

Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 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	Room/suite 2331	B Telephone number (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 ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☒ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 49,011,290.	J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (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 ☐

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))		(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				N/A	
2 Check ☒ if the foundation is not attached Sch B					
3 Interest on savings and temporary cash investments		487.	487.		STATEMENT 1
4 Dividends and interest from s		736,521.	710,522.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,921,229.			
b Gross sales price for all assets on line 6a 9,026,044.					
7 Capital gain net income (from Part IV, line 2)			1,931,092.		
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)					
11 Other income		31,833.	10,465.		STATEMENT 3
12 Total. Add lines 1 through 11		2,690,070.	2,652,566.		
13 Compensation of officers, directors, trustees, etc		128,571.	0.		128,571.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		5,125.	0.		5,125.
16a Legal fees					
b Accounting fees STMT 4		17,425.	0.		17,425.
c Other professional fees STMT 5		323,424.	323,424.		0.
17 Interest		9,796.	7,452.		0.
18 Taxes STMT 6		59,630.	11,537.		0.
19 Depreciation and depletion					
20 Occupancy		104,941.	0.		104,941.
21 Travel, conferences, and meetings		109,097.	0.		109,097.
22 Printing and publications					
23 Other expenses STMT 7		9,937.	779.		9,937.
24 Total operating and administrative expenses Add lines 13 through 23		767,946.	343,192.		375,096.
25 Contributions, gifts, grants paid		1,957,156.			1,427,156.
26 Total expenses and disbursements Add lines 24 and 25		2,725,102.	343,192.		1,802,252.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		<35,032.>			
b Net investment income (if negative, enter -0-)			2,309,374.		
c Adjusted net income (if negative, enter -0-)				N/A	

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,017,289.	155,939.	155,939.
	2 Savings and temporary cash investments		1,253,768.	1,253,768.
	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			
	7 Other notes and loans receivable ▶			
	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 STMT 10	1,250,066.	1,222,561.	1,222,561.
	b Investments - corporate stock STMT 11	41,234,352.	41,765,759.	41,765,759.
	c Investments - corporate bonds STMT 12	2,456,120.	2,168,692.	2,168,692.
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 13	1,359,464.	1,878,645.	1,878,645.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶	43,528.	0.	0.	
15 Other assets (describe ▶ STATEMENT 14)	582,097.	565,926.	565,926.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	47,942,916.	49,011,290.	49,011,290.	
Liabilities	17 Accounts payable and accrued expenses	4,066.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	4,066.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒			
	24 Unrestricted	47,401,850.	48,474,290.	
	25 Temporarily restricted			
	26 Permanently restricted	537,000.	537,000.	
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	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	47,938,850.	49,011,290.	
	31 Total liabilities and net assets/fund balances	47,942,916.	49,011,290.	

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	47,938,850.
2 Enter amount from Part I, line 27a	2	<35,032.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,351,903.
4 Add lines 1, 2, and 3	4	49,255,721.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	244,431.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	49,011,290.

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Part IV Capital Gains and Losses for Tax on Investment Income**SEE ATTACHED STATEMENT**

(a) List and describe the kind(s) of property sold (e.g., real estate, 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.)
1a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	9,026,044.	7,118,642.	1,931,092.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,931,092.

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	1,931,092.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 (col. (b) divided by col. (c))
2015	3,545,098.	47,968,302.	.073905
2014	1,753,530.	47,879,888.	.036624
2013	1,756,482.	43,281,332.	.040583
2012	1,840,374.	37,310,047.	.049326
2011	1,739,587.	38,363,200.	.045345

2 Total of line 1, column (d)	2	.245783
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	.049157
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	46,604,263.
5 Multiply line 4 by line 3	5	2,290,926.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	23,094.
7 Add lines 5 and 6	7	2,314,020.
8 Enter qualifying distributions from Part XII, line 4	8	1,802,252.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. 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 ☐ and enter 1% of Part I, line 27b		1	46,187.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (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	46,187.
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	46,187.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	27,876.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	25,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	O.R. OVERPAYMENT	<6,433.>	7
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8
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
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax	Refunded		11

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
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
4a 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?	X	
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, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>NY</u>		
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 2016 or the taxable year beginning in 2016 (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

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address HTTPS://WWW.CHDODGEFOUNDATION.ORG/		
14 The books are in care of CLEVELAND H. DODGE FOUNDATION, INC. Telephone no (212) 972-2800		
Located at 420 LEXINGTON AVENUE, NEW YORK, NY ZIP+4 10170		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 2016, 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?	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ 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)?		X
Organizations relying on a current notice regarding disaster assistance check here ☐		
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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ Yes ☒ No	
If "Yes," list the years		
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2016 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 2016)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2016?		X

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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))?

☐ 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)?

N/A

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?

N/A

☐ 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

X

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?

N/A

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.

(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
SEE STATEMENT 15		128,571.	13,682.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BECK, MACK AND OLIVER 330 MADISON AVENUE, NEW YORK, NY 10017	INVESTMENT ADVISORS	139,567.
GILLESPIE ROBINSON AND COMPANY 80 FIELDPORT ROAD, GREENWICH, CT 06836	INVESTMENT ADVISORS	135,186.

Total number of others receiving over \$50,000 for professional services

0

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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(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	45,151,341.
b	Average of monthly cash balances	1b	2,133,706.
c	Fair market value of all other assets	1c	28,926.
d	Total (add lines 1a, b, and c)	1d	47,313,973.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	47,313,973.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	709,710.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	46,604,263.
6	Minimum investment return. Enter 5% of line 5	6	2,330,213.

(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	2,330,213.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	46,187.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	0.
c	Add lines 2a and 2b	2c	46,187.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,284,026.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,284,026.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,284,026.

(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	1,802,252.
b	Program-related investments - total from Part IX-B	1b	0.
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	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,802,252.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,802,252.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,284,026.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012	12,566.			
c From 2013				
d From 2014				
e From 2015	1,211,341.			
f Total of lines 3a through e	1,223,907.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 1,802,252.				
a Applied to 2015, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				1,802,252.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	481,774.			481,774.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	742,133.			
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	742,133.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015	742,133.			
e Excess from 2016				

N/A

- (4) Gross investment income**

[illegible]

SEE FOUNDATION'S WEBSITE [HTTPS://WWW.CHDODGEFOUNDATION.ORG/GUIDELINES](https://www.chdodgefoundation.org/guidelines)

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				
AFRICA CONSULTANTS INTERNATIONAL 181 PINEHURST DRIVE BRADENTON, FL 34210	N/A	PC	GENERAL	100.
AGRICULTURAL STEWARDSHIP ASSOCIATION 2531 STATE ROUTE 40 GREENWICH, NY 12834	N/A	PC	GENERAL	300.
ALS ASSOCIATION 4 OXFORD ROAD UNIT D4 MILFORD, CT 06460	N/A	PC	GENERAL	150.
ALS ASSOCIATION 700 NE MULTNOMAH STREET SUITE 210 PORTLAND, OR 97232	N/A	PC	GENERAL	300.
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 WALL STREET 29TH FLOOR NEW YORK, NY 10005	N/A	PC	GENERAL	90.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	1,427,156.
b Approved for future payment				
EAST HARLEM TUTORIAL PROGRAM 2035 SECOND AVENUE NEW YORK, NY 10029	N/A	PC	INSTALLMENT ON A THREE-YEAR GRANT FOR THE CONSTRUCTION OF A PRE-SCHOOL CLASSROOM IN THE NEW EDUCATION	100,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD. BRONX, NY 10460	N/A	PC	GRANT IN SUPPORT OF THE NEW YORK AQUARIUM	150,000.
Total			▶ 3b	250,000.

Form 990-PF (2016)

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
	(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			14	487.		
4 Dividends and interest from securities	525990	120.	14	736,401.		
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	525990	3,222.	01	31,517.		
8 Gain or (loss) from sales of assets other than inventory	525990	316.	18	1,918,007.		
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)		3,658.		2,686,412.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	2,690,070.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

Signature of officer or trustee

Date _____

EXECUTIVE
DIRECTOR

Title

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

☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature 	Date 11/13/19	Check ☐ if self-employed	PTIN
	SCOTT BROWN				P02104034
	Firm's name ▶ PKF O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
	Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no. 212-286-2600	

Form **990-PF** (2016)

CLEVELAND H. DODGE FOUNDATION, INC.

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 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b THE BLACKSTONE GROUP LP		P	VARIOUS	VARIOUS
c APOLLO GLOBAL MANAGEMENT, LLC		P	VARIOUS	VARIOUS
d BROOKFIELD BUSINESS PARTNERS, LP		P	VARIOUS	VARIOUS
e RENAISSANCERE HOLDINGS LTD		P	VARIOUS	VARIOUS
f THE ALPHAGEN EUROPEAN BEST IDEAS FUND, LLC		P	VARIOUS	VARIOUS
g CAPITAL GAINS DIVIDENDS				
h				
i				
j				
k				
l				
m				
n				
o				

(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 8,646,123.		6,969,093.	1,677,030.
b			7,381.
c			3,304.
d 2,721.		2,716.	5.
e 362,386.		146,833.	215,553.
f			13,005.
g 14,814.			14,814.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,677,030.
b			7,381.
c			3,304.
d			5.
e			215,553.
f			13,005.
g			14,814.
h			
i			
j			
k			
l			
m			
n			
o			

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	1,931,092.
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). If (loss), enter "-0-" in Part I, line 8 }		3	N/A

Part XVI Supplementary Information (continued)

3a Grants and Contributions Paid During the Year					
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)					
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY STREET PENNSYLVANIA PHILADELPHIA, PA 19102		N/A	PC	GENERAL	1,000.
AMERICAN MUSEUM OF NATURAL HISTORY 200 CENTRAL PARK WEST NEW YORK NEW YORK, NY 10024		N/A	PC	GENERAL	40,000.
AMERICAN RED CROSS IN GREATER NY 520 WEST 49TH STREET NEW YORK, NY 10019		N/A	PC	GENERAL	5,000.
AMERICAN UNIVERSITY OF BEIRUT 3 DAG HAMMARSKJOLD PLAZA 8TH FLOOR NEW YORK, NY 10017		N/A	PC	GENERAL	28,025.
AMERICAN UNIVERSITY OF BEIRUT 3 DAG HAMMARSKJOLD PLAZA 8TH FLOOR NEW YORK, NY 10017		N/A	PC	PARTIAL PAYMENT ON A MULTI-YEAR CHALLENGE GRANT COMMITMENT MADE IN 2014 TO ESTABLISH THE CLEVELAND H. DODGE FOUNDATION SCHOLARSHIP FUND FOR QUALIFIED NEEDY STUDENTS.	125,000.
ANDOVER EDUCATIONAL FUND INC. PO BOX 32 ANDOVER, ME 04216		N/A	PC	GENERAL	1,750.
ANERA 1111 14TH STREET NW SUITE 400 WASHINGTON, DC 20005		N/A	PC	GENERAL	800.
Total from continuation sheets					1,426,216.

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
ANTIQUE BOAT MUSEUM 750 MARY STREET CLAYTON, NY 13624	N/A	PC	GENERAL		11,100.
ARTIST REPERTORY THEATRE 1515 SW MORRISON STREET OREGON PORTLAND, OR 97205	N/A	PC	GENERAL		750.
ATLAS CULTURAL FOUNDATION 5W MENDENHALL SUITE 521 BOZEMAN, MT 59715	N/A	PC	GENERAL		2,758.
AUDUBON ROCKIES 116 N. COLLEGE AVENUE SUITE 2 FORT COLLINS, CO 80524	N/A	PC	GENERAL		10,250.
AUSBON SARGENT LAND PRESERVATION TRUST PO BOX 2040 NEW LONDON, NH 03257	N/A	PC	GENERAL		60.
AVON OLD FARMS SCHOOL 500 OLD FARMS ROAD AVON, CT 06001	N/A	PC	GENERAL		250.
BALTIMORE-CHESAPEAKE BAY OUTWARD BOUND SCHOOL 1900 EAGLE DRIVE BALTIMORE, MD 21207	N/A	PC	GENERAL		6,000.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
BARD COLLEGE 30 CAMPUS RD ANNANDALE-ON-HUDSON, NY 12504	N/A	PC	GENERAL		500.
BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240	N/A	PC	GENERAL		2,136.
BEMENT SCHOOL 94 OLD MAIN ST DEERFIELD, MA 01342	N/A	PC	GENERAL		100.
BENNINGTON MUSEUM 75 MAIN STREET BENNINGTON, VT 05201	N/A	PC	GENERAL		200.
BIG BROTHERS BIG SISTERS OF COLORADO 750 W. HAMPDEN AVENUE SUITE 450 DENVER, CO 80110	N/A	PC	GENERAL		500.
BLANTON-PEALE INSTITUTE 7 W 30TH ST NEW YORK, NY 10001	N/A	PC	GENERAL		2,000.
BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK, ME 04011	N/A	PC	GENERAL		1,100.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
BOY SCOUTS OF AMERICA, GREATER NY COUNCIL 475 RIVERSIDE DRIVE, SUITE 600 NEW YORK, NY 10115	N/A	PC	GENERAL		5,000.
BOYS CLUB OF NEW YORK, INC. 287 EAST 10TH STREET NEW YORK, NY 10009	N/A	PC	GENERAL		5,000.
BOZEMAN FRIENDS OF MUSIC PO BOX 536 BOZEMAN, MT 59771	N/A	PC	GENERAL		100.
BRIDGERCARE 1288 N 14TH AVE #201 BOZEMAN, MT 59715	N/A	PC	GENERAL		4,622.
BROWN UNIVERSITY BOX 1877 PROVIDENCE, RI 02912	N/A	PC	GENERAL		350.
CAMDEN PUBLIC LIBRARY 55 MAIN STREET CAMDEN, ME 04843	N/A	PC	GENERAL		250.
CAPE REP THEATRE 164 COMMONS WAY BREWSTER, MA 02631	N/A	PC	GENERAL		4,000.
Total from continuation sheets					

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year		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
Recipient	Name and address (home or business)				
CARELTON COLLEGE ONE NORTH COLLEGE STREET NORTHFIELD, MN 55054	N/A	PC	GENERAL		50.
CASPER HUMANE SOCIETY 849 EAST E. STREET WYOMING CASPER, WY 82601	N/A	PC	GENERAL		1,015.
CENTER FOR MUSICAL ARTS-HEARTSTRINGS 200 E. BASELINE ROAD COLORADO LAFAYETTE, CO 80026	N/A	PC	GENERAL		250.
CENTRAL PARK CONSERVANCY 14 EAST 60TH STREET NEW YORK, NY 10022	N/A	PC	GENERAL		2,750.
CENTRAL PHILADELPHIA MONTHLY MEETING 1515 CHERRY STREET PHILADELPHIA, PA 19102	N/A	PC	GENERAL		1,300.
CENTRAL WYOMING HOSPICE & TRANSITIONS 319 S WILSON ST CASPER, WY 82601	N/A	PC	GENERAL		1,027.
CHATHAM ORPHEUM THEATER 637 MAIN STREET CHATHAM, MA 02633	N/A	PC	GENERAL		4,000.
Total from continuation sheets					

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year		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
Recipient	Name and address (home or business)				
CHESTERFIELD PRESBYTERIAN CHURCH 15037 CLAYTON ROAD CHESTERFIELD, MO 63017	N/A	PC	GENERAL		21,750.
CHILDREN OF ARMENIA FUND 149 FIFTH AVENUE, SUITE 500 NEW YORK, NY 10010	N/A	PC	GENERAL SUPPORT GRANT		5,000.
CHILDREN'S AID SOCIETY 711 THIRD AVENUE SUITE 700 NEW YORK, NY 10017	N/A	PC	GENERAL		10,500.
CHURCH OF THE MESSIAH 13 CHURCH STREET WOODS HOLE, MA 02543	N/A	PC	GENERAL		500.
CHURCH OF THE REDEEMER 5603 N. CHARLES STREET BALTIMORE, MD 21210	N/A	PC	GENERAL		2,500.
COASTAL MOUNTAINS LAND TRUST 101 MT. BATTIE STREET CAMDEN, ME 04849	N/A	PC	GENERAL		1,000.
COLBY COLLEGE 4335 MAYFLOWER HILL DRIVE WATERVILLE, ME 04976	N/A	PC	GENERAL		500.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
COMMEMORATIVE AIR FORCE PO BOX 764769 DALLAS, TX 75376	N/A	PC	GENERAL		50.
CONCORD ACADEMY 166 MAIN STREET CONCORD, MA 01742	N/A	PC	GENERAL		1,588.
COUNCIL ON FOUNDATIONS, INC. 1255 23RD STREET NW, SUITE 200 WASHINGTON, DC 20037	N/A	PC	GENERAL		8,800.
CROSSING THRESHOLDS, INC. 168 A IRVING AVENUE SUITE 300K PORT CHESTER, NY 10573	N/A	PC	GENERAL		1,000.
CRU 100 LAKE HART DR ORLANDO, FL 32832	N/A	PC	GENERAL		1,500.
DANA FARBER CANCER INSTITUTE 10 BROOKLINE PLACE 6TH FLOOR BOSTON, MA 02445	N/A	PC	GENERAL		100.
DANA HALL SCHOOL 45 DANA ROAD PO BOX 9010 WELLESLEY, MA 02482	N/A	PC	GENERAL		200.
Total from continuation sheets					

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year						
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)						
DARTMOUTH HITCHCOCK HEALTH CENTER ONE MEDICAL CENTER DRIVE LEBANON, NH 03756		N/A	PC	GENERAL	2,000.	
DAVID'S HOUSE 461 MOUNT SUPPORT ROAD LEBANON, NH 03766		N/A	PC	GENERAL	250.	
DEERFIELD ACADEMY BOX 306 ALUMNI OFFICE DEERFIELD, MA 01342		N/A	PC	GENERAL	100.	
DILLARD UNIVERSITY 2601 GENTILLY BLVD. LOUISIANA NEW ORLEANS, LA 70122		N/A	PC	GENERAL	500.	
DIRECT RELIEF 6100 WALLACE BECKNELL ROAD SANTA BARBARA, CA 93117		N/A	PC	GENERAL	250.	
EAST HARLEM TUTORIAL PROGRAM 2035 SECOND AVENUE NEW YORK, NY 10029		N/A	PC	INSTALLMENT ON A THREE-YEAR GRANT FOR THE CONSTRUCTION OF A PRE-SCHOOL CLASSROOM IN THE NEW EDUCATION BUILDING.	50,000.	
EAST HARLEM TUTORIAL PROGRAM 2035 SECOND AVENUE NEW YORK, NY 10029		N/A	PC	GENERAL	18,000.	
Total from continuation sheets						

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
ELM PROJECT 88 HAMILTON AVENUE CT. STAMFORD, CT 06902	N/A	PC	GENERAL		3,000.
EQUALITY STATE POLICY CENTER 419 SOUTH 5TH STREET, SUITE #1 LARAMIE, WY 82070	N/A	PC	GENERAL		750.
ETHEL WALKER SCHOOL 230 BUSHY HILL ROAD SIMSBURY, CT 06070	N/A	PC	GENERAL		1,000.
EVERGREEN HOUSE FOUNDATION 4545 N. CHARLES STREET BALTIMORE, MD 21210	N/A	PC	GENERAL		2,000.
FAIRFIELD COUNTRY DAY SCHOOL 2970 BRONSON ROAD FAIRFIELD, CT 06430	N/A	PC	GENERAL		1,250.
FARMINGTON LAND TRUST 128 GARDEN STREET FARMINGTON, CT 06032	N/A	PC	GENERAL		500.
FIRST CONGREGATIONAL CHURCH OF WELLFLEET PO BOX 1300 WELLFLEET, MA 02667	N/A	PC	GENERAL		900.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

Name and address (home or business)	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
FORT LIGONIER ASSOCIATION 200 S. MARKET STREET LIGONIER, PA 15658		N/A	PC	GENERAL	7,500.
FOUNDATION CENTER 79 FIFTH AVENUE NEW YORK, NY 10003		N/A	PC	GENERAL	1,000.
FOUR PAWS RESCUE TEAM PO BOX 2908 MERRIFIELD, VA 22116		N/A	PC	GENERAL	100.
FRAGMENT SOCIETY 59 HINCKLEY ROAD WABAN, MA 02468		N/A	PC	GENERAL	1,000.
FRESH AIR FUND 633 THIRD AVENUE 14TH FLOOR NEW YORK, NY 10017		N/A	PC	GENERAL	5,000.
FRIENDS OF TRYON CREEK 11321 SW TERWILLIGER BLVD. PORTLAND, OR 97219		N/A	PC	GENERAL	750.
GARRISON FOREST SCHOOL 300 GARRISON FOREST RD OWINGS MILLS, MD 21117		N/A	PC	GENERAL	250.
Total from continuation sheets					

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

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
Recipient				
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE MAILSTOP 3B5 FAIRFAX, VA 22030	N/A	PC	GENERAL	500.
GIRL SCOUTS OF GREATER NEW YORK 40 WALL STREET SUITE 708 NEW YORK, NY 10005	N/A	PC	GENERAL	5,000.
GLOBAL CAMPS AFRICA 11911 FREEDOM DRIVE #850 RESTON, VA 20190	N/A	PC	GENERAL	11,000.
GOOD SHEPHERD MISSION DEVELOPMENT 7654 NATURAL BRIDGE ROAD ST. LOUIS, MO 63121	N/A	PC	GENERAL	1,000.
GRINDSTONE ISLAND UNITED METHODIST CHURCH PO BOX 411 CLAYTON, NY 12624	N/A	PC	GENERAL	350.
HAMILTON COLLEGE 198 COLLEGE HILL ROAD CLINTON, NY 13323	N/A	PC.	GENERAL	2,000.
HAMPSHIRE COLLEGE 893 WEST STREET AMHERST, MA 01002	N/A	PC	GENERAL	200.
Total from continuation sheets				

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
HEBRON ACADEMY PO BOX 309 HEBRON, ME 04238	N/A	PC	GENERAL		500.
HELEN KELLER INTERNATIONAL 352 PARK AVENUE SOUTH #1200 NEW YORK, NY 10010	N/A	PC	GENERAL		2,000.
HELEN KELLER INTERNATIONAL 352 PARK AVENUE SOUTH, #1200 NEW YORK, NY 10010	N/A	PC	SUPPORT FOR THE CHILDSIGHT PROGRAM		10,000.
HELP CENTER, INC. 421 E. PEACH BOZEMAN, MT 59715	N/A	PC	GENERAL		200.
HISTORIC ANNAPOLIS 42 EAST STREET ANNAPOLIS, MD 21401	N/A	PC	GENERAL		175.
HOPE FUNDS FOR CANCER RESEARCH 226 BELLEVUE AVENUE NEWPORT, RI 02480	N/A	PC	GENERAL		6,000.
HOTCHKISS SCHOOL 11 INTERLAKEN ROAD LAKEVILLE, CT 06039	N/A	PC	GENERAL		200.
Total from continuation sheets					

Part XVI Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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)					
HOWE LIBRARY, HANOVER, NEW HAMPSHIRE 13 SOUTH STREET HANOVER, NH 03755	N/A	PC	GENERAL		500.
IMMACULATA HIGH SCHOOL 35 MOUNTAIN AVENUE SOMERVILLE, NJ 08876	N/A	PC	GENERAL		150.
IMMANUEL PRESBYTERIAN CHURCH 1125 SAVILE LANE MCLEAN, VA 22101	N/A	PC	GENERAL		12,200.
INTERNATIONAL COLLEGE, BEIRUT, LEBANON 215 PARK AVENUE SUITE 1710 NEW YORK, NY 10003	N/A	PC	GENERAL		5,670.
INTERNATIONAL HOUSE 500 RIVERSIDE DRIVE NEW YORK, NY 10027	N/A	PC	GENERAL		62,000.
ISLAND PARK PTA 5437 ISLAND CREST WAY MERCER ISLAND, WA 98040	N/A	PC	GENERAL		500.
JEWICY SCHOOL 11 CALEDON ROAD OWINGS MILLS, MD 21117	N/A	PC	GENERAL		100.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
JOHN BARTRAM ASSOCIATION 54TH STREET AND LINDBERGH BLVD. PHILADELPHIA, PA 19143	N/A	PC	GENERAL		596.
JOHNS HOPKINS 3910 KESWICK ROAD, SUITE N2100 BALTIMORE, MD 21211	N/A	PC	GENERAL		8,000.
KEARSAGE UNITARIAN UNIVERSALIST FELLOWSHIP PO BOX 1578 NEW LONDON, NH 03257	N/A	PC	GENERAL		4,400.
KGLT-FM PUBLIC RADIO PO BOX 174240 MSU BOZEMAN, MT 59717	N/A	PC	GENERAL		50.
KIEVE WAVUS EDUCATION, INC. P.O. BOX 169 NOBLEBORO, ME 04555	N/A	PC	GENERAL		500.
KINGSBRIDGE HEIGHTS COMMUNITY CENTER 3101 KINGSBRIDGE TERRACE BRONX, NY 10463	N/A	PC	GENERAL		5,000.
KINGSBRIDGE HEIGHTS COMMUNITY CENTER, INC 3101 KINGSBRIDGE TERRACE BRONX, NY 10463	N/A	PC	GENERAL SUPPORT GRANT		20,000.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
LEHIGH UNIVERSITY 622 BRODHEAD AVENUE BETHLEHEM, PA 18015	N/A	PC	GENERAL		500.
LITERACY PARTNERS, INC. 75 MAIDEN LANE, SUITE 1102 NEW YORK, NY 10038	N/A	PC	GRANT IN SUPPORT OF THE FAMILY LIBRARY INITIATIVE PROGRAM		30,000.
MARTINA ARROYO FOUNDATION, INC. 57 W. 57TH STREET, 4TH FLOOR NEW YORK, NY 10019	N/A	PC	GENERAL		250.
MAYNARD HOUSE 17 SOUTH STREET HANOVER, NY 03755	N/A	PC	GENERAL		250.
MCGILL UNIVERSITY 845 SHERBROOKE ST W	N/A	PC	GENERAL		2,000.
MERCER ISLAND YOUTH & FAMILY SERVICES 2040 84TH AVENUE SE MERCER ISLAND, WA 98040	N/A	PC	GENERAL		1,250.
MERCY CORPS 45 SW ANKENY STREET PORTLAND, OR 97204	N/A	PC	GENERAL		500.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
METROPOLITAN MUSEUM OF ART 1000 5TH AVE NEW YORK, NY 10028	N/A	PC	GENERAL		6,670.
MISS PORTER'S SCHOOL 60 MAIN STREET FARMINGTON, CT 06032	N/A	PC	GENERAL		100.
MISSION TO THE WORLD 1600 NORTE BROWN ROAD LAWRENCEVILLE, GA 30043	N/A	PC	GENERAL		1,000.
MONTSHIRE MUSEUM OF SCIENCE 1 MONTSHIRE ROAD NORWICH, VT 05055	N/A	PC	GENERAL		200.
MT. SINAI ADOLESCENT CENTER ONE GUSTAV LEVY PLACE P.O.BOX 1049 NEW YORK, NY 10029	N/A	PC	GENERAL		4,000.
MUSIC ON THE HILL PO BOX 1231 WESTON, CT 06883	N/A	PC	GENERAL		200.
NATIONAL SPORTING LIBRARY & MUSEUM PO BOX 1335 MIDDLEBURG, VA 20118	N/A	PC	GENERAL		500.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

Name and address (home or business)	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
NATRONA COUNTY PUBLIC LIBRARY 307 E. 2ND STREET CASPER, WY 82601		N/A	PC	GENERAL	1,018.
NATURAL LANDS TRUST 1031 PALMERS MILL ROAD MEDIA, PA 19063		N/A	PC	GENERAL	596.
NATURAL RESOURCES COUNCIL OF MAINE 3 WADE STREET MAINE AUGUSTA, ME 04330		N/A	PC	GENERAL	250.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011		N/A	PC	GENERAL	300.
NATURE CONSERVANCY ADIRONDACKS CHAPTER BOX 65 KEENE VALLEY, NY 12943		N/A	PC	GENERAL	596.
NATURE CONSERVANCY MAINE CHAPTER 14 MAINE STREET SUITE 401 BRUNSWICK, ME 04011		N/A	PC	GENERAL	250.
NEAR EAST FOUNDATION 110 FAYETTE STREET, SUITE 710 SYRACUSE, NY 13202		N/A	PC	GENERAL	13,000.
Total from continuation sheets					

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year					
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)					
NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD. BRONX, NY 10458	N/A	PC	GENERAL	52,500.	
NEW YORK CITY MISSION SOCIETY 646 MALCOM X BLVD. NEW YORK, NY 10037	N/A	PC	GENERAL	5,000.	
NEW YORK PUBLIC LIBRARY 445 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10016	N/A	PC	GENERAL	5,000.	
NEW YORK UNIVERSITY 25 W. 4TH STREET, 4TH FLOOR NEW YORK, NY 10012	N/A	PC	GENERAL	250.	
NORFIELD CONGREGATIONAL CHURCH 64 NORFIELD ROAD WESTON, CT 06883	N/A	PC	GENERAL	2,500.	
NORTH COUNTRY SCHOOL AND CAMP TREETOPS PO BOX 187 LAKE PLACID, NY 12946	N/A	PC	GENERAL	523.	
OHIO STATE UNIVERSITY FOUNDATION PO BOX 710811 COLUMBUS, OH 43271	N/A	PC	GENERAL	500.	
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
ORCHARD FRIENDS SCHOOL 405 LINDEN AVENUE RIVERTON, NJ 08077	N/A	PC	GENERAL		14,000.
OREGON WILDLIFE HERITAGE FOUNDATION 901 SE OAK ST #103 PORTLAND, OR 97214	N/A	PC	GENERAL		200.
OXFAM AMERICA INC. 226 CAUSEWAY STREET FLOOR #5 BOSTON, MA 02114	N/A	PC	GENERAL		500.
PARKS AND PEOPLE FOUNDATION, BALTIMORE, MARYLAND 2100 LIBERTY HEIGHTS AVE BALTIMORE, MD 21217	N/A	PC	GENERAL		1,000.
PART OF THE SOLUTION, INC. 2763 WEBSTER AVENUE BRONX, NY 10458	N/A	PC	GENERAL SUPPORT GRANT		10,000.
PATH 2201 WESTLAKE AVE SEATTLE, WA 98121	N/A	PC	GENERAL		7,000.
PHILANTHROPY NEW YORK 1500 BROADWAY, 7TH FLOOR NEW YORK, NY 10036	N/A	PC	GENERAL		3,900.
Total from continuation sheets					

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year		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
Recipient	Name and address (home or business)				
PINE COBBLE SCHOOL 163 GALE ROAD WILLIAMSTOWN, MA 01267	N/A	PC	GENERAL		800.
PLANNED PARENTHOOD FEDERATION OF AMERICA 123 WILLIAMS STREET, 10TH FLOOR NEW YORK, NY 10038	N/A	PC	GENERAL		1,600.
PLANNED PARENTHOOD OF NEW YORK CITY 26 BLEECKER STREET NEW YORK, NY 10012	N/A	PC	GENERAL		25,000.
PLANNED PARENTHOOD OF NEW YORK CITY, INC. 26 BLEECKER STREET NEW YORK, NY 10012	N/A	PC	GRANT IN SUPPORT OF THE EDUCATION AND TRAINING PROGRAMS IN NEW YORK CITY		150,000.
PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND 784 HERCULES DRIVE SUITE 110 COLCHESTER, VT 05446	N/A	PC	GENERAL		250.
PLANNED PARENTHOOD OF WESTERN PA 933 LIBERTY AVENUE PITTSBURGH, PA 15222	N/A	PC	GENERAL		625.
PLATTE RIVER TRAILS TRUST PO BOX 1228 CASPER, WY 82602	N/A	PC	GENERAL		10,000.
Total from continuation sheets					

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year					
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)					
POTOMAC HILLS PRESBYTERIAN CHURCH 2 CARDINAL PARK DRIVE SE STE 101A LEESBURG, VA 20175		N/A	PC	GENERAL	1,500.
PRINCETON INTERNSHIP IN CIVIC SERVICE, INC. PO BOX 261 PRINCETON, NJ 08542		N/A	PC	GENERAL	2,000.
PRINCETON UNIVERSITY 330 ALEXANDER STREET 4TH FLOOR PRINCETON, NJ 08543		N/A	PC	GENERAL	3,500.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PO BOX 5357 PRINCETON, NJ 08543		N/A	PC	PARTIAL INSTALLMENT ON A FIVE-YEAR CHALLENGE GRANT FOR THE ROBERT GARRETT '59 SUMEMR STUDY ABROAD FUND.	10,700.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PO BOX 5357 PRINCETON, NJ 08543		N/A	PC	PARTIAL INSTALLMENT ON A FIVE-YEAR CHALLENGE GRANT FOR THE ROBERT GARRETT '59 SUMEMR STUDY ABROAD FUND.	3,200.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PO BOX 5357 PRINCETON, NJ 08543		N/A	PC	PARTIAL INSTALLMENT ON A FIVE-YEAR CHALLENGE GRANT FOR THE ROBERT GARRETT '59 SUMEMR STUDY ABROAD FUND.	700.
PRINCETON UNIVERSITY 330 ALEXANDER STREET PO BOX 5357 PRINCETON, NJ 08543		N/A	PC	PARTIAL INSTALLMENT ON A FIVE-YEAR CHALLENGE GRANT FOR THE ROBERT GARRETT '59 SUMEMR STUDY ABROAD FUND.	13,250.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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
PUTNEY SCHOOL 418 HOUGHTON BROOK ROAD PUTNEY, VT 05346	N/A	PC	GENERAL	100.
READWORKS 68 JAY STREET, #426 BROOKLYN, NY 11201	N/A	PC	GRANT IN SUPPORT OF A PROJECT TO BUILD AN EARLY LITERACY ECOSYSTEM AROUND THE READWORKS PLATFORM, INCLUDING AN EBOOK PRODUCT OFFERING TO SERVE PRE-K AND EARLY ELEMENTARY EDUCATION.	75,000.
REGENERATION INTERNATIONAL 1005 3RD AVENUE LONGMONT, CO 80501	N/A	PC	GENERAL	100.
RIVER HOSPITAL 4 FULLER STREET ALEXANDRIA BAY, NY 13607	N/A	PC	GENERAL	200.
RIVERDALE NEIGHBORHOOD HOUSE, INC. 5521 MOSHOLU AVENUE BRONX, NY 10471	N/A	PC	GENERAL	10,000.
RIVERDALE PRESBYTERIAN CHURCH 4765 HENRY HUDSON PARKWAY BRONX, NY 10471	N/A	PC	GENERAL	5,000.
ROLAND PARK COUNTRY SCHOOL 5204 ROLAND AVENUE BALTIMORE, MD 21210	N/A	PC	GENERAL	1,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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)					
RURAL VERMONT 46 EAST STATE STREET MONTPELIER, VT 05602	N/A	PC	GENERAL		100.
SACAJAWEA MIDDLE SCHOOL PARENT ADVISORY COUNCIL 3525 S. 3RD AVENUE BOZEMAN, MT 59715	N/A	PC	GENERAL		50.
SANTA FE ANIMAL SHELTER 100 CAJA DEL RIO SANTA FE, NM 87507	N/A	PC	GENERAL		250.
SANTA FE SYMPHONY ORCHESTRA & CHORUS INC. PO BOX 9692 SANTA FE, NM 87504	N/A	PC	GENERAL		1,000.
SANTA ROSA SYMPHONY ASSOCIATION 50 AVENUE, SUITE 410 SANTA ROSA, CA 95404	N/A	PC	GENERAL		1,957.
SARA HEINZ HOUSE ASSOCIATION ONE HEINZ STREET PITTSBURGH, PA 15212	N/A	PC	GENERAL		100.
SAVE THE RIVER, INC. 409 RIVERSIDE DRIVE CLAYTON, NY 13624	N/A	PC	GENERAL		1,200.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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)					
SCHOODIC INSTITUTE AT ACADIA NATIONAL PARK PO BOX 277 WINTER HARBOR, ME 04693	N/A	PC	GENERAL		2,000.
SMOKEY HOUSE CENTER 426 DANBY MOUNTAIN ROAD DANBY, VT 05739	N/A	PC	GENERAL		50.
SOCIETY FOR THE PROTECTION OF NEW HAMPSHIRE FORESTS 54 PORTSMOUTH STREET CONCORD, NH 03301	N/A	PC	GENERAL		50.
SONOMA COUNTRY DAY SCHOOL 4400 DAY SCHOOL PLACE SANTA ROSA, CA 95403	N/A	PC	GENERAL		17,094.
SOUTHERN ALLEGHENIES MUSEUM OF ART PO BOX 9 LORETTO, PA 15940	N/A	PC	GENERAL		6,000.
SOUTHERN POVERTY LAW CENTER, INC. 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	N/A	PC	GENERAL		100.
ST. CHRISTOPHER'S SCHOOL FOUNDATION 711 ST. CHRISTOPHER'S ROAD RICHMOND, VA 23226	N/A	PC	GENERAL		1,155.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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
ST. JOHN'S COLLEGE 60 COLLEGE AVENUE ANNAPOLIS, MD 21401	N/A	PC	GENERAL	75.
ST. JOSEPH'S INDIAN SCHOOL PO BOX 326 CHAMVERLAIN, SD 57826	N/A	PC	GENERAL	50.
ST. MICHAEL'S OF THE VALLEY EPISCOPAL CHURCH PO BOX 336 LIGONIER, PA 15658	N/A	PC	GENERAL	10,000.
ST. TIMOTHY'S SCHOOL 8400 GREENSPRING AVENUE STEVENSON, MD 21153	N/A	PC	GENERAL	750.
SWARTHMORE COLLEGE 500 COLLEGE AVENUE SWARTHMORE, PA 19086	N/A	PC	GENERAL	500.
TASIS FOUNDATION INC. 112 S. ROYAL STREET ALEXANDRIA, VA 22314	N/A	PC	GENERAL	100.
TEACHERS COLLEGE COLUMBIA UNIVERSITY 525 WEST 120TH STREET NEW YORK, NY 10027	N/A	PC	GENERAL	30,000.
Total from continuation sheets				

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
THE STUDIO 878 TRUST 484 MAIN STREET CHATHAM, MA 02633	N/A	PC	GENERAL		100.
THOUSAND ISLANDS LAND TRUST, INC. PO BOX 238 CLAYTON, NY 13624	N/A	PC	GENERAL		7,350.
THRIVE ST. LOUIS, INC. 4331 LINDELL BLVD. ST. LOUIS, MO 63108	N/A	PC	GENERAL		500.
TOSTAN, INC. 641 S. STREET NW 3RD FLOOR WASHINGTON, DC 20001	N/A	PC	GENERAL		100.
TOXICS ACTION CENTER, INC. 294 WASHINGTON STREET BOSTON, MA 02105	N/A	PC	GENERAL		50.
TRI-STATE BIRD RESCUE AND RESEARCH, INC. 10 POSSUM HOLLOW ROAD NEWARK, DE 19711	N/A	PC	GENERAL		60.
TRUSTEES OF PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	N/A	PC	GENERAL		100.
Total from continuation sheets					

Part XV Supplementary Information (continued)**3a** Grants and Contributions Paid During the Year

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)					
UNION OF CONCERNED SCIENTISTS, INC. 2 BRATTLE SQUARE, 6TH FLOOR CAMBRIDGE, MA 00213	N/A	PC	GENERAL		1,500.
UNION SETTLEMENT ASSOCIATION 237 EAST 104TH STREET NEW YORK, QUEBEC, CANADA 10029	N/A	PC	GENERAL		5,000.
UNITARIAN UNIVERSALIST SERVICE COMMITTEE, INC. 689 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	N/A	PC	GENERAL		100.
UNITED SERVICE ORGANIZATIONS, INC. P.O. BOX 96860 WASHINGTON, DC 20077	N/A	PC	GENERAL		100.
UNIVERSITY OF NEW HAMPSHIRE 9 EDGEWOOD ROAD DURHAM, NH 03824	N/A	PC	GENERAL		1,000.
UPLAND COUNTRY DAY SCHOOL 420 W. STREET ROAD KENNETT SQUARE, PA 19348	N/A	PC	GENERAL		250.
UPPER VALLEY HAVEN, INC. 713 HARTFORD AVENUE WHITE RIVER JUNCTION, VT 05001	N/A	PC	GENERAL		500.
Total from continuation sheets					

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year		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
Recipient	Name and address (home or business)				
UVM FOUNDATION 411 MAIN STREET BURLINGTON, VT 05405	N/A	PC	GENERAL		50.
VERMONT LAND TRUST 8 BAILEY AVENUE MONTPELIER, VT 05602	N/A	PC	GENERAL		100.
VERMONT PUBLIC RADIO 365 TROY AVENUE COLCHESTER, VT 05446	N/A	PC	GENERAL		100.
VIRGINIA TECH FOUNDATION, INC. 902 PRICES FORK ROAD, STE. 4400 BLACKSBURG, VA 24061	N/A	PC	GENERAL		125.
VISITING NURSE & HOSPICE FOR VERMONT AND NEW HAMPSHIRE PO BOX 976 WHITE RIVER JUNCTION, VT 05001	N/A	PC	GENERAL		500.
VOICE OF THE MARTYRS INC. 1815 SE BISON RD BARTLESVILLE, OK 74006	N/A	PC	GENERAL		1,000.
WAVE HILL, INC. 675 WEST 252ND STREET BRONX, NY 10471	N/A	PC	GENERAL		29,750.
Total from continuation sheets					

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year						
Name and address (home or business)	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
WELLFLEET HISTORICAL SOCIETY & MUSEUM PO BOX 58 266 MAIN STREET WELLFLEET, MA 02667		N/A	PC	GENERAL		10,000.
WESTON HISTORICAL SOCIETY 104 ROAD WESTON WESTON, CT 06883		N/A	PC	GENERAL		100.
WHEATON COLLEGE 26 EAST MAIN STREET NORTON, MA 02766		N/A	PC	GENERAL		1,000.
WHITE MOUNTAIN SCHOOL 371 WEST FARM ROAD BETHLEHEM, NH 03576		N/A	PC	GENERAL		12,700.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD. BRONX, NY 10460		N/A	PC	GENERAL		27,000.
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD. BRONX, NY 10460		N/A	PC	GRANT IN SUPPORT OF THE NEW YORK AQUARIUM		50,000.
WOODS HOLE OCEANOGRAPHIC INSTITUTION 266 WOODHOLE ROAD MS #40 WOODS HOLE, MA 02543		N/A	PC	GENERAL		1,000.
Total from continuation sheets						

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year		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
Recipient	Name and address (home or business)				
WYOMING COMMUNITY FOUNDATION 1472 N. 5TH STREET SUITE 201 LARAMIE, WY 82072	N/A	PC	GENERAL		1,300.
WYOMING SYMPHONY ORCHESTRA 225 S. DAVID STREET #B CASPER, WY 82601	N/A	PC	GENERAL		5,000.
YMCA OF GREATER NEW YORK 5 WEST 63RD STREET NEW YORK, NY 10023	N/A	PC	GENERAL		85,000.
YMCA OF GREATER NEW YORK 5 WEST 63RD STREET NEW YORK, NY 10023	N/A	PC	GRANT IN SUPPORT OF FAMILY MEMBERSHIP SCHOLARSHIPS		25,000.
YWCA USA 1020 19TH STREET NW, SUITE 750 WASHINGTON, DC 20036	N/A	PC	GENERAL		500.
YWCA OF THE CITY OF NEW YORK 50 BROADWAY 13TH FLOOR NEW YORK, NY 10004	N/A	PC	GENERAL		27,000.
Total from continuation sheets					

Part XV **Supplementary Information**

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - EAST HARLEM TUTORIAL PROGRAM

INSTALLMENT ON A THREE-YEAR GRANT FOR THE CONSTRUCTION OF A PRE-SCHOOL
CLASSROOM IN THE NEW EDUCATION BUILDING.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	487.	487.	
TOTAL TO PART I, LINE 3	487.	487.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	606,208.	14,814.	591,394.	565,395.	
INTEREST INCOME	145,127.	0.	145,127.	145,127.	
TO PART I, LINE 4	751,335.	14,814.	736,521.	710,522.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP INCOME	31,833.	10,465.	
TOTAL TO FORM 990-PF, PART I, LINE 11	31,833.	10,465.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX SERVICES	17,425.	0.		17,425.
TO FORM 990-PF, PG 1, LN 16B	17,425.	0.		17,425.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	323,424.	323,424.		0.
TO FORM 990-PF, PG 1, LN 16C	323,424.	323,424.		0.

FORM 990-PF

TAXES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	9,630.	11,537.		0.
FEDERAL EXCISE TAX	50,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	59,630.	11,537.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PARTNERSHIP EXPENSES	0.	779.		0.
ANNUAL FEE FOR TAX REPORT PREP	250.	0.		250.
NYS ANNUAL FILING FEE	750.	0.		750.
OFFICE EXPENSES	8,937.	0.		8,937.
TO FORM 990-PF, PG 1, LN 23	9,937.	779.		9,937.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAINS ON INVESTMENTS	1,151,001.
ADJUSTMENT TO REMOVE DEPRECIATION AND ACCUMULATED DEPRECIATION	200,902.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,351,903.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
ADJUSTMENT TO REMOVE FURNITURE, ANTIQUES, ART COLLECTION AND EQUIPMENT	244,431.
TOTAL TO FORM 990-PF, PART III, LINE 5	244,431.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY NOTES - SEE ATTACHMENT A PAGES 11-14 OF 18	X		1,222,561.	1,222,561.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,222,561.	1,222,561.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,222,561.	1,222,561.

FORM 990-PF

CORPORATE STOCK

STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHMENT A PAGES 1-4 OF 18	21,351,160.	21,351,160.
EQUITIES - SEE ATTACHMENT A PAGES 5-9 OF 18	20,266,514.	20,266,514.
EQUITIES- SEE ATTACHMENT A PAGE 10 OF 18	148,085.	148,085.
TOTAL TO FORM 990-PF, PART II, LINE 10B	41,765,759.	41,765,759.

FORM 990-PF

CORPORATE BONDS

STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ANHEUSER BUSCH INBEVWORLDWIDE	400,349.	400,349.
OTHER FIXED INCOME- SEE ATTACHMENT A PAGES 15-18 OF 18	183,510.	183,510.
CORPORATE BONDS- SEE ATTACHMENT A PAGES 11-14 OF 18	1,584,833.	1,584,833.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,168,692.	2,168,692.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BREDS III TE, LLC	FMV	4,110.	4,110.
MIG OFFSHORE FUND	FMV	144,909.	144,909.
ANCHORAGE SEGREGATED PORTFOLIO	FMV	180,321.	180,321.
THE ALPHAGEN EUROPEAN BEST IDEAS FUND LLC CLASS B	FMV	284,544.	284,544.
SACHEM HEAD OFFSHORE SEGREGATED PORTFOLIO	FMV	154,594.	154,594.
OHA CREDIT FUND SEGREGATED PORTFOLIO	FMV	207,205.	207,205.
DOUBLELINE TOTAL RETURN FUND (23,616.161 SHARES)	FMV	250,803.	250,803.
MATTHEWS INTL FDS JAPAN FD CL-MJFOX (11,163.896 SHARES)	FMV	210,216.	210,216.
WCM FOCUSED INTERNATIONAL-WCMIX (17,707.953 SHARES)	FMV	213,381.	213,381.
WTS AGROFRESH SOLUTIONS INC	FMV	1,918.	1,918.
MASS INVESTORS GROWTH STOCK FUND A-MIGFX (9,815.676 SHARES)	FMV	226,644.	226,644.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,878,645.	1,878,645.

FORM 990-PF

OTHER ASSETS

STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID TAXES	6,200.	0.	0.
ARTWORK	537,000.	537,000.	537,000.
SECURITY DEPOSIT	28,897.	28,926.	28,926.
DEPOSIT ON ANNIVERSARY BOOK	10,000.	0.	0.
TO FORM 990-PF, PART II, LINE 15	582,097.	565,926.	565,926.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM D. RUECKERT 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK, NY 10170	PRESIDENT 12.00	0.	0.	0.
CATHERINE O. KERR 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK, NY 10170	VICE PRESIDENT 2.00	0.	0.	0.
LOUIS E. BLACK, ESQ 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK, NY 10170	SECRETARY 2.00	0.	0.	0.
JOHNSON GARRETT 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK, NY 10170	DIRECTOR 2.00	0.	0.	0.
BAYARD D. REA 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK, NY 10170	DIRECTOR 1.00	0.	0.	0.
BAYARD D. DODGE 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK, NY 10170	DIRECTOR 1.00	0.	0.	0.
SALLY DODGE 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK, NY 10170	DIRECTOR 1.00	0.	0.	0.
ALFRED H. HOWELL, JR. 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK, NY 10170	DIRECTOR 1.00	0.	0.	0.
BOLLING W. HAXALL, JR. 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK, NY 10170	DIRECTOR 1.00	0.	0.	0.
INGRID R. WARREN 420 LEXINGTON AVENUE, SUITE 2331 NEW YORK, NY 10170	DIRECTOR 1.00	0.	0.	0.

CLEVELAND H. DODGE FOUNDATION, INC.

13-6015087

ELIZABETH OLMSTEAD PERRY	DIRECTOR-THROUGH 6/2016			
420 LEXINGTON AVENUE, SUITE 2331	1.00	0.	0.	0.
NEW YORK, NY 10170				

CHARLOTTE S. WEIDLEIN	DIRECTOR			
420 LEXINGTON AVENUE, SUITE 2331	1.00	0.	0.	0.
NEW YORK, NY 10170				

GALE D'LUHY	DIRECTOR			
420 LEXINGTON AVENUE, SUITE 2331	1.00	0.	0.	0.
NEW YORK, NY 10170				

MELISSA DODGE	DIRECTOR-AS OF 6/2016			
420 LEXINGTON AVENUE, SUITE 2331	1.00	0.	0.	0.
NEW YORK, NY 10170				

PHYLLIS CRISCUOLI	EXECUTIVE DIRECTOR			
420 LEXINGTON AVENUE, SUITE 2331	40.00	128,571.	13,682.	0.
NEW YORK, NY 10170				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

128,571.	13,682.	0.
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GENERAL EXPLANATION

STATEMENT 16

FORM/LINE IDENTIFIER

REASONS FOR AMENDING THE FORM 990-PF

EXPLANATION:

THE CLEVELAND H. DODGE FOUNDATION, INC. (THE "FOUNDATION") IS AMENDING THE 2016 FORM 990-PF FOR THE FOLLOWING REASONS:

PAGE 1, HEADING, ITEM J WAS AMENDED TO REFLECT THE FOUNDATION'S ACCOUNTING METHOD AS MODIFIED CASH. THE CASH ACCOUNTING METHOD BOX WAS INCORRECTLY CHECKED AS THE FOUNDATION'S RECORDS FOR TAX PURPOSES ARE KEPT AND HAD HISTORICALLY BEEN REPORTED ON FORM 990-PF ON THE MODIFIED CASH BASIS OF ACCOUNTING.

PAGE 1, PART I, LINES 4, 6A AND 11, COLUMN (A) WERE AMENDED TO REFLECT THE CORRESPONDING INVESTMENT INCOME PER BOOKS. PAGE 1, PART I, LINE 6B WAS AMENDED TO PROPERLY REFLECT THE GROSS SALE PROCEEDS. AS A CONSEQUENCE, PAGE 3, PART IV WAS RECALCULATED. AS A CONSEQUENCE, PAGE 1, PART I, LINES 12 AND 27A, COLUMN (A) WERE RECALCULATED.

PAGE 1, PART I, LINES 4, 7 AND 11, COLUMN (B) WERE AMENDED TO REFLECT INVESTMENT INCOME REPORTED ON SCHEDULE K-1'S RECEIVED BY THE FOUNDATION. AS A CONSEQUENCE, PAGE 1, PART I, LINE 12, COLUMN (B), PAGE 1, PART I, LINE 27B AND PAGE 3, PART IV WERE RECALCULATED.

PAGE 1, PART I, LINE 15, COLUMN (A) WAS AMENDED TO REFLECT THE EXPENSES FOR PENSION PLANS AND EMPLOYEE BENEFITS ON THE CASH BASIS. AS A CONSEQUENCE, PAGE 1, PART I, LINE 15, COLUMN (D), PAGE 1, PART I, LINES 24 AND 26, COLUMN (A) AND COLUMN (D) WERE RECALCULATED. AS A CONSEQUENCE, PAGE 1, PART I, LINE 27A WAS RECALCULATED.

PAGE 1, PART I, LINE 16C, COLUMN (A) WAS AMENDED TO REFLECT THE CORRESPONDING INVESTMENT FEES PER BOOKS. AS A CONSEQUENCE PAGE 1, PART I, LINE 16C, COLUMN (B) WAS RECALCULATED. AS A CONSEQUENCE, PAGE 1, PART I, LINES 24 AND 26, COLUMN (A) AND COLUMN (B) WERE RECALCULATED. AS A CONSEQUENCE, PAGE 1, PART I, LINES 27A AND 27B WERE RECALCULATED.

PAGE 1, PART I LINE 17, COLUMN (A) WAS AMENDED TO REFLECT THE CORRESPONDING INTEREST EXPENSE PER BOOKS. COLUMN (B) WAS AMENDED TO REFLECT THE INTEREST EXPENSE REPORTED ON SCHEDULE K-1'S RECEIVED BY THE FOUNDATION. AS A CONSEQUENCE, PAGE 1, PART I, LINES 24 AND 26, COLUMN (A) AND COLUMN (B) WERE RECALCULATED. AS A CONSEQUENCE, PAGE 1, PART I, LINES 27A AND 27B WERE RECALCULATED.

PAGE 1, PART I, LINE 18, COLUMN (A) WAS AMENDED TO REFLECT TAXES ON THE CASH BASIS. PAGE 1, PART I, LINE 18, COLUMN (A) WAS AMENDED TO REFLECT A RECLASSIFICATION OF FILING FEES TO PAGE 1, PART I, LINE 23. AS A CONSEQUENCE, PAGE 1, PART I, LINES 18 AND 23, COLUMN (D) WERE RECALCULATED. PAGE 1, PART I LINE 18, COLUMN (B) WAS AMENDED TO REFLECT FOREIGN TAXES ON SCHEDULE K-1'S RECEIVED BY THE FOUNDATION. AS A CONSEQUENCE, PAGE 1, PART I, LINE 26 AND LINE 27 WERE RECALCULATED.

PAGE 1, PART I, LINE 21, COLUMN (A) WAS AMENDED TO REFLECT EXPENSES FOR TRAVEL, CONFERENCES, AND MEETINGS ON THE CASH BASIS. AS A CONSEQUENCE, PAGE 1, PART I, LINE 21, COLUMN (D) WAS RECALCULATED. AS A CONSEQUENCE, PAGE 1, PART I, LINE 24, COLUMN (A), PAGE 1, PART I, LINE 24, COLUMN (D), PAGE 1, PART I, LINE 25, COLUMN (A), PAGE 1, PART I, LINE 25, COLUMN (D), PAGE 1, PART I, LINE 26, COLUMN (A), PAGE 1, PART I, LINE 26, COLUMN (D), PAGE 1, PART I, LINE 27A WERE RECALCULATED.

PAGE 1, PART I, LINE 25, COLUMN (A) WAS AMENDED TO REFLECT EXPENSES FOR CONTRIBUTIONS, GIFTS, AND GRANTS PAID ON THE CASH BASIS. PAGE 1, PART I, LINE 25, COLUMN (D) WAS AMENDED TO REMOVE SET-ASIDES TREATED AS QUALIFYING DISTRIBUTIONS. AS A CONSEQUENCE, PAGE 11, PART XV, LINE 3A WAS RECALCULATED.

PAGE 2, PART II, LINE 2, COLUMN (B) AND (C), WERE AMENDED TO PROPERLY REFLECT THE BALANCE OF SAVINGS AND TEMPORARY CASH INVESTMENTS. AS A CONSEQUENCE, PAGE 2, PART II, LINE 16, COLUMN (B) AND (C) WERE RECALCULATED.

PAGE 2, PART II, LINES 10A, 10BC AND 13, COLUMN (B) AND (C), WERE AMENDED TO REFLECT A RECLASSIFICATION OF INVESTMENTS TO THEIR RESPECTIVE LINES.

PAGE 2, PART II, LINE 14, COLUMN (B) AND (C), WERE AMENDED TO WRITE OFF CAPITALIZED ASSETS, IN ADHERENCE TO THE CASH ACCOUNTING METHOD., PAGE 1, PART I, LINE 19 COLUMN (A) AND (C) WERE AMENDED TO REFLECT THIS WRITTEN OFF AMOUNT AND CURRENT YEAR DEPRECIATION. PAGE 2, PART III, LINES 3 AND 5 WERE UPDATED TO REFLECT THE NET CHANGE IN COST AND THE FOLLOWING DESCRIPTIONS WERE ADDED: "ADJUSTMENT TO REMOVE DEPRECIATION AND ACCUMULATED DEPRECIATION" AND "ADJUSTMENT TO REMOVE FURNITURE, ANTIQUES, ART COLLECTION AND EQUIPMENT". AS A CONSEQUENCE, PAGE 1, HEADING, ITEM I WAS RECALCULATED.

PAGE 2, PART II, LINE 15, COLUMN (B) AND (C), WAS AMENDED TO REVERSE PREPAID EXPENSES IN ADHERENCE TO THE CASH ACCOUNTING METHOD. AS A CONSEQUENCE, PAGE 2, PART II, LINE 16, COLUMN (B) AND (C) WERE RECALCULATED.

PAGE 2, PART II, LINE 17, COLUMN (B) WAS AMENDED TO REVERSE ACCOUNTS PAYABLE AND ACCRUED EXPENSES IN ADHERENCE TO THE CASH ACCOUNTING METHOD. AS A CONSEQUENCE, PAGE 2, PART II, LINE 23 AND 31 WERE RECALCULATED.

PAGE 4, PART VI, LINES 6A AND 6C WERE AMENDED TO REFLECT AMOUNTS PROVIDED WITHIN A NOTICE FROM THE IRS DATED ON 12/14/2017. AS A CONSEQUENCE LINES 7 AND 10 WERE RECALCULATED.

PAGE 4, PART VI, LINE 8 WAS AMENDED TO INCLUDE COMPLETED FORM 2220.

PAGE 4, PART VII-A, LINES 4A AND 4B WERE AMENDED TO REFLECT THAT THE FOUNDATION HAD UNRELATED BUSINESS INCOME OF \$1,000 OR MORE DURING THE YEAR, AND HAS FILED A TAX RETURN ON FORM 990-T FOR THIS YEAR.

FORM 990-PF, PAGE 5, PART VII-B, LINE 1A(3) WAS AMENDED TO REFLECT THAT FOUNDATION FURNISHED GOODS, SERVICES, OR FACILITIES TO (OR ACCEPT THEM FROM) A DISQUALIFIED PERSON. IN ADDITION, FORM 990-PF, PAGE 5, PART VII-B, LINE 1A(4) WAS AMENDED TO REFLECT THAT FOUNDATION PAID

COMPENSATION TO, OR PAY OR REIMBURSE THE EXPENSES OF A DISQUALIFIED PERSON. FURTHER, FORM 990-PF, PAGE 5, PART VII-B, LINE 1B WAS AMENDED TO REFLECT THAT THE ABOVE ACTS DID NOT FAIL TO QUALIFY UNDER THE EXCEPTIONS DESCRIBED IN REGULATIONS SECTION 53.4941(D)-3 OR IN A CURRENT NOTICE REGARDING DISASTER ASSISTANCE.

PAGE 6, PART VIII, LINE 1, COLUMN (A) AND (B) WERE AMENDED TO INCLUDE INFORMATION ABOUT DIRECTORS OF THE FOUNDATION.

PAGE 8, PART X, LINES 1A, 1B, 1C WERE AMENDED TO APPROPRIATELY REFLECT THE FOUNDATION'S FAIR MARKET VALUE OF ASSETS USED (OR HELD FOR USE) DIRECTLY IN CARRYING OUT CHARITABLE, ETC., PURPOSE. AS A CONSEQUENCE, PAGE 8, PART X, LINES 1D, 3, 4, 5 AND 6 WERE RECALCULATED. AS A CONSEQUENCE OF, PAGE 8, PART X, LINE 5 BEING RECALCULATED, PAGE 3, PART V, LINE 4 WAS RECALCULATED. AS A CONSEQUENCE OF PAGE 8, PART X, LINE 6 BEING RECALCULATED, PAGE 8, PART XI, LINES 1, 3, 5 AND 7 WERE RECALCULATED. AS A CONSEQUENCE PAGE 9, PART XIII, LINES 1 COLUMN (D), LINE 4D COLUMN (D), LINE 6A COLUMN (A), LINE 9 COLUMN (A) AND LINE 10(D) WERE RECALCULATED.

PAGE 9, PART XIII, LINES 1, 4D, 5, 6F COLUMN (D) WERE RECALCULATED BASED ON AMENDMENTS ABOVE. PAGE 9, PART XIII, LINES 5, 6A, 7 AND 9 COLUMN (A) WERE RECALCULATED BASED ON AMENDMENTS ABOVE. PAGE 9, PART XIII, LINE 10D WAS WERE RECALCULATED BASED ON AMENDMENTS ABOVE.

PAGE 11, LINE 3B, WAS AMENDED TO REFLECT GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT.

PAGE 12, PART XVI-A, LINES 4, 7, AND 8, COLUMN (A), COLUMN (B), COLUMN (C), COLUMN (D), WERE RECALCULATED BASED ON AMENDMENT.