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

2014

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- Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2014, or tax year beginning _____, 2014, and ending _____

Name of foundation

CLEVELAND H. DODGE FOUNDATION, INC.

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

420 LEXINGTON AVENUE

Room/suite

2331

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK

NY 10170

G Check all that apply:

| | |
|---|--|
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return |
| <input type="checkbox"/> Address change | <input type="checkbox"/> Name change |

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

► \$ 49,029,682.

J Accounting method: Cash Accrual Other (specify) _____

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

Part II 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) |
|--|------------------------------------|---------------------------|-------------------------|---|
|--|------------------------------------|---------------------------|-------------------------|---|

| | | | | |
|--|--|-------------|------------|-------------------|
| R E V E N U E | 1 Contributions, gifts, grants, etc. received (attach schedule) | | | |
| | 2 Ck ► <input checked="" type="checkbox"/> If the foundn is not required to attach Sch B | | | |
| | 3 Interest on savings and temporary cash investments | | | |
| | 4 Dividends and interest from securities | 871,518. | 871,518. | |
| | 5a Gross rents | | | |
| | b Net rental income or (loss) | -40,133. | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | | | |
| | b Gross sales price for all assets on line 6a | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 1,941,154. | |
| | 8 Net short-term capital gain | | | 3,238. |
| | 9 Income modifications | | | |
| | 10a Gross sales less returns and allowances | | | |
| | b Less Cost of goods sold | | | |
| | c Gross profit or (loss) (attach schedule) | | | |
| A D M I N I S T R A T U R E O P E R A T I V E E X P E N S E S S E N C E | 11 Other income (attach schedule) | | | |
| | MISCELLANEOUS | 5,127. | 5,127. | |
| | 12 Total. Add lines 1 through 11. | 876,645. | 2,817,799. | 3,238. |
| | 13 Compensation of officers, directors, trustees, etc | 128,571. | | 128,571. |
| | 14 Other employee salaries and wages | | | |
| | 15 Pension plans, employer benefits | 15,748. | | 15,748. |
| | 16a Legal fees (attach schedule) | | | |
| | b Accounting fees (attach sch) | 16,245. | 16,245. | |
| | c Other prof. fees (attach sch) | 333,478. | 333,478. | |
| | 17 Interest | | | |
| | 18 Taxes (attach schedule) (see Instrs) See Line 18 Stmt | 47,639. | 11,753. | |
| | 19 Depreciation (attach sch) and depletion | 9,526. | 2,098. | 7,428. |
| | 20 Occupancy | 144,839. | 19,961. | 124,878. |
| | 21 Travel, conferences, and meetings | 53,479. | | 53,479. |
| | 22 Printing and publications | | | |
| | 23 Other expenses (attach schedule) | | | |
| | See Line 23 Stmt | 44,220. | 18,074. | 26,146. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 793,745. | 401,609. | 348,822. |
| | 25 Contributions, gifts, grants paid | 1,279,708. | | 1,279,708. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 2,073,453. | 401,609. | 7,428. 1,628,530. |
| | 27 Subtract line 26 from line 12: | | | |
| | a Excess of revenue over expenses and disbursements | -1,196,808. | | |
| | b Net investment income (if negative, enter -0-) | | 2,416,190. | |
| | c Adjusted net income (if negative, enter -0-) | | | 0. |

| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | Beginning of year | End of year | |
|------------------------|--|---|-------------------|----------------|-----------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| ASSETS | 1 | Cash – non-interest-bearing | 115,953. | 134,423. | 134,423. |
| | 2 | Savings and temporary cash investments | | | |
| | 3 | Accounts receivable | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach sch) | | | |
| | | Less: allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10a | Investments – U.S. and state government obligations (attach schedule) L-10a. Stmt . | 2,186,125. | 1,885,205. | 1,885,205. |
| | b | Investments – corporate stock (attach schedule) . L-10b. Stmt . | 41,317,396. | 43,589,849. | 43,589,849. |
| | c | Investments – corporate bonds (attach schedule) . L-10c. Stmt . | 2,349,959. | 1,993,251. | 1,993,251. |
| 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 . | 1,285,534. | 665,328. | 665,328. |
| | 14 | Land, buildings, and equipment: basis ▶ 759,049. | | | |
| | | Less: accumulated depreciation (attach schedule) L-14. Stmt . ▶ 578,027. | 182,519. | 181,022. | 181,022. |
| | 15 | Other assets (describe ▶ L-15 Stmt) | 565,897. | 579,967. | 580,604. |
| | 16 | Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I) | 48,003,383. | 49,029,045. | 49,029,682. |
| | 17 | Accounts payable and accrued expenses | 69,385. | 7,106. | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 69,385. | 7,106. | |
| NET FUND BALANCES | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/> | | | | |
| | 24 | Unrestricted | 47,396,998. | 48,484,939. | |
| | 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, bldg, and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | Total net assets or fund balances (see instructions) | 47,933,998. | 49,021,939. | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) | 48,003,383. | 49,029,045. | |

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 | 47,933,998. |
| 2 | Enter amount from Part I, line 27a | 2 | -1,196,808. |
| 3 | Other increases not included in line 2 (itemize) ▶ See Other Increases Stmt . | 3 | 2,779,749. |
| 4 | Add lines 1, 2, and 3 | 4 | 49,516,939. |
| 5 | Decreases not included in line 2 (itemize) ▶ GRANTS PAYABLE . | 5 | 495,000. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30 | 6 | 49,021,939. |

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) |
|--|---|---|---|-------------------------------------|
| a SEE STATEMENT | | P | 12/31/14 | 12/31/14 |
| b SEE STATEMENT | | P | 02/07/97 | 12/31/14 |
| c SEE STATEMENT | | P | 12/31/14 | 12/31/14 |
| d SEE STATEMENT | | P | 01/12/99 | 12/31/14 |
| e CAPITAL GAIN DISTRIBUTION PER K-1'S | | P | 12/31/14 | 12/31/14 |
| (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 294,190. | | 259,867. | 34,323. | |
| b 4,712,585. | | 3,376,835. | 1,335,750. | |
| c 321,163. | | 384,505. | -63,342. | |
| d 2,702,823. | | 2,100,657. | 602,166. | |
| e 32,257. | | 0. | 32,257. | |
| 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 | | | 34,323. | |
| b | | | 1,335,750. | |
| c | | | -63,342. | |
| d | | | 602,166. | |
| e | | | 32,257. | |
| 2 Capital gain net income or (net capital loss). | If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 | | 2 | 1,941,154. |
| 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 | 3,238. |

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)) |
|---|--|---|---|
| 2013 | 1,756,482. | 43,281,332. | 0.040583 |
| 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 |
| 2 Total of line 1, column (d) | | | 2 0.261209 |
| 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 0.052242 |
| 4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. | | | 4 47,879,888. |
| 5 Multiply line 4 by line 3 | | | 5 2,501,341. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 24,162. |
| 7 Add lines 5 and 6 | | | 7 2,525,503. |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 1,753,530. |

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.

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(j)(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 48,324. |
| 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 48,324. |
| 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 48,324. |
| 6 Credits/Payments: | |
| a 2014 estimated tax pmts and 2013 overpayment credited to 2014 | 6a 78,400. |
| b Exempt foreign organizations – tax withheld at source | 6b |
| c Tax paid with application for extension of time to file (Form 8868) | 6c 0. |
| d Backup withholding erroneously withheld | 6d |
| 7 Total credits and payments. Add lines 6a through 6d | 7 78,400. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 6. |
| 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 30,070. |
| 11 Enter the amount of line 10 to be Credited to 2015 estimated tax ► 30,070. Refunded ► 11 | |

Part VII-A: Statements Regarding Activities

| Line | Yes | No |
|--|-----|----|
| 1 a | X | |
| 1 b | X | |
| 1 c | X | |
| 2 | X | |
| 3 | X | |
| 4 a | X | |
| 4 b | | |
| 5 | X | |
| 6 | X | |
| 7 | X | |
| 8 a | | |
| b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation | | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If 'Yes,' complete Part XIV | | |
| 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses | | |

Part VII-A Statements Regarding Activities (continued)

| | | | |
|---|---|-----------------------------|---------------------------------------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions) | <input type="checkbox"/> 11 | <input checked="" type="checkbox"/> 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) | <input type="checkbox"/> 12 | <input checked="" type="checkbox"/> X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► http://www.chdodgefoundation.org/ | <input type="checkbox"/> 13 | <input checked="" type="checkbox"/> X |
| 14 | The books are in care of ► CLEVELAND H. DODGE FOUNDATION, INC. Telephone no. ► (212) 972-2800 Located at ► 420 Lexington Avenue, Suite 2331, New York, NY ZIP + 4 ► 10170 | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ► <input type="checkbox"/> 15 and enter the amount of tax-exempt interest received or accrued during the year | | |
| 16 | At any time during calendar year 2014, 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? | <input type="checkbox"/> 16 | <input checked="" type="checkbox"/> X |
| See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If 'Yes,' enter the name of the foreign country ► | | | |

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

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

| | | Yes | No |
|-----|---|------------------------------|--|
| 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"/> X 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"/> X No |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X No |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X 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"/> X 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"/> X 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)? | <input type="checkbox"/> 1 b | |
| c | 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 2014? | <input type="checkbox"/> 1 c | <input checked="" type="checkbox"/> 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X No |
| | If 'Yes,' list the years ► 20 ___, 20 ___, 20 ___, 20 ___. | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see instructions.) | <input type="checkbox"/> 2 b | |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 ___, 20 ___, 20 ___, 20 ___. | | |
| 3 a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> X No |
| b | If 'Yes,' did it have excess business holdings in 2014 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 2014.) | <input type="checkbox"/> 3 b | |
| 4 a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | <input type="checkbox"/> 4 a | <input checked="" type="checkbox"/> 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 2014? | <input type="checkbox"/> 4 b | <input checked="" type="checkbox"/> X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4845(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 4945(d)(4)(A)? (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 VII 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 | 177,501. |
| GILLESPIE ROBINSON & COMPANY 80 FIELDPORT ROAD GREENWICH, CT 06836 | INVESTMENT SERVICE | 153,250. |
| | | |
| | | |
| | | |
| | | |
| 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 (2014)

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

| | | |
|--|----|-------------|
| 1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes: | | |
| a Average monthly fair market value of securities | 1a | 46,660,892. |
| b Average of monthly cash balances | 1b | 1,200,602. |
| c Fair market value of all other assets (see instructions) | 1c | 747,529. |
| d Total (add lines 1a, b, and c) | 1d | 48,609,023. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e | |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 Subtract line 2 from line 1d | 3 | 48,609,023. |
| 4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 729,135. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 47,879,888. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 2,393,994. |

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 | 2,393,994. |
| 2 a Tax on Investment income for 2014 from Part VI, line 5 | 2a | 48,324. |
| b Income tax for 2014. (This does not include the tax from Part VI) | 2b | |
| c Add lines 2a and 2b | 2c | 48,324. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 2,345,670. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 2,345,670. |
| 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 | 2,345,670. |

Part XII **Qualifying Distributions** (see instructions)

| | | |
|---|----|------------|
| 1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes: | | |
| a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26 | 1a | 1,628,530. |
| b Program-related investments – total from Part IX-B. | 1b | |
| 2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes | 2 | |
| 3 Amounts set aside for specific charitable projects that satisfy the: | | |
| a Suitability test (prior IRS approval required) | 3a | |
| b Cash distribution test (attach the required schedule) | 3b | 125,000. |
| 4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 1,753,530. |
| 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 | 1,753,530. |

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 2013 | (c) 2013 | (d) 2014 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 2,345,670. |
| 2 Undistributed Income, if any, as of the end of 2014: | | | | |
| a Enter amount for 2013 only | | | | 0. |
| b Total for prior years: 20 ____ , 20 ____ , 20 ____ | | | | |
| 3 Excess distributions carryover, if any, to 2014: | | | | |
| a From 2009 | 1,129,728. | | | |
| b From 2010 | 0. | | | |
| c From 2011 | 0. | | | |
| d From 2012 | 12,566. | | | |
| e From 2013 | 0. | | | |
| f Total of lines 3a through e | | 1,142,294. | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 1,753,530. | | | | |
| a Applied to 2013, 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 2014 distributable amount | | | | 1,753,530. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).) | | 592,140. | | 592,140. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | | 550,154. | | |
| 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 2013 Subtract line 4a from line 2a Taxable amount — see Instructions | | | | 0. |
| f Undistributed Income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required — see Instructions) | | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) | | 537,588. | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | | 12,566. | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2010 | 0. | | | |
| b Excess from 2011 | 0. | | | |
| c Excess from 2012 | 12,566. | | | |
| d Excess from 2013 | 0. | | | |
| e Excess from 2014 | 0. | | | |

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Part IV **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 2014, enter the date of the ruling | ► | | | |
| • b Check box to indicate whether the foundation is a private operating foundation described in section | <input type="checkbox"/> 4942(j)(3) or | | 4942(j)(5) | |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | |
| b 85% of line 2a | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: | | | | |
| a 'Assets' alternative test — enter: | | | | |
| (1) Value of all assets | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | |
| b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | |
| c 'Support' alternative test — enter: | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) | | | | |
| (3) Largest amount of support from an exempt organization | | | | |
| (4) Gross investment income | | | | |

Part V **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 address of the person to whom applications should be addressed:

PHYLLIS CRISCUOLI

670 WEST 247TH STREET

BRONX

NY 10471

(718) 543-1220

chdodgefdn@aol.com

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

LETTER - DESCRIPTION OF PROJECT AND BUDGET

c Any submission deadlines:

N/A

d 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. EXEMPT PUBLIC CHURCHES UNDER IRS SECTION 509 (A)

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|----------------------------------|------------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| SEE ATTACHED | | | | |
| SEE ATTACHED | | | | |
| SEE ATTACHED | | | | |
| NY 10001 | NONE | PUBLIC | SEE ATTACHED | 1,279,708. |
| Total | | | | 1,279,708. |
| b Approved for future payment | | | | |
| Total | | | | 1,279,708. |

Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See Instructions.) |
|---|---|---------------------------|---------------|--------------------------------------|---------------|--|
| | | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 | Program service revenue: | | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
| f | | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments | | | | | |
| 3 | Interest on savings and temporary cash investments | | | | | |
| 4 | Dividends and interest from securities | | | | 14 | 871,518. |
| 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) | | | | | 871,518. |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | 13 | 871,518. |

Part IV-B: Relationship of Activities to the Accomplishment of Exempt Purposes

