron, Maine	250
Helen Keller International, New York, New York	500
Hope Funds for Cancer Research, Newport, Rhode Island	1,500
Hotchkiss School, Lakeville, Connecticut	200
Howe Library Corporation, Hanover, New Hampshire	250
Immanuel Presbyterian Church, McLean, VA	2,500
International House, New York, New York	500
Kearsarge Unitarian Universalist Church, New London, NH	300
Kenyon College, Gambier, Ohio	250
Lakeridge Elementary School, Mercer Island, Washington	399
Landpaths, Santa Rosa, California	1,000
Lehigh University, Bethlehem, PA	500
Lincoln County Historical Association, Wiscasset, Maine	100
Lincoln County Historical Association, Wiscasset, Maine	135
Longfellow Elementary School, Bozeman, Montana	150
Martha Jefferson House, Charlottesville, VA	250
Middlebury College, Middlebury, Vermont	40
Midway Contemporary Art, Minneapolis, MN	550
Minnesota Public Radio, St. Paul, MN	121
Morris Farm Trust, Wiscasset, Maine	100
Mt. Sinai Adolescent Health Center, New York, N. Y.	500
Natrona County Public Library Foundation, Casper, Wyoming	500
Natural Lands Trust, Media, PA	1,000
Natural Resources Defense Council	50
Nature Conservancy, Arlington, VA	300

Nature Conservancy, Keene Valley, NY	1,000
Nature Conservancy, Lander, Wyoming	150
Nature Conservancy, Montpelier, VT	250
Near East Foundation, Syracuse, New York	1,000
Neighborhood Academy, Pittsburgh, PA	500
New England Public Radio, Amherst, N. H.	250
New York Botanical Garden, Bronx, New York	750
Norfield Congregational Church, Weston, CT	1,000
North Country School, Lake Placid, New York	50
OC International, Inc. Colorado Springs, CO	1,200
Orchard Friends School, Riverton, New Jersey	1,000
Oxfam America, Boston, MA	500
Pine Cobble School, Williamstown, MA	200
Pine Cobble School, Williamstown, MA	500
Planned Parenthood of Montana, Missoula, Montana	200
Planned Parenthood of Northern N. E., Burlington, VT	250
Planned Parenthood Federation of America, New York, N. Y.	500
Planned Parenthood Federation of America, New York, N. Y.	500
Platte River Parkway Trust. Casper, Wyoming	1,000
Pomona College, Claremont, California	500
Preservation Trust of Vermont, Inc. Burlington, VT	100
River Hospital Foundation, Alexandria Bay, NY	250
Sacajewa Middle School, Bozeman, Montana	100
Santa Fe Children's Museum, Santa Fe, N. M.	500
Santa Fe Symphony Orchestra, Santa Fe, N. M.	1,000
Santa Rosa Symphony, Santa Rosa, CA	2,106
Sarah Lawrence College, Bronxville, NY	1,000
Save the River, Clayton, New York	100
Save the River, Clayton, New York	100
Save the River, Clayton, New York	100
Save the River, Clayton, New York	1,000
SERC Institute, Winter Harbor, ME	2,000
Solebury School, New Hope, PA	500
Solomon Wright Public Library, Pownal, VT	100
Southern Poverty Law Center, Montgomery, AL	100
Spence-Chapin Services to Families and Children, N. Y.	2,000
St. Christopher's School Foundation, Richmond, VA	75
St. Christopher's School Foundation, Richmond, VA	300
St. Christopher's School Foundation, Richmond, VA	500
St. James Church, New York, N. Y.	2,500
St. John's College, Annapolis, Maryland	75
St. John's Episcopal Church, Wiscasset, Maine	100
St. Paul's School, Concord, NH	500
Summit Assistance Dogs, Anacortes, WA	500
Swarthmore College, Swarthmore, PA	2,500
Textile Museum, Washington, D. C.	200
Thousand Islands Arts Center, Clayton, New York	100

Thousand Islands Arts Center, Clayton, New York	150
Thousand Islands Arts Center, Clayton, New York	250
Thousand Islands Land Trust, Clayton, New York	100
Thousand Islands Land Trust, Clayton, New York	200
Thousand Islands Land Trust, Clayton, New York	250
Thousand Islands Museum, Clayton, New York	100
Thousand Islands Performing Arts Fund, Clayton, New York	100
Thrive, Inc. Bozeman, Montana	100
Tostan, Inc. Washington, D. C.	250
Trinity College, Hartford, CT	2,500
Twelve-Twenty Four Club, Inc. Casper, Wyoming	50
Union of Concerned Scientists, Cambridge, MA	1,000
University of Alaska Foundation, Juneau, AK	250
University of New Hampshire,	500
University of Texas School of Law, Austin, Texas	500
University of VA, Darden School, Charlottesville, VA	500
Upland Country Day School, Kennett Square, PA	200
Upper Valley Hostel, Hanover, N. H.	250
VA Tech Foundation, Inc. Blacksburg, VA	75
Vermont Public Radio, Colchester, VT	150
Vermont Public Television, Colchester, VT	200
Visiting Nurse & Hospice of VT and NH, West Lebanon, NH	250
Wave Hill, Inc. Bronx, New York	500
Wellfleet Conservation Trust, Wellfleet, MA	300
Weston Warm-Up Fund, Weston, CT.	150
Wheaton College, Norton, MA	750
Williams College, Williamstown, MA	1,000
Winsor School, Boston, MA	500
WPBS, Watertown, NY	100
Wyoming Community Foundation, Casper, Wyoming	1,000
Wyoming Symphony Orchestra, Casper, Wyoming	5,000
YMCA of Brandywine Valley, Kennett Square, PA	250
	102,660

D. Matching Plan B Grants

Adirondack Council, Elizabethtown, New York	4,000
Adirondack Museum, Blue Mountain Lake, NY	4,000
AmeriKids, Stamford, CT	4,600
AmeriKids, Stamford, CT	1,400
Antique Boat Museum, Clayton, NY	10,000
Antique Boat Museum, Clayton, NY	2,000
Antique Boat Museum, Clayton, NY	4,000
Audubon Rockies, Fort Collins, CO	20,000
Baltimore Chesapeake Bay Outward Bd. Baltimore, MD	10,280
Baltimore Chesapeake Bay Outward Bd. Baltimore, MD	3,988
Brearley School, New York, N. Y.	2,000

Calvert School, Baltimore, MD	1,000
Cape Cod Repertory Theater, Inc. Brewster, MA	1,000
Central Park Conservancy, New York, N. Y.	5,836
Chatham Orpheum Theater, Chatham, MA	2,000
Chesterfield Presbyterian Church, Chesterfield, MO	20,000
Children's Aid Society, New York, N. Y.	6,000
Coastal Mountains Land Trust, Camden, Maine	10,000
Concord Academy, Concord, MA	19,752
Dartmouth Hitchcock Medical Center, Lebanon, N. H.	2,000
East Harlem Tutorial Program, New York, N. Y.	10,000
Evergreen House Foundation, Baltimore, Maryland	2,082
Fairfield Country Day School, Fairfield, CT.	4,000
Fort Ligonier Association, Ligonier, PA	4,000
Fragment Society, Dedham, MA	1,000
Global Camps Africa, Reston, VA	10,000
Haverhill Public Library, Haverhill, MA	1,000
Health Bridges International, Portland, Oregon	1,000
Hope Funds for Cancer Research, Newport, Rhode Island	1,000
Immanuel Presbyterian Church, McLean, VA	10,000
International College, Beirut, Lebanon, New York, N. Y.	1,000
International House, New York, N. Y.	5,000
John Bartram Association, Philadelphia, PA	1,000
King Badouin Foundation, New York, New York	4,000
Mary Hitchcock Memorial Hospital, Lebanon, N. H.	2,000
McGill University, Montreal, Canada	1,700
Miss Porter's School, Farmington, CT	500
New York Botanical Garden, Bronx, New York	12,000
New York Harbor Foundation, Inc. New York, N. Y.	7,720
Norfield Congregational Church, Weston, CT	500
Orchard Friends School, Riverton, New Jersey	10,000
Parks and People Foundation, Baltimore, Maryland	1,094
PATH, Seattle, Washington	4,000
Penacook Place, Ind. Haverhill, MA	1,000
Princeton University, Class of 1969 Princeton, N. J.	1,600
Princeton University, Princeton, New Jersey	1,096
Sonoma Country Day School, Santa Rosa, CA	13,662
St. Michael's of the Valley Episcopal Church, Ligonier, PA	8,000
St. Peter's Church in the Great Valley, Malvern, PA	2,000
Teachers College, Columbia University, New York, N. Y.	6,000
Thousand Islands Land Trust, Clayton, N. Y.	6,000
Vermont Land Trust, Inc. Montpelier, VT.	2,000
Vermont Natural Resources Council, Montpelier, VT	2,000
Wave Hill, Inc. Bronx, New York	2,000
White Mountain School, Bethlehem, N. H.	10,000
Wyoming Humanities Council, Laramie, Wyoming	1,500
YMCA of Greater New York, N. Y.	2,000

287,310

E. Special Grants

Adirondack Sustainable Communities, Inc. For its IQRA Library and Community Center.	\$ 10,000
American Museum of Natural History, New York, NY For Educational Dept programs.	50,000
American Red Cross in Greater New York, NY For its Disaster Relief efforts due to Hurricane Sandy	100,000
American University of Beirut, Beirut, Lebanon For its David S. Dodge (1922-2009) Arabic Scholars Program.	28,000
Antique Boat Museum, Clayton, New York For its renovation project.	19,000
Boy Scouts of American, Greater New York Councils, NY, NY For its SCOUTREACH programs.	10,000
Covenant House, New York, New York For its Regional Training Center	25,000
Dodge YMCA, Brooklyn, New York In memory of Cleveland E. Dodge, Jr. (1922-2007)	25,000
Fractured Atlas, New York, New York For its Ballet Program	1,000
Good Shepherd Services, New York, NY For its Brooklyn Frontier School	5,000
Helen Keller International, New York, NY For its ChildSight Program	10,000
International House, New York New York For its Paul A. Volcker Fund.	10,000
New York City Department of Parks and Recreation, NY For its Swim for Life program	20,000
New Yorkers for Children, New York, New York For General Support	10,000
Part of the Solution, Bronx, New York For General Support	10,000
Planned Parenthood of New York City, Inc. New York, NY For its Education Programs.	100,000
Teach for America, New York, New York For General Support.	25,000
Wells College, Aurora, New York For its Pauline M. Dodge '16 Scholarship Fund.	25,000
Wildlife Conservation Society, Bronx, New York For its Children's Zoo Renovations project, Bronx Zoo	50,000
	\$ 533,000

F. Fund Raising Benefits

American Farm School, Thessaloniki, Greece, New York, N. Y.	500
American Museum of Natural History, New York, N. Y.	1,050
American Museum of Natural History, New York, N. Y.	15,000
Bottomless Closet, New York, N. Y.	500
Children's Aid Society, New York, N. Y.	5,000
Friends of Van Cortlandt Park, Bronx, N. Y.	1,000
International House, New York, N. Y.	25,000
Kingsbridge Heights Community Center, Inc. Bronx, N. Y.	5,000
New York Botanical Garden, Bronx, N. Y.	15,000
New York City Mission Society, New York, New York	50,000
Planned Parenthood of New York City, Inc. N. Y., N. Y.	800
Riverdale Neighborhood House, Bronx, New York	2,000
Riverdale Neighborhood House, Bronx, New York	5,000
Wave Hill, Inc. Bronx, New York	10,000
Wave Hill, Inc. Bronx, New York	1,000
Wildlife Conservation Society, Bronx, New York	2,000
YMCA of Greater New York, New York, N. Y.	25,000
YMCA of Greater New York, New York, N. Y.	3,500
YWCA of the City of New York, New York, N. Y.	<u>400</u>

167,750

G. Professional Fees and Grants

Council on Foundations, Inc. VA	4,350
Foundation Center, New York, New York	1,000
Philanthropy New York, New York, N. Y.	<u>2,700</u>
	8,050

2012 Statements of Grants

A. Major Annual Grants	\$ 40,000
B. Regular Annual Grants	130,000
C. Matching Plan A Grants	102,660
E. Matching Plan B Grants	287,310
E. Special Grants	533,000
F. Fund Raising Benefits	167,750
G. Professional Fees and Grants	<u>8,050</u>
 Grand Total	 <u>\$1,268,770</u>

Form 4562

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2012

Attachment
Sequence No 179Department of the Treasury
Internal Revenue Service (99)

Name(s) shown on return

CLEVELAND H. DODGE FOUNDATION, INC.

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 2011 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 2013. 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 4,163.

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 2012	17	9,886.
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 2012 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
19 a 3-year property						
b 5-year property						
c 7-year property		6,677.	7.0 yrs	HY	200 DB	954.
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	11/12	11,535.	27.5 yrs	MM	S/L	52.
			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 2012 Tax Year Using the Alternative Depreciation System

20 a 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 15,055.
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, completely 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.)

24 a 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.

30	Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
		Yes	No										
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.												
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)

37	Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes											
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.) <i>Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles.</i>												

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 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 tax year				43	
44 Total. Add amounts in column (f). See the instructions for where to report				44	

Application for Extension of Time To File an
Exempt Organization ReturnDepartment 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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions CLEVELAND H. DODGE FOUNDATION, INC. 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	Employer identification number (EIN) or 13-6015087 Social security number (SSN)
		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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041 A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (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, 2013, to file the exempt organization return for the organization named above

The extension is for the organization's return for

► calendar year 2012 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 \$ 48,000.

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 \$ 51,139.

c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions 3c \$ 0.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ►
- Note:** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions CLEVELAND H. DODGE FOUNDATION, INC	Employer identification number (EIN) or 13-6015087
	Number, street, and room or suite no. If a P O box, see instructions 420 LEXINGTON AVENUE #2331	Social security number (SSN)
	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)

4

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

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

- The books are in the care of ► **CLEVELAND H. DOGE 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.

4 I request an additional 3-month extension of time until **NOV. 15**, 20 **13**

5 For calendar year **2012**, 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 **WAITING FOR ADDITIONAL INFORMATION TO CLOSE YEAR**

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 \$ 48,000
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 and any amount paid previously with Form 8868.	8b \$ 51,139
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c \$ 0

Signature and Verification must be completed for Part II only.

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

Signature ►

Title ► **CPA**Date ► **8/13/13**

Form 8868 (Rev. 1-2013)