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

2013

Department of the Treasury
Internal Revenue Service

- Do not enter Social Security numbers on this form as it may be made public.
- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013, or tax year beginning **, 2013, and ending**

Name of foundation CLEVELAND H. DODGE FOUNDATION, INC.		A Employer identification number 13-6015087				
		B Telephone number (see the instructions) (212) 972-2800				
Number and street (or P.O. box number if mail is not delivered to street address) 420 LEXINGTON AVENUE		C If exemption application is pending, check here. ► <input type="checkbox"/>				
City or town, state or province, country, and ZIP or foreign postal code NEW YORK NY 10170		D 1 Foreign organizations, check here ► <input type="checkbox"/>				
G Check all that apply <input type="checkbox"/> Initial return <input checked="" type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>				
H Check type of organization <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		F If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>				
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► \$ 48,003,383.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <i>(Part I, column (d) must be on cash basis.)</i>				
Part I: Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)					
	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	792,348.	792,348.			
	5 a Gross rents	0.	0.			
	b Net rental income or (loss)	-63,577.				
	6 a 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)		2,698,679.			
	8 Net short-term capital gain					
	9 Income modifications.					
	10 a Gross sales less returns and allowances					
	b Less Cost of goods sold					
	c Gross profit/(loss) (att sch)					
	11 Other Income (attach schedule)					
	MISCELLANEOUS		2,384.	2,384.		
	12 Total. Add lines 1 through 11.	794,732.	3,493,411.			
	13 Compensation of officers, directors, trustees, etc	128,571.			128,571.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits	33,143.			33,143.	
	16 a Legal fees (attach schedule)					
	b Accounting fees (attach sch). L-16b Stmt.	16,285.	16,285.			
	c Other prof fees (attach sch). L-16c Stmt.	292,997.	292,997.			
	17 Interest.					
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	75,378.	12,440.			
19 Depreciation (attach sch) and depletion L-19. Stmt.	13,117.	2,247.	10,870.			
20 Occupancy.	147,886.	42,051.		105,835.		
21 Travel, conferences, and meetings	62,479.			62,479.		
22 Printing and publications						
23 Other expenses (attach schedule) See Line 23 Stmt	38,096.	19,279.		18,817.		
24 Total operating and administrative expenses. Add lines 13 through 23	807,952.	385,299.	10,870.	348,845.		
25 Contributions, gifts, grants paid	1,307,637.			1,307,637.		
26 Total expenses and disbursements. Add lines 24 and 25	2,115,589.	385,299.	10,870.	1,656,482.		
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-1,320,857.					
b Net Investment Income (if negative, enter -0-).		3,108,112.				
c Adjusted net income (if negative, enter -0-).			0.			

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See Instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing		5,368.	115,953.	115,953.
	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				
	10 a Investments – U.S. and state government obligations (attach schedule) L-10a. Stmt . .		2,254,564.	2,186,125.	2,186,125.
	b Investments – corporate stock (attach schedule) . L-10b. Stmt . .		33,135,502.	41,317,396.	41,317,396.
	c Investments – corporate bonds (attach schedule) . L-10c. Stmt . .		2,675,228.	2,349,959.	2,349,959.
	11 Investments – land, buildings, and equipment: basis				
LIABILITIES	Less accumulated depreciation (attach schedule) ▶				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule) . L-13 Stmt . .		1,768,855.	1,285,534.	1,285,534.
	14 Land, buildings, and equipment basis ▶	751,020.			
	Less accumulated depreciation (attach schedule) . . . L-14. Stmt . .	568,501.	189,245.	182,519.	182,519.
	15 Other assets (describe ▶ L-15 Stmt)		565,868.	565,897.	565,897.
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		40,594,630.	48,003,383.	48,003,383.
	17 Accounts payable and accrued expenses		33,216.	69,385.	
	18 Grants payable				
	19 Deferred revenue				
NET ASSETS	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶)				
	23 Total liabilities (add lines 17 through 22)		33,216.	69,385.	
	Foundations that follow SFAS 117, check here ▶	X			
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		40,024,414.	47,396,998.	
	25 Temporarily restricted				
	26 Permanently restricted		537,000.	537,000.	
	Foundations that do not follow SFAS 117, check here ▶				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-In or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		40,561,414.	47,933,998.	
	31 Total liabilities and net assets/fund balances (see instructions)		40,594,630.	48,003,383.	

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	40,561,414.
2 Enter amount from Part I, line 27a	2	-1,320,857.
3 Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt	3	9,203,441.
4 Add lines 1, 2, and 3	4	48,443,998.
5 Decreases not included in line 2 (itemize) ▶ GRANTS PAYABLE	5	510,000.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	47,933,998.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE BECK MACK & OLIVER SCHEDULE		P	01/01/08	12/31/13
b SEE GILLESPIE ROBINSON & GRIMM SCHEDULE		P	01/01/08	12/31/13
c SEE GILLESPIE ROBINSON & GRIMM SCHEDULE		P	01/01/08	12/31/13
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 3,601,001.		2,075,370.	1,525,631.	
b 4,802,160.		3,629,739.	1,172,421.	
c 600,000.		599,373.	627.	
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			1,525,631.	
b			1,172,421.	
c			627.	
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	2,698,679.
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))
2012	1,840,374.	37,310,047.	0.049327
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

2 Total of line 1, column (d)	2	0.271094
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	0.054219
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	43,281,332.
5 Multiply line 4 by line 3	5	2,346,671.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	31,081.
7 Add lines 5 and 6	7	2,377,752.
8 Enter qualifying distributions from Part XII, line 4	8	1,756,482.

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 VII 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)	1	62,162.
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		
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	62,162.
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	62,162.
6 Credits/Payments:				
a 2013 estimated tax pmis and 2012 overpayment credited to 2013	6 a	98,194.		
b Exempt foreign organizations – tax withheld at source	6 b			
c Tax paid with application for extension of time to file (Form 8868)	6 c			
d Backup withholding erroneously withheld	6 d			
7 Total credits and payments. Add lines 6a through 6d	7	98,194.		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	576.		
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	35,456.		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax	35,456.	Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1 a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b	X
<i>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</i>		
c Did the foundation file Form 1120-POL for this year?	1 c	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? <i>If 'Yes,' attach a detailed description of the activities</i>	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
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?	4 a	X
4 b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>	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, column (c), and Part XV.	7	X
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	8 b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV	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 **Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see Instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► http://www.chdodgefoundation.org/				
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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes', enter the name of the foreign country ►				

Part VIII **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
1 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)?		
1 c	Organizations relying on a current notice regarding disaster assistance check here ► 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If 'Yes', list the years ► 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.)	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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

Part VIII 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

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

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

6 b X

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

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

7 b

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	128,571.	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	152,532.
GILLESPIE ROBINSON & COMPANY 80 FIELDPORT ROAD GREENWICH	INVESTMENT SERVICE	140,465.
-----	-----	-----
-----	-----	-----
-----	-----	-----
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

1 N/A	Expenses
-----	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.

1	Amount
-----	-----
2 -----	-----

All other program-related investments. See instructions.

3	
-----	-----

Total. Add lines 1 through 3

BAA

Form 990-PF (2013)

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 41,959,386.
b	Average of monthly cash balances	1b 1,229,426.
c	Fair market value of all other assets (see instructions)	1c 751,627.
d	Total (add lines 1a, b, and c)	1d 43,940,439.
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 43,940,439.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4 659,107.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 43,281,332.
6	Minimum Investment return. Enter 5% of line 5	6 2,164,067.

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 2,164,067.
2 a	Tax on investment income for 2013 from Part VI, line 5	2a 62,162.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b
c	Add lines 2a and 2b	2c 62,162.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 2,101,905.
4	Recoveries of amounts treated as qualifying distributions	4
5	Add lines 3 and 4	5 2,101,905.
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 2,101,905.

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 1,656,482.	
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	3a	
a	Suitability test (prior IRS approval required)	3b 100,000.	
b	Cash distribution test (attach the required schedule)	4 1,756,482.	
5	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,756,482.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,101,905.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 ____ 20 ____				
3 Excess distributions carryover, if any, to 2013				
a From 2008	2,193,167.			
b From 2009	1,129,728.			
c From 2010	0.			
d From 2011	0.			
e From 2012	12,566.			
f Total of lines 3a through e	3,335,461.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 1,756,482.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount			1,756,482.	
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	345,423.			345,423.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,990,038.			
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 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)	1,847,744.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,142,294.			
10 Analysis of line 9				
a Excess from 2009	1,129,728.			
b Excess from 2010	0.			
c Excess from 2011	0.			
d Excess from 2012	12,566.			
e Excess from 2013	0.			

BAA

Form 990-PF (2013)

Part XV 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 2013, 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		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 XVII 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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED				
SEE ATTACHED				
SEE ATTACHED				
NY 10001	NONE	PUBLIC	SEE ATTACHED	1,307,637.
Total			► 3 a	1,307,637.
b Approved for future payment				
Total			► 3 b	

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					
5 Net rental income or (loss) from real estate.				14	792,348.
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)				792,348.	
13 Total. Add line 12, columns (b), (d), and (e)				13	792,348.

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

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

**Information Regarding Transfers To and Transactions and Relationships With Noncharitable
Exempt Organizations**

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 **(2) Other assets**

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		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.

2 a 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

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

**Sign
Here**

William D. Rueter
Signature of officer or trustee

Da

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May the IRS discuss this return with the preparer shown below (see Instructions)?

Signature of officer or trustee		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Print/Type preparer's name		JOHN F. WORGAN		8/26/14	
Firm's name		RITCH GREENBERG AND HASSAN		Firm's EIN ► 06-1040685	
Firm's address		70 PLATT RD-- PO BOX 466		Phone no	
		SHELTON		CT 06484-0466	

BAA

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

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

2013

Name(s) shown on return

CLEVELAND H. DODGE FOUNDATION, INC.

Business or activity to which this form relates

Attachment
Sequence No. 179Identifying number
13-6015087

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 2012 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 2014. 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 2013.	17	8,568.
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 2013 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		1,027.	5.0 yrs	MQ	200 DB	359.
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		5,363.	25 yrs	MQ	S/L	27.
h Residential rental property			27.5 yrs	MM	S/L	
			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 2013 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	13,117.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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

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

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

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
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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													
32													
33													
34	Was the vehicle available for personal use during off-duty hours?	Yes	No										
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	No
38	Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners.		
39	Do you treat all use of vehicles by employees as personal use?		
40	Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41	Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

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

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
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42 Amortization of costs that begins during your 2013 tax year (see instructions):

43 Amortization of costs that began before your 2013 tax year. **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

Election Statement**Election out of Qualified Economic Stimulus Property****Election Out of Qualified Economic Stimulus Property**Attach to your return

Taxpayer hereby elects under IRC Section 168(k)(2)(D)(iii) out of having Qualified Economic Stimulus property for the following asset classes placed in service during the tax year ending:

December 31, 20135 Year Property

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
International College	\$ 100,000.00	For Campaign
Total amount	<u>\$ 100,000.00</u>	

Year	Distributable Amount	Cash Payments Made
2012	\$ 1,827,808	\$ 1,640,374
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
Totals	<u>\$ 12,123,827</u>	<u>\$ 10,227,717</u>

Cleveland H. Dodge Foundation, Inc. 13-6015087**Statement of Grants 2013****Major Annual Grants**

American University of Beirut, Beirut, Lebanon, New York	25000
Near East Foundation, Syracuse, New York	15000
	40000

Regular Annual Grants

American Museum of Natural History, New York, N. Y.	5000
American Red Cross Greater New York, New York, N. Y.	5000
Boy Scouts of America, Greater NY Councils, New York, N. Y.	5000
Boys Club of New York, New York, N. Y.	5000
Central Park Conservancy, New York, N. Y.	3000
Children's Aid Society, New York, N. Y.	5000
Children's Storefront, New York, N. Y.	5000
Covenant House, New York, New York	3000
Fresh Air Fund, New York, New York	5000
Girl Scout Council of Greater New York, New York, N. Y.	5000
International College, Beirut, Lebanon, New York, N. Y.	5000
International House, New York, N.Y.	5000
Kingsbridge Heights Community Center, Bronx, New York	3000
Kips Bay Boys and Girls Club, Inc., Bronx, New York	5000
New York Botanical Garden, Bronx, New York	5000
New York City Mission Society, New York, N. Y.	3000
New York Public Library, New York, New York	5000
Planned Parenthood of New York City, Inc. N. Y., N. Y.	5000
Princeton-Blairstown Center, Princeton, N. J.	5000
Riverdale Neighborhood House, Bronx, New York	5000
Riverdale Presbyterian Church, Bronx, New York	5000
Teachers College, Columbia University, New York, N. Y.	5000
Union Settlement Association, New York, New York	3000
USO of Metropolitan New York, New York, N. Y.	5000
Wave Hill, Inc. Bronx, New York	5000
Wildlife Conservation Society, Bronx, New York	5000
YMCA of Greater New York, New York, N. Y.	5000
YWCA of the City of New York, New York, N. Y.	5000
	130000

Matching Plan A Grants

Africa Consultants International, Brandenton, Florida	200
African Wildlife Foundation, Washington, D. C.	1500
African Wildlife Foundation, Washington, D. C.	500
American Friends Service Committee, Philadelphia, PA	1000
American University of Beirut, New York, N. Y.	300
American University of Beirut, New York, N. Y.	1000

American University of Beirut, New York, N. Y.	100
American University of Beirut, New York, New York	150
Amnesty International, New York, New York	100
Andover Educational Fund, Inc. Andover, ME	1750
ANERA, Washington, D. C.	200
Antique Boat Museum, Clayton, New York	100
Antique Boat Museum, Clayton, New York	500
Artist Repertory Theater, Portland, OR	500
Assistance Dogs of the West, Santa Fe, NM	500
Audubon Rockies, Fort Collins, CO	204
Audubon Rockies, Fort Collins, CO	50
Bard College, Annandale-on-Hudson, N. Y.	200
Bard College, Annandale-on-Hudson, N. Y.	250
Bates College, Lewiston, ME	500
Bates College, Lewiston, ME	450
Bement School, Deerfield, MA	200
Bennington Museum, Bennington, Vermont	100
Bennington Museum, Bennington, Vermont	100
Bowdoin College, Brunswick, ME	750
Bowdoinham Historical Society, Bowdoinham, ME	40
Bridger Biathlon Club, Bozeman, Montana	80
Cabeceras Aid Project, Houston, Texas	50
Carter Center, Atlanta, Georgia	33
Center for Sustainable Agriculture, Burlington, VT	50
Central Philadelphia Monthly Meeting, Philadelphia, PA	1500
Central Philadelphia Monthly Meeting, Philadelphia, PA	500
Clayton Volunteer Fire Department, Inc., Clayton, NY	100
Colby College, Waterville, ME	2500
Columbia University, New York, N. Y.	200
Columbia University, New York, N. Y.	200
Community Food Share, Louisville, CO	250
Dana Hall School, Wellesley, MA	200
David's House, Inc. Lebanon, New Hampshire	250
Dillard University, New Orleans, LA	500
Doctors without Borders, New York, N. Y.	100
Equality State Policy Center, Casper, Wyoming	1000
First Congregational Church of Wellfleet, Wellfleet, MA	850
Four Paws Rescue Team, Merrifield, VA	200
Friends of Tryon Creek State Park, Portland, Oregon	500
FSW, Bridgeport, CT	450
Garrison Forest School, Owings Mills, Maryland	250
George Mason University, Fairfax, VA	500
Global Camps Africa, Reston, VA	1000
Good Shepherd Mission Development, St. Louis, MO	1000
Grindstone Island Methodist Church, Clayton, N. Y.	350
Grindstone Island Research and Heritage Center, Clayton, NY	100
Hamilton College, Clinton, New York	1000

Hampshire College, Amherst, MA	200
Hampshire Regional YMCA, Northampton, MA	250
Hebron Academy, Hebron, Maine	100
Hebron Academy, Hebron, Maine	500
Helen Keller International, New York, New York	500
Historic Annapolis, Inc. Annapolis, Maryland	100
Hotchkiss School, Lakeville, CT.	200
Howe Library, Hanover, New Hampshire	250
Immanuel Presbyterian Church, McLean, VA	500
International House, New York, New York	500
Ioani School, Honolulu, HA	1000
IQRA Fund, Bozeman, Montana	150
Irvine Nature Center, Owings Mills, Maryland	3500
Juneau Arts & Humanities Council, Juneau, AK	150
Kennett Area YMCA, Kennett Square, PA	40
Kenyon College, Gambier, Ohio	250
Lehigh University, Bethlehem, PA	500
Lincoln County Historical Association, Wiscasset, ME	100
Maine Coast Heritage Trust, Topsham, ME	250
Martha Jefferson House, Charlottesville, VA	175
Mercer Island Schools Foundation, Mercer Island, WA	500
Midway Contemporary Art, Minneapolis, MN	150
Midway Contemporary Art, Minneapolis, MN	175
Morris Farm Trust , Wiscasset, ME	100
Natural Resources Council of Maine, Augusta, ME	250
Natural Resources Defense Council, New York, NY	300
Natural Resources Defense Council, New York, NY	250
Nature Conservancy, Albert Lea, MN	100
Nature Conservancy, Albert Lea, MN	500
Nature Conservancy, Montpelier, VT	250
New York Botanical Garden, Bronx, NY	1000
New York Botanical Garden, Bronx, NY	750
One Challenge, Colorado Springs, CO	1500
Oxfam America, Boston, MA	500
Phillips Academy, Andover, MA	175
Pine Cobble School, Williamstown, MA	500
Pine Cobble School, Williamstown, MA	200
Pine Cobble School, Williamstown, MA	250
Pine Cobble School, Williamstown, MA	250
Planned Parenthood Federation of America, New York, N. Y.	1000
Planned Parenthood of N. New England, Burlington, VT	250
Potomac Hills Presbyterian Church, Leesburg, Va	5000
Putney School, Putney, Vermont	85
Reformed Church of Bronxville, Bronxville, NY	5000
River Hospital Foundation, Alexandria Bay, New York	100
Sacajawea Middle Sch. Parent Advisory Counc. Bozeman, MT	120
Santa Fe Pro Musica, Santa Fe, NM	500

Santa Fe Symphony Orchestra & Chorus, Santa Fe NM	1000
Santa Rosa Symphony, Santa Rosa, CA	1000
Save the River, Clayton, New York	300
Save the River, Clayton, New York	100
Save the River, Clayton, New York	1000
Save the River, Clayton, NY	100
Schoodic Institute, Winter Harbor, ME	2000
Solebury School, New Hope, Pennsylvania	500
Southern Poverty Law Center, Montgomery, AL	100
St. Christopher's School Foundation, Richmond, VA	100
St. James Church, New York, N. Y.	2500
St. John's College, Annapolis, Maryland	75
St. John's Episcopal Church, Dresden, ME	100
St. Mary's Parish and Schools, Annapolis, Maryland	500
Summit Assistance Dodge, Anacortes, WA	400
Swarthmore College, Swarthmore, PA	1000
Teachers College, New York, N. Y.	2000
Textile Museum, Washington, D. C.	150
Thousand Islands Arts Center, Clayton, NY	100
Thousand Islands Arts Center, Clayton, NY	250
Thousand Islands Emergency Rescue Service, Clayton, NY	100
Thousand Islands Land Trust, Clayton, New York	250
Thousand Islands Land Trust, Clayton, NY	100
Thousand Islands Land Trust, Clayton, NY	100
Thousand Islands Performing Arts Fund, Clayton, NY	100
Tostan, Inc. Washington, D. C.	200
Tri- State Bird Rescue & Research, Newark, DE	75
Union of Concerned Scientists, Cambridge, MA	1000
University of Alaska Foundation, Juneau, Alaska	250
University of Maryland, Baltimore, Maryland	50
University of New Hampshire, Durham, N. H.	500
University of Texas Law School Foundation, Austin, TX	500
Upland Country Day School, Kennett Square, PA	150
Vermont Land Trust, Montpelier, VT	500
Vermont Land Trust, Montpelier, VT	500
Vermont Public Radio, Colchester, VT	150
Vermont Public Television, Colchester, VT	200
Virginia Tech Foundation, Inc. Blacksburg, VA	75
Wave Hill, Inc. Bronx, New York	1000
Wesleyan University, Middletown, CT	75
Wheaton College, Norton, MA	750
Wildlife Center, Espanola, NM	150
Williams College, Williamstown, MA	500
Winsor School, Boston, MA	250
WPBS, Watertown, New York	100
Wyoming Nature Conservancy, Lander, Wyoming	446
Wyoming Symphony Orchestra, Casper, Wyoming	5000

YMCA of Greater New York, New York, N. Y.	1000
YWCA, USA, Washington, D. C.	500

81773

Matching Plan B Grants

Academy at Charlemont, Charlemont, MA	5000
Adirondack Museum, Blue Mtn. Lake, NY	1000
Adirondack Council, Elizabethtown, NY	7000
Antique Boat Museum, Clayton, New York	20000
Antique Boat Museum, Clayton, New York	5000
Atlas Cultural Foundation, Saranac Lake, NY	4000
Baltimore Chesapeake Bay O. B. Baltimore, MD	3700
Baltimore Chesapeake Bay O. B. Baltimore, MD	2000
Big Brothers Big Sisters of Colorado, Denver, CO	800
Brearley School, New York, N. Y.	2000
Calvert School, Baltimore, Maryland	1000
Cape Rep Theatre, Inc.. Brewster, MA	2000
Central Park Conservancy, New York, New York	4334
Chatham Orpheum Theatre, Chatham, MA	5000
Chesterfield Presb. Church, Chesterfield, MO	20000
Coastal Mountains Land Trust, Camden, Maine	8000
Dartmouth-Hitchcock Med. Ctr., Lebanon, N. H.	2000
Day Eight, Washington, D. C.	500
East Harlem Tutorial Program, N. Y., N. Y.	20000
Evergreen House Foundation, Baltimore, MD	2000
Fairfield Country Day School, Fairfield CT.	4600
Fort Ligonier Association, Ligonier, PA	6500
Fragment Society, Dedham, MA	1000
Global Camps Africa, Reston, VA	10000
Hope Funds for Cancer Research, Newport, RI	6000
Immanuel Presbyterian Church, McLean, VA	10000
International House, New York, New York	8400
John Bartram Association, Philadelphia, PA	1000
Kearsarge Unitarian Universalist, Andover, N. H.	1000
Kieve Wavus Education, Nobleboro, ME	1000
King Baudouin Foundation, New York, N. Y.	6000
Land for Good, Keene, N. H.	500
Mary Hitchcock Memorial Hospital, Lebanon, N. H.	2000
Mary Lyon Foundation, Shelburne Falls, MA	3000
Meadow Brook-Waldorf School	500
Miss Porter's School, Farmington, CT	500
McGill University, Montreal, Canada	1700
Mt. Sinai Adolescent Center, N. Y.	2000
New York Botanical Garden, Bronx, NY	12000
Orchard Friends School, Riverton, N. J.	1780
Orchard Friends School, Riverton, N. J.	4000
Parks and People Foundation, Baltimore, MD	8200

Parks and People Foundation, Baltimore, MD	600
PATH, Seattle, Washington	5000
Platte River Trails, Casper, Wyoming	10000
Princeton University, Outdoor Action Prg.	1000
Southern Allegheny Museum of Art, Loretto, PA	10000
St. Michael's of the Valley Church, Ligonier, PA	8000
Teachers College, Columbia University	1000
Thousand Islands Land Trust, Clayton, New York	6000
VT. Natural Resources Council, Montpelier, VT	2000
White Mountain School, Bethlehem, NH	20000
Wildlife Conservation Society, Bronx, NY	500
Wind and Oar Boat School, Lake Oswego, OR	2000
Wyoming Community Foundation, Casper, Wyoming	10000
Wyoming Humanities, Casper, Wyoming	1500
YMCA of Greater N. Y., New York, N. Y.	2000
	286614

Special Grants

Boy Scouts of America, Greater NY Councils, New York, N. Y.	10000
For its Scout Reach program.	
Boys Club of New York, New York, N. Y.	25000
For its Gardiner School programs.	
Children's Aid Society, New York, New York	50000
For its Intergenerational Center in Bronx, N. Y.	
City of New York, Department of Parks, N. Y.	25000
For its Swim for Life program.	
East Harlem Tutorial Program, New York, N. Y.	10000
For general support.	
Episcopal Social Services, New York, New York	15000
For its After School programs.	
Helen Keller International, New York, N. Y.	10000
For its Child Sight programs.	
International College, Beirut, Lebanon New York, N. Y.	100000
For its Campaign.	
JESUS Film Project, In memory of John D. Rea, 1925-2010	50000
Planned Parenthood of New York City, Inc. New York, N. Y.	125000
For its Education Programs.	

ReadWorks, Inc., New York, New York For its Science curriculum.	50000
Riverdale Neighborhood House, Bronx, New York For its Building Campaign.	50000
Riverdale Presbyterian Church, Bronx, New York For its alarm system.	25000
Trust for Public Land, New York, New York For its Bronx Green-up program.	25000
YMCA of Greater New York, New York Dodge YMCA, Brooklyn, New York	25000
	595000

Professional Fees and Grants

Council on Foundations, Inc., Arlington, VA	4350
Foundation Center, New York, N. Y.	1000
Philanthropy New York, New York, N. Y.	3900
	9250

Fund Raising Benefits

American Farm School, Thessaloniki, Greece	500
American Museum of Natural History, New York, N. Y.	15000
Bronx River Alliance, Bronx, New York	2500
City Parks Foundation, New York, New York	3000
Helen Keller International, New York, New York	1000
International House, New York, New York	25000
Kingsbridge Heights Community Center, Inc. Bronx, NY	5000
NY Botanical Garden, Bronx, New York	15000
NY Theological Society, New York, New York	1000
Riverdale Neighborhood House, Bronx, New York	3000
Robert College, New York, New York	25000
Teachers College, Columbia University, New York, N. Y.	25000
Wave Hill, Inc. Bronx, New York	10000
Wildlife Conservation Society, Bronx, NY	2000
YMCA of Greater New York, New York, N. Y.	25000
YMCA of Greater New York, New York, N. Y.	3500
YWCA of the City of New York, New York, N. Y.	2500
YWCA of the City of New York, New York, N. Y.	1000
	165000

Grant Totals

Major Annual Grants	40000
Regular Annual Grants	130000
Matching Plan A Grants	81773
Matching Plan B Grants	286614
Professional Fees and Grants	9250
Fund Raising Benefits	165000
Special Grants	595000
Total Grants 2013	1307637

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

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

Name . PHYLLIS CRISCUOLIAddress 670 WEST 247TH STREETCity, 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.
Board of Directors 2013-2014

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

Beck Mack & Oliver LLC
REALIZED GAINS AND LOSSES
4091 - CLEVELAND H DODGE FDN
25D002063768
Citi Private Bank
From 01-01-13 Through 12-31-13

Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss
01-18-13	12,300.00	ABBVIE INC. COM	212,565.70	455,797.03	243,231.33
02-01-13	1,000.00	ANHEUSER BUSCH INBEV SPONSORED ADR	55,414.22	90,428.27	35,014.05
02-27-13	4,100.00	AXIS CAP.HOLDGS.LTD.	110,380.53	165,482.13	55,101.60
02-27-13	3,990.00	CRIMSON WINE GROUP LTD COM	8,244.34	33,914.24	25,669.90
02-27-13	250.00	CRIMSON WINE GROUP LTD COM	516.56	2,124.95	1,608.39
03-14-13	1,000.00	MERCK & CO INC	35,118.68	44,031.71	8,913.03
04-15-13	0.24	BROOKFIELD PROPERTY PARTNERS	5.27	5.21	-0.06
04-18-13	600.00	ANHEUSER BUSCH INBEV SPONSORED ADR	33,248.53	58,420.69	25,172.16
04-18-13	1,000.00	FEDEX CORP	43,752.80	91,822.94	48,070.14
04-18-13	500.00	WATERS CORPORATION	13,579.85	44,102.51	30,522.66
04-18-13	2,000.00	NOBLE CORP PLC	43,107.41	72,446.98	29,339.57
04-18-13	500.00	INTL. BUSINESS MACHINES	70,003.73	103,274.19	33,270.46
04-18-13	2,000.00	LEUCADIA NATL CORP	14,010.84	57,094.12	43,083.28
04-18-13	1,000.00	ROPER IND INC NEW	12,187.75	122,035.67	109,847.92
04-19-13	200,000	FORD MOTOR CO 2.500% Due 01-15-16	199,497.70	204,000.00	4,502.30
05-17-13	1,000.00	BROOKFIELD ASSET MANAGEMENT-CL A	34,085.06	38,118.44	4,033.38
05-17-13	1,000.00	LEUCADIA NATL CORP	7,005.42	31,952.78	24,947.36
05-23-13	500.00	DOVER CORP	22,994.10	39,972.60	16,978.50
05-23-13	300.00	ROPER IND INC NEW	3,656.33	36,810.43	33,154.10
05-23-13	400.00	WATERS CORPORATION	10,863.88	38,697.97	27,834.09
05-23-13	1,000.00	LEUCADIA NATL CORP	7,005.42	30,512.51	23,507.09
05-23-13	1,000.00	MOLEX INC CL A N/V	21,046.30	24,689.44	3,643.14
06-07-13	3,600.00	NOBLE CORP PLC	77,593.34	140,184.43	62,591.09
08-06-13	3,900.00	KRATON PERFORMNCE POLY COM	90,537.65	78,216.25	-12,321.40
08-08-13	1,300.00	LOWES COS INC COM	29,797.86	59,900.74	30,102.88
08-09-13	1,200.00	LOWES COS INC COM	27,505.72	54,756.12	27,250.40
09-06-13	500.00	WATERS CORPORATION	13,579.85	50,951.66	37,371.81
09-06-13	300.00	ROPER IND INC NEW	3,656.33	37,942.11	34,285.78
09-06-13	2,000.00	AXIS CAP.HOLDGS.LTD.	53,844.16	84,446.72	30,602.56
09-09-13	5,200.00	MOLEX INC	131,183.52	200,035.31	68,851.79
09-10-13	4,600.00	KRATON PERFORMNCE POLY COM	106,788.00	89,284.44	-17,503.56

Beck Mack & Oliver LLC
REALIZED GAINS AND LOSSES
4091 - CLEVELAND H DODGE FDN
25D002063768
Citi Private Bank
From 01-01-13 Through 12-31-13

Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss
09-11-13	100.00	BROOKFIELD PROPERTY PARTNERS	2,185.80	1,920.97	-264.83
09-12-13	910.00	BROOKFIELD PROPERTY PARTNERS	19,890.77	17,473.52	-2,417.25
09-18-13	8,900.00	MOLEX INC CL A N/V	187,312.07	341,561.81	154,249.74
09-24-13	9,162.00	MOLEX INC CL A N/V	192,826.20	352,274.59	159,448.39
10-16-13	6,700.00	AXIS CAP.HOLDGS.LTD.	180,377.94	306,317.32	125,939.38
TOTAL GAINS					1,558,138.27
TOTAL LOSSES					-32,507.10
			2,075,369.63	3,601,000.80	1,525,631.17

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

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

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2013 through 12/31/2013

<u>Sales</u>	<u>Date</u>	<u>Quantity</u>	<u>Description</u>	<u>Price</u>	<u>Cost</u>	<u>Sale Proceeds</u>	<u>Realized Gain/Loss</u>
	01/16/2013	7,300	L-3 COMMUNICATIONS HOLDINGS	78.045	448,621.07	569,275.54	120,654.47
	01/23/2013	500	ANADARKO PETROLEUM	78.973	36,777.10	39,455.56	2,678.46
	01/23/2013	500	CVS/CAREMARK CORP	52.273	15,620.43	26,105.86	10,485.43
	01/23/2013	800	HALLIBURTON CO HLDG	37.873	35,655.74	30,249.64	-5,406.10
	01/23/2013	800	ORACLE CORPORATION	35.103	21,728.00	28,033.69	6,305.69
	01/23/2013	1,000	STATE STREET CORP	55.003	47,184.10	54,941.66	7,757.56
	02/04/2013	75	GOOGLE INC	767.040	34,189.23	57,522.21	23,332.98
	02/04/2013	500	HALLIBURTON CO HLDG	40.740	19,446.81	20,339.54	892.73
	02/04/2013	900	JP MORGAN CHASE & CO	47.620	42,165.00	42,803.03	638.03
	02/05/2013	100,000	U S TREASURY NOTES(4.25 - 11/15/13)	103.125	101,531.25	103,125.00	1,593.75
	02/20/2013	1,800	ANADARKO PETROLEUM	80.874	129,151.14	145,462.29	16,311.15
	02/20/2013	1,000	HALLIBURTON CO HLDG	41.657	33,938.98	41,596.36	7,657.38
	02/22/2013	5,700	ANADARKO PETROLEUM	80.948	320,360.62	461,052.40	140,691.78
	03/07/2013	25	GOOGLE INC	834.150	11,396.41	20,851.78	9,455.37
	03/07/2013	4,000	QUALCOM INC	66.752	189,954.80	266,762.41	76,807.61
	04/09/2013	4,500	YUM! BRANDS, INC	67.091	149,324.40	301,631.61	152,307.21
	05/29/2013	1,000	EMERSON ELEC CO	57.435	61,607.00	57,374.00	-4,233.00
	06/05/2013	10,700	EMERSON ELEC CO	56.666	607,464.69	605,669.36	-1,795.33
	07/11/2013	1,000	HALLIBURTON CO HLDG	43.860	32,573.18	43,799.23	11,226.05
	07/11/2013	500	JOHNSON & JOHNSON	89.215	21,260.25	44,576.72	23,316.47

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

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY
1/1/2013 through 12/31/2013

<u>Date</u>	<u>Quantity</u>	<u>Description</u>	<u>Price</u>	<u>Cost</u>	<u>Sale Proceeds</u>	<u>Realized Gain/Loss</u>
07/11/2013	800	JP MORGAN CHASE & CO	54.875	37,135.24	43,851.15	6,715.91
07/11/2013	800	STATE STREET CORP	68.659	37,747.28	54,877.92	17,130.64
07/26/2013	900	CVS/CAREMARK CORP	61.248	27,553.23	55,067.79	27,514.56
07/26/2013	50	GOOGLE INC	884.127	22,792.82	44,202.57	21,409.75
07/26/2013	700	STATE STREET CORP	68.797	33,028.87	48,114.85	15,085.98
08/01/2013	1,000	STATE STREET CORP	70.708	47,184.10	70,646.66	23,462.56
08/08/2013	500	APACHE CORP	82.342	51,473.35	41,140.08	-10,333.27
08/08/2013	300	BECTON DICKINSON	100.280	25,384.35	30,065.47	4,681.12
08/08/2013	300	JOHNSON & JOHNSON	93.730	9,266.25	28,100.51	18,834.26
08/08/2013	1,000	COCA-COLA	40.220	36,480.00	40,159.30	3,679.30
08/08/2013	1,000	WELLS FARGO COMPANY	43.480	32,388.00	43,419.24	11,031.24
09/25/2013	500	NIKE INC - CL B	69.000	21,672.02	34,469.39	12,797.37
10/17/2013	6,500	QUALCOMM INC	68.378	251,119.00	444,059.26	192,940.26
10/18/2013	1,000	HALLIBURTON CO HLDG	52.735	31,749.54	52,674.08	20,924.54
10/21/2013	1,200	DONALDSON COMPANY INC	40.814	42,789.93	48,903.34	6,113.41
10/21/2013	500	NIKE INC - CL B	75.870	21,662.50	37,904.33	16,241.83
10/31/2013	800	DOLLAR GENERAL CORP.	57.990	36,041.44	46,342.79	10,301.35
10/31/2013	1,000	HALLIBURTON CO HLDG	53.321	31,609.00	53,260.27	21,651.27
10/31/2013	500	PEPSICO	84.367	15,997.50	42,152.86	26,155.36
11/19/2013	100,000	U S TREASURY NOTES(4.75 - 05/15/14)	102.234	104,492.19	102,234.38	-2,257.81
12/04/2013	500	BECTON DICKINSON	107.990	42,307.25	53,963.86	11,656.61

GILLESPIE,
ROBINSON &
GRIMM, INC.

CLEVELAND H. DODGE FOUNDATION, INC.
437000

TRANSACTION SUMMARY

1/1/2013 through 12/31/2013

<u>Date</u>	<u>Quantity</u>	<u>Description</u>	<u>Price</u>	<u>Cost</u>	<u>Sale Proceeds</u>	<u>Realized Gain/Loss</u>
12/04/2013	1,000	JP MORGAN CHASE & CO	57.213	44,928.79	57,152.30	12,223.51
12/04/2013	3,000	COCA-COLA	40.410	101,738.00	121,048.19	19,310.19
12/05/2013	350	APPLE INC.	81.449	30,797.50	28,503.51	-2,293.99
12/05/2013	50	GOOGLE INC	1,055.920	21,329.49	52,792.09	31,462.60
12/05/2013	300	JOHNSON & JOHNSON	93.342	9,266.25	27,984.20	18,717.95
12/27/2013	500	BECTON DICKINSON	110.442	42,307.25	55,190.08	12,882.83
12/27/2013	1,000	ORACLE CORPORATION	37.913	27,160.00	37,852.44	10,692.44
12/27/2013	1,000	WELLS FARGO COMPANY	45.460	32,388.00	45,399.20	13,011.20
		** TOTALS **		<u>3,629,739.34</u>	<u>4,802,160.00</u>	<u>1,172,420.66</u>
Maturities						
04/15/2013	100,000	VERIZON COMMUNICATIONS(5.25 - 04/15/13)	100,000	94,509.00	100,000.00	5,491.00
06/17/2013	100,000	TARGET CORP(4.00 - 06/15/13)	100,000	99,061.00	100,000.00	939.00
08/01/2013	100,000	ELECTRONIC DATA SYSTEMS(6.00 - 08/01/13)	100,000	100,508.00	100,000.00	-508.00
11/15/2013	100,000	EMERSON ELECTRIC CO(5.63 - 11/15/13)	100,000	106,107.00	100,000.00	-6,107.00
11/15/2013	200,000	U S TREASURY NOTES(4.25 - 11/15/13)	100,000	199,187.50	200,000.00	812.50
		** TOTALS **		<u>599,372.50</u>	<u>600,000.00</u>	<u>627.50</u>

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

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
US AND STATE GOVERNMENT OBLIGATIONS			2,186,125.	2,186,125.
Total			<u>2,186,125.</u>	<u>2,186,125.</u>

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

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
CORPORATE STOCK	41,317,396.	41,317,396.
Total	<u>41,317,396.</u>	<u>41,317,396.</u>

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

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
CORPORATE BONDS	2,349,959.	2,349,959.
Total	<u>2,349,959.</u>	<u>2,349,959.</u>

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

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
MUTUAL FUND	191,501.	191,501.
MONEY MARKET FUND AND CASH	1,094,033.	1,094,033.
Total	<u>1,285,534.</u>	<u>1,285,534.</u>

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

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	(b) Accumulated Depreciation	(c) Book Value
LAND	85,000.	0.	85,000.
LAND IMPROVEMENT	3,950.	3,950.	0.
BUILDING & IMPROVEMENT	376,266.	332,773.	43,493.
FURNITURE & EQUIPMENT	63,168.	55,084.	8,084.
OFFICE ARTWORK	191,948.	146,006.	45,942.
LEXINGTON AVENUE IMPROVEMENTS	30,688.	30,688.	0.
Total	751,020.	568,501.	182,519.

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.	28,897.	28,897.
Total	<u>565,868.</u>	<u>565,897.</u>	<u>565,897.</u>

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

Other Increases Stmt

<u>UNREALIZED GAIN ON INVESTMENTS</u>	<u>6,500,187.</u>
<u>REALIZED GAIN ON INVESTMENTS</u>	<u>2,698,679.</u>
<u>NON TAXABLE DIVIDENDS</u>	<u>4,575.</u>
 Total	 <u>9,203,441.</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 & Bassan, P. C.	AUDIT	16,285.	16,285.		
Total		<u>16,285.</u>	<u>16,285.</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	152,532.	152,532.		
GILLESPIE ROBINSON & COMPANY	INVESTMENT SERVICES	140,465.	140,465.		
Total		<u>292,997.</u>	<u>292,997.</u>		

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

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Federal Excise Tax	62,188.			
FOREIGN TAX	12,190.	12,190.		
STATE TAX	750.			
OTHER	250.	250.		
Total	<u>75,378.</u>	<u>12,440.</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
INSURANCE	30,832.	19,279.		11,553.
OFFICE AND STORAGE	7,264.			7,264.
Total	<u>38,096.</u>	<u>19,279.</u>		<u>18,817.</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	2572	SL	10.00	313		
COMPUTER	06/01/05	925	925	SL	5.00	0		
GRAYBAR FITUP 2008	01/01/08	22880	20592	SL	5.00	2288		
FURNITURE 2008	04/30/08	11331	7285	SL	7.00	1618		
PHONE SYSTEM	03/15/08	2601	2341	SL	5.00	260		
GRAYBAR IMPR 2008	04/01/08	7809	7028	SL	5.00	781		
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	777	SL	10.00	0		
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	5550	SL	20.00	300		
BUILDING IMPROVEMENT	07/01/96	3524	2848	SL	20.00	176		
BUILDING IMPROVE 670	07/01/06	15020	3100	SL	31.50	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	7300	SL	25.00	584		
COLLECTION-2000	01/01/00	1500	750	SL	25.00	60		
RESTORATION 2001	07/01/01	12697	5587	SL	25.00	508		
ANTIQUES & ART	01/01/01	7550	3473	SL	25.00	302		
ART APPRAISAL ADJ	01/01/01	43893	19314	SL	25.00	1756		
COUCH	05/18/08	1669	1073	SL	7.00	238		
COMPUTER	03/12/09	1230	1018	200DB	5.00	141		
WATER MAIN	05/29/09	4400	580	SL	27.50	160		
FLOORS	09/14/09	6000	718	SL	27.50	218		
HOT WATER HEATER	09/02/09	1635	195	SL	27.50	59		
ROOF	09/14/09	4200	504	SL	27.50	153		
ASBESTOS REMOVAL	12/07/09	7840	867	SL	27.50	285		
HOT WATER HEATER	11/30/12	11535	52	SL	27.50	419		
COPIER	02/28/12	6677	954	200DB	7.00	1635		
COMPUTER	01/13/13	1027		200DB	5.00	359		
GHD PORTRAIT	12/12/13	5363		SL	25.00	27		

Total

13117

Form 8868

(Rev January 2014)

Department of the Treasury
Internal Revenue ServiceApplication for Extension of Time To File an
Exempt Organization Return

OMB No. 1345-1709

► File a separate application for each return.

► Information about Form 8868 and its Instructions is at www.irs.gov/form8868.

- 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

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	Name of exempt organization or other filer, see instructions CLEVELAND H. DODGE FOUNDATION, INC.	Employer identification number (EIN) or 13-6015087
File by the due date for filing your return. See instructions	Number, street, and room or suite number 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)

01

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 (other than individual)	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 ► -----

Telephone 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 2014 to file the exempt organization return for the organization named above

The extension is for the organization's return for

► calendar year 20 13 or► tax year beginning 20 and ending 202 If the tax year entered in line 1 is for less than 12 months check reason Initial return Final return Change in accounting period

3 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3 a \$ 0.
b If this application is for Forms 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	3 b \$ 63,194
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	3 c \$ 0.

aution. If you are going to make an electronic funds withdrawal (direct debit) 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 extended 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 number 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) **01**

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 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in care of ► Telephone No ► Fax No ► (212) 972-1049
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until Nov 17 .20 14
- For calendar year 2013 . or other tax year beginning .20 , and ending .20
- If the tax year entered in line 5 is for less than 12 months, check reason Initial return Final return
 Change in accounting period
- State in detail why you need the extension . . NEED ADDITIONAL TIME TO COMPLETE AN ACCURATE RETURN FOR 2013.

8 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8 a \$ <input type="text"/> .0.
b If this application is for Forms 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	8 b \$ <input type="text"/> .0.
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	8 c \$ <input type="text"/> .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 ►

Date ►

BAA

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- 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).

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. CLEVELAND H. DODGE FOUNDATION, INC.	Employer identification number (EIN) or 13-6015087
File by the extended due date for filing your return. See instructions	Number, street, and room or suite number. If a P O box, see instructions 420 LEXINGTON AVENUE, #2331	Social security number (SSN) 01
	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) **01**

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 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in care of ► Telephone No ► 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 17 20 14
 5 For calendar year 2013, 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 . . . NEED ADDITIONAL TIME TO COMPLETE AN ACCURATE RETURN FOR 2013

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$ <input type="text"/> 0.
b If this application is for Forms 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	b \$ <input type="text"/> 0.
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	c \$ <input type="text"/> 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 ►

Date ►

BAA

FIFZ0502 12/31/13

Form 8868 (Rev 1-2014)