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Form 990-PF

Return of Private Foundation

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

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

2015

Open to Public
Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

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 instructions) (212) 972-2800
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		C If exemption application is pending, 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		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 47,942,916	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	753,144	753,144		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,737,315			
	b Gross sales price for all assets on line 6a 1,960,000				
	7 Capital gain net income (from Part IV, line 2)		2,811,318		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	24,949	24,949		
	12 Total Add lines 1 through 11	2,515,408	3,589,411		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	128,571			128,571
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	31,163			31,163
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	17,850	17,850		
	c Other professional fees (attach schedule)	316,940	316,940		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	43,332	10,253		
	19 Depreciation (attach schedule) and depletion	6,078		6,078	
	20 Occupancy	123,938	7,875		116,063
	21 Travel, conferences, and meetings	69,492			69,492
	22 Printing and publications				
	23 Other expenses (attach schedule)	25,046	3,613		21,433
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	762,410	356,531	6,078	366,722
	25 Contributions, gifts, grants paid	1,425,705			1,425,705
	26 Total expenses and disbursements. Add lines 24 and 25	2,188,115	356,531	6,078	1,792,427
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	327,293			
	b Net investment income (if negative, enter -0-)		3,232,880		
	c Adjusted net income(if negative, enter -0-)				

Assets	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
1	Cash—non-interest-bearing	134,423	1,017,289	1,017,289	
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 schedule) ► _____				
	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)	1,885,205	1,250,066	1,250,066	
b	Investments—corporate stock (attach schedule)	43,589,849	41,234,352	41,234,352	
c	Investments—corporate bonds (attach schedule)	1,993,251	2,456,120	2,456,120	
11	Investments—land, buildings, and equipment basis ► _____				
	Less accumulated depreciation (attach schedule) ► _____				
12	Investments—mortgage loans.				
13	Investments—other (attach schedule)	665,328	1,359,464	1,359,464	
14	Land, buildings, and equipment basis ► _____ 288,563				
	Less accumulated depreciation (attach schedule) ► 245,035				
15	Other assets (describe ► _____)	181,022	43,528	43,528	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	579,967	582,097	582,097	
		49,029,045	47,942,916	47,942,916	
Liabilities	17	Accounts payable and accrued expenses	7,106	4,066	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ► _____)			
	23	Total liabilities (add lines 17 through 22)	7,106	4,066	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	48,484,939	47,401,850	
	25	Temporarily restricted			
	26	Permanently restricted	537,000	537,000	
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	49,021,939	47,938,850	
	31	Total liabilities and net assets/fund balances (see instructions)	49,029,045	47,942,916	

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	49,021,939
2	Enter amount from Part I, line 27a	2	327,293
3	Other increases not included in line 2 (itemize) ► _____	3	2,834,418
4	Add lines 1, 2, and 3	4	52,183,650
5	Decreases not included in line 2 (itemize) ► _____	5	4,244,800
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	47,938,850

Part IV Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co.)		How acquired (b) P—Purchase D—Donation	Date acquired (c) (mo, day, yr)	Date sold (d) (mo, day, yr)
1a See Additional Data Table				
b				
c				
d				
e				
(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)	
a See Additional Data Table				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	(l)	
a See Additional Data Table				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	2,811,318
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	-141,999

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 instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	1,753,530	47,879,888	0 036624
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
2 Total of line 1, column (d).			2 0 214096
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 042819
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.			4 47,968,302
5 Multiply line 4 by line 3.			5 2,053,955
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 32,329
7 Add lines 5 and 6.			7 2,086,284
8 Enter qualifying distributions from Part XII, line 4.			8 3,577,427

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1	1	32,329
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	2	0
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	32,329
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
3	Add lines 1 and 2.	5	32,329
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	82,400
b	Exempt foreign organizations—tax withheld at source.	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	82,400
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	101
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	49,970
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ► 49,970 Refunded ►	11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
1d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	Yes	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	Yes	No
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?	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	Yes	
8a	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? <i>If "No," attach explanation.</i>	Yes	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	Yes	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► http://www.chdodgefoundation.org/	13	Yes	
14	The books are in care of ► CLEVELAND H DODGE FOUNDATION INC Located at ► 420 LEXINGTON AVENUE SUITE 2331 NEW YORK NY	Telephone no ► (212) 972-2800 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"/> and enter the amount of tax-exempt interest received or accrued during the year ► <input type="checkbox"/> 15			
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b	
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 2015?	1c	No
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years ► 20____, 20____, 20____, 20____	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	2b	
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____		
3a	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 2015 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 2015)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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 2015?	4b	No

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

5a	During the year did the foundation pay or incur any amount to						
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?				<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?				<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
(3) Provide a grant to an individual for travel, study, or other similar purposes?				<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).				<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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?				<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	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)?						
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?	<input type="checkbox"/>	Yes	<input type="checkbox"/>	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?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>				6b	No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No						
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>				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	Title, and average hours per week (b) 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	EXEC DIRECTOR	128,571	31,776	0
53-108 63RD ST MASPETH, NY 11378	40 00			

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	Title, and average hours per week (b) 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.				0

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	INVESTMENT SERVICE	145,51
330 MADISON AVE NEW YORK, NY 10017		
GILLESPIE ROBINSON & COMPANY	INVESTMENT SERVICE	139,60
80 FIELDPORT ROAD		
GREENWICH, CT 06836		

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

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.

Form 990-PF (2015)

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	46,311,166
b	Average of monthly cash balances.	1b	1,704,446
c	Fair market value of all other assets (see instructions).	1c	683,172
d	Total (add lines 1a, b, and c).	1d	48,698,784
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	48,698,784
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	730,482
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	47,968,302
6	Minimum investment return. Enter 5% of line 5.	6	2,398,415

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	2,398,415
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	32,329
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	32,329
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,366,086
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,366,086
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	2,366,086

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	1,792,427
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	1,785,000
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,577,427
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	32,329
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,545,098

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,366,086
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.	12,566			
d From 2013.				
e From 2014.				
f Total of lines 3a through e.	12,566			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 3,577,427				
a Applied to 2014, 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 2015 distributable amount.				2,366,086
e Remaining amount distributed out of corpus	1,211,341			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,223,907			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	1,223,907			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.	12,566			
c Excess from 2013.				
d Excess from 2014.				
e Excess from 2015.	1,211,341			

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(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(j)(3)(B)(i)			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)			
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)			
	(3) Largest amount of support from an exempt organization			
	(4) Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization 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

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)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SEE ATTACHED SEE ATTACHED, NY 10001		PUBLIC	SEE ATTACHED	1,425,705
Total				1,425,705
b Approved for future payment				
Total				► 3b

Part XVI-A 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) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments.					
4 Dividends and interest from securities.			14	753,144	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property.					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory.			19	1,737,315	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e).					
13 Total Add line 12, columns (b), (d), and (e).				2,490,459	2,490,459

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
SEE STATEMENT - ST GUILLESPIE	P	2015-01-01	2015-12-31
SEE STATEMENT - LT GUILLESPIE	P	2014-01-01	2015-12-31
SEE STATEMENT - ST BMO	P	2015-01-01	2015-12-31
SEE STATEMENT - LT BMO	P	2014-01-01	2015-12-31
CAPITAL GAIN DISTRIBUTIONS, PER 1099S	P	2014-01-01	2015-12-31
NET ST CAPITAL LOSS PER K1S	P	2015-01-01	2015-12-31
NET LT CAPITAL GAINS PER K1S	P	2014-01-01	2015-12-31
OTHER CAPITAL GAINS (LOSS)	P	2014-01-01	2015-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,374,961	0	1,466,245	-91,284
6,529,384	0	4,907,451	1,621,933
1,031,508	0	1,082,152	-50,644
3,059,029	0	1,791,913	1,267,116
25,129	0	0	25,129
0	0	71	-71
32,845	0	0	32,845
6,294	0	0	6,294

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	(l)
0	0	0	-91,284
0	0	0	1,621,933
0	0	0	-50,644
0	0	0	1,267,116
0	0	0	25,129
0	0	0	-71
0	0	0	32,845
0	0	0	6,294

TY 2015 Accounting Fees Schedule

Name: CLEVELAND H DODGE FOUNDATION INC**EIN:** 13-6015087

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Ritch, Greenberg & Hassan, P C AUDIT	17,850	17,850		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Depreciation Schedule

Name: CLEVELAND H DODGE FOUNDATION INC

EIN: 13-6015087

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
EQUIPMENT 1993	1993-01-01	3,607	3,607	200DB	5 00				
EQUIPMENT 1994	1994-01-01	779	779	200DB	5 00				
PHONE SYSTEM	1996-01-01	4,582	4,582	200DB	5 00				
EQUIPMENT 1999	1999-01-01	7,234	7,234	200DB	5 00				
PRINTER	2003-01-01	1,247	1,247	200DB	5 00				
CHAIRS	2005-06-01	3,355	3,198	SL	10 00	157			
COMPUTER	2005-06-01	925	925	SL	5 00				
GRAYBAR FITUP 2008	2008-01-01	22,880	22,880	SL	5 00				
FURNITURE 2008	2008-04-30	11,331	10,522	SL	7 00	809			
PHONE SYSTEM	2008-03-15	2,601	2,601	SL	5 00				
GRAYBAR IMPR 2008	2008-04-01	7,809	7,809	SL	5 00				
FF&E 1986	1986-01-01	700	700	PRE	5 00				
FF&E 1993	1993-01-01	751	751	200DB	7 00				
FF&E 1999	1999-01-01	4,110	4,110	SL	10 00				
FF&E 1999	1999-01-01	1,415	1,415	SL	10 00				
FF&E 2002	2002-01-01	777	777	SL	10 00				
EQUIPMENT 1980	1980-01-01	2,470	2,470	SL	5 00				
EQUIPMENT 1981	1981-01-01	229	229	PRE	5 00				
EQUIPMENT 1989	1989-01-01	350	350	200DB	5 00				
EQUIPMENT 1991	1991-01-01	4,229	4,229	200DB	7 00				

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
EQUIPMENT 1991	1991-01-01	804	804	200DB	5 00				
EQUIPMENT 1992	1992-01-01	1,068	1,068	200DB	5 00				
BUILDING AND LAND	1983-07-01	472,717	339,072	SL	25 00				
COLLECTION-1986	1987-01-01	106,345	106,345	SL	25 00				
COLLECTION-2000	2000-01-01	14,600	8,468	SL	25 00	584			
COLLECTION-2000	2000-01-01	1,500	870	SL	25 00	60			
RESTORATION 2001	2001-07-01	12,697	6,603	SL	25 00	508			
ANTIQUES & ART	2001-01-01	7,550	4,077	SL	25 00	302			
ART APPRAISAL ADJ	2001-01-01	43,893	22,826	SL	25 00	1,756			
COUCH	2008-05-18	1,669	1,550	SL	7 00	119			
COMPUTER	2009-03-12	1,230	1,230	200DB	5 00				
COPIER	2012-02-28	6,677	3,757	200DB	7 00	834			
COMPUTER	2013-01-13	1,027	626	200DB	5 00	160			
GHD PORTRAIT	2013-12-12	5,363	242	SL	25 00	214			
REFRIDGERATOR	2014-04-10	529	76	200DB	7 00	129			
COMPUTERS	2015-08-17	2,230		200DB	5 00	446			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2015 Gain/Loss from Sale of Other Assets Schedule

Name: CLEVELAND H DODGE FOUNDATION INC

EIN: 13-6015087

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
BUILDING AND LAND	1983-07		2015-08		1,960,000	472,717		89,040	1,737,315	339,072

TY 2015 Investments Corporate Bonds Schedule

Name: CLEVELAND H DODGE FOUNDATION INC

EIN: 13-6015087

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	2,456,120	2,456,120

TY 2015 Investments Corporate Stock Schedule

Name: CLEVELAND H DODGE FOUNDATION INC

EIN: 13-6015087

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	41,234,352	41,234,352

TY 2015 Investments Government Obligations Schedule

Name: CLEVELAND H DODGE FOUNDATION INC

EIN: 13-6015087

US Government Securities - End of

Year Book Value: 1,250,066

US Government Securities - End of

Year Fair Market Value: 1,250,066

State & Local Government

Securities - End of Year Book

Value:

State & Local Government

Securities - End of Year Fair

Market Value:

TY 2015 Investments - Other Schedule

Name: CLEVELAND H DODGE FOUNDATION INC**EIN:** 13-6015087

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUND		213,489	213,489
MONEY MARKET FUND AND CASH		1,145,975	1,145,975

**TY 2015 Land, Etc.
Schedule****Name:** CLEVELAND H DODGE FOUNDATION INC**EIN:** 13-6015087

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE & EQUIPMENT	65,927	61,492	4,435	
OFFICE ARTWORK	191,948	152,855	39,093	
LEXINGTON AVENUE IMPROVEMENTS	30,688	30,688		

TY 2015 Other Assets Schedule

Name: CLEVELAND H DODGE FOUNDATION INC**EIN:** 13-6015087

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK AND SCULPTURE	537,000	537,000	537,000
SECURITY DEPOSIT	28,897	28,897	28,897
PREPAID TAXES	14,070	6,200	6,200
DEPOSIT ON ANNIVERSARY BOOK		10,000	10,000

TY 2015 Other Assets Schedule

Name: CLEVELAND H DODGE FOUNDATION INC**EIN:** 13-6015087

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK AND SCULPTURE	537,000	537,000	537,000
SECURITY DEPOSIT	28,897	28,897	28,897
PREPAID TAXES	14,070	6,200	6,200
DEPOSIT ON ANNIVERSARY BOOK		10,000	10,000

TY 2015 Other Assets Schedule

Name: CLEVELAND H DODGE FOUNDATION INC**EIN:** 13-6015087

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARTWORK AND SCULPTURE	537,000	537,000	537,000
SECURITY DEPOSIT	28,897	28,897	28,897
PREPAID TAXES	14,070	6,200	6,200
DEPOSIT ON ANNIVERSARY BOOK		10,000	10,000

TY 2015 Other Decreases Schedule

Name: CLEVELAND H DODGE FOUNDATION INC**EIN:** 13-6015087

Description	Amount
GRANTS PAYABLE	625,000
UNREALIZED LOSS ON INVESTMENTS	3,619,800

TY 2015 Other Expenses Schedule

Name: CLEVELAND H DODGE FOUNDATION INC

EIN: 13-6015087

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	13,687	3,613		10,074
OFFICE AND STORAGE	11,359			11,359

TY 2015 Other Income Schedule

Name: CLEVELAND H DODGE FOUNDATION INC**EIN:** 13-6015087

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	5,941	5,941	
INVESTMENT INCOME	19,008	19,008	

TY 2015 Other Increases Schedule**Name:** CLEVELAND H DODGE FOUNDATION INC**EIN:** 13-6015087

Description	Amount
REALIZED GAIN ON INVESTMENTS	2,811,318
NON TAXABLE DIVIDENDS	23,100

TY 2015 Other Professional Fees Schedule

Name: CLEVELAND H DODGE FOUNDATION INC**EIN:** 13-6015087

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BECK, MACK & OLIVER INVESTMENT SERVICES	145,519	145,519		
GILLESPIE ROBINSON & COMPANY INVESTMENT SERVICES	139,605	139,605		
OTHER INVESTMENT SERVICES	31,816	31,816		

TY 2015 Taxes Schedule

Name: CLEVELAND H DODGE FOUNDATION INC**EIN:** 13-6015087

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Federal Excise Tax	32,329			
FOREIGN TAX	10,003	10,003		
STATE TAX	750			
OTHER	250	250		