SCANNED NOV 2 1 2017

EXTENDED TO NOVEMBER 15, 2017

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.*

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , and ending

Name of foundation: GERALDINE R. DODGE FOUNDATION, INC.

A Employer identification number: 23-7406010

Number and street (or P O box number if mail is not delivered to street address): 14 MAPLE AVENUE, SUITE 400 | Room/suite:

B Telephone number: (973)540-8442

City or town, state or province, country, and ZIP or foreign postal code: MORRISTOWN, NJ 07960

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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: [X] 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) ▶$ 272,455,850.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (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)
Revenue	1 Contributions, gifts, grants, etc., received	217,865.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	482,062.	482,062.		STATEMENT 1
	4 Dividends and interest from securities	1,638,370.	3,012,138.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	12,604,085.			
	b Gross sales price for all assets on line 6a 33,482,417.				
	7 Capital gain net income (from Part IV, line 2)		11,175,966.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 23,412.				STATEMENT 3
	b Less Cost of goods sold 19,386.				
	c Gross profit or (loss)	4,026.		4,026.	
	11 Other income	345,082.	2,412,244.	1,352.	STATEMENT 4
	12 **Total** Add lines 1 through 11	15,291,490.	17,082,410.	5,378.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	567,600.	80,145.	0.	487,455.
	14 Other employee salaries and wages	1,165,029.	0.	0.	1,165,029.
	15 Pension plans, employee benefits	717,716.	10,744.	0.	706,972.
	16a Legal fees STMT 5	42,084.	5,942.	0.	36,142.
	b Accounting fees STMT 6	74,752.	1,772.	0.	54,780.
	c Other professional fees STMT 7	755,921.	729,220.	0.	26,701.
	17 Interest		126,468.		
	18 Taxes STMT 8	156,324.	100,869.	0.	0.
	19 Depreciation and depletion	157,820.	0.	0.	
	20 Occupancy	483,670.	307,040.	0.	176,629.
	21 Travel, conferences, and meetings	88,596.	12,509.	0.	63,734.
	22 Printing and publications				
	23 Other expenses STMT 9	244,582.	1,342,210.	1,249.	214,688.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,454,094.	2,716,919.	1,249.	2,932,130.
	25 Contributions, gifts, grants paid	12,075,800.			13,416,659.
	26 **Total expenses and disbursements.** Add lines 24 and 25	16,529,894.	2,716,919.	1,249.	16,348,789.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,238,404.>			
	b **Net investment income** (if negative, enter -0-)		14,365,491.		
	c **Adjusted net income** (if negative, enter -0-)			4,129.	

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10181103 756359 1622633.000 2016.05000 GERALDINE R. DODGE FOUNDATI 16226331

Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	190,286.	2,795.	2,795.
2 Savings and temporary cash investments	5,474,381.	4,555,604.	4,555,604.
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			
b Investments - corporate stock STMT 11	57,214,716.	58,203,624.	58,203,624.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 12	206,044,799.	192,547,476.	192,547,476.
14 Land, buildings, and equipment: basis ▶ 2,352,827.			
Less accumulated depreciation STMT 13 ▶ 1,248,090.	1,262,557.	1,104,737.	1,104,737.
15 Other assets (describe ▶ STATEMENT 14)	3,506,605.	16,041,614.	16,041,614.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	273,693,344.	272,455,850.	272,455,850.
Liabilities			
17 Accounts payable and accrued expenses		14,383.	
18 Grants payable	3,509,526.	2,168,667.	
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶ STATEMENT 15)	1,402,799.	1,429,347.	
23 **Total liabilities** (add lines 17 through 22)	4,912,325.	3,612,397.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] **and complete lines 24 through 26 and lines 30 and 31**			
24 Unrestricted	266,586,134.	267,385,474.	
25 Temporarily restricted	2,194,885.	1,457,979.	
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances**	268,781,019.	268,843,453.	
31 **Total liabilities and net assets/fund balances**	273,693,344.	272,455,850.	

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	268,781,019.
2 Enter amount from Part I, line 27a	2	<1,238,404.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	1,327,386.
4 Add lines 1, 2, and 3	4	268,870,001.
5 Decreases not included in line 2 (itemize) ▶ DEFERRED FEDERAL EXCISE TAX EXPENSE	5	26,548.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	268,843,453.

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	SALE OF PUBLICLY TRADED SECURITIES		VARIOUS	VARIOUS
b	SEE ATTACHMENT B		VARIOUS	VARIOUS
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	33,482,417.		32,015,332.	1,467,085.
b				9,708,881.
c				
d				
e				

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				1,467,085.
b				9,708,881.
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	11,175,966.
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	16,439,444.	279,210,362.	.058878
2014	15,555,190.	287,117,740.	.054177
2013	13,892,382.	271,039,587.	.051256
2012	12,911,891.	248,246,361.	.052012
2011	12,948,450.	254,517,014.	.050875

2 Total of line 1, column (d)	2	.267198
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	.053440
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	265,611,608.
5 Multiply line 4 by line 3	5	14,194,284.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	143,655.
7 Add lines 5 and 6	7	14,337,939.
8 Enter qualifying distributions from Part XII, line 4	8	16,348,789.

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 ▶ [X] and enter 1% of Part I, line 27b			1	143,655.
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	143,655.
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	143,655.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	506,565.		
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	506,565.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	362,910.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶		362,910. Refunded ▶	11	0.

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?	1a		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*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA,NJ			
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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.GRDODGE.ORG

14 The books are in care of ▶ CYNTHIA EVANS Telephone no.▶973-540-8442

Located at ▶14 MAPLE AVENUE, MORRISTOWN, NJ ZIP+4 ▶07960

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		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?	1c		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	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. ▶ ____, ____, ____, ____			
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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		X

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 [X] 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 [X] No

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) [X] 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? — 5b: X (No)

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? SEE STATEMENT 17 [X] 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: X (No)

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 [X] 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 16		567,600.	75,040.	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
SHARNITA JOHNSON - 14 MAPLE AVENUE, SUITE 400, MORRISTOWN, NJ 07960	PROGRAM DIRECTOR 50.00	149,000.	23,598.	0.
MARGARET WALDOCK - 14 MAPLE AVENUE, SUITE 400, MORRISTOWN, NJ 07960	PROGRAM DIRECTOR 50.00	143,000.	22,880.	0.
WENDY E. LISCOW - 14 MAPLE AVENUE, SUITE 400, MORRISTOWN, NJ 07960	PROGRAM DIRECTOR 50.00	143,000.	22,880.	0.
MOLLY DE AGUIAR - 14 MAPLE AVENUE, SUITE 400, MORRISTOWN, NJ 07960	PROGRAM DIRECTOR 50.00	135,000.	21,600.	0.
MARTIN FARAWELL - 14 MAPLE AVENUE, SUITE 400, MORRISTOWN, NJ 07960	POETRY DIRECTOR 50.00	134,900.	21,583.	0.

Total number of other employees paid over $50,000 ▶ 7

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
NORTHERN TRUST 50 SOUTH LASALLE STREET, CHICAGO, IL 60603	CUSTODIAL BANK	381,849.
MONTICELLO ASSOCIATES 1800 LARIMER ST., DENVER, CO 80202	INVESTMENT CONSULTANT	221,250.
JOHN W. BRISTOL & CO. 48 WALL STREET, NEW YORK, NY 10005	INVESTMENT MANAGER	110,398.
THE MURPHY GROUP 1508 6TH AVE, NEPTUNE, NJ 07753	PROGRAM CONSULTANT	76,247.
KACY O'BRIAN 61 WILLOW CT, HAMILTON, NJ 08619	PROGRAM CONSULTANT	68,043.
Total number of others receiving over $50,000 for professional services ▶		3

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 SEE STATEMENT 18	980,806.
2 TECHNICAL ASSISTANCE PROGRAM PROVIDED NEARLY 225 NONPROFIT PROFESSIONALS FROM 38 ORGANIZATIONS WITH FINANCIAL AND BOARD LEADERSHIP TRAINING TO IMPROVE PERFORMANCE.	342,114.
3 MEDIA INITIATIVE TO SUPPORT HIGH QUALITY NEW JERSEY FOCUSED NEWS AND CREATIVE COMMUNITY OUTREACH EFFORTS.	134,180.
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.

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	269,554,742.
b	Average of monthly cash balances	1b	101,713.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	269,656,455.
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	269,656,455.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,044,847.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	265,611,608.
6	**Minimum investment return.** Enter 5% of line 5	6	13,280,580.

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	13,280,580.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 143,655.		
b	Income tax for 2016. (This does not include the tax from Part VI.) — 2b: 475,433.		
c	Add lines 2a and 2b	2c	619,088.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,661,492.
4	Recoveries of amounts treated as qualifying distributions	4	103.
5	Add lines 3 and 4	5	12,661,595.
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	12,661,595.

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	16,348,789.
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	16,348,789.
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	143,655.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	16,205,134.

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				12,661,595.
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 386,798.				
b From 2012 703,000.				
c From 2013 640,466.				
d From 2014 1,370,210.				
e From 2015 3,192,007.				
f **Total** of lines 3a through e	6,292,481.			
4 Qualifying distributions for 2016 from Part XII, line 4. ▶$ 16,348,789.				
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				12,661,595.
e Remaining amount distributed out of corpus	3,687,194.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,979,675.			
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)	1,143,892.	See Statement 19		
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	8,835,783.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013 586,372.				
c Excess from 2014 1,370,210.				
d Excess from 2015 3,192,007.				
e Excess from 2016 3,687,194.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon. a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

CHRISTOPHER DAGGETT, PRESIDENT, 973-540-8442
14 MAPLE AVENUE, SUITE 400, MORRISTOWN, NJ 07960

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

SEE ATTACHMENT E

c Any submission deadlines.

SEE ATTACHMENT E

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHMENT E

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT C	N/A	SEE ATTACHMENT C	SEE ATTACHMENT C	13,416,659.
Total			▶ 3a	13,416,659.
b Approved for future payment				
SEE ATTACHMENT C	N/A	SEE ATTACHMENT C	SEE ATTACHMENT C	2,168,667.
Total			▶ 3b	2,168,667.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a POETRY REVENUE					1,249.
b RENTAL INCOME					278,000.
c PUBLICATION SALES					
d REVENUE					784.
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	482,062.	
4 Dividends and interest from securities	525990	24,175.	14	1,614,195.	
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	302,781.	01	<256,908.>	
8 Gain or (loss) from sales of assets other than inventory	525990	1,368,433.	18	11,235,652.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			01	4,026.	
11 Other revenue:					
a CLASS ACTION SETTLEMENT			01	19,073.	
b RETURNED GRANT			01	103.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		1,695,389.		13,098,203.	280,033.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 15,073,625.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1A	PROVIDE POETRY PROGRAMMING IN THE NJ SCHOOLS.
1B	PROVIDE BELOW MARKET OFFICE SPACE TO SMALL NON-PROFIT ARTS GROUPS.
1C	BIOGRAPHY OF NJ'S GOVERNOR WHICH FOCUSED ON HIS WORK IN THE ENVIROMENT

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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] 11/14/17 ▶ CEO

Signature of officer or trustee Date 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	Check ☐ if self-employed	PTIN
CHRISTOPHER PETERMANN	[signature]	11/13/17		P00543209

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. 914-381-8900

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .

OMB No 1545-0047

2016

Name of the organization	Employer identification number
GERALDINE R. DODGE FOUNDATION, INC.	23-7406010

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ____________

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
GERALDINE R. DODGE FOUNDATION, INC.	23-7406010

Part I **Contributors** (See instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DEMOCRACY FUND INC. 1333 NEW HAMPSHIRE AVENUE NW WASHINGTON, DC 20036	$ 200,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	BARNES AND NOBLE 122 5TH AVE NEW YORK, NY 10011	$ 17,185.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization	Employer identification number
GERALDINE R. DODGE FOUNDATION, INC.	23-7406010

Part II Noncash Property (See instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Name of organization: GERALDINE R. DODGE FOUNDATION, INC.

Employer identification number: 23-7406010

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc , contributions of $1,000 or less for the year (Enter this info once) ▶ $

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	482,062.	482,062.	482,062.
TOTAL TO PART I, LINE 3	482,062.	482,062.	482,062.

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
INTEREST AND DIVIDENDS	1,638,370.	0.	1,638,370.	3,012,138.	1,638,370.
TO PART I, LINE 4	1,638,370.	0.	1,638,370.	3,012,138.	1,638,370.

FORM 990-PF	INCOME AND COST OF GOODS SOLD INCLUDED ON PART I, LINE 10	STATEMENT 3

INCOME		
1. GROSS RECEIPTS	23,412	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		23,412
4. COST OF GOODS SOLD (LINE 15)	19,386	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		4,026
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		4,026
COST OF GOODS SOLD		
8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED	19,386	
10. COST OF LABOR		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS		
13. ADD LINES 8 THROUGH 12		19,386
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14)		19,386

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT HEDGE PRIVATE EQUITY INCOME	45,873.	2,114,387.	0.
POETRY REVENUE	1,249.	0.	1,249.
RENTAL INCOME	278,000.	278,000.	0.
PUBLICATION SALES REVENUE	784.	784.	0.
CLASS ACTION SETTLEMENT	19,073.	19,073.	0.
RETURNED GRANT	103.	0.	103.
TOTAL TO FORM 990-PF, PART I, LINE 11	345,082.	2,412,244.	1,352.

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSES-DAY PITNEY, LLP	42,084.	5,942.	0.	36,142.
TO FM 990-PF, PG 1, LN 16A	42,084.	5,942.	0.	36,142.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX FEES-PKF O'CONNOR DAVIES, LP	62,200.	0.	0.	44,000.
AUDIT AND TAX FEES-WITHUMSMITH & BROWN	12,552.	1,772.	0.	10,780.
TO FORM 990-PF, PG 1, LN 16B	74,752.	1,772.	0.	54,780.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS	31,091.	4,390.	0.	26,701.
INVESTMENT MANAGEMENT FEES	724,830.	724,830.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	755,921.	729,220.	0.	26,701.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	156,324.	0.	0.	0.
FOREIGN TAXES WITHHELD	0.	100,869.	0.	0.
TO FORM 990-PF, PG 1, LN 18	156,324.	100,869.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIPS	1,077.	152.	0.	925.
INSURANCE	39,999.	5,648.	0.	34,351.
OFFICE EXPENSES	91,541.	12,926.	0.	78,615.
ANNUAL REPORT	15,496.	2,188.	0.	13,308.
OFFICE EQUIPMENT	54,749.	7,731.	0.	47,018.
CONTRIBUTIONS FOR EVENTS AND MEMORIALS	19,260.	0.	0.	19,260.
POETRY EXPENSES	22,460.	0.	1,249.	21,211.
OTHER PARTNERSHIP EXPENSES	0.	1,313,565.	0.	0.
TO FORM 990-PF, PG 1, LN 23	244,582.	1,342,210.	1,249.	214,688.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 10

DESCRIPTION	AMOUNT
UNREALIZED GAIN OF SECURITIES AND INVESTMENTS	1,327,386.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,327,386.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHMENT A	58,203,624.	58,203,624.
TOTAL TO FORM 990-PF, PART II, LINE 10B	58,203,624.	58,203,624.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT A	FMV	8,101,936.	8,101,936.
HEDGE FUNDS AND OTHER LIMITED PARTNERSHIPS - SEE ATTACHMENT A	FMV	148,501,084.	148,501,084.
PRIVATE EQUITIES - SEE ATTACHMENT A	FMV	35,944,456.	35,944,456.
TOTAL TO FORM 990-PF, PART II, LINE 13		192,547,476.	192,547,476.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	2,352,827.	1,248,090.	1,104,737.
TOTAL TO FM 990-PF, PART II, LN 14	2,352,827.	1,248,090.	1,104,737.

FORM 990-PF	OTHER ASSETS		STATEMENT 14
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DUE FROM BROKER	3,000,000.	3,000,000.	3,000,000.
PREPAID FEDERAL EXCISE AND UBI TAXES	506,605.	1,041,614.	1,041,614.
CASH PENDING INVESTMENT	0.	12,000,000.	12,000,000.
TO FORM 990-PF, PART II, LINE 15	3,506,605.	16,041,614.	16,041,614.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 15
DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX	1,402,799.	1,429,347.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,402,799.	1,429,347.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHRISTOPHER J. ELLIMAN 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	CHAIRMAN 4.00	0.	0.	0.
PRESTON D. PINKETT III 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	VICE CHAIRMAN, TREASURER 2.00	0.	0.	0.
KATHERINE ADAMS 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	TRUSTEE 2.00	0.	0.	0.
TANUJA DEHNE 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	TRUSTEE 2.00	0.	0.	0.
ELIZABETH A. DUFFY 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	TRUSTEE 2.00	0.	0.	0.
ROSE HARVEY 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	TRUSTEE 2.00	0.	0.	0.
JEFF JARVIS 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	TRUSTEE 2.00	0.	0.	0.
BARBARA FULTON MORAN 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	TRUSTEE 2.00	0.	0.	0.
FINN WENTWORTH 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	TRUSTEE 2.00	0.	0.	0.
MICHAEL LIPPER-RESIGNED 06/2016 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	TRUSTEE 2.00	0.	0.	0.
ROBERT LEBUHN-RESIGNED 06/2016 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	TRUSTEE 2.00	0.	0.	0.

CHRISTOPHER DAGGETT 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	PRESIDENT AND CEO 50.00	363,600.	42,400.	0.
CYNTHIA EVANS 14 MAPLE AVENUE, SUITE 400 MORRISTOWN, NJ 07960	CFO, ASST. TREASURER 50.00	204,000.	32,640.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		567,600.	75,040.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C STATEMENT 17

GRANTEE'S NAME

SEE ATTACHMENT D

GRANTEE'S ADDRESS

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED

PURPOSE OF GRANT

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 18

ACTIVITY ONE

THE 2016 POETRY PROGRAM INCLUDED A 4-DAY FESTIVAL WHICH WAS ATTENDED BY 5,300 STUDENTS FROM 250 SCHOOLS IN 13 STATES. 1,300 TEACHERS ATTENDED FROM 19 STATES AND OVER 100 POETS PRESENTED INCLUDING US POET LAUREATES AND PULITZERS PRIZE WINNING AUTHORS. THE YEAR-ROUND POETRY IN THE SCHOOLS PROGRAM PROVIDES POET RESIDENCIES IN NEW JERSEY HIGH SCHOOLS WORKING WITH OVER 4,000 STUDENTS AND 350 TEACHERS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	980,806.

Geraldine R. Dodge Foundation, Inc.
December 31, 2016
EIN # 23-7406010
Form 990-PF, Part II, Lines 10B and 13

		Market Value
Common Stock		
See page 4 of 7		27,799,772
See page 5 of 7		25,360,408
See page 6 of 7		4,510,804
See page 7 of 7		532,640
Sub-total Common Stock	$	58,203,624
Mutual Funds		
PIMCO Total Return Fund		3,162,111
RBC Access Capital Community Investment I		4,939,825
Sub-total Mutual Funds	$	8,101,936
Hedge Funds		
Highclere International		10,195,399
Wellington Micro Cap		13,355,452
Arisiag Global Emerging Markets		4,905,379
Caravel Fund		4,005,420
Newport Asia		6,274,222
Spinnaker GEM - Class K		12,727,461
Wellington International Quality Growth		6,981,443
Baxter Street Offshore		3,059,572
Highfields Capital IV		12,688,300
Lone Cascade		27,658,855
Steadfast International		7,443,091
Farallon Capital Inst Partners		8,142,533
Eton Park Overseas		5,299,060
Two Sigma Spectrum Cayman		10,137,599
Angelo Gordon & Co.		3,227,075
Wellington DIH		4,013,531
Lone Pinon		8,267,033
Convexity Capital Offshore		119,659
Sub-total Hedge Funds	$	148,501,084
Private Equities		
Lyme Forest Fund III TE		2,940,074
Walton Street VI & VII		6,279,193
Axiom Asia Private Capital Fund II		4,511,331
Axiom Asia Private Capital Fund III		4,009,592
Bridges Ventures		1,177,325
Green Equity Investors V & VI		6,831,958
Madison Dearborn VI		3,260,426
Mount Kellett Capital Partners II		1,197,150
Old Lane India Opportunity		2,514,346
Raine Partners II		2,328,912
Stepstone International Investors III		894,149
Sub-total Private Equities	$	35,944,456
Total Investments	$	250,751,100

990-PF ATTACHMENT A

		AVERAGE COST	TOTAL COST	PRICE	TOTAL VALUE	% OF PORTFOLIO	INDICATED INCOME	CURRENT YIELD
CASH EQUIVALENTS								
	LIQUID ASSETS							
381,837	NORTHERN GOV'T FUNDS SELECT	1 00	381,836 98	1 00	381,836 98	1 4	1,450 98	0 4
	TOTAL LIQUID ASSETS		**381,836.98**		**381,836.98**	**1.4**	**1,450.98**	**0.4**
	TOTAL CASH EQUIVALENTS		**$381,836.98**		**$381,836.98**	**1.4**	**$1,450.98**	**0.4**
EQUITIES								
	ENERGY							
13,265	ROYAL DUTCH SHELL PLC B ADR	53 39	708,259 18	57 97	768,972 05	2 7	49,876 40	6 5
8,625	SCHLUMBERGER LTD	85 76	739,675 05	83 95	724,068 75	2 6	17,250 00	2 4
31,624	SOUTHWESTERN ENERGY CO	20 81	658,219 75	10 82	342,171.68	1 2	0 00	0 0
	TOTAL ENERGY		**2,106,153.98**		**1,835,212.48**	**6.5**	**67,126.40**	**3.7**
	MATERIALS							
3,669	AIR PRODUCTS & CHEMICALS INC	71 86	263,663 03	143 82	527,675 58	1 9	12,621 36	2 4
5,309	ECOLAB INC	114 91	610,043 09	117 22	622,320 98	2 2	7,857.32	1.3
2,251	MONSANTO COMPANY	109 88	247,335 34	105 21	236,827 71	0.8	4,862 16	2 1
	TOTAL MATERIALS		**1,121,041.46**		**1,386,824.27**	**4.9**	**25,340.84**	**1.8**
	INDUSTRIALS							
3,558	3M CO	84 73	301,482 84	178 57	635,352.06	2 3	15,797 52	2 5
3,479	CANADIAN PACIFIC RAILWAY LTD	113.38	394,439 83	142 77	496,696.83	1 8	5,298.52	1 1
3,297	FEDEX CORPORATION	86 16	284,085 20	186 20	613,901 40	2 2	5,275 20	0 9
2,971	GRAINGER WW	87 01	258,511 56	232 25	690,014 75	2 4	14,498 48	2 1
8,525	PACCAR INC	59 82	509,971 61	63 90	544,747 50	1 9	8,184 00	1.5

		AVERAGE COST	TOTAL COST	PRICE	TOTAL VALUE	% OF PORTFOLIO	INDICATED INCOME	CURRENT YIELD
EQUITIES								
	INDUSTRIALS							
3,042	ROPER TECHNOLOGIES INC	175 63	534,275 23	183 08	556,929 36	2 0	4,258 80	0 8
4,691	UNION PACIFIC CORPORATION	52 30	245,343 87	103 68	486,362 88	1 7	11,352 22	2 3
	TOTAL INDUSTRIALS		**2,528,110.14**		**4,024,004.78**	**14.3**	**64,664.74**	**1.6**
	CONSUMER DISCRETIONARY							
1,051	AMAZON COM INC	274 75	288,766 88	749 87	788,113 37	2 8	0 00	0 0
12,845	BORGWARNER INC	38 74	497,611 89	39 44	506,606 80	1 8	7,193 20	1 4
9,261	COMCAST CORP	15 75	145,858 30	69 05	639,472 05	2 3	10,187 10	1 6
2,846	NETFLIX INC	92.30	262,685 80	123 80	352,334 80	1 2	0.00	0.0
11,593	NIKE INC CL B	43 68	506,362 74	50 83	589,272 19	2 1	8,346 96	1.4
9,969	NORWEGIAN CRUISE LINE HOLDINGS LTD	37 78	376,624 09	42 53	423,981 57	1 5	0 00	0 0
4,049	RALPH LAUREN CORP	129 00	522,318.02	90 32	365,705 68	1 3	8,098 00	2 2
6,245	TIFFANY & CO.	62 07	387,603 36	77 43	483,550 35	1 7	11,241.00	2 3
4,255	WALT DISNEY CO	38 44	163,549 54	104 22	443,456 10	1 6	6,637 80	1 5
6,548	YUM! BRANDS INC	57 14	374,172 80	63 33	414,684 84	1 5	7,857 60	1 9
	TOTAL CONSUMER DISCRETIONARY		**3,525,553.42**		**5,007,177.75**	**17.8**	**59,561.66**	**1.2**
	CONSUMER STAPLES							
4,686	COSTCO WHOLESALE CORP	86 78	406,641 98	160 11	750,275 46	2.7	8,434 80	1 1
33,898	DANONE-SPONS ADR	14 75	500,143 27	12 70	430,477 48	1 5	7,932 13	1 8
9,887	NESTLE SA ADR	29 00	286,690.66	71 87	710,626 15	2 5	19,249 99	2.7
5,261	PEPSICO INC	64 92	341,555 53	104 63	550,458 43	2 0	15,835 61	2 9
	TOTAL CONSUMER STAPLES		**1,535,031.44**		**2,441,837.52**	**8.7**	**51,452.53**	**2.1**

		AVERAGE COST	TOTAL COST	PRICE	TOTAL VALUE	% OF PORTFOLIO	INDICATED INCOME	CURRENT YIELD
EQUITIES								
	HEALTH CARE							
2,559	BECTON DICKINSON	37 58	96,179 67	165 55	423,642 45	1 5	7,472 28	1 8
4,993	CELGENE CORP	99 86	498,580 53	115 75	577,939 75	2 1	0 00	0 0
8,144	CERNER CORPORATION	64 07	521,787 32	47 37	385,781 28	1 4	0 00	0 0
6,474	JOHNSON & JOHNSON	59 91	387,834 60	115 21	745,869 54	2 6	20,716 80	2 8
6,351	NOVARTIS AG-ADR	60 61	384,959 54	72 84	462,606 84	1 6	14,626 35	3 2
17,914	ROCHE HOLDINGS LTD-SPONS ADR	22 12	396,312 10	28 61	512,471 17	1 8	15,011 93	2.9
3,845	UNITEDHEALTH GROUP INC	102 90	395,663 44	160 04	615,353 80	2 2	9,612 50	1 6
	TOTAL HEALTH CARE		**2,681,317.20**		**3,723,664.83**	**13.2**	**67,439.87**	**1.8**
	FINANCIALS							
11,151	JP MORGAN CHASE	56 73	632,614 11	86 29	962,219.79	3 4	21,409 92	2 2
18,806	PROGRESSV CP OH	17 93	337,165 68	35 50	667,613 00	2 4	16,699 73	2.5
4,912	S&P GLOBAL INC	66 74	327,846 37	107 54	528,236 48	1 9	7,073 28	1 3
14,178	US BANCORP	29 33	415,863 91	51 37	728,323 86	2.6	15,879 36	2.2
16,013	WELLS FARGO & CO	31 98	512,113 67	55 11	882,476 43	3 1	24,339 76	2 8
	TOTAL FINANCIALS		**2,225,603.74**		**3,768,869.56**	**13.4**	**85,402.05**	**2.3**
	INFORMATION TECHNOLOGY							
4,203	ADOBE SYSTEMS INC	53 63	225,422 75	102 95	432,698 85	1 5	0 00	0.0
503	ALPHABET INC-CL A	227 04	114,202 19	792 45	398,602 35	1 4	0.00	0 0
876	ALPHABET INC-CL C	302 51	265,000.87	771.82	676,114 32	2.4	0 00	0.0

Geraldine R Dodge Foundation, Inc.
December 31, 2016
EIN # 23-7406010
Form 990-PF, Part II, Lines 10B and 13

Attachment A

		AVERAGE COST	TOTAL COST	PRICE	TOTAL VALUE	% OF PORTFOLIO	INDICATED INCOME	CURRENT YIELD
EQUITIES								
	INFORMATION TECHNOLOGY							
2,774	APPLE INC	50 45	139,957 64	115.82	321,284 68	1 1	6,324 72	2.0
21,146	CISCO SYSTEMS INC	20 02	423,349 30	30 22	639,032 12	2 3	21,991 84	3 4
2,861	FACEBOOK INC	32 90	94,122 38	115 05	329,158 05	1 2	0 00	0 0
6,693	MASTERCARD INC CLASS A	96 75	647,538 24	103 25	691,052 25	2 5	5,889 84	0 9
10,180	MICROSOFT CORP	23 31	237,253 12	62 14	632,585 20	2 2	15,880 80	2 5
11,160	PAYPAL HOLDINGS INC	28 68	320,017 43	39 47	440,485 20	1 6	0 00	0 0
11,396	TEXAS INSTRUMENTS INC	27 62	314,748 07	72 97	831,566 12	3 0	22,792 00	2 7
3,425	WORKDAY INC-CLASS A	76 38	261,599 43	66.09	226,358 25	0.8	0 00	0 0
	TOTAL INFORMATION TECHNOLOGY		**3,043,211.42**		**5,618,937.39**	**19.9**	**72,879.20**	**1.3**
	TOTAL EQUITIES		**$18,766,022.80**		**$27,806,528.58** A	**98.6**	**$493,867.28**	**1.8**
	TOTAL VALUE		**$19,147,859.78**		**$28,188,365.56**	**100 %**	**$495,318.26**	**1.8 %**
	TOTAL ACCRUED INCOME				**39,132.29**			
	TOTAL VALUE + ACCRUED INCOME				**$28,227,497.85**			

A: $27,806,528.58
(6,756.58)
$27,799,772.00

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Funds - common stock							
United States - USD							
MFO VANGUARD INSTL INDEX FD SH BEN INT CUSIP 922040100							
124,419 41	203 8300000	0 00	25,360,408 34	23,959,838 84	1,400,569 50	0 00	1,400,569 50
Total USD		0 00	25,360,408 34	23,959,838 84	1,400,569 50	0 00	1,400,569 50
Total United States		0 00	25,360,408 34	23,959,838 84	1,400,569 50	0.00	1,400,569.50
Total Funds - Common Stock							
124,419.41		**0.00**	**25,360,408.34**	**23,959,838.84**	**1,400,569.50**	**0.00**	**1,400,569.50**
Total Equities							
124,419.41		**0.00**	**25,360,408.34**	**23,959,838.84**	**1,400,569.50**	**0.00**	**1,400,569.50**
Total							
124,419.41		**0.00**	**25,360,408.34**	**23,959,838.84**	**1,400,569.50**	**0.00**	**1,400,569.50**

Geraldine R. Dodge Foundation, Inc
December 31, 2016
EIN # 23-7406010
Form 990-PF, Part II, Lines 10B and 13

Attachment A

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Funds - common stock							
United States - USD							
MFO LONGLEAF PARTNERS FDS TR SMALL CAP FD CUSIP 543069207							
164,088 89	27 4900000	0 00	4,510,803 59	4,876,391 81	- 365,588 22	0 00	- 365,588 22
Total USD		0 00	4,510,803 59	4,876,391 81	- 365,588 22	0.00	- 365,588 22
Total United States		0 00	4,510,803 59	4,876,391 81	- 365,588 22	0 00	- 365,588 22
Total Funds - Common Stock							
164,088.89		**0.00**	**4,510,803.59**	**4,876,391.81**	**- 365,588.22**	**0.00**	**- 365,588.22**
Total Equities							
164,088.89		**0.00**	**4,510,803.59**	**4,876,391.81**	**- 365,588.22**	**0.00**	**- 365,588.22**

Asset Detail - Base Currency

Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ Local market price	Accrued income/expense	Market value	Cost	Unrealized gain/loss Market	Translation	Total
Equities							
Common stock							
United States - USD							
WHOLE FOODS MKT INC COM CUSIP 966837106 17,316 00	30 7600000	0 00	532,640 16	125,541 00	407,099 16	0 00	407,099 16
Total USD		0 00	532,640 16	125,541 00	407,099 16	0 00	407,099.16
Total United States		0.00	532,640 16	125,541 00	407,099 16	0 00	407,099 16
Total Common Stock **17,316.00**		**0.00**	**532,640.16**	**125,541.00**	**407,099.16**	**0.00**	**407,099.16**
Total Equities **17,316.00**		**0.00**	**532,640.16**	**125,541.00**	**407,099.16**	**0.00**	**407,099.16**