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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 |
| Number and street (or P.O. box number if mail is not delivered to street address) 420 LEXINGTON AVENUE | | B Telephone number (see the instructions) (212) 972-2800 |
| City or town, state or province, country, and ZIP or foreign postal code NEW YORK NY 10170 | | C If exemption application is pending, check here. <input type="checkbox"/> |
| G Check all that apply | | D 1 Foreign organizations, check here. <input type="checkbox"/> |
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial Return of a former public charity | 2 Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/> |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/> |
| <input type="checkbox"/> Address change | <input type="checkbox"/> Name change | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/> |
| H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation | | |
| <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | |
| 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) _____ (Part I, column (d) must be on cash basis.) | |

Part I Analysis of Revenue and Expenses

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

| (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------------------------------------|---------------------------|-------------------------|---|
|------------------------------------|---------------------------|-------------------------|---|

| | (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.) | | | | |
| 2 <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. | | |
| 5a Gross rents | 0. | 0. | | |
| b Net rental income or (loss) | -63,577. | | | |
| 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) | | 2,698,679. | | |
| 8 Net short-term capital gain | | | | |
| 9 Income modifications | | | | |
| 10a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | |
| c Gross profit/(loss) (att sch.) | | | | |
| 11 Other income (attach schedule) | | | | |
| MISCELLANEOUS | 2,384. | 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. |
| 16a 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. | |

30-14

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. | |
| LIABILITIES | 11 Investments — land, buildings, and equipment: basis | | | | |
| | Less: accumulated depreciation (attach schedule) | | | | |
| | 12 Investments — mortgage loans | | | | |
| | 13 Investments — other (attach schedule) L-13 Stmt . . | 1,768,855. | 1,285,534. | 1,285,534. | |
| | 14 Land, buildings, and equipment basis 751,020. | | | | |
| | Less: accumulated depreciation (attach schedule) L-14. Stmt . . | 568,501. | | | |
| | 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 | | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | | | | |
| FUND ASSETS | 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 and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> | | | | |
| | 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. <input type="checkbox"/> | | | | |
| | 27 Capital stock, trust principal, or current funds | | | | |
| | 28 Paid-in or capital surplus, or land, building, and equipment fund | | | | |
| FUND LIABILITIES | 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) <u>See Other Increases Stmt</u> | 3 | 9,203,441. |
| 4 Add lines 1, 2, and 3 | 4 | 48,443,998. |
| 5 Decreases not included in line 2 (itemize) <u>GRANTS PAYABLE</u> | 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)

| | | | |
|---|---|----------|----------|
| 1 a 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. |
| 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 | | | 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) | | |
| 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 62,162. |
| 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 pmts 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 | 11 35,456. Refunded | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? | | X |
| If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities | | |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation (2) On foundation managers | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If 'Yes,' attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes | | X |
| 4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV. | X | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) | | |
| b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If 'Yes,' complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | X |

Part VIIA 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 <u>http://www.chdodgefoundation.org/</u> | | | | |
| 14 | The books are in care of <u>CLEVELAND H. DODGE FOUNDATION, INC.</u> Telephone no. <u>(212) 972-2800</u> | | | |
| | Located at <u>420 LEXINGTON AVENUE, SUITE 2331 NEW YORK NY</u> ZIP + 4 <u>10170</u> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> | | | |
| 16 | At any time during calendar year 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 |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country | | | | X |

Part VIIB 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)? | 1 b | |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> | | |
| 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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) | 2 b | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u> | | |
| 3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b If 'Yes,' did it have excess business holdings in 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 |

BAA

Form 990-PF (2013)

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

5b

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

If 'Yes' to 6b, file Form 8870

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

☐ Yes ☒ No

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

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---------------------------------------|
| PHYLLIS CRISCUOLI 53-108 63RD ST MASPETH NY 11378 | EXEC DIRECTOR 40.00 | 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 CT 06836 | 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.

| | Expenses |
|-------|----------|
| 1 N/A | 0. |
| 2 | |
| 3 | |
| 4 | |

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

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

BAA

Form 990-PF (2013)

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 | 1 a | 41,959,386. |
| b | Average of monthly cash balances | 1 b | 1,229,426. |
| c | Fair market value of all other assets (see instructions) | 1 c | 751,627. |
| d | Total (add lines 1a, b, and c) | 1 d | 43,940,439. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1 e | |
| 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 | 2 a | 62,162. |
| b | Income tax for 2013 (This does not include the tax from Part VI.) | 2 b | |
| c | Add lines 2a and 2b | 2 c | 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 | 1 a | 1,656,482. |
| b | Program-related investments — total from Part IX-B | 1 b | |
| 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) | 3 a | |
| b | Cash distribution test (attach the required schedule) | 3 b | 100,000. |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,756,482. |
| 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 | 1,756,482. |

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 __, 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. | | | |

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

4942(j)(3) o

4942(I)(5)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

- c** Qualifying distributions from Part XII,
line 4 for each year listed

- d**
- Amounts included in line 2c not used directly
-
- for active conduct of exempt activities

- e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c**

- 3** Complete 3a, b, or c for the alternative test relied upon:

- a 'Assets' alternative test – enter:**

- (1) Value of all assets**

- (2) Value of assets qualifying under section 4942(i)(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(f)(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

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

| Recipient Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|------------|
| a Paid during the year SEE ATTACHED SEE ATTACHED SEE ATTACHED NY 10001 | NONE | PUBLIC | SEE ATTACHED | 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

| 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 | 792,348. | |
| 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) | | | | 792,348. | |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | | 792,348. |

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

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

[illegible]

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

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

OMB No 1545-0172

2013Attachment
Sequence No. **179**

Name(s) shown on return

CLEVELAND H. DODGE FOUNDATION, INC.

Business or activity to which this form relates

Identifying 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. | | |

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 | |
| i Nonresidential real property | | | 27.5 yrs | MM | S/L | |
| | | | 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 (e) 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.

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

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

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

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

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

Part VI Amortization

| (a) Description of costs | (b) Date amortization begins | (c) Amortizable amount | (d) Code section | (e) Amortization period or percentage | (f) Amortization for this year |
|--|------------------------------------|------------------------------|------------------------|--|--------------------------------------|
| 42 Amortization of costs that begins during your 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 StatementElection out of Qualified Economic Stimulus Property

Election Out of Qualified Economic Stimulus PropertyAttach 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, 2013

5 Year Property

Clevelend 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 |
| Iolani 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 |

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| 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 |
| Weslayan 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 |

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

81773

Matching Plan B Grants

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

| | | |
|--|-------|--------|
| 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 |
| <u>Professional Fees and Grants</u> | | |
| Council on Foundations, Inc., Arlington, VA | 4350 | |
| Foundation Center, New York, N. Y. | 1000 | |
| Philanthropy New York, New York, N. Y. | 3900 | |
| | | 9250 |
| <u>Fund Raising Benefits</u> | | |
| 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, ProgramsName . 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 INDS 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 INDS 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 INDS 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>Date</u> | <u>Quantity</u> | <u>Description</u> | <u>Price</u> | <u>Cost</u> | <u>Sale Proceeds</u> | <u>Realized Gain/Loss</u> |
|-------------|-----------------|-------------------------------------|--------------|-------------|----------------------|---------------------------|
| Sales | | | | | | |
| 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 |

13-6015087

13-605087

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 ** | | | | 3,629,739.34 | 4,802,160.00 | 1,172,420.66 |
| 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 ** | | | | 599,372.50 | 600,000.00 | 627.50 |

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 | <u>751,020.</u> | <u>568,501.</u> | <u>182,519.</u> |

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

Other Assets Stmt

| Line 15 - Other Assets: | Beginning Year Book Value | End of Year | |
|-------------------------|---------------------------------|-----------------|----------------------|
| | | Book Value | Fair Market Value |
| ARTWORK AND SCULPTURE | 537,000. | 537,000. | 537,000. |
| SECURITY DEPOSIT | 28,868. | 28,897. | 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

| | | |
|--------------------------------|---|------------|
| UNREALIZED GAIN ON INVESTMENTS | - | 6,500,187. |
| REALIZED GAIN ON INVESTMENTS | - | 2,698,679. |
| NON TAXABLE DIVIDENDS | = | 4,575. |
| | - | |
| Total | - | 9,203,441. |

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 & Hassan, 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

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

File a separate application for each return.

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

OMB No. 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
- 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 | Employer identification number (EIN) or |
| | CLEVELAND H. DODGE FOUNDATION, INC. | 13-6015087 |
| | Number, street, and room or suite number. If a P.O. box, see instructions | Social security number (SSN) |
| | 420 LEXINGTON AVENUE, #2331 | |
| File by the due date for filing your return. See instructions | City, town or post office, state, and ZIP code. For a foreign address, see instructions | |
| | NEW YORK | NY 10170 |

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

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 ▶

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, 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 _____, 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

| | | |
|---|--------|--------|
| 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. |

ation. 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 ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

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

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

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

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

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

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. | Employer identification number (EIN) or |
| | CLEVELAND H. DODGE FOUNDATION, INC. | 13-6015087 |
| | Number, street, and room or suite number. If a P O box, see instructions | Social security number (SSN) |
| | 420 LEXINGTON AVENUE, #2331 | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions | |
| | NEW YORK NY 10170 | |

Enter the Return code for the return that this application is for (file a separate application for each return) **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 |
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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, 2014.
- For calendar year 2013, or other tax year beginning 2013, and ending 2014.
- 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 \$ | 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 \$ | 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 \$ | 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 FIF20502 12/31/13 Form 8868 (Rev 1-2014)