

Return of Private Foundation

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

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▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 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 <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 56,161,175. | J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> 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 <input type="checkbox"/> | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).) | | (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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | | |
| 3 Interest on savings and temporary cash investments | | 306. | 306. | | STATEMENT 1 |
| 4 Dividends and interest from securities | | 764,481. | 727,857. | | STATEMENT 2 |
| 5a Gross rents | | | | | |
| b Net rental income or (loss) | | | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 | | 3,570,064. | | | |
| b Gross sales price for all assets on line 6a | | 17,166,735. | | | |
| 7 Capital gain net income (from Part IV, line 2) | | | 3,531,808. | | |
| 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 | | 2,421. | 35,461. | | STATEMENT 3 |
| 12 Total. Add lines 1 through 11 | | 4,337,272. | 4,295,432. | | |
| 13 Compensation of officers, directors, trustees, etc. | | 263,928. | 0. | | 263,928. |
| 14 Other employee salaries and wages | | 81,001. | 0. | | 81,001. |
| 15 Pension plans, employee benefits | | | | | |
| 16a Legal fees | | | | | |
| b Accounting fees | | 17,740. | 0. | | 17,740. |
| c Other professional fees | | 346,310. | 346,479. | | 0. |
| 17 Interest | | 2,800. | 3,024. | | 0. |
| 18 Taxes | | 34,014. | 10,952. | | 0. |
| 19 Depreciation and depletion | | | | | |
| 20 Occupancy | | 127,304. | 0. | | 127,304. |
| 21 Travel, conferences, and meetings | | 119,906. | 0. | | 119,906. |
| 22 Printing and publications | | | | | |
| 23 Other expenses | | 27,815. | 1,111. | | 27,815. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | 1,020,818. | 361,566. | | 637,694. |
| 25 Contributions, gifts, grants paid | | 2,210,132. | | | 1,910,132. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | 3,230,950. | 361,566. | | 2,547,826. |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | | 1,106,322. | | | |
| b Net investment income (if negative, enter -0-) | | | 3,933,866. | | |
| 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 | | 155,939. | 305,921. | 305,921. | |
| | 2 | Savings and temporary cash investments | | 1,253,768. | 6,466,783. | 6,466,783. | |
| | 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 8 | | 1,222,561. | 926,103. | 926,103. |
| | b | Investments - corporate stock | STMT 9 | | 41,765,759. | 43,653,240. | 43,653,240. |
| | c | Investments - corporate bonds | STMT 10 | | 2,168,692. | 1,983,842. | 1,983,842. |
| | 11 | Investments - land, buildings, and equipment: basis | | | | | |
| | Less: accumulated depreciation | | | | | | |
| 12 | Investments - mortgage loans | | | | | | |
| 13 | Investments - other | STMT 11 | | 1,878,645. | 2,222,457. | 2,222,457. | |
| 14 | Land, buildings, and equipment: basis | | | | | | |
| | Less: accumulated depreciation | | | | | | |
| 15 | Other assets (describe) | STATEMENT 12) | | 565,926. | 602,829. | 602,829. | |
| 16 | Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) | | | 49,011,290. | 56,161,175. | 56,161,175. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | | |
| | 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) | | | 0. | 0. | |
| 23 | Total liabilities (add lines 17 through 22) | | | 0. | 0. | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31. | | | | | | |
| | 24 | Unrestricted | | 48,474,290. | 55,624,175. | | |
| | 25 | Temporarily restricted | | | | | |
| | 26 | Permanently restricted | | 537,000. | 537,000. | | |
| | Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31. | | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | | | |
| 30 | Total net assets or fund balances | | | 49,011,290. | 56,161,175. | | |
| 31 | Total liabilities and net assets/fund balances | | | 49,011,290. | 56,161,175. | | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|--|---|-------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 49,011,290. |
| 2 | Enter amount from Part I, line 27a | 2 | 1,106,322. |
| 3 | Other increases not included in line 2 (itemize) UNREALIZED GAINS ON INVESTMENTS | 3 | 6,043,563. |
| 4 | Add lines 1, 2, and 3 | 4 | 56,161,175. |
| 5 | Decreases not included in line 2 (itemize) | 5 | 0. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 56,161,175. |

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

| (a) List and describe the kind(s) of property sold (for example, 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 | 17,166,735. | 13,640,508. | 3,531,808. |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69. | | | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|--|--------------------------------------|---|---|
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | |
| a | | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | 3,531,808. |

| | | |
|---|---|------------|
| 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 | 3,531,808. |
| 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 doesn't 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)) |
|---|---------------------------------------|---|--|
| 2016 | 1,802,252. | 46,604,263. | .038671 |
| 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 |

| | | |
|---|---|-------------|
| 2 Total of line 1, column (d) | 2 | .239109 |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years | 3 | .047822 |
| 4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 | 4 | 51,371,613. |
| 5 Multiply line 4 by line 3 | 5 | 2,456,693. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 39,339. |
| 7 Add lines 5 and 6 | 7 | 2,496,032. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 2,547,826. |

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 39,339. |
| 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 | 39,339. |
| 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 | 39,339. |
| 6 | Credits/Payments: | | |
| a | 2017 estimated tax payments and 2016 overpayment credited to 2017 | 6a | 6,319. |
| b | Exempt foreign organizations - tax withheld at source | 6b | 0. |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 0. |
| d | Backup withholding erroneously withheld | 6d | 0. |
| 7 | Total credits and payments. Add lines 6a through 6d TAX PAID W/ O.R. | 7 | 33,726. |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | 0. |
| 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 | 706. |
| 11 | Enter the amount of line 10 to be: Credited to 2018 estimated tax 706. Refunded | 11 | 0. |

Part VII-A Statements Regarding Activities

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | X | |
| 4b | X | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8a | | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 containing questions about controlled entities, distributions, public inspection requirements, website address, books in care, and interest in foreign countries.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b containing questions about disqualifying acts, taxes on failure to distribute income, and excess business holdings.

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

| | | Yes | No |
|--|----|-----|----|
| 5a During the year, did the foundation pay or incur any amount to: | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 5b | | |
| Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/> | | | |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 7b | | |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A | | | |

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

1 List all officers, directors, trustees, and 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 13 | | 263,928. | 23,200. | 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

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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Includes entries for BECK, MACK AND OLIVER and GILLESPIE ROBINSON AND COMPANY.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity and Expenses. Includes entry 1 with N/A.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment and Amount. Includes entry 1 with N/A and entry 3 for other program-related investments.

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 | 50,275,673. |
| b | Average of monthly cash balances | 1b | 1,849,323. |
| c | Fair market value of all other assets | 1c | 28,926. |
| d | Total (add lines 1a, b, and c) | 1d | 52,153,922. |
| 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 | 52,153,922. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 782,309. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 51,371,613. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 2,568,581. |

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 | 2,568,581. |
| 2a | Tax on investment income for 2017 from Part VI, line 5 | 2a | 39,339. |
| b | Income tax for 2017. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 39,339. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 2,529,242. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 2,529,242. |
| 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 | 2,529,242. |

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 | 2,547,826. |
| 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 | 2,547,826. |
| 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 | 39,339. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 2,508,487. |

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 2016 | (c) 2016 | (d) 2017 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2017 from Part XI, line 7 | | | | 2,529,242. |
| 2 Undistributed income, if any, as of the end of 2017: | | | | |
| a Enter amount for 2016 only | | | 0. | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2017: | | | | |
| a From 2012 | | | | |
| b From 2013 | | | | |
| c From 2014 | | | | |
| d From 2015 | 742,133. | | | |
| e From 2016 | | | | |
| f Total of lines 3a through e | 742,133. | | | |
| 4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ | 2,547,826. | | | |
| a Applied to 2016, 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 2017 distributable amount | | | | 2,529,242. |
| e Remaining amount distributed out of corpus | 18,584. | | | |
| 5 Excess distributions carryover applied to 2017 (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 | 760,717. | | | |
| 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 2016. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018 | | | | 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 2012 not applied on line 5 or line 7 | 0. | | | |
| 9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a | 760,717. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2013 | | | | |
| b Excess from 2014 | | | | |
| c Excess from 2015 | 742,133. | | | |
| d Excess from 2016 | | | | |
| e Excess from 2017 | 18,584. | | | |

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 2017, 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 | | | | (e) Total |
|--|----------|----------|----------|----------|-----------|
| | (a) 2017 | (b) 2016 | (c) 2015 | (d) 2014 | |
| 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:
EMILY MOMMSEN, EXECUTIVE DIRECTOR, (212)-972-2800
420 LEXINGTON AVENUE, SUITE 2331, NEW YORK, NY 10170

b The form in which applications should be submitted and information and materials they should include:
SEE FOUNDATION'S WEBSITE HTTPS://WWW.CHDODGEFOUNDATION.ORG/GRANTS

c Any submission deadlines:
SEE FOUNDATION'S WEBSITE HTTPS://WWW.CHDODGEFOUNDATION.ORG/GRANTS

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE FOUNDATION'S WEBSITE 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 | | | | |
| ACADEMY AT CHARLEMONT 1359 ROUTE 2 CHARLEMONT, MA 01339 | N/A | PC | GENERAL | 500. |
| AFRICAN CONSULTANTS INTERNATIONAL 181 PINEHURST DRIVE BRADENTON, FL 34210 | N/A | PC | GENERAL | 200. |
| ALS ASSOCIATION CONNECTICUT CHAPTER 4 OXFORD ROAD UNIT D4 MILFORD, CT 06460 | N/A | PC | GENERAL | 150. |
| AMERICAN COMMUNITY SCHOOL 305 EAST 47TH STREET 8TH FLOOR NEW YORK, NY 10017 | N/A | PC | GENERAL | 100. |
| AMERICAN FARM SCHOOL 1133 BROADWAY, SUITE 1226 NEW YORK, NY 10010 | N/A | PC | GENERAL SUPPORT | 25,000. |
| Total | SEE CONTINUATION SHEET(S) | | | 1,910,132. |
| b Approved for future payment | | | | |
| AMERICAN UNIVERSITY OF BEIRUT 3 DAG HAMMARSKJOLD PLAZA 8TH FLOOR NEW YORK, NY 10017 | N/A | PC | CHALLENGE GRANT FOR SCHOLARSHIPS | 125,000. |
| EAST HARLEM TUTORIAL PROGRAM 2035 SECOND AVENUE NEW YORK, NY 10029 | N/A | PC | CONSTRUCTION OF A PRE-SCHOOL CLASSROOM | 50,000. |
| INTERNATIONAL HOUSE 500 RIVERSIDE DRIVE NEW YORK, NY 10027 | N/A | PC | GENERAL | 50,000. |
| Total | SEE CONTINUATION SHEET(S) | | | 1,025,000. |

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 ENTERPRISE PRODUCTS PARTNERS LP | P | VARIOUS | VARIOUS |
| e THE ALPHAGEN EUROPEAN BEST IDEAS FUND, LLC | P | VARIOUS | VARIOUS |
| f OCA BRED III, TE, 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 17,104,367. | | 13,640,508. | 3,463,859. |
| b | | | 25,279. |
| c | | | 11,655. |
| d | | | <2,301.> |
| e | | | <29,053.> |
| f | | | 1. |
| g 62,368. | | | 62,368. |
| 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 | | | (l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---|--------------------------------------|---|---|
| (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 | |
| a | | | 3,463,859. |
| b | | | 25,279. |
| c | | | 11,655. |
| d | | | <2,301.> |
| e | | | <29,053.> |
| f | | | 1. |
| g | | | 62,368. |
| 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 | 3,531,808. |
| 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 XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|--|------------|
| AMERICAN FARMLAND TRUST 1500 CONNECTICUT AVENUE NW, SUITE 600 WASHINGTON, DC 20036 | N/A | PC | GENERAL | 100. |
| AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY STREET PHILADELPHIA, PA 19102-1479 | 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 GREATER NEW YORK REGION 520 WEST 49TH STREET NEW YORK, NY 10019 | N/A | PC | DISASTER RELIEF FUNDING FOR HURRICANES MARIA, IRMA AND HARVEY | 150,000. |
| AMERICAN RED CROSS GREATER NEW YORK REGION 520 WEST 49TH STREET NEW YORK, NY 10019 | N/A | PC | GENERAL | 5,000. |
| AMERICAN UNIVERSITY IN CAIRO 420 FIFTH AVENUE NEW YORK, NY 10018-2729 | N/A | PC | GENERAL | 2,000. |
| AMERICAN UNIVERSITY OF BEIRUT 3 DAG HAMMARSKJOLD PLAZA 8TH FLOOR NEW YORK, NY 10017 | N/A | PC | GENERAL | 28,500. |
| Total from continuation sheets | | | | 1,884,182. |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|----------|
| AMERICAN UNIVERSITY OF BEIRUT 3 DAG HAMMARSKJOLD PLAZA 8TH FLOOR NEW YORK, NY 10017 | N/A | PC | CHALLENGE GRANT FOR SCHOLARSHIPS | 125,000. |
| AMNESTY INTERNATIONAL USA 5 PENN PLAZA 16TH FLOOR NEW YORK, NY 10001 | N/A | PC | GENERAL | 200. |
| ANDOVER EDUCATIONAL FUND, INC. PO BOX 32 ANDOVER, MA 04216 | N/A | PC | GENERAL | 1,750. |
| ANERA 1111 14TH STREET NW SUITE 400 WASHINGTON, DC 20005 | N/A | PC | GENERAL | 300. |
| ANTIQUÉ BOAT MUSEUM 750 MARY STREET CLAYTON, NY 13624 | N/A | PC | GENERAL | 22,750. |
| ARTIST REPERTORY THEATRE 1515 SW MORRISON STREET OREGON PORTLAND, OR 97205 | N/A | PC | GENERAL | 850. |
| ATLAS CULTURAL FOUNDATION 5W MENDENHALL SUITE 521 BOZEMAN, MT 59715 | N/A | PC | GENERAL | 2,932. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| AUDUBON - NEW HAMPSHIRE 84 SILK FARM ROAD CONCORD, NH 03301 | N/A | PC | GENERAL | 50. |
| AUDUBON ROCKIES 116 N. COLLEGE AVENUE SUITE 2 FORT COLLINS, CO 80524 | N/A | PC | GENERAL | 10,100. |
| AUSBON SARGENT LAND PRESERVATION TRUST PO BOX 2040 NEW LONDON, NH 03257 | N/A | PC | GENERAL | 100. |
| BALTIMORE-CHESAPEAKE BAY OUTWARD BOUND SCHOOL 1900 EAGLE DRIVE BALTIMORE, MD 21207 | N/A | PC | GENERAL | 1,000. |
| BATES COLLEGE 2 ANDREWS ROAD LEWISTON, ME 04240 | N/A | PC | GENERAL | 1,836. |
| BENNINGTON MUSEUM 75 MAIN STREET BENNINGTON, VT 05201 | N/A | PC | GENERAL | 150. |
| BIODIVERSITY FOR A LIVABLE CLIMATE 227 HURLEY STREET CAMBRIDGE, MA 02141 | N/A | PC | GENERAL | 200. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| BLANTON-PEALE INSTITUTE 7 WEST 30TH STREET NEW YORK, NY 10001 | N/A | PC | GENERAL | 5,000. |
| BOWDOIN COLLEGE 4100 COLLEGE STATION BRUNSWICK, ME 04011-8432 | N/A | PC | GENERAL | 5,221. |
| BOWDOINHAM HISTORICAL SOCIETY PO BOX 101 BOWDOINHAM, ME 04008 | N/A | PC | GENERAL | 50. |
| BOY SCOUTS OF AMERICA, GREATER NY COUNCIL 475 RIVERSIDE DRIVE, SUITE 600 NEW YORK, NY 10115 | N/A | PC | SCOUTREACH PROGRAM GRANT | 10,000. |
| 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. |
| BREARLEY SCHOOL 610 EAST 83RD STREET NEW YORK, NY 10028 | N/A | PC | GENERAL | 2,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|-------------------------------------|--------|
| BRIDGERCARE 1288 NORTH 14TH AVE #201 BOXEMAN, MT 59715 | N/A | PC | GENERAL | 5,948. |
| BROWN UNIVERSITY BOX 1877 PROVIDENCE, RI 02912 | N/A | PC | GENERAL | 222. |
| BUCKLEY SCHOOL IN THE CITY OF NEW YORK 113 EAST 73RD STREET NEW YORK, NY 10021 | N/A | PC | GENERAL | 500. |
| CALVERT SCHOOL 105 TUSCANY ROAD BALTIMORE, MD 21210 | N/A | PC | GENERAL | 4,000. |
| CANINE PARTNERS FOR LIFE PO BOX 170 COCHRANVILLE, PA 19330 | N/A | PC | GENERAL | 250. |
| CAPE REP THEATRE 164 COMMONS WAY BREWSTER, MA 02631 | N/A | PC | GENERAL | 3,000. |
| CARLETON COLLEGE ONE NORTH COLLEGE STREET NORTHFIELD, MN 55054 | N/A | PC | GENERAL | 100. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|-------------------------------------|---------|
| CASITA MARIA CENTER FOR ARTS & EDUCATION 929 SIMPSON STREET, 6TH FLOOR BRONX, NY 10459 | N/A | PC | ARTS & EDUCATION PROGRAM | 10,000. |
| CENTER FOR CLIMATE PROTECTION PO BOX 3785 SANTA ROSA, CA 95402 | N/A | PC | GENERAL | 6,970. |
| CENTER FOR REPRODUCTIVE RIGHTS 199 WATER STREET, 22ND FLOOR NEW YORK, NY 10038 | N/A | PC | GENERAL | 100. |
| CENTRAL PHILADELPHIA MONTHLY MEETING 1515 CHERRY STREET PHILADELPHIA, PA 19102 | N/A | PC | GENERAL | 1,300. |
| CHATHAM ORPHEUM THEATER 637 MAIN STREET CHATHAM, MA 02633 | N/A | PC | GENERAL | 3,000. |
| CHILDREN'S AID SOCIETY 711 THIRD AVENUE SUITE 700 NEW YORK, NY 10017 | N/A | PC | GENERAL | 13,500. |
| CHILDREN'S AID SOCIETY 711 THIRD AVENUE, SUITE 700 NEW YORK, NY 10017 | N/A | PC | EARLY CHILDHOOD PROGRAM | 50,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| CHURCH OF THE MESSIAH 13 CHURCH STREET WOODS HOLE, MA 02543 | N/A | PC | GENERAL | 1,000. |
| 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 | 1,500. |
| COLORADO OUTWARD BOUND SCHOOL 5161 SHERIDAN BLVD. DENVER, CO 80212 | N/A | PC | GENERAL | 50. |
| COLUMBIA UNIVERSITY SIPA 622 WEST 113TH STREET NEW YORK, NY 10025 | N/A | PC | GENERAL | 400. |
| CONCORD ACADEMY 166 MAIN STREET CONCORD, MA 01742 | N/A | PC | GENERAL | 500. |
| COUNCIL ON FOUNDATIONS INC. P.O. BOX 75661 BALTIMORE, MD 21275-5661 | N/A | PC | GENERAL | 17,600. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|--------|
| CROSSING THRESHOLDS, INC. 168 A IRVING AVENUE SUITE 300K PORT CHESTER, NY 10573 | N/A | PC | GENERAL | 6,100. |
| CRU 100 LAKE HUNT DRIVE #2400 ORLANDO, FL 32832 | N/A | PC | GENERAL | 2,000. |
| CT INSTITUTE FOR REFUGEES & IMMIGRANTS 670 CLINTON AVENUE BRIDGEPORT, CT 06605 | N/A | PC | GENERAL | 200. |
| DANA HALL SCHOOL 45 DANA ROAD PO BOX 9010 WELLESLEY, MA 02482-9010 | N/A | PC | GENERAL | 250. |
| DARTMOUTH HITCHCOCK HEALTH ONE MEDICAL CENTER DRIVE LEBANON, NH 03756 | N/A | PC | GENERAL | 3,000. |
| DAVID & DOVETTA WILSON SCHOLARSHIP FUND 115-67 237TH STREET ELMONT, NY 11003 | N/A | PC | GENERAL | 150. |
| DAVID'S HOUSE 461 MOUNT SUPPORT ROAD LEBANON, NH 03766 | N/A | PC | GENERAL | 250. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|--|---------|
| DECORDOVA SCULPTURE PARK AND MUSEUM 51 SANDY POND ROAD LINCOLN, MA 01773 | N/A | PC | GENERAL | 500. |
| 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 | CONSTRUCTION OF A PRE-SCHOOL CLASSROOM | 50,000. |
| EAST HARLEM TUTORIAL PROGRAM 2035 SECOND AVENUE NEW YORK, NY 10029 | N/A | PC | GENERAL | 17,000. |
| 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. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| FAIRFIELD COUNTRY DAY SCHOOL 2970 BRONSON ROAD FAIRFIELD, CT 06430 | N/A | PC | GENERAL | 500. |
| FORT LIGONIER ASSOCIATION 200 S. MARKET STREET LIGONIER, PA 15658 | N/A | PC | GENERAL | 18,500. |
| 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 | 200. |
| FRANKLIN LAND TRUST 5 MECHANIC STREET SHELBURNE FALLS, MA 01370 | N/A | PC | GENERAL | 250. |
| FRESH AIR FUND 633 THIRD AVENUE 14TH FLOOR NEW YORK, NY 10017 | N/A | PC | GENERAL | 5,000. |
| FRICK ART AND HISTORICAL CENTER 7227 REYNOLDS STREET PITTSBURGH, PA 15208 | N/A | PC | GENERAL | 150. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|-------------------------------------|---------|
| FRIENDS OF THE UUA (THE UNITARIAN UNIVERSALIST ASSOCIATION) 24 FARNSWORTH STREET BOSTON, MA 02210 | N/A | PC | GENERAL | 50. |
| FRIENDS OF TRYON CREEK STATE PARK 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. |
| GILMAN SCHOOL 5407 ROLAND AVENUE BALTIMORE, MD 21210 | N/A | PC | GENERAL | 14,000. |
| GIRL SCOUT COUNCIL OF GREATER NEW YORK 40 WALL STREET SUITE 708 NEW YORK, NY 10005 | N/A | PC | GENERAL | 5,000. |
| GLOBAL CAMPS AFRICA, INC. 11911 FREEDOM DRIVE #850 RESTON, VA 20190 | N/A | PC | GENERAL | 11,000. |
| GOOD SHEPHERD FOOD BANK PO BOX 1807 AUBURN, ME 04211 | N/A | PC | GENERAL | 100. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|-------------------------------------|--------|
| GOOD SHEPHERD MISSION DEVELOPMENT 7654 NATURAL BRIDGE ROAD ST. LOUIS, MO 63121 | N/A | PC | GENERAL | 1,000. |
| GORDON SCHOOL 45 MAXFIELD AVENUE EAST PROVIDENCE, RI 02914 | N/A | PC | GENERAL | 250. |
| GRINDSTONE ISLAND UNITED METHODIST CHURCH PO BOX 411 CLAYTON, NY 13624 | N/A | PC | GENERAL | 350. |
| HAMILTON COLLEGE 198 COLLEGE HILL ROAD CLINTON, NY 13323 | N/A | PC | GENERAL | 1,000. |
| HAMPSHIRE COLLEGE 893 WEST STREET AMHERST, MA 01002 | N/A | PC | GENERAL | 250. |
| HAVEN P.O. BOX 752 BOZEMAN, MT 59771 | N/A | PC | GENERAL | 100. |
| HEBRON ACADEMY PO BOX 309 HEBRON, ME 04238 | N/A | PC | GENERAL | 300. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|-------------------------------------|---------|
| HEIFER INTERNATIONAL ONE WORLD AVENUE ARKANSAS LITTLE ROCK, AR 72202 | N/A | PC | GENERAL | 600. |
| HELP CENTER, INC. 421 E. PEACH BOZEMAN, MT 59715 | N/A | PC | GENERAL | 200. |
| HILL TOWN CHURCHES FOOD PANTRY PO BOX 161 ASHFIELD, MA 01330 | N/A | PC | GENERAL | 500. |
| HISTORIC ANNAPOLIS FOUNDATION 18 PINKNEY STREET ANNAPOLIS, MD 21401 | N/A | PC | GENERAL | 75. |
| HOPE FUNDS FOR CANCER RESEARCH 226 BELLEVUE AVENUE NEWPORT, RI 02840 | N/A | PC | GENERAL | 6,000. |
| IMMANUEL PRESBYTERIAN CHURCH 1125 SAVILE LANE MCLEAN, VA 22101 | N/A | PC | GENERAL | 12,000. |
| INFORMATION AGE LEARNING CENTER 2201 MARCONI ROAD WALL, NY 07719 | N/A | PC | GENERAL | 500. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| INTERFAITH CENTER OF NEW YORK 475 RIVERSIDE DRIVE SUITE 540 NEW YORK, NY 10115 | N/A | PC | GENERAL | 6,666. |
| INTERNATIONAL COLLEGE BEIRUT, LEBANON 215 PARK AVENUE SUITE 1710 NEW YORK, NY 10003 | N/A | PC | GENERAL | 6,000. |
| INTERNATIONAL HOUSE 500 RIVERSIDE DRIVE NEW YORK, NY 10027 | N/A | PC | GENERAL | 55,000. |
| ISLAND PARK PTA 5437 ISLAND CREST WAY MERCER ISLAND, WA 98040 | N/A | PC | GENERAL | 525. |
| JOHN BARTRAM ASSOCIATION 54TH STREET AND LINDBERGH BLVD. PHILADELPHIA, PA 19143 | N/A | PC | GENERAL | 500. |
| JOHNS HOPKINS MEDICINE 3910 KESWICK ROAD, SUITE N2100 BALTIMORE, MD 21211 | N/A | PC | GENERAL | 2,000. |
| KEARSARGE CHORALE P.O. BOX 2301 NEW LONDON, NH 03257 | N/A | PC | GENERAL | 200. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|--------|
| KEARSARGE UNITARIAN UNIVERSALIST FELLOWSHIP PO BOX 1578 NEW LONDON, NH 03257 | N/A | PC | GENERAL | 1,400. |
| KGLT PUBLIC RADIO PO BOX 174240 MSU BOZEMAN, MT 59717 | N/A | PC | GENERAL | 50. |
| KIEVE-WAVUS EDUCATION, INC. 42 KIEVE ROAD, PO BOX 169 NOBLEBORO, ME 04555 | N/A | PC | GENERAL | 200. |
| KINGSBRIDGE HEIGHTS COMMUNITY CENTER, INC. 3101 KINGSBRIDGE TERRACE BRONX, NY 10463 | N/A | PC | GENERAL | 5,000. |
| LAKE TRAILS PRESBYTERIAN CHURCH 1 POINT PLACE, SUITE 1 MADISON, WI 53719 | N/A | PC | GENERAL | 2,500. |
| LANDPATHS 618 4TH STREET #217 SANTA ROSA, CA 95404 | N/A | PC | GENERAL | 1,000. |
| LEHIGH UNIVERSITY 622 BRODHEAD AVENUE BETHLEHEM, PA 18015 | N/A | PC | GENERAL | 500. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| LIGONIER VALLEY SCHOOL DISTRICT FOUND 120 EAST MAIN STREET LIGONIER, PA 15658 | N/A | PC | GENERAL | 150. |
| MADISON SQUARE BOYS & GIRLS CLUB 350 FIFTH AVENUE, SUITE 912 NEW YORK, NY 10118 | N/A | PC | HARLEM CLUBHOUSE PROJECT | 25,000. |
| MARTHA JEFFERSON HOUSE 1600 GORDON AVENUE CHARLOTTESVILLE, VA 22903 | N/A | PC | GENERAL | 200. |
| MARY LYON FOUNDATION, INC. PO BOX 184 SHELBURNE FALLS, MA 01370 | N/A | PC | GENERAL | 500. |
| MENDELSSHON CLUB OF PHILADELPHIA P.O. BOX 59522 PHILADELPHIA, PA 19102 | N/A | PC | GENERAL | 500. |
| MIDDLEBURY COLLEGE 700 EXCHANGE STREET MIDDLEBURY, VT 05753 | N/A | PC | GENERAL | 250. |
| MISS PORTER'S SCHOOL 60 MAIN STREET FARMINGTON, CT 06032 | N/A | PC | GENERAL | 100. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|-------------------------------------|--------|
| MONTSHIRE MUSEUM OF SCIENCE 1 MONTSHIRE ROAD NORWICH, VT 05055 | N/A | PC | GENERAL | 250. |
| MOUNT SINAI MEDICAL CENTER INC. ONE GUSTAV LEVY PLACE, PO BOX 1049 NEW YORK, NY 10029 | N/A | PC | GENERAL | 3,000. |
| MUSIC ON THE HILL, INC. PO BOX 1231 WESTON, CT 06883 | N/A | PC | GENERAL | 250. |
| NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH STREET NW SUITE 700 WASHINGTON, DC 20001 | N/A | PC | GENERAL | 100. |
| NATIONAL RESOURCES DEFENSE COUNCIL, INC. 40 WEST 20TH STREET NEW YORK, NY 10011 | N/A | PC | GENERAL | 1,000. |
| NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON, VA 20190 | N/A | PC | GENERAL | 50. |
| NATRONA COUNTY PUBLIC LIBRARY FOUNDATION 307 E. 2ND STREET CASPER, WY 82601 | N/A | PC | GENERAL | 1,636. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| NATURAL LANDS TRUST 1031 PALMERS MILL ROAD MEDIA, PA 19063 | N/A | PC | GENERAL | 600. |
| NATURE CONSERVANCY-MAINE CHAPTER 14 MAINE STREET SUITE 401 BRUNSWICK, ME 04011 | N/A | PC | GENERAL | 500. |
| NEAR EAST FOUNDATION 110 FAYETTE STREET, SUITE 710 SYRACUSE, NY 13202 | N/A | PC | GENERAL | 17,000. |
| NEW ENGLAND PUBLIC RADIO FOUNDATION INC. 1525 MAIN STREET SPRINGFIELD, MA 01103 | N/A | PC | GENERAL | 250. |
| NEW HAMPSHIRE ASSOC OF CONSERVATION COMMISSIONS 54 PORTSMOUTH STREET CONCORD, NH 03301 | N/A | PC | GENERAL | 60. |
| NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD. BRONX, NY 10458 | N/A | PC | GENERAL | 53,500. |
| NEW YORK CITY MISSION SOCIETY 646 MALCOLM BLVD. NEW YORK, NY 10037 | N/A | PC | POWER ACADEMY PROGRAM | 50,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|--|---------|
| 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 PUBLIC LIBRARY 445 FIFTH AVENUE, 4TH FLOOR NEW YORK, NY 10016 | N/A | PC | NYPL EARLY LEARNING INITIATIVE PROJECT | 50,000. |
| NORFIELD CONGREGATIONAL CHURCH 64 NORFIELD ROAD WESTON, CT 06883 | N/A | PC | GENERAL | 6,000. |
| NORTH COUNTRY SCHOOL PO BOX 187 LAKE PLACID, NY 12946 | N/A | PC | GENERAL | 520. |
| OJAI VALLEY LAND CONSERVANCY PO BOX 1092 OJAI, CA 93024 | N/A | PC | GENERAL | 100. |
| ORCHARD FRIENDS SCHOOL 405 LINDEN AVENUE RIVERTON, NJ 08077 | N/A | PC | GENERAL | 5,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|-------------------------------------|---------|
| OREGON WILDLIFE HERITAGE FOUNDATION 901 SE OAK ST #103 PORTLAND, OR 97214 | N/A | PC | GENERAL | 250. |
| OXFAM AMERICA, INC. 226 CAUSEWAY STREET FLOOR #5 BOSTON, MA 2114 | N/A | PC | GENERAL | 100. |
| PARALYZED VETERANS OF AMERICA 801 18TH STREET NW, 8TH FLOOR WASHINGTON, DC 20008 | N/A | PC | GENERAL | 100. |
| PARKS AND PEOPLE FOUNDATION 2100 LIBERTY HEIGHTS AVENUE BALTIMORE, MD 21217 | N/A | PC | GENERAL | 1,000. |
| PATH 2201 WESTLAKE AVENUE SEATTLE, WA 98121 | N/A | PC | GENERAL | 10,000. |
| PHILANTHROPY NEW YORK 1500 BROADWAY, 7TH FLOOR NEW YORK, NY 10036 | N/A | PC | GENERAL | 3,900. |
| PINE COBBLE SCHOOL 163 GALE ROAD WILLIAMSTOWN, MA 01267 | N/A | PC | GENERAL | 700. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|--|----------|
| PLANNED PARENTHOOD OF NEW YORK CITY, INC. 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 | YOUTH SEXUAL & REPRODUCTIVE HEALTH PROGRAMS | 150,000. |
| PLATTE RIVER TRAILS TRUST PO BOX 1228 CASPER, WY 82602 | N/A | PC | GENERAL | 10,000. |
| PRESBYTERIAN CHURCH OF CAPE COD 2391 IYANNOUGH ROAD P.O. BOX 836 WEST BARNSTABLE, MA 02668 | N/A | PC | GENERAL | 2,500. |
| PRINCETON UNIVERSITY 330 ALEXANDER STREET PO BOX 5357 PRINCETON, NJ 08543 | N/A | PC | GENERAL | 500. |
| PUTNEY SCHOOL 418 HOUGHTON BROOK ROAD PUTNEY, VT 05346 | N/A | PC | GENERAL | 100. |
| READWORKS 68 JAY STREET, #426 NEW YORK, NY 11201 | N/A | PC | CAPACITY -BUILDING FOR CURRICULUM DEVELOPMENT WORK | 65,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| RIVER HOSPITAL 418 HOUGHTON BROOK ROAD PUTNEY, VT 05346 | N/A | PC | GENERAL | 250. |
| RIVERDALE NEIGHBORHOOD HOUSE, INC. 5521 MOSHOLU AVENUE BRONX, NY 10471 | N/A | PC | GENERAL | 20,500. |
| RIVERDALE PRESBYTERIAN CHURCH 4765 HENRY HUDSON PARKWAY BRONX, NY 10471 | N/A | PC | GENERAL | 5,000. |
| RURAL VERMONT 46 EAST STATE STREET MONTPELIER, VT 05602 | N/A | PC | GENERAL | 200. |
| SANTA FE SYMPHONY ORCHESTRA & CHORUS INC. PO BOX 9692 SANTA FE, NM 87504 | N/A | PC | GENERAL | 1,300. |
| SANTA ROSA SYMPHONY ASSOCIATION 50 SATA ROSA AVENUE, SUITE 410 SANTA ROSA, CA 95404 | N/A | PC | GENERAL | 1,500. |
| SAVE THE RIVER, INC. 409 RIVERSIDE DRIVE CLAYTON, NY 13624 | N/A | PC | GENERAL | 1,500. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| SCHOODIC INSTITUTE AT ACADIA NATIONAL PARK PO BOX 277 WINTER HARBOR, ME 04693 | N/A | PC | GENERAL | 2,000. |
| SEATTLE CHILDREN'S HOSPITAL GUILD ASSOCIATION (PEDIATRIC BRAIN TUMOR P.O. BOX 9784 SEATTLE, WA 98109 | N/A | PC | GENERAL | 175. |
| SHELTERING ARMS 305 7TH AVENUE NEW YORK, NY 10001 | N/A | PC | EARLY CHILDHOOD EDUCATION PROGRAM | 25,000. |
| SOCIETY FOR THE PROTECTION OF NEW HAMPSHIRE FORESTS 54 PORTSMOUTH STREET CONCORD, NH 03301 | N/A | PC | GENERAL | 55. |
| SONOMA COUNTRY DAY SCHOOL 4400 DAY SCHOOL PLACE SANTA ROSA, CA 95403 | N/A | PC | GENERAL | 10,000. |
| SONOMA LAND TRUST 822 5TH STREET SANTA ROSA, CA 95404 | N/A | PC | GENERAL | 4,000. |
| SOUTHERN ALLEGHENIES MUSEUM OF ART PO BOX 9 LORETTO, PA 15940 | N/A | PC | GENERAL | 2,500. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| SPENCE-CHAPIN SERVICES TO FAMILIES AND CHILDREN 410 EAST 92ND STREET NEW YORK, NY 10128 | N/A | PC | GENERAL | 500. |
| ST. BERNARD'S SCHOOL INC. 4 EAST 98TH STREET NEW YORK, NY 10029 | N/A | PC | GENERAL | 250. |
| ST. CHRISTOPHER'S SCHOOL FOUNDATION 711 ST. CHRISTOPHER'S ROAD RICHMOND, VA 23226 | N/A | PC | GENERAL | 125. |
| ST. MICHAEL'S OF THE VALLEY EPISCOPAL CHURCH PO BOX 336 LIGONIER, PA 15658 | N/A | PC | GENERAL | 5,000. |
| ST. PAUL'S SCHOOL 325 PLEASANT STREET CONCORD, NH 03301 | N/A | PC | GENERAL | 500. |
| SWARTHMORE COLLEGE 500 COLLEGE AVENUE SWARTHMORE, PA 19086 | N/A | PC | GENERAL | 800. |
| 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 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 |
|--|--|--------------------------------------|---|---------|
| TEACHERS COLLEGE, COLUMBIA UNIVERSITY 525 WEST 120TH STREET NEW YORK, NY 10027 | N/A | PC | EARLY CHILDHOOD PROGRAM AT THE RITA GOLD CENTER | 50,000. |
| THE ADIRONDACK LAND TRUST 2861 NYS 73, PO BOX 130 KEENE, NY 12942 | N/A | PC | GENERAL | 500. |
| THE BEMENT SCHOOL P.O. BOX 8 DEERFIELD, MA 01342 | N/A | PC | GENERAL | 200. |
| THE BERKELEY CARROLL SCHOOL 152 STERLING PLACE BROOKLYN, NY 11217 | N/A | PC | GENERAL | 200. |
| THE BRICK PRESBYTERIAN CHURCH 1140 PARK AVENUE NEW YORK, NY 10128 | N/A | PC | GENERAL | 6,000. |
| THE CHAPIN SCHOOL 100 EAST END AVENUE NEW YORK, NY 10028 | N/A | PC | GENERAL | 500. |
| THE ELM PROJECT 88 HAMILTON AVENUE STAMFORD, CT 06902 | N/A | PC | GENERAL | 5,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|-------------------------------------|--------|
| THE FRAGMENT SOCIETY 59 HINCKLEY ROAD WABAN, MA 02468 | N/A | PC | GENERAL | 1,000. |
| THE GORDON SCHOOL 45 MAXFIELD AVENUE EAST PROVIDENCE, RI 02914 | N/A | PC | GENERAL | 250. |
| THE HOWE LIBRARY 13 SOUTH STREET HANOVER, NH 03755 | N/A | PC | GENERAL | 500. |
| THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE STE. 100 ARLINGTON, VA 22203 | N/A | PC | GENERAL | 100. |
| THOUSAND ISLANDS ARTS CENTER 314 JOHN STREET CLAYTON, NY 13624 | N/A | PC | GENERAL | 750. |
| THOUSAND ISLANDS LAND TRUST PO BOX 238 CLAYTON, NY 13624 | N/A | PC | GENERAL | 8,200. |
| THRIVE ST. LOUIS, INC. 4331 LINDELL BLVD. ST. LOUIS, MO 63108 | N/A | PC | GENERAL | 1,000. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|--|--|--------------------------------------|-------------------------------------|--------|
| TRINITY COLLEGE 300 SUMMIT STREET HARTFORD, CT 06106 | N/A | PC | GENERAL | 500. |
| TRUSTEES OF PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810 | N/A | PC | GENERAL | 200. |
| UNION OF CONCERNED SCIENTISTS 2 BRATTLE SQUARE, 6TH FLOOR CAMBRIDGE, MA 2138 | N/A | PC | GENERAL | 1,000. |
| UNION SETTLEMENT ASSOCIATION 237 EAST 104TH STREET NEW YORK, NY 10029 | N/A | PC | GENERAL SUPPORT | 5,000. |
| UNION SETTLEMENT ASSOCIATION 237 EAST 104TH STREET NEW YORK, NY 10029 | N/A | PC | GENERAL | 5,000. |
| UNITED WAY OF MASSACHUSETTS BAY 51 SLEEPER STREET BOSTON, MA 02210 | N/A | PC | GENERAL | 200. |
| UNITED WAY OF NATRONA COUNTY 1701 EAST "E" STREET SUITE 150 CASPER, WY 82601 | N/A | PC | GENERAL | 3,390. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|--------|
| UNIVERSITY OF NEW HAMPSHIRE 9 ENGLEWOOD ROAD DURHAM, NH 03824 | N/A | PC | GENERAL | 2,000. |
| UNIVERSITY OF PENNSYLVANIA (WHARTON GRADUATE SCHOOL) 3733 SPRUCE STREET PHILADELPHIA, PA 19104 | N/A | PC | GENERAL | 500. |
| UPLAND COUNTRY DAY SCHOOL 420 W. STREET ROAD KENNETT SQUARE, PA 19348 | N/A | PC | GENERAL | 300. |
| UPPER VALLEY HAVEN, INC. 713 HARTFORD AVENUE WHITE RIVER JUNCTION, VT 05001 | N/A | PC | GENERAL | 250. |
| VERMONT ETV, INC. 204 ETHAN ALLEN AVENUE COLCHESTER, VT 05446 | N/A | PC | GENERAL | 200. |
| VERMONT FOODBANK 33 PARKER ROAD BARRE, VT 05641 | N/A | PC | GENERAL | 100. |
| VERMONT PUBLIC RADIO 365 TROY AVENUE COLCHESTER, VT 05446 | N/A | PC | GENERAL | 400. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|-------------------------------------|---------|
| VIRGINIA TECH FOUNDATION, INC 902 PRICES FORK ROAD, SUITE 440 BLACKSBURG, VA 24061 | N/A | PC | GENERAL | 125. |
| VNA HOSPICE OF 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 ROAD BARTLESVILLE, OK 74006 | N/A | PC | GENERAL | 2,000. |
| WAMC PUBLIC RADIO 318 CENTRAL AVENUE NEW YORK ALBANY, NY 12206 | N/A | PC | GENERAL | 250. |
| WAVE HILL, INC. 675 WEST 252ND STREET BRONX, NY 10471 | N/A | PC | GENERAL | 30,600. |
| WESTMORELAND COUNTY HISTORICAL SOCIETY 362 SAND HILL ROAD, SUITE 1 GREENSBURG, PA 15601 | N/A | PC | GENERAL | 500. |
| WESTON HISTORICAL SOCIETY 104 WESTON ROAD WESTON, CT 06883 | N/A | PC | GENERAL | 100. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|---|---------|
| 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 | 20,000. |
| WILD GIFT P.O. BOX 1151 IDAHO HAILEY, ID 83333 | N/A | PC | GENERAL | 8,000. |
| WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD. BRONX, NY 10460 | N/A | PC | GRANT IN SUPPORT OF THE NEW YORK AQUARIUM | 50,000. |
| WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD. BRONX, NY 10997 | N/A | PC | GENERAL | 28,000. |
| WYOMING COMMUNITY FOUNDATION 1472 N. 5TH STREET SUITE 201 LARAMIE, WY 82072 | N/A | PC | GENERAL | 1,636. |
| WYOMING SYMPHONY ORCHESTRA 225 S. DAVID STREET #B CASPER, WY 82601 | N/A | PC | GENERAL | 4,165. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3a Grants and Contributions Paid During the Year

| 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 |
|---|--|--------------------------------------|--|----------|
| YMCA OF CAPE COD 2245 IYANNAUGH ROAD WEST BARNSTABLE, MA 02668 | N/A | PC | GENERAL | 1,000. |
| YMCA OF GREATER NEW YORK 5 WEST 63RD STREET NEW YORK, NY 10023 | N/A | PC | GENERAL | 87,250. |
| YMCA OF GREATER NEW YORK 5 WEST 63RD STREET NEW YORK, NY 10023 | N/A | PC | DODGE YMCA IN BROOKLYN | 25,000. |
| YOUNG NEW YORKERS FOR THE PHILHARMONIC DAVID GEFFEN HALL 10 LINCOLN CENTER PLAZA NEW YORK, NY 10023 | N/A | PC | GENERAL | 350. |
| YWCA OF THE CITY OF NEW YORK 50 BROADWAY, 13TH FLOOR NEW YORK, NY 10004 | N/A | PC | CAPACITY BUILDING FOR THE COMUNICATIONS DEPARTMENT | 100,000. |
| YWCA OF THE CITY OF NEW YORK 50 BROADWAY 13TH FLOOR NEW YORK, NY 10004 | N/A | PC | GENERAL | 30,000. |
| YWCA USA 2025 M STREET NW SUITE 550 WASHINGTON, DC 20036 | N/A | PC | GENERAL | 500. |
| Total from continuation sheets | | | | |

Part XV Supplementary Information (continued)

3b Grants and Contributions 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 |
|--|--|--------------------------------------|---|----------|
| NEW YORK BOTANICAL GARDEN 2900 SOUTHERN BLVD. BRONX, NY 10458 | N/A | PC | GENERAL | 100,000. |
| NEW YORK PUBLIC LIBRARY 445 FIFTH AVENUE 4TH FLOOR NEW YORK, NY 10016 | N/A | PC | EARLY LITERACY INITIATIVE PROJECT | 100,000. |
| TEACHERS COLLEGE COLUMBIA UNIVERSITY 525 WEST 120TH STREET NEW YORK, NY 10027 | N/A | PC | EARLY CHILDHOOD PROGRAM AT THE RITA GOLD CENTER | 200,000. |
| TEACHERS COLLEGE, COLUMBIA UNIVERSITY 525 WEST 120TH STREET NEW YORK, NY 10027 | N/A | PC | GENERAL | 100,000. |
| WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD. BRONX, NY 10460 | N/A | PC | GRANT IN SUPPORT OF THE NEW YORK AQUARIUM | 100,000. |
| YMCA OF GREATER NEW YORK 5 WEST 63RD STREET NEW YORK, NY 10023 | N/A | PC | GENERAL | 200,000. |
| | | | | |
| | | | | |
| Total from continuation sheets | | | | 800,000. |

Name **CLEVELAND H. DODGE FOUNDATION, INC.** Employer identification number **13-6015087**

Note: Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

| | | | | |
|----|--|----|---|---------|
| 1 | Total tax (see instructions) | | 1 | 39,339. |
| 2a | Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 | 2a | | |
| 2b | Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method | 2b | | |
| 2c | Credit for federal tax paid on fuels (see instructions) | 2c | | |
| 2d | Total. Add lines 2a through 2c | 2d | | |
| 3 | Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty | 3 | | 39,339. |
| 4 | Enter the tax shown on the corporation's 2016 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5 | 4 | | 46,045. |
| 5 | Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 | 5 | | 39,339. |

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

- 6 The corporation is using the adjusted seasonal installment method.
- 7 The corporation is using the annualized income installment method.
- 8 The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

| | (a) | (b) | (c) | (d) | |
|---|-----|----------|----------|----------|----------|
| 9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year | 9 | 05/15/17 | 06/15/17 | 09/15/17 | 12/15/17 |
| 10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column | 10 | | | | |
| 11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions | 11 | 6,319. | | | |
| Complete lines 12 through 18 of one column before going to the next column. | | | | | |
| 12 Enter amount, if any, from line 18 of the preceding column | 12 | | 6,319. | 6,319. | 6,319. |
| 13 Add lines 11 and 12 | 13 | | 6,319. | 6,319. | 6,319. |
| 14 Add amounts on lines 16 and 17 of the preceding column | 14 | | | | |
| 15 Subtract line 14 from line 13. If zero or less, enter -0- | 15 | 6,319. | 6,319. | 6,319. | 6,319. |
| 16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- | 16 | | | | |
| 17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 | 17 | | | | |
| 18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column | 18 | 6,319. | 6,319. | 6,319. | |

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

| | (a) | (b) | (c) | (d) |
|--|--------------|-----|-----|-----|
| 19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. (C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.) See instructions | 19 | | | |
| 20 Number of days from due date of installment on line 9 to the date shown on line 19 | 20 | | | |
| 21 Number of days on line 20 after 4/15/2017 and before 7/1/2017 | 21 | | | |
| 22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{365}$... | 22 \$ | \$ | \$ | \$ |
| 23 Number of days on line 20 after 06/30/2017 and before 10/1/2017 ... | 23 | | | |
| 24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{365}$... | 24 \$ | \$ | \$ | \$ |
| 25 Number of days on line 20 after 9/30/2017 and before 1/1/2018 | 25 | | | |
| 26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{365}$... | 26 \$ | \$ | \$ | \$ |
| 27 Number of days on line 20 after 12/31/2017 and before 4/1/2018 ... | 27 | | | |
| 28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$... | 28 \$ | \$ | \$ | \$ |
| 29 Number of days on line 20 after 3/31/2018 and before 7/1/2018 | 29 | | | |
| 30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$ | 30 \$ | \$ | \$ | \$ |
| 31 Number of days on line 20 after 6/30/2018 and before 10/1/2018 ... | 31 | | | |
| 32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$ | 32 \$ | \$ | \$ | \$ |
| 33 Number of days on line 20 after 9/30/2018 and before 1/1/2019 | 33 | | | |
| 34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$ | 34 \$ | \$ | \$ | \$ |
| 35 Number of days on line 20 after 12/31/2018 and before 3/16/2019 ... | 35 | | | |
| 36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$ | 36 \$ | \$ | \$ | \$ |
| 37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36 | 37 \$ | \$ | \$ | \$ |
| 38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns | 38 \$ | | | 0. |

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method

See instructions.

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I Adjusted Seasonal Installment Method

Caution: Use this method only if the base period percentage for any 6 consecutive months is at least 70%. See instructions.

Table with 5 columns: (a) First 3 months, (b) First 5 months, (c) First 8 months, (d) First 11 months. Rows include taxable income for various periods (1a-1c), calculations for each period (2-6), and final tax calculations (7-19).

Part II Annualized Income Installment Method

| | | (a) | (b) | (c) | (d) |
|--|-----|--------------------------|--------------------------|--------------------------|--------------------------|
| | | First <u>2</u> months | First <u>3</u> months | First <u>6</u> months | First <u>9</u> months |
| 20 Annualization periods (see instructions) | 20 | | | | |
| 21 Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items | 21 | | | | |
| 22 Annualization amounts (see instructions) | 22 | 6.000000 | 4.000000 | 2.000000 | 1.333330 |
| 23a Annualized taxable income. Multiply line 21 by line 22 .. | 23a | | | | |
| b Extraordinary items (see instructions) | 23b | | | | |
| c Add lines 23a and 23b | 23c | | | | |
| 24 Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return | 24 | | | | |
| 25 Enter any alternative minimum tax for each payment period (see instructions) | 25 | | | | |
| 26 Enter any other taxes for each payment period. See instr. | 26 | | | | |
| 27 Total tax. Add lines 24 through 26 | 27 | | | | |
| 28 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions | 28 | | | | |
| 29 Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0- | 29 | | | | |
| 30 Applicable percentage | 30 | 25% | 50% | 75% | 100% |
| 31 Multiply line 29 by line 30 | 31 | | | | |

Part III Required Installments

| | | 1st installment | 2nd installment | 3rd installment | 4th installment |
|---|----|--------------------|--------------------|--------------------|--------------------|
| Note: Complete lines 32 through 38 of one column before completing the next column. | | | | | |
| 32 If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31 | 32 | 0. | 0. | 0. | 0. |
| 33 Add the amounts in all preceding columns of line 38. See instructions | 33 | | | | |
| 34 Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- .. | 34 | | | | |
| 35 Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter | 35 | 9,835. | 9,835. | 9,834. | 9,835. |
| 36 Subtract line 38 of the preceding column from line 37 of the preceding column | 36 | | 9,835. | 19,670. | 29,504. |
| 37 Add lines 35 and 36 | 37 | 9,835. | 19,670. | 29,504. | 39,339. |
| 38 Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions | 38 | 0. | 0. | 0. | 0. |

Form 2220 (2017)

**** ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION**

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 | 306. | 306. | |
| TOTAL TO PART I, LINE 3 | 306. | 306. | |

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 AND INTEREST | 826,849. | 62,368. | 764,481. | 727,857. | |
| TO PART I, LINE 4 | 826,849. | 62,368. | 764,481. | 727,857. | |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| PARTNERSHIP INCOME | 2,421. | 35,461. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 2,421. | 35,461. | |

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 | 17,740. | 0. | | 17,740. |
| TO FORM 990-PF, PG 1, LN 16B | 17,740. | 0. | | 17,740. |

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 | 346,310. | 346,479. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 346,310. | 346,479. | | 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 | 9,014. | 10,952. | | 0. |
| FEDERAL EXCISE TAX | 25,000. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 34,014. | 10,952. | | 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 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| OFFICE EXPENSES | 27,065. | 0. | | 27,065. |
| OTHER PARTNERSHIP EXPENSES | 0. | 1,111. | | 0. |
| NYS ANNUAL FILING FEE | 750. | 0. | | 750. |
| TO FORM 990-PF, PG 1, LN 23 | 27,815. | 1,111. | | 27,815. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---------------|----------------|------------|----------------------|
| US TREASURY NOTES - SEE ATTACHMENT A PAGES 15-19 OF 23 | X | | 926,103. | 926,103. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 926,103. | 926,103. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 926,103. | 926,103. |

FORM 990-PF CORPORATE STOCK STATEMENT 9

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|-------------|----------------------|
| EQUITIES - SEE ATTACHMENT A PAGES 1-5 OF 23 | 22,471,211. | 22,471,211. |
| EQUITIES - SEE ATTACHMENT A PAGES 6-11 OF 23 | 20,987,080. | 20,987,080. |
| EQUITIES- SEE ATTACHMENT A PAGES 12- 14 OF 23 | 194,949. | 194,949. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 43,653,240. | 43,653,240. |

FORM 990-PF CORPORATE BONDS STATEMENT 10

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|----------------------|
| CORPORATE BONDS- SEE ATTACHMENT A PAGES 15-19 OF 23 | 1,766,449. | 1,766,449. |
| OTHER FIXED INCOME- SEE ATTACHMENT A PAGES 20-23 OF 23 | 217,393. | 217,393. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,983,842. | 1,983,842. |

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 11

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|------------------|------------|-------------------|
| ANCHORAGE SEGREGATED PORTFOLIO | FMV | 217,624. | 217,624. |
| BREDS III TE, LLC | FMV | 25,852. | 25,852. |
| DOUBLELINE TOTAL RETURN FUND (12,351.23 SHARES) | FMV | 131,294. | 131,294. |
| EATON VANCE FLOATING RATE HIGH (14,618.409 SHARES) | FMV | 129,519. | 129,519. |
| THE ALPHAGEN EUROPEAN BEST IDEAS FUND LLC CLASS B | FMV | 323,814. | 323,814. |
| MASS INVESTORS GROWTH STOCK FUND A-MIGFX (10,487.892 SHARES) | FMV | 291,669. | 291,669. |
| MATTHEWS INTL FDS JAPAN FD CL-MJFOX (11,603.292 SHARES) | FMV | 279,871. | 279,871. |
| MIG OFFSHORE FUND | FMV | 146,256. | 146,256. |
| OHA CREDIT FUND SEGREGATED PORTFOLIO | FMV | 223,657. | 223,657. |
| SACHEM HEAD OFFSHORE SEGREGATED PORTFOLIO | FMV | 172,862. | 172,862. |
| WCM FOCUSED INTERNATIONAL-WCMIX (17,791.533 SHARES) | FMV | 280,039. | 280,039. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 2,222,457. | 2,222,457. |

FORM 990-PF

OTHER ASSETS

STATEMENT 12

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|----------------------------|------------------------|-------------------|
| ARTWORK | 537,000. | 537,000. | 537,000. |
| SECURITY DEPOSIT | 28,926. | 28,926. | 28,926. |
| DUE FROM INVESTMENTS | 0. | 827. | 827. |
| DUE FROM BALDWIN | 0. | 4,425. | 4,425. |
| OTHER RECEIVABLES | 0. | 31,651. | 31,651. |
| TO FORM 990-PF, PART II, LINE 15 | 565,926. | 602,829. | 602,829. |

FORM 990-PF

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

STATEMENT 13

| 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

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

| | | | | |
|----------------------------------|-------------------------|----|----|----|
| GALE D'LUHY | DIRECTOR-THROUGH 6/2017 | | | |
| 420 LEXINGTON AVENUE, SUITE 2331 | 1.00 | 0. | 0. | 0. |
| NEW YORK, NY 10170 | | | | |

| | | | | |
|----------------------------------|-----------------------|----|----|----|
| CAROLYN STOUFFER | DIRECTOR-AS OF 6/2017 | | | |
| 420 LEXINGTON AVENUE, SUITE 2331 | 1.00 | 0. | 0. | 0. |
| NEW YORK, NY 10170 | | | | |

| | | | | |
|----------------------------------|-----------------------------------|----------|---------|----|
| PHYLLIS CRISCUOLI | EXECUTIVE DIRECTOR-THROUGH 9/2017 | | | |
| 420 LEXINGTON AVENUE, SUITE 2331 | 40.00 | 226,428. | 23,200. | 0. |
| NEW YORK, NY 10170 | | | | |

| | | | | |
|----------------------------------|----------------------------------|---------|----|----|
| EMILY MOMMSEN | EXECUTIVE DIRECTOR-AS OF 10/2017 | | | |
| 420 LEXINGTON AVENUE, SUITE 2331 | 40.00 | 37,500. | 0. | 0. |
| NEW YORK, NY 10170 | | | | |

| | | | | |
|--|--|-----------------|----------------|-----------|
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | <u>263,928.</u> | <u>23,200.</u> | <u>0.</u> |
|--|--|-----------------|----------------|-----------|

GENERAL EXPLANATION

STATEMENT 14

FORM/LINE IDENTIFIER

REASONS FOR AMENDING THE FORM 990-PF

EXPLANATION:

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.

Cleveland H. Dodge Foundation, Inc.
Investment Detail
December 31, 2017
EIN# 13-6015087

Private Bank



EQUITIES 86.72% SORTED ALPHABETICALLY

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|--|------------------------------|-----------------------|---------------|----------------------------|--------------|---------------------|-------------|------------------------|-----------------------|
| US Large Cap Equities (USD) | | | | | | | | | |
| ACCENTURE PLC Ticker/CUSIP : ACN/G1151C101 Yield 1.74% Sector : Information Technology | 5,250 Multiple | 38.6071 | 202,687.35 | 153.09 29DEC17 | 803,722.50 | 0.00 | 803,722.50 | 601,035.15 | 13,965.00 |
| ALLERGAN PLC Ticker/CUSIP : AGN/G0177J108 Yield 1.71% Sector : Health Care | 603 Multiple | 214.4121 | 129,290.48 | 163.58 29DEC17 | 98,638.74 | 0.00 | 98,638.74 | (30,651.74) | 1,688.40 |
| ALPHABET INC CLASS A Ticker/CUSIP : GOOGL/02079K305 Sector : Information Technology | 75 10OCT08 | 157.0347 | 11,777.60 | 1,053.4 29DEC17 | 79,005.00 | 0.00 | 79,005.00 | 67,227.40 | 0.00 |

Cleveland H. Dodge Foundation, Inc.
Investment Detail
December 31, 2017
EIN# 13-6015087

Private Bank



EQUITIES CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|---|------------------------------|-----------------------|---------------|----------------------------|--------------|---------------------|--------------|------------------------|-----------------------|
| US Large Cap Equities (USD) CONTINUED | | | | | | | | | |
| ALPHABET INC CLASS C Ticker/CUSIP : GOOG/02079K107 Sector : Information Technology | 1,103 Multiple | 249.3337 | 275,015.09 | 1,046.4 29DEC17 | 1,154,179.20 | 0.00 | 1,154,179.20 | 879,164.11 | 0.00 |
| AMPHENOL CORP CLASS A Ticker/CUSIP : APH/032095101 Yield .87% Sector : Industrials | 7,500 Multiple | 21.3316 | 159,987.25 | 87.8 29DEC17 | 658,500.00 | 1,453.50 | 659,953.50 | 498,512.75 | 5,700.00 |
| APPLE INC Ticker/CUSIP : AAPL/037833100 Yield 1.49% Sector : Information Technology | 5,950 Multiple | 107.8487 | 641,699.59 | 169.23 29DEC17 | 1,006,918.50 | 0.00 | 1,006,918.50 | 365,218.91 | 14,994.00 |
| BANK OF AMERICA CORP Ticker/CUSIP : BAC/060505104 Yield 1.63% Sector : Financials | 33,600 Multiple | 23.6614 | 795,022.76 | 29.52 29DEC17 | 991,872.00 | 0.00 | 991,872.00 | 196,849.24 | 16,128.00 |
| BECTON DICKINSON & CO Ticker/CUSIP : BDX/075887109 Yield 1.4% Sector : Health Care | 4,150 Multiple | 75.0108 | 311,294.96 | 214.06 29DEC17 | 888,349.00 | 0.00 | 888,349.00 | 577,054.04 | 12,450.00 |
| CHEVRON CORP Ticker/CUSIP : CVX/166764100 Yield 3.45% Sector : Energy | 6,500 Multiple | 94.1821 | 612,183.70 | 125.19 29DEC17 | 813,735.00 | 0.00 | 813,735.00 | 201,551.30 | 28,080.00 |
| CVS HEALTH CORP Ticker/CUSIP : CVS/126650100 Yield 2.76% Sector : Consumer Discretionary | 8,950 Multiple | 30.998 | 277,432.35 | 72.5 29DEC17 | 648,875.00 | 0.00 | 648,875.00 | 371,442.65 | 17,900.00 |
| DOLLAR GENERAL CORP Ticker/CUSIP : DG/256677105 Yield 1.12% Sector : Consumer Discretionary | 7,500 Multiple | 44.7964 | 335,973.30 | 93.01 29DEC17 | 697,575.00 | 0.00 | 697,575.00 | 361,601.70 | 7,800.00 |
| EATON CORP PLC Ticker/CUSIP : ETN/G29183103 Yield 3.04% Sector : Industrials | 8,475 Multiple | 49.8945 | 422,856.02 | 79.01 29DEC17 | 669,609.75 | 0.00 | 669,609.75 | 246,753.73 | 20,340.00 |

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Private Bank



EQUITIES CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|---|------------------------------|-----------------------|---------------|----------------------------|--------------|---------------------|--------------|------------------------|-----------------------|
| US Large Cap Equities (USD) CONTINUED | | | | | | | | | |
| ECOLAB INC Ticker/CUSIP : ECL/278865100 Yield 1.22% Sector : Consumer Discretionary | 4,850 Multiple | 113.0349 | 548,219.34 | 134.18 29DEC17 | 650,773.00 | 1,988.50 | 652,761.50 | 102,553.66 | 7,954.00 |
| EXXON MOBIL CORP Ticker/CUSIP : XOM/30231G102 Yield 3.68% Sector : Energy | 2,275 Multiple | 66.9838 | 152,388.24 | 83.64 29DEC17 | 190,281.00 | 0.00 | 190,281.00 | 37,892.76 | 7,007.00 |
| FACEBOOK INC - A Ticker/CUSIP : FB/30303M102 Sector : Information Technology | 6,745 Multiple | 81.1374 | 547,271.95 | 176.46 29DEC17 | 1,190,222.70 | 0.00 | 1,190,222.70 | 642,950.75 | 0.00 |
| JOHNSON & JOHNSON Ticker/CUSIP : JNJ/478160104 Yield 2.4% Sector : Health Care | 6,375 Multiple | 27.8639 | 177,632.37 | 139.72 29DEC17 | 890,715.00 | 0.00 | 890,715.00 | 713,082.63 | 21,420.00 |
| LOWE'S COS INC Ticker/CUSIP : LOW/548661107 Yield 1.76% Sector : Consumer Discretionary | 8,275 07JUN13 | 41.1459 | 340,482.32 | 92.94 29DEC17 | 769,078.50 | 0.00 | 769,078.50 | 428,596.18 | 13,571.00 |
| METTLER TOLEDO INTL INC Ticker/CUSIP : MTD/592688105 Sector : Industrials | 735 Multiple | 155.8811 | 114,572.60 | 619.52 29DEC17 | 455,347.20 | 0.00 | 455,347.20 | 340,774.60 | 0.00 |
| NIKE INC CL B Ticker/CUSIP : NKE/654106103 Yield 1.28% Sector : Consumer Discretionary | 13,600 Multiple | 25.2384 | 343,242.32 | 62.55 29DEC17 | 850,680.00 | 2,800.00 | 853,480.00 | 507,437.68 | 10,880.00 |
| ORACLE CORP Ticker/CUSIP : ORCL/68389X105 Yield 1.61% Sector : Information Technology | 16,700 Multiple | 20.6664 | 345,128.96 | 47.28 29DEC17 | 789,576.00 | 0.00 | 789,576.00 | 444,447.04 | 12,692.00 |
| PEPSICO INC Ticker/CUSIP : PEP/713448108 Yield 2.69% Sector : Consumer Staples | 6,350 Multiple | 10.0874 | 64,054.67 | 119.92 29DEC17 | 761,492.00 | 5,856.38 | 767,348.38 | 697,437.33 | 20,447.00 |

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EQUITIES CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|--|------------------------------|-----------------------|---------------------|----------------------------|----------------------|---------------------|----------------------|------------------------|-----------------------|
| US Large Cap Equities (USD) CONTINUED | | | | | | | | | |
| PPG INDUSTRIES INC Ticker/CUSIP : PPG/693506107 Yield 1.54% Sector : Materials | 5,450 Multiple | 110.9638 | 604,752.46 | 116.82 29DEC17 | 636,669.00 | 0.00 | 636,669.00 | 31,916.54 | 9,810.00 |
| SCHWAB CHARLES CORP Ticker/CUSIP : SCHW/808513105 Yield .62% Sector : Financials | 19,300 Multiple | 25.2779 | 487,863.63 | 51.37 29DEC17 | 991,441.00 | 0.00 | 991,441.00 | 503,577.37 | 6,176.00 |
| STATE STREET CORP Ticker/CUSIP : STT/857477103 Yield 1.72% Sector : Financials | 9,025 Multiple | 43.8975 | 396,174.65 | 97.61 29DEC17 | 880,930.25 | 3,853.50 | 884,783.75 | 484,755.60 | 15,162.00 |
| SUNTRUST BANKS INC Ticker/CUSIP : STI/867914103 Yield 2.48% Sector : Financials | 14,350 Multiple | 28.9226 | 415,039.45 | 64.59 29DEC17 | 926,866.50 | 0.00 | 926,866.50 | 511,827.05 | 22,960.00 |
| VISA INC COM CL A Ticker/CUSIP : V/92826C839 Yield .68% Sector : Financials | 7,650 09AUG11 | 20.4669 | 156,571.40 | 114.02 29DEC17 | 872,253.00 | 0.00 | 872,253.00 | 715,681.60 | 5,967.00 |
| VMWARE INC Ticker/CUSIP : VMW/928563402 Sector : Information Technology | 7,875 Multiple | 87.2667 | 687,225.19 | 125.32 29DEC17 | 986,895.00 | 0.00 | 986,895.00 | 299,669.81 | 0.00 |
| WELLS FARGO & CO NEW Ticker/CUSIP : WFC/949746101 Yield 2.57% Sector : Financials | 6,975 Multiple | 28.6128 | 199,574.58 | 60.67 29DEC17 | 423,173.25 | 0.00 | 423,173.25 | 223,598.67 | 10,881.00 |
| Total US Large Cap Equities (USD) | | | 9,755,414.58 | | 20,777,373.09 | 15,951.88 | 20,793,324.97 | 11,021,958.51 | 303,972.40 |
| US SMID Cap Equities (USD) | | | | | | | | | |
| DUNKIN BRANDS GROUP INC Ticker/CUSIP : DNKN/265504100 Yield 2% Sector : Consumer Discretionary | 12,500 Multiple | 45.8957 | 573,695.70 | 64.47 29DEC17 | 805,875.00 | 0.00 | 805,875.00 | 232,179.30 | 16,125.00 |

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EQUITIES CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|--|------------------------------|-----------------------|----------------------|----------------------------|----------------------|---------------------|----------------------|------------------------|-----------------------|
| US SMID Cap Equities (USD) CONTINUED | | | | | | | | | |
| OLD DOMINION FGHT LINES INC Ticker/CUSIP : ODFL/679580100 Yield .3% Sector : Industrials | 6,750 Multiple | 65.5823 | 442,680.21 | 131.55 29DEC17 | 887,962.50 | 0.00 | 887,962.50 | 445,282.29 | 2,700.00 |
| Total US SMID Cap Equities (USD) | | | 1,016,375.91 | | 1,693,837.50 | 0.00 | 1,693,837.50 | 677,461.59 | 18,825.00 |
| Total Equities | | | 10,771,790.49 | | 22,471,210.59 | 15,951.88 | 22,487,162.47 | 11,699,420.10 | 322,797.40 |

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EQUITIES 97.14% SORTED ALPHABETICALLY

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|---|------------------------------|-----------------------|---------------|----------------------------|--------------|---------------------|-------------|------------------------|-----------------------|
| US Large Cap Equities (USD) | | | | | | | | | |
| ABBOTT LABORATORIES Ticker/CUSIP : ABT/002824100 Yield 1.96% Sector : Health Care | 10,500 03FEB00 | 15.8984 | 166,933.47 | 57.07 29DEC17 | 599,235.00 | 0.00 | 599,235.00 | 432,301.53 | 11,760.00 |
| ALPHABET INC CLASS A Ticker/CUSIP : GOOGL/02079K305 Sector : Information Technology | 540 Multiple | 304.5444 | 164,453.97 | 1,053.4 29DEC17 | 568,836.00 | 0.00 | 568,836.00 | 404,382.03 | 0.00 |
| ALPHABET INC CLASS C Ticker/CUSIP : GOOG/02079K107 Sector : Information Technology | 772 Multiple | 313.7626 | 242,224.69 | 1,046.4 29DEC17 | 807,820.80 | 0.00 | 807,820.80 | 565,596.11 | 0.00 |

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EQUITIES CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|---|------------------------------|-----------------------|---------------|----------------------------|--------------|---------------------|-------------|------------------------|-----------------------|
| US Large Cap Equities (USD) CONTINUED | | | | | | | | | |
| AMERICAN EXPRESS CO Ticker/CUSIP : AXP/025816109 Yield 1.41% Sector : Financials | 4,100 21APR15 | 77.7523 | 318,784.43 | 99.31 29DEC17 | 407,171.00 | 0.00 | 407,171.00 | 88,386.57 | 5,740.00 |
| BAXTER INTL INC Ticker/CUSIP : BAX/071813109 Yield .99% Sector : Health Care | 7,600 25NOV02 | 14.4818 | 110,061.76 | 64.64 29DEC17 | 491,264.00 | 1,216.00 | 492,480.00 | 381,202.24 | 4,864.00 |
| CENTURYLINK INC Ticker/CUSIP : CTL/156700106 Yield 12.95% Sector : Telecommunication Services | 29,143 Multiple | 29.64 | 863,797.72 | 16.68 29DEC17 | 486,105.24 | 0.00 | 486,105.24 | (377,692.48) | 62,948.88 |
| DEVON ENERGY CORP NEW Ticker/CUSIP : DVN/25179M103 Yield .58% Sector : Energy | 6,400 Multiple | 52.8302 | 338,113.08 | 41.4 29DEC17 | 264,960.00 | 0.00 | 264,960.00 | (73,153.08) | 1,536.00 |
| FEDEX CORP Ticker/CUSIP : FDX/31428X106 Yield .8% Sector : Industrials | 1,600 13JUL99 | 43.7528 | 70,004.47 | 249.54 29DEC17 | 399,264.00 | 800.00 | 400,064.00 | 329,259.53 | 3,200.00 |
| GILEAD SCIENCES INC Ticker/CUSIP : GILD/375558103 Yield 2.9% Sector : Health Care | 5,700 Multiple | 87.8793 | 500,912.11 | 71.64 29DEC17 | 408,348.00 | 0.00 | 408,348.00 | (92,564.11) | 11,856.00 |
| JPMORGAN CHASE & CO Ticker/CUSIP : JPM/46625H100 Yield 2.09% Sector : Financials | 6,300 Multiple | 62.5348 | 393,969.49 | 106.94 29DEC17 | 673,722.00 | 0.00 | 673,722.00 | 279,752.51 | 14,112.00 |
| LABORATORY CORP OF AMERICA HOL Ticker/CUSIP : LH/50540R409 Sector : Health Care | 4,500 02MAY03 | 29.6914 | 133,611.23 | 159.51 29DEC17 | 717,795.00 | 0.00 | 717,795.00 | 584,183.77 | 0.00 |
| LOWE'S COS INC Ticker/CUSIP : LOW/548661107 Yield 1.76% Sector : Consumer Discretionary | 2,900 12NOV10 | 22.0189 | 63,854.81 | 92.94 29DEC17 | 269,526.00 | 0.00 | 269,526.00 | 205,671.19 | 4,756.00 |

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EQUITIES CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|--|------------------------------|-----------------------|---------------------|----------------------------|----------------------|---------------------|----------------------|------------------------|-----------------------|
| US Large Cap Equities (USD) CONTINUED | | | | | | | | | |
| MARKEL CORP Ticker/CUSIP : MKL/570535104 Sector : Financials | 730 Multiple | 419.1639 | 305,989.68 | 1,139.13 29DEC17 | 831,564.90 | 0.00 | 831,564.90 | 525,575.22 | 0.00 |
| MERCK & CO INC NEW Ticker/CUSIP : MRK/58933Y105 Yield 3.41% Sector : Health Care | 8,500 Multiple | 32.9172 | 279,796.13 | 56.27 29DEC17 | 478,295.00 | 4,080.00 | 482,375.00 | 198,498.87 | 16,320.00 |
| MICROSOFT CORP Ticker/CUSIP : MSFT/594918104 Yield 1.96% Sector : Information Technology | 13,600 Multiple | 34.7269 | 472,285.79 | 85.54 29DEC17 | 1,163,344.00 | 0.00 | 1,163,344.00 | 691,058.21 | 22,848.00 |
| QUALCOMM INC Ticker/CUSIP : QCOM/747525103 Yield 3.56% Sector : Information Technology | 4,200 Multiple | 42.5212 | 178,588.88 | 64.02 29DEC17 | 268,884.00 | 0.00 | 268,884.00 | 90,295.12 | 9,576.00 |
| ROPER TECHNOLOGIES INC Ticker/CUSIP : ROP/776696106 Yield .64% Sector : Industrials | 3,100 12JAN99 | 12.1878 | 37,782.03 | 259 29DEC17 | 802,900.00 | 0.00 | 802,900.00 | 765,117.97 | 5,115.00 |
| SCHLUMBERGER LTD Ticker/CUSIP : SLB/806857108 Yield 2.97% Sector : Energy | 10,400 Multiple | 53.5593 | 557,016.79 | 67.39 29DEC17 | 700,856.00 | 0.00 | 700,856.00 | 143,839.21 | 20,800.00 |
| WATERS CORP Ticker/CUSIP : WAT/941848103 Sector : Industrials | 3,400 02MAY02 | 27.1597 | 92,342.98 | 193.19 29DEC17 | 656,846.00 | 0.00 | 656,846.00 | 564,503.02 | 0.00 |
| Total US Large Cap Equities (USD) | | | 5,290,523.51 | | 10,996,736.94 | 6,096.00 | 11,002,832.94 | 5,706,213.43 | 195,431.88 |
| US SMID Cap Equities (USD) | | | | | | | | | |
| ARMSTRONG WORLD INDUSTRIES INC Ticker/CUSIP : AWI/04247X102 Sector : Industrials | 14,000 22FEB17 | 41.1007 | 575,409.80 | 60.55 29DEC17 | 847,700.00 | 0.00 | 847,700.00 | 272,290.20 | 0.00 |

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EQUITIES CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|--|------------------------------|-----------------------|---------------------|----------------------------|---------------------|---------------------|---------------------|------------------------|-----------------------|
| US SMID Cap Equities (USD) CONTINUED | | | | | | | | | |
| CREDIT ACCEPTANCE CORP MICH Ticker/CUSIP : CACC/225310101 Sector : Financials | 3,500 19SEP14 | 125.2466 | 438,363.10 | 323.48 29DEC17 | 1,132,180.00 | 0.00 | 1,132,180.00 | 693,816.90 | 0.00 |
| CRIMSON WINE GROUP LTD Ticker/CUSIP : CWGL/22662X100 Sector : Consumer Staples | 25,000 Multiple | 9.0787 | 226,966.82 | 10.67 29DEC17 | 266,750.00 | 0.00 | 266,750.00 | 39,783.18 | 0.00 |
| HOMEFED CORP-NEW Ticker/CUSIP : HOFD/43739D307 Sector : Financials | 6,999 Multiple | 27.1704 | 190,165.78 | 50 28DEC17 | 349,950.00 | 0.00 | 349,950.00 | 159,784.22 | 0.00 |
| LEUCADIA NATIONAL CORP Ticker/CUSIP : LUK/527288104 Yield 1.51% Sector : Other | 20,300 17JUL97 | 6.0859 | 123,544.43 | 26.49 29DEC17 | 537,747.00 | 0.00 | 537,747.00 | 414,202.57 | 8,120.00 |
| MATADOR RESOURCES CO Ticker/CUSIP : MTDR/576485205 Sector : Energy | 41,400 Multiple | 17.4196 | 721,171.37 | 31.13 29DEC17 | 1,288,782.00 | 0.00 | 1,288,782.00 | 567,610.63 | 0.00 |
| WABTEC Ticker/CUSIP : WAB/929740108 Yield .59% Sector : Industrials | 3,600 21SEP17 | 75.0119 | 270,042.84 | 81.43 29DEC17 | 293,148.00 | 0.00 | 293,148.00 | 23,105.16 | 1,728.00 |
| Total US SMID Cap Equities (USD) | | | 2,545,664.14 | | 4,716,257.00 | 0.00 | 4,716,257.00 | 2,170,592.86 | 9,848.00 |
| Developed Equities (ex-US) (USD) | | | | | | | | | |
| ANHEUSER-BUSCH INBEV SPONS Ticker/CUSIP : BUD/03524A108 Yield 2.88% Sector : Consumer Staples Conv. Ratio 1:1 | 4,300 Multiple | 54.7539 | 235,441.56 | 111.56 29DEC17 | 479,708.00 | 0.00 | 479,708.00 | 244,266.44 | 13,812.26 |

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EQUITIES CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|--|------------------------------|-----------------------|---------------------|----------------------------|---------------------|---------------------|---------------------|------------------------|-----------------------|
| Developed Equities (ex-US) (USD) CONTINUED | | | | | | | | | |
| BLACKBERRY LTD Ticker/CUSIP : BB/09228F103 Sector : Information Technology | 30,300 Multiple | 8.0762 | 244,707.82 | 11.17 29DEC17 | 338,451.00 | 0.00 | 338,451.00 | 93,743.18 | 0.00 |
| GRIFOLS SA Ticker/CUSIP : GRFS/398438408 Yield 1.24% Sector : Health Care Conv. Ratio 1:1 | 27,400 Multiple | 17.6641 | 483,995.06 | 22.92 29DEC17 | 628,008.00 | 0.00 | 628,008.00 | 144,012.94 | 7,808.20 |
| LIBERTY GLOBAL PLC Ticker/CUSIP : LBTYA/G5480U104 Sector : Consumer Discretionary | 12,900 Multiple | 32.3917 | 417,853.40 | 35.84 29DEC17 | 462,336.00 | 0.00 | 462,336.00 | 44,482.60 | 0.00 |
| Total Developed Equities (ex-US) (USD) | | | 1,381,997.84 | | 1,908,503.00 | 0.00 | 1,908,503.00 | 526,505.16 | 21,620.46 |
| Emerging Market Equities (USD) | | | | | | | | | |
| ENSTAR GROUP LTD ORD Ticker/CUSIP : ESGR/G3075P101 Sector : Financials | 6,500 Multiple | 82.9599 | 539,239.55 | 200.75 29DEC17 | 1,304,875.00 | 0.00 | 1,304,875.00 | 765,635.45 | 0.00 |
| Total Emerging Market Equities (USD) | | | 539,239.55 | | 1,304,875.00 | 0.00 | 1,304,875.00 | 765,635.45 | 0.00 |
| Other Equities (USD) | | | | | | | | | |
| APOLLO GLOBAL MANAGEMENT Ticker/CUSIP : APO/037612306 Yield 5.53% Sector : Financials | 24,000 Multiple | 22.7097 | 545,032.30 | 33.47 29DEC17 | 803,280.00 | 0.00 | 803,280.00 | 258,247.70 | 44,400.00 |
| BLACKSTONE GROUP LP/THE Ticker/CUSIP : BX/09253U108 Yield 7.25% Sector : Financials | 23,900 Multiple | 23.714 | 566,765.27 | 32.02 29DEC17 | 765,278.00 | 0.00 | 765,278.00 | 198,512.73 | 55,448.00 |

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EQUITIES CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|--|------------------------------|-----------------------|----------------------|----------------------------|----------------------|---------------------|----------------------|------------------------|-----------------------|
| Other Equities (USD) CONTINUED | | | | | | | | | |
| ENTERPRISE PRODS PARTNERS L P Ticker/CUSIP : EPD/293792107 Yield 6.37% Sector : Energy | 18,400 29SEP17 | 26.0128 | 478,635.52 | 26.51 29DEC17 | 487,784.00 | 0.00 | 487,784.00 | 9,148.48 | 31,096.00 |
| Total Other Equities (USD) | | | 1,590,433.09 | | 2,056,342.00 | 0.00 | 2,056,342.00 | 465,908.91 | 130,944.00 |
| Total Equities | | | 11,347,858.13 | | 20,982,713.94 | 6,096.00 | 20,988,809.94 | 9,634,855.81 | 357,844.34 |

Plus: Market Value adjustment: \$4,366
Adjusted Market Value: \$20,987,080

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EQUITIES 100% SORTED ALPHABETICALLY

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) ¹ | Est. Annual Income |
|--|------------------------------|-----------------------|---------------|----------------------------|--------------|---------------------|-------------|-------------------------------------|-----------------------|
| US Large Cap Equities (USD) | | | | | | | | | |
| ACCENTURE PLC Ticker/CUSIP : ACN/G1151C101 Yield 1.74% Sector : Information Technology | 70 Multiple | 123.6529 | 8,655.70 | 153.09 29DEC17 | 10,716.30 | 0.00 | 10,716.30 | 2,060.60 | 186.20 |
| AMGEN INC Ticker/CUSIP : AMGN/031162100 Yield 3.04% Sector : Health Care | 70 Multiple | 151.6043 | 10,612.30 | 173.9 29DEC17 | 12,173.00 | 0.00 | 12,173.00 | 1,560.70 | 369.60 |
| APPLE INC Ticker/CUSIP : AAPL/037833100 Yield 1.49% Sector : Information Technology | 80 Multiple | 106.51 | 8,520.80 | 169.23 29DEC17 | 13,538.40 | 0.00 | 13,538.40 | 5,017.60 | 201.60 |
| CHEVRON CORP Ticker/CUSIP : CVX/166764100 Yield 3.45% Sector : Energy | 90 Multiple | 94.1684 | 8,475.16 | 125.19 29DEC17 | 11,267.10 | 0.00 | 11,267.10 | 2,791.94 | 388.80 |

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EQUITIES CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) ¹ | Est. Annual Income |
|--|------------------------------|-----------------------|-------------------|----------------------------|-------------------|---------------------|-------------------|-------------------------------------|-----------------------|
| US Large Cap Equities (USD) CONTINUED | | | | | | | | | |
| CITIGROUP INC Ticker/CUSIP : C/172967424 Yield 1.72% Sector : Financials | 220 Multiple | 44.3001 | 9,746.03 | 74.41 29DEC17 | 16,370.20 | 0.00 | 16,370.20 | 6,624.17 | 281.60 |
| INTEL CORP Ticker/CUSIP : INTC/458140100 Yield 2.36% Sector : Information Technology | 380 Multiple | 33.4049 | 12,693.86 | 46.16 29DEC17 | 17,540.80 | 0.00 | 17,540.80 | 4,846.94 | 414.20 |
| JPMORGAN CHASE & CO Ticker/CUSIP : JPM/46625H100 Yield 2.09% Sector : Financials | 130 Multiple | 85.8309 | 11,158.02 | 106.94 29DEC17 | 13,902.20 | 0.00 | 13,902.20 | 2,744.18 | 291.20 |
| MICROSOFT CORP Ticker/CUSIP : MSFT/594918104 Yield 1.96% Sector : Information Technology | 230 Multiple | 54.68 | 12,576.40 | 85.54 29DEC17 | 19,674.20 | 0.00 | 19,674.20 | 7,097.80 | 386.40 |
| TJX COMPANIES INC NEW Ticker/CUSIP : TJX/872540109 Yield 1.63% Sector : Consumer Discretionary | 130 Multiple | 76.2376 | 9,910.89 | 76.46 29DEC17 | 9,939.80 | 0.00 | 9,939.80 | 28.91 | 162.50 |
| UNION PACIFIC CORP Ticker/CUSIP : UNP/907818108 Yield 1.98% Sector : Industrials | 80 Multiple | 81.2213 | 6,497.70 | 134.1 29DEC17 | 10,728.00 | 0.00 | 10,728.00 | 4,230.30 | 212.80 |
| WALT DISNEY CO Ticker/CUSIP : DIS/254687106 Yield 1.56% Sector : Consumer Discretionary | 130 Multiple | 97.9515 | 12,733.70 | 107.51 29DEC17 | 13,976.30 | 109.20 | 14,085.50 | 1,242.60 | 218.40 |
| Total US Large Cap Equities (USD) | | | 111,580.56 | | 149,826.30 | 109.20 | 149,935.50 | 38,245.74 | 3,113.30 |

Cleveland H. Dodge Foundation, Inc.
Investment Detail
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EIN# 13-6015087

Private Bank



EQUITIES CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost | Market Price As of Date | Market Value | Accrued Dividend | Total Value | Unrealized Gain/(Loss) ¹ | Est. Annual Income |
|--|------------------------------|-----------------------|-------------------|----------------------------|-------------------|---------------------|-------------------|-------------------------------------|-----------------------|
| Developed Equities (ex-US) (USD) | | | | | | | | | |
| ANHEUSER-BUSCH INBEV SPONS Ticker/CUSIP : BUD/03524A108 Yield 2.88% Sector : Consumer Staples Conv. Ratio 1:1 | 100 Multiple | 123.323 | 12,332.30 | 111.56 29DEC17 | 11,156.00 | 0.00 | 11,156.00 | (1,176.30) | 321.22 |
| NESTLE S A SPONSORED ADR Ticker/CUSIP : NSRGY/641069406 Yield 2.23% Sector : Consumer Staples Conv. Ratio 1:1 | 140 Multiple | 73.4057 | 10,276.80 | 85.9928 29DEC17 | 12,038.99 | 0.00 | 12,038.99 | 1,762.19 | 268.35 |
| NOVARTIS AG ADR Ticker/CUSIP : NVS/66987V109 Yield 2.74% Sector : Health Care Conv. Ratio 1:1 | 140 Multiple | 72.8549 | 10,199.69 | 83.96 29DEC17 | 11,754.40 | 0.00 | 11,754.40 | 1,554.71 | 322.36 |
| TOYOTA MOTOR CORP ADR NEW Ticker/CUSIP : TM/892331307 Yield 2.62% Sector : Consumer Discretionary Conv. Ratio 2:1 | 80 Multiple | 105.5475 | 8,443.80 | 127.17 29DEC17 | 10,173.60 | 0.00 | 10,173.60 | 1,729.80 | 267.01 |
| Total Developed Equities (ex-US) (USD) | | | 41,252.59 | | 45,122.99 | 0.00 | 45,122.99 | 3,870.40 | 1,178.93 |
| Total Equities | | | 152,833.15 | | 194,949.29 | 109.20 | 195,058.49 | 42,116.14 | 4,292.23 |

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FIXED INCOME 10.48% SORTED BY CALL DATE/MATURITY DATE

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost Original Cost | Market Price As of Date | Market Value | Accrued Interest | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|---|------------------------------|-----------------------|--------------------------------|----------------------------|--------------|---------------------|-------------|------------------------|-----------------------|
| US Investment Grade Bonds (USD) | | | | | | | | | |
| STATE STREET CORP MAT 15MAR18 Rate 4.956% Pay Frqncy Semi Annual S&P BBB Moodys A3 CUSIP 857477AF0 Yield 4.93% | 100,000 31OCT14 | 109.37 | 109,370.00 109,370.00 | 100.5721 29DEC17 | 100,572.10 | 1,431.73 | 102,003.83 | (8,797.90) | 4,956.00 |
| BERKSHIRE HATHAWAY INC MAT 15MAY18 Rate 5.4% Pay Frqncy Semi Annual S&P AA Moodys Aa2 CUSIP 084664BE0 Yield 5.33% | 100,000 14NOV13 | 115.574 | 115,574.00 115,574.00 | 101.2486 29DEC17 | 101,248.60 | 660.00 | 101,908.60 | (14,325.40) | 5,400.00 |

Cleveland H. Dodge Foundation, Inc.
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FIXED INCOME CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost Original Cost | Market Price As of Date | Market Value | Accrued Interest | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|---|------------------------------|-----------------------|--------------------------------|----------------------------|-----------------------|---------------------|-------------|------------------------|-----------------------|
| US Investment Grade Bonds (USD) CONTINUED | | | | | | | | | |
| MET LIFE GLOB 144A MAT 14JUN18 Rate 3.65% Pay Frqncy Semi Annual S&P AA- Moodys Aa3 CUSIP 59217GAG4 Yield 3.62% | 100,000 03DEC14 | 106.226 | 106,226.00 106,226.00 | 100.7314 29DEC17 | 100,731.40 | 152.08 | 100,883.48 | (5,494.60) | 3,650.00 |
| U S TREASURY NOTES SER E-2018 MAT 15AUG18 Rate 4% Pay Frqncy Semi Annual S&P N/A Moodys Aaa CUSIP 912828JH4 Yield 3.94% | 225,000 Multiple | 107.2278 | 241,262.50 163,590.62 | 101.4414 29DEC17 | 228,243.15 (A) | 3,326.09 | 231,569.24 | (13,019.35) | 9,000.00 |
| APPLE INC MAT 06MAY19 Rate 2.1% Pay Frqncy Semi Annual S&P AA+ Moodys Aa1 CUSIP 037833AQ3 Yield 2.1% | 100,000 20SEP16 | 102.3 | 102,300.00 102,300.00 | 100.2296 29DEC17 | 100,229.60 | 309.17 | 100,538.77 | (2,070.40) | 2,100.00 |
| U S TREASURY NOTES SER C-2019 MAT 15MAY19 Rate 3.125% Pay Frqncy Semi Annual S&P N/A Moodys Aaa CUSIP 912828KQ2 Yield 3.07% | 225,000 Multiple | 106.1148 | 238,758.19 161,016.00 | 101.7109 29DEC17 | 228,849.53 (A) | 854.63 | 229,704.16 | (9,908.66) | 7,031.25 |
| U S TREASURY NOTES SER B-2020 MAT 15FEB20 Rate 3.625% Pay Frqncy Semi Annual S&P N/A Moodys Aaa CUSIP 912828MP2 Yield 3.5% | 225,000 16MAY17 | 105.9688 | 238,429.69 0.00 | 103.582 29DEC17 | 233,059.50 (A) | 3,014.27 | 236,073.77 | (5,370.19) | 8,156.25 |

Cleveland H. Dodge Foundation, Inc.
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FIXED INCOME CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost Original Cost | Market Price As of Date | Market Value | Accrued Interest | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|--|------------------------------|-----------------------|--------------------------------|----------------------------|--------------|---------------------|-------------|------------------------|-----------------------|
| US Investment Grade Bonds (USD) CONTINUED | | | | | | | | | |
| ABBOTT LABORATORIES MAT 27MAY20 Rate 4.125% Pay Frqncy Semi Annual Call 27MAY20 @ 100 S&P BBB Moodys Baa3 CUSIP 002824AW0 Yield 3.97% | 100,000 26MAR15 | 110.544 | 110,544.00 110,544.00 | 103.8112 29DEC17 | 103,811.20 | 366.67 | 104,177.87 | (6,732.80) | 4,125.00 |
| PFIZER INC MAT 12AUG20 Rate 5.2% Pay Frqncy Semi Annual S&P AA Moodys A1 CUSIP 717081DR1 Yield 4.83% | 100,000 31AUG16 | 113.94 | 113,940.00 113,940.00 | 107.6663 29DEC17 | 107,666.30 | 1,978.89 | 109,645.19 | (6,273.70) | 5,200.00 |
| AMERICAN EXPRESS CREDIT CORP MAT 14SEP20 Rate 2.6% Pay Frqncy Semi Annual Call 14AUG20 @ 100 S&P A- Moodys A2 CUSIP 0258MODX4 Yield 2.59% | 100,000 03AUG17 | 102.06 | 102,060.00 0.00 | 100.5061 29DEC17 | 100,506.10 | 758.33 | 101,264.43 | (1,553.90) | 2,600.00 |
| BOSTON PROPERTIES INC MAT 15NOV20 Rate 5.625% Pay Frqncy Semi Annual Call 15AUG20 @ 100 S&P A- Moodys Baa2 CUSIP 10112RAR5 Yield 5.2% | 100,000 25NOV15 | 112.3 | 112,300.00 112,300.00 | 108.154 29DEC17 | 108,154.00 | 687.50 | 108,841.50 | (4,146.00) | 5,625.00 |
| WELLS FARGO & CO MAT 22JAN21 Rate 3% Pay Frqncy Semi Annual S&P A Moodys A2 CUSIP 94974BFR6 Yield 2.96% | 100,000 29NOV17 | 101.938 | 101,938.00 0.00 | 101.4245 29DEC17 | 101,424.50 | 1,308.33 | 102,732.83 | (513.50) | 3,000.00 |

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FIXED INCOME CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost Original Cost | Market Price As of Date | Market Value | Accrued Interest | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|---|------------------------------|-----------------------|--------------------------------|----------------------------|--|---------------------|-------------|------------------------|-----------------------|
| US Investment Grade Bonds (USD) CONTINUED | | | | | | | | | |
| U S TREASURY NOTES SER B-2021 MAT 15FEB21 Rate 3.625% Pay Frqncy Semi Annual S&P N/A Moodys Aaa CUSIP 912828PX2 Yield 3.46% | 225,000 Multiple | 107.0208 | 240,796.88 0.00 | 104.8672 29DEC17 | 235,951.20 A | 3,014.27 | 238,965.47 | (4,845.68) | 8,156.25 |
| CVS CAREMARK CORP MAT 15MAY21 Rate 4.125% Pay Frqncy Semi Annual Call 15FEB21 @ 100 S&P BBB+ Moodys Baa1 CUSIP 126650BW9 Yield 3.97% | 100,000 22SEP16 | 109.85 | 109,850.00 109,850.00 | 103.8964 29DEC17 | 103,896.40 | 504.17 | 104,400.57 | (5,953.60) | 4,125.00 |
| AT&T INC FXD RT GLOBAL NT MAT 01MAR21 Rate 5% Pay Frqncy Semi Annual S&P BBB+ Moodys Baa1 CUSIP 00206RDA7 Yield 4.67% | 100,000 31AUG16 | 112.79 | 112,790.00 112,790.00 | 107.0893 29DEC17 | 107,089.30 | 1,638.89 | 108,728.19 | (5,700.70) | 5,000.00 |
| AETNA INC MAT 01JUN21 Rate 4.125% Pay Frqncy Semi Annual Call 01MAR21 @ 100 S&P A Moodys Baa2 CUSIP 008117AN3 Yield 3.96% | 100,000 29NOV17 | 104.85 | 104,850.00 0.00 | 104.0864 29DEC17 | 104,086.40 | 320.83 | 104,407.23 | (763.60) | 4,125.00 |
| NBC UNIVERSAL INC MAT 01APR21 Rate 4.375% Pay Frqncy Semi Annual S&P A- Moodys A3 CUSIP 63946BAE0 Yield 4.13% | 100,000 25NOV15 | 109.85 | 109,850.00 109,850.00 | 105.988 29DEC17 | 105,988.00 | 1,069.44 | 107,057.44 | (3,862.00) | 4,375.00 |

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FIXED INCOME CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost Original Cost | Market Price As of Date | Market Value | Accrued Interest | Total Value | Unrealized Gain/(Loss) | Est. Annual Income |
|---|------------------------------|-----------------------|--------------------------------|----------------------------|-------------------------|---------------------|---------------------|------------------------|-----------------------|
| US Investment Grade Bonds (USD) CONTINUED | | | | | | | | | |
| JPMORGAN CHASE & CO MAT 15AUG21 Rate 4.35% Pay Frqncy Semi Annual S&P A- Moodys A3 CUSIP 46625HJC5 Yield 4.1% | 100,000 29NOV17 | 106.5076 | 106,507.55 0.00 | 106.0616 29DEC17 | 106,061.60 | 1,619.17 | 107,680.77 | (445.95) | 4,350.00 |
| LOCKHEED MARTIN CORP MAT 15SEP21 Rate 3.35% Pay Frqncy Semi Annual S&P BBB+ Moodys Baa1 CUSIP 539830AY5 Yield 3.26% | 100,000 29NOV17 | 103.396 | 103,396.00 0.00 | 102.8131 29DEC17 | 102,813.10 | 967.78 | 103,780.88 | (582.90) | 3,350.00 |
| GENERAL ELECTRIC CAPITAL CORP MAT 17OCT21 Rate 4.65% Pay Frqncy Semi Annual S&P A Moodys A2 CUSIP 36962G5J9 Yield 4.32% | 100,000 25NOV15 | 111.53 | 111,530.00 111,530.00 | 107.6635 29DEC17 | 107,663.50 | 930.00 | 108,593.50 | (3,866.50) | 4,650.00 |
| Total US Investment Grade Bonds (USD) | | | 2,692,272.81 | | 2,588,045.48 | 24,912.24 | 2,612,957.72 | (104,227.33) | 98,974.75 |
| Developed Investment Grade Bonds (ex-US) (USD) | | | | | | | | | |
| VODAFONE GROUP PLC MAT 10JUN19 Rate 5.45% Pay Frqncy Semi Annual Call 10JUN19 @ 100 S&P BBB+ Moodys Baa1 CUSIP 92857WAS9 Yield 5.21% | 100,000 03DEC14 | 112.893 | 112,893.00 112,893.00 | 104.5069 29DEC17 | 104,506.90 | 287.64 | 104,794.54 | (8,386.10) | 5,450.00 |
| Total Developed Investment Grade Bonds (ex-US) (USD) | | | 112,893.00 | | 104,506.90 | 287.64 | 104,794.54 | (8,386.10) | 5,450.00 |
| Total Fixed Income | | | 2,805,165.81 | | 2,692,552.38 (B) | 25,199.88 | 2,717,752.26 | (112,613.43) | 104,424.75 |

SUM OF (A) = US TREASURY = \$926,103

CORPORATE BONDS = (B) - (A) = \$1,766,449

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FIXED INCOME 99.97% SORTED BY CALL DATE/MATURITY DATE

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost Original Cost | Market Price As of Date | Market Value | Accrued Interest | Total Value | Unrealized Gain/(Loss) ¹ | Est. Annual Income |
|--|------------------------------|-----------------------|--------------------------------|----------------------------|--------------|---------------------|-------------|-------------------------------------|-----------------------|
| Other Fixed Income (USD) | | | | | | | | | |
| WELLS FARGO & COMPANY Rate 7.98% Pay Freqncy Semi Annual Call 15MAR18 @ 100 S&P BBB Moodys Baa2 CUSIP 949746PM7 Yield 7.85% | 20,000 Multiple | 104.1875 | 20,837.50 0.00 | 101.62 29DEC17 | 20,324.00 | 461.07 | 20,785.07 | (513.50) | 1,596.00 |

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FIXED INCOME CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost Original Cost | Market Price As of Date | Market Value | Accrued Interest | Total Value | Unrealized Gain/(Loss) ¹ | Est. Annual Income |
|--|------------------------------|-----------------------|--------------------------------|----------------------------|--------------|---------------------|-------------|-------------------------------------|-----------------------|
| Other Fixed Income (USD) CONTINUED | | | | | | | | | |
| BANK OF AMERICA CORP Rate 8% Pay Frqncy Semi Annual Call 30APR18 @ 100 S&P BBB- Moodys Ba1 CUSIP 060505DR2 Yield 7.97% | 20,000 Multiple | 103.0063 | 20,601.25 0.00 | 100.34 29DEC17 | 20,068.00 | 662.22 | 20,730.22 | (533.25) | 1,600.00 |
| JP MORGAN CHASE & CO Rate 7.9% Pay Frqncy Semi Annual Call 30APR18 @ 100 S&P BBB- Moodys Baa3 CUSIP 46625HHA1 Yield 7.8% | 10,000 Multiple | 102.95 | 10,295.00 0.00 | 101.25 29DEC17 | 10,125.00 | 129.47 | 10,254.47 | (170.00) | 790.00 |
| BANK OF AMERICA CORP Rate 8.125% Pay Frqncy Semi Annual Call 15MAY18 @ 100 S&P BBB- Moodys Ba1 CUSIP 060505DT8 Yield 7.97% | 20,000 Multiple | 103.6875 | 20,737.50 0.00 | 102 29DEC17 | 20,400.00 | 198.61 | 20,598.61 | (337.50) | 1,625.00 |
| GOLDMAN SACHS GROUP INC/THE Rate 5.7% Pay Frqncy Semi Annual Call 10MAY19 @ 100 S&P BB Moodys Ba1 CUSIP 38148BAA6 Yield 5.53% | 20,000 Multiple | 100.0625 | 20,012.50 0.00 | 103.11 29DEC17 | 20,622.00 | 155.17 | 20,777.17 | 609.50 | 1,140.00 |
| CITIGROUP INC Rate 5.8% Pay Frqncy Semi Annual Call 15NOV19 @ 100 S&P BB+ Moodys Ba2 CUSIP 172967HZ7 Yield 5.6% | 20,000 Multiple | 104.6 | 20,920.00 0.00 | 103.625 29DEC17 | 20,725.00 | 141.78 | 20,866.78 | (195.00) | 1,160.00 |

Cleveland H. Dodge Foundation, Inc.
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FIXED INCOME CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost Original Cost | Market Price As of Date | Market Value | Accrued Interest | Total Value | Unrealized Gain/(Loss) ¹ | Est. Annual Income |
|--|------------------------------|-----------------------|--------------------------------|----------------------------|--------------|---------------------|-------------|-------------------------------------|-----------------------|
| Other Fixed Income (USD) CONTINUED | | | | | | | | | |
| CITIGROUP INC Rate 5.875% Pay Frqncy Semi Annual Call 27MAR20 @ 100 S&P BB+ Moodys Ba2 CUSIP 172967JK8 Yield 5.66% | 10,000 05OCT17 | 104.35 | 10,435.00 0.00 | 103.75 29DEC17 | 10,375.00 | 150.14 | 10,525.14 | (60.00) | 587.50 |
| JPMORGAN CHASE & CO Rate 5.3% Pay Frqncy Semi Annual Call 01MAY20 @ 100 S&P BBB- Moodys Baa3 CUSIP 46625HKK5 Yield 5.11% | 20,000 14APR16 | 100 | 20,000.00 0.00 | 103.71 29DEC17 | 20,742.00 | 170.78 | 20,912.78 | 742.00 | 1,060.00 |
| GOLDMAN SACHS GROUP INC/THE Rate 5.375% Pay Frqncy Semi Annual Call 10MAY20 @ 100 S&P BB Moodys Ba1 CUSIP 38148BAB4 Yield 5.22% | 20,000 13APR16 | 96.375 | 19,275.00 0.00 | 103 29DEC17 | 20,600.00 | 146.32 | 20,746.32 | 1,325.00 | 1,075.00 |
| MORGAN STANLEY Rate 5.55% Pay Frqncy Semi Annual Call 15JUL20 @ 100 S&P BB+ Moodys Ba1 CUSIP 617474AA9 Yield 5.34% | 20,000 13APR16 | 98.5 | 19,700.00 0.00 | 103.875 29DEC17 | 20,775.00 | 505.67 | 21,280.67 | 1,075.00 | 1,110.00 |
| CITIGROUP INC MAT 31DEC99 Rate 6.125% Pay Frqncy Semi Annual Call 15NOV20 @ 100 S&P N/A Moodys Ba2 CUSIP 172967KD2 Yield 5.76% | 20,000 12APR16 | 100.9397 | 20,187.93 20,275.00 | 106.375 29DEC17 | 21,275.00 | 149.72 | 21,424.72 | 1,087.07 | 1,225.00 |

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FIXED INCOME CONTINUED

| Description | Quantity Acquisition Date | Average/ Unit Cost | Adjusted Cost Original Cost | Market Price As of Date | Market Value | Accrued Interest | Total Value | Unrealized Gain/(Loss) ¹ | Est. Annual Income |
|---|------------------------------|-----------------------|--------------------------------|----------------------------|-------------------|---------------------|-------------------|-------------------------------------|-----------------------|
| Other Fixed Income (USD) CONTINUED | | | | | | | | | |
| BANK OF AMERICA CORP Rate 6.5% Pay Frqncy Semi Annual Call 23OCT24 @ 100 S&P BBB- Moodys Ba1 CUSIP 060505EL4 Yield 5.72% | 10,000 02DEC16 | 103.3366 | 10,333.66 10,362.50 | 113.625 29DEC17 | 11,362.50 | 119.17 | 11,481.67 | 1,028.84 | 650.00 |
| Total Other Fixed Income (USD) | | | 213,335.34 | | 217,393.50 | 2,990.12 | 220,383.62 | 4,058.16 | 13,618.50 |