EXTENSIONS ATTACHED

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: THE RICHARD C VON HESS FOUNDATION 0262-02-4/0

A Employer identification number: 23-6962077

Number and street (or P.O. box number if mail is not delivered to street address): GLENMEDE TRUST COMPANY, 1650 MARKET STREET

Room/suite: 1200

B Telephone number (see instructions): (215) 419-6000

City or town, state, and ZIP code: PHILADELPHIA, PA 19103-7391

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 21,827,004.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ____ *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ [X] if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments	137.	62.	N/A	
4	Dividends and interest from securities	569,985.	570,542.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	160,681.			
b	Gross sales price for all assets on line 6a 11,526,184.				
7	Capital gain net income (from Part IV, line 2)		160,681.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	112,367.	107,275.		STMT 1
12	**Total.** Add lines 1 through 11	843,170.	838,560.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	100,169.			100,169.
14	Other employee salaries and wages				
15	Pension plans, employee benefits	7,342.			7,342.
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,500.	NONE	NONE	2,500.
c	Other professional fees (attach schedule)	100,034.	100,034.		
17	Interest				
18	Taxes (attach schedule) (see instructions)	26,180.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT. 2	35,967.			35,967.
24	**Total operating and administrative expenses.** Add lines 13 through 23	272,192.	100,034.	NONE	145,978.
25	Contributions, gifts, grants paid	1,122,892.			1,122,892.
26	**Total expenses and disbursements.** Add lines 24 and 25	1,395,084.	100,034.	NONE	1,268,870.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-551,914.			
b	**Net investment income** (if negative, enter -0-)		738,526.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED SEP 26 2012

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	10,908.	64,851.	64,851.
	2 Savings and temporary cash investments	861,079.	949,704.	949,704.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	3,085,669.	2,990,340.	3,028,568.
	b Investments - corporate stock (attach schedule)	11,807,007.	10,517,478.	11,692,480.
	c Investments - corporate bonds (attach schedule)	3,737,299.	3,928,982.	4,127,749.
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	1,223,185.	1,721,877.	1,509,150.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ MUSEUM COLLECTION)	454,502.	454,502.	454,502.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	21,179,649.	20,627,734.	21,827,004.
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 (attach schedule)			
	22 Other liabilities (describe ▶ SEE ATTACHED)	2,200.	2,200.	
	23 **Total liabilities** (add lines 17 through 22)	2,200.	2,200.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	20,948,849.	20,400,306.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	228,600.	225,228.	
	30 **Total net assets or fund balances** (see instructions)	21,177,449.	20,625,534.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	21,179,649.	20,627,734.	

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	21,177,449.
2	Enter amount from Part I, line 27a	2	-551,914.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,625,535.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,625,534.

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	CAPITAL GAIN DIVIDENDS	P	VARIOUS	VARIOUSS
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	11,458,115.		11,365,503.	92,612.
b	68,069.		-0-	68,069.
c				
d				
e				

	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) 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				92,612.
b				68,069.
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	160,681.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2010	975,293.	22,342,874.	0.043651
2009	616,760.	18,919,485.	0.032599
2008	1,199,326.	22,624,846.	0.053009
2007	1,263,384.	26,943,923.	0.046889
2006	1,628,641.	25,431,417.	0.064041

2	**Total** of line 1, column (d)	2	0.240189
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048038
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	22,167,589.
5	Multiply line 4 by line 3	5	1,064,887.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,385.
7	Add lines 5 and 6	7	1,072,272.
8	Enter qualifying distributions from Part XII, line 4	8	1,268,870.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	7,385.
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	
3	Add lines 1 and 2	3	7,385.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	7,385.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 25,337.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	25,337.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	17,952.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 17,952. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ -0- (2) On foundation managers. ▶ $ -0-			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ -0-			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ SEE STATEMENT 3 Telephone no. ▶			
	Located at ▶ ZIP + 4 ▶			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? TRUSTEE FEE ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No: X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(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 4		100,169.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 5		102,534.
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE SCHEDULE ATTACHED	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

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	21,787,583.
b	Average of monthly cash balances	1b	717,583.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	22,505,166.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	22,505,166.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	337,577.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,167,589.
6	**Minimum investment return.** Enter 5% of line 5	6	1,108,379.

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	1,108,379.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,385.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,385.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,100,994.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,100,994.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,100,994.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,268,870.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,268,870.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	7,385.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,261,485.

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 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7				1,100,994.
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			NONE	
b	Total for prior years: 20___,20___,20___		NONE		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006 . . . . . . 8,995.				
b	From 2007 . . . . . . NONE				
c	From 2008 . . . . . . 85,352.				
d	From 2009 . . . . . . NONE				
e	From 2010 . . . . . . NONE				
f	**Total** of lines 3a through e	94,347.			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 1,268,870.				
a	Applied to 2010, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	262,223.			
d	Applied to 2011 distributable amount				1,006,647.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	94,347.			94,347.
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	262,223.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	262,223.			
10	Analysis of line 9:				
a	Excess from 2007 . . . NONE				
b	Excess from 2008 . . . NONE				
c	Excess from 2009 . . . NONE				
d	Excess from 2010 . . . NONE				
e	Excess from 2011 . . . 262,223.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 6				1,122,892.
Total ▶ **3a**				1,122,892.
b *Approved for future payment*				
N/A				
Total ▶ **3b**				-0-

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	137.	
4 Dividends and interest from securities			14	569,985.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	160,681.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b PARTNERSHIP INCOME				112,367.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				843,170.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 843,170.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 9/7/2012 Managing Trustee

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANCIS X. MEHAFFEY	[signature]	9/5/12		P01072411
Firm's name ▶ THE GLENMEDE TRUST COMPANY, N.A.			Firm's EIN ▶ 32-0274136	
Firm's address ▶ 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391			Phone no 215-419-6000	

RICHARD C. VON HESS FOUNDATION
TAX YEAR ENDING 12/31/2011
E.I.N.: 23-6962077
FORM 990-PF, PAGE 1, PART I & SCHEDULE B
PART I ANALYSIS OF REVENUE AND EXPENSES:

		COLUMN A	COLUMN B	COLUMN D
REVENUE:				
LINE 3	**INTEREST ON SAVINGS AND TEMPORARY INVESTMENTS**			
	- MONEY MARKET INTEREST	84	9	
	- BANK INTEREST	53	53	
		137	62	
LINE 4	**DIVIDENDS AND INTEREST FROM SECURITIES**			
	- DIVIDENDS AND BOND INTEREST	569,985	570,542	
		569,985	570,542	
LINE 11	**OTHER INCOME**			
	- PARTNERSHIP DISTRIBUTIONS	112,367	0	
	- PARTNERSHIP INCOME PER 2011 K-1	0	107,275	
		112,367	107,275	
EXPENSES:				
LINE 15	**PENSION PLANS, EMPLOYEE BENEFITS**			
	- TAXES PAID ON BEHALF OF MANAGING TRUSTEE THOMAS HILLS COOK	7,342	0	7,342
LINE 16b	**ACCOUNTING FEES**			
	- THE GLENMEDE TRUST COMPANY TAX PREPARATION FEE	2,000	0	2,000
LINE 16c	**OTHER PROFESSIONAL FEES**			
	- THE GLENMEDE TRUST COMPANY INVESTMENT MANAGEMENT FEE	100,034	100,034	0
LINE 18	**TAXES**			
	- EXCISE TAX PAYMENTS	26,180	0	0
LINE 23	**OTHER EXPENSES**			
	- TRUSTEE/DIRECTORS INSURANCE	4,420	0	4,420
	- WORKMEN'S COMP INSURANCE (EDUCATORS INSURANCE)	619	0	619
	- PAYROLL CHARGES - ADP	1,189	0	1,189
	- EASTERN ALLIANCE INSURANCE ANNUAL WORKERS COMP	650	0	650

RICHARD C. VON HESS FOUNDATION
TAX YEAR ENDING 12/31/2011
E.I.N.: 23-6962077
FORM 990-PF, PAGE 1, PART I & SCHEDULE B
PART I ANALYSIS OF REVENUE AND EXPENSES:

LINE 23	**OTHER EXPENSES - (CONTINUED)**			
	- REIMBURSE TRUSTEE ANNE S. GENTER FOR VARIOUS MEETING & TRAVEL EXPENSES	2,914	0	2,914
	- REIMBURSE TRUSTEE WARREN A. REINTZEL FOR VARIOUS MEETING & TRAVEL EXPENSES	3,911	0	3,911
	- REIMBURSE THOMAS HILLS COOK MANAGING TRUSTEE FOR VARIOUS MEETING & TRAVEL EXPENSES	13,042	0	13,042
	- VARIOUS TRUSTEES' TRAVEL EXPENSES	8,602	0	8,602
	- SES INSURANCE BROKERAGE SERVICESS QUEEN STREET PROPERTIES	52	0	52
	- C.R. WHITSON, PRINTING CARDS	568	0	568
		35,967	0	35,967

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/11
0262-02-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Reserves									
898099	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	898,099	1.00	898,099		1	0.00 *
64851+	Cash		1.00	64,851	1.00	64,851		0	0.00
Cash & Reserves Total				962,950		962,950		1	0.00
Fixed Income									
U S Government Obligations									
150000	US TREASURY N/B DTD 11/15/2003 4.25% 11/15/2013 (912828BR0)		1.00	150,346	107.40	161,097	10,751	6,375	3.96
200000	US TREASURY N/B DTD 2/17/2004 4% 2/15/2014 (912828CA6)		1.11	221,016	107.84	215,688	5,328-	8,000	3.71
200000	US TREASURY N/B DTD 5/31/2009 2.25% 5/31/2014 (912828KV1)		1.04	208,868	104.62	209,234	366	4,500	2.15
60000	US TREASURY N/B DTD 6/30/2009 2.625% 6/30/2014 (912828KY5)		1.02	61,456	105.69	63,413	1,957	1,575	2.48
200000	US TREASURY N/B DTD 5/31/2010 2.125% 5/31/2015 (912828NF3)		1.01	201,883	105.57	211,140	9,257	4,250	2.01
120000	US TREASURY N/B DTD 8/15/2007 4.75% 8/15/2017 (912828HA1)		1.16	139,200	120.41	144,487	5,287	5,700	3.94

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/11
0262-02-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			982,769		1,005,059	22,290	30,400	3.02	
U S Government Agencies										
350000	FHLB DTD 1/17/2008 3.375% 2/27/2013 (3133XP2W3)	Aaa	1.04	364,796	103.53	362,348	2,448-	11,813	3.26	#
150000	FHLB DTD 8/1/2008 4% 9/6/2013 (3133XRX88)	AA+	1.00	150,402	106.03	159,048	8,646	6,000	3.77	
250000	FHLB DTD 9/15/2008 3.625% 10/18/2013 (3133XSAE8)	Aaa	1.06	265,595	105.69	264,220	1,375-	9,063	3.43	
280000	FHLMC DTD 7/16/2004 5% 7/15/2014 (3134A4UU6)	Aaa	1.12	314,754	111.06	310,965	3,788-	14,000	4.50	
250000	FHLB DTD 6/22/2007 5.5% 8/13/2014 (3133XLJP9)	AA+	1.13	283,638	112.71	281,763	1,875-	13,750	4.88	
220000	FNMA DTD 4/16/2007 5% 5/11/2017 (31359M7X5)	Aaa	1.19	262,229	118.70	261,133	1,096-	11,000	4.21	
320000	FHLB DTD 10/19/2007 5% 11/17/2017 (3133XMQ87)	AA+	1.14	366,157	120.01	384,032	17,875	16,000	4.17	#
	Total			2,007,571		2,023,509	15,939	81,626	4.03	
Corporate Bonds - Industrial										
195000	UNITED TECHNOLOGIES CORP DTD 12/7/2007 5.375% 12/15/2017 (913017BM0)	A	1.04	202,027	118.29	230,671	28,644	10,481	4.54	#

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/11
0262-02-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
195000	WAL-MART STORES INC DTD 8/24/2007 5.8% 2/15/2018 (931142CJ0)	Aa2	1.10	215,280	122.58	239,037	23,757	11,310	4.73	#
195000	JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/15/2018 (478160AU8)	AAA	1.10	215,377	120.74	235,439	20,062	10,043	4.27	#
200000	PEPSICO INC DTD 10/24/2008 7.9% 11/1/2018 (713448BJ6)	Aa3	1.27	253,898	135.01	270,014	16,116	15,800	5.85	
205000	CATERPILLAR INC DTD 12/5/2008 7.9% 12/15/2018 (149123BQ3)	A2	1.30	265,871	133.13	272,917	7,046	16,195	5.93	
150000	IBM CORP DTD 11/1/1989 8.375% 11/1/2019 (459200AG6)	AA-	1.38	207,441	141.84	212,757	5,316	12,563	5.90	
	Total			1,359,894		1,460,835	100,941	76,392	5.23	
Corporate Bonds - Finance										
200000	BANK OF AMERICA CORP DTD 1/30/2009 2.1% 4/30/2012 (06050BAG6)		1.00	200,660	100.68	201,368	708	4,200	2.09	
175000	PNC FUNDING CORP DTD 12/22/2008 2.3% 6/22/2012 (69351CAC7)		1.01	175,877	101.00	176,745	868	4,025	2.28	#
230000	BLACKROCK INC DTD 12/10/2009 3.5% 12/10/2014 (09247XAD3)	A1	1.05	241,210	106.78	245,601	4,391	8,050	3.28	

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/11
0262-02-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
230000	JPMORGAN CHASE & CO DTD 10/4/2005 5.15% 10/1/2015 (46625HDF4)	A-	0.99	228,485	106.14	244,117	15,632	11,845	4.85	#
130000	GENERAL ELEC CAP CORP DTD 9/24/2007 5.625% 9/15/2017 (36962G3H5)	AA+	0.93	121,272	110.68	143,881	22,610	7,313	5.08	
220000	GOLDMAN SACHS GROUP INC DTD 1/18/2008 5.95% 1/18/2018 (38141GFG4)	A-	1.05	230,910	102.42	225,328	5,581-	13,090	5.81	
220000	HONEYWELL INTERNATIONAL DTD 2/29/2008 5.3% 3/1/2018 (438516AX4)	A	1.07	236,399	117.93	259,446	23,047	11,660	4.49	
225000	ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018 (68389XAC9)	A1	1.10	248,055	121.35	273,033	24,978	12,938	4.74	#
280000	JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2021 (24422ERE1)	A	1.07	298,682	108.85	304,780	6,098	10,920	3.58	
	Total			1,981,550		2,074,299	92,751	84,041	4.05	
Other Taxable Bond Mutual Funds										
85886+	PAYDEN HIGH INCOME FUND (PYHRX)		6.84	587,538	6.90	592,615	5,077	46,379	7.83	#

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/11
0262-02-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			587,538		592,615	5,077	46,379	7.83	
Fixed Income Total				6,919,322		7,156,317	236,997	318,838	4.46	
Equities										
Basic Industries										
1300	AIR PRODUCTS & CHEMICALS INC. (APD)		90.73	117,949	85.19	110,747	7,202-	3,016	2.72	
1900	E I DU PONT DE NEMOURS & CO. (DD)		46.83	88,983	45.78	86,982	2,001-	3,116	3.58	
2755	EMERSON ELECTRIC CO. (EMR)		35.19	96,939	46.59	128,355	31,416	4,408	3.43	#
3155	HONEYWELL INTERNATIONAL INC (HON)		33.56	105,888	54.35	171,474	65,586	4,701	2.74	#
2820	J. B. HUNT (JBHT)		35.51	100,126	45.07	127,097	26,971	1,466	1.15	#
1600	PARKER-HANNIFIN CORP. (PH)		87.17	139,478	76.25	122,000	17,478-	2,368	1.94	#
875	PRECISION CASTPARTS CORP (PCP)		81.20	71,050	164.79	144,191	73,142	105	0.07	
1500	ROCKWELL COLLINS (COL)		63.73	95,588	55.37	83,055	12,533-	1,440	1.73	#
1165	SIGMA-ALDRICH CORP. (SIAL)		61.14	71,230	62.46	72,766	1,536	839	1.15	#
	Total			887,231		1,046,667	159,437	21,459	2.05	
Consumer Discretionary										
2100	COACH INC (COH)		16.78	35,228	61.04	128,184	92,957	1,890	1.47	#
3000	DARDEN RESTAURANTS INC. (DRI)		46.94	140,808	45.58	136,740	4,068-	5,160	3.77	#
1500	DOLLAR TREE INC (DLTR)		50.23	75,342	83.11	124,665	49,323	0	0.00	#
4270	HOME DEPOT INC. (HD)		32.09	137,042	42.04	179,511	42,469	4,953	2.76	#
3160	OMNICOM GROUP (OMC)		26.48	83,686	44.58	140,873	57,187	3,160	2.24	#
2885	YUM BRANDS INC (YUM)		43.65	125,917	59.01	170,244	44,327	3,289	1.93	#

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			598,023		880,217	282,195	18,452	2.10	
Consumer Staples										
1500	COLGATE PALMOLIVE CO. (CL)		70.26	105,395	92.39	138,585	33,191	3,480	2.51	#
2950	PHILIP MORRIS INTERNATIONAL (PM)		59.20	174,629	78.48	231,516	56,887	9,086	3.92	#
2925	PROCTER & GAMBLE CO. (PG)		64.71	189,290	66.71	195,127	5,837	6,143	3.15	#
3629	WALGREEN CO. (WAG)		40.68	147,645	33.06	119,975	27,670-	3,266	2.72	#
	Total			616,959		685,203	68,244	21,975	3.21	
Energy										
2035	CHEVRON CORP (CVX)		58.67	119,396	106.40	216,524	97,128	6,593	3.05	#
1750	ENSCO INTERNATIONAL PLC ADR (29358Q109)		54.34	95,093	46.92	82,110	12,983-	2,450	2.98	#
2305	HALLIBURTON CO. (HAL)		32.82	75,659	34.51	79,546	3,886	830	1.04	#
1280	NATIONAL OILWELL VARCO INC (NOV)		65.62	83,999	67.99	87,027	3,028	614	0.71	#
1220	OCCIDENTAL PETROLEUM CORP. (OXY)		103.10	125,781	93.70	114,314	11,467-	2,245	1.96	
2875	SCHLUMBERGER LTD. (SLB)		65.16	187,339	68.31	196,391	9,052	2,875	1.46	#
	Total			687,267		775,912	88,644	15,607	2.01	
Financials										
1310	ACE LTD (ACE)		69.25	90,717	70.12	91,857	1,140	2,463	2.68	#
2985	AMERICAN EXPRESS CO. (AXP)		32.36	96,581	47.17	140,802	44,221	2,149	1.53	#
818	FRANKLIN RESOURCES INC. (BEN)		103.02	84,274	96.06	78,577	5,697-	883	1.12	
7370	PROGRESSIVE CORP OHIO (PGR)		19.52	143,838	19.51	143,789	49-	2,941	2.05	#

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
2576	STATE STREET CORP (STT)		41.33	106,459	40.31	103,839	2,620-	1,855	1.79	#
1400	T ROWE PRICE GROUP INC (TROW)		54.23	75,925	56.95	79,730	3,805	1,736	2.18	
5900	US BANCORP (USB)		17.98	106,066	27.05	159,595	53,529	2,950	1.85	#
6728	WELLS FARGO CO (WFC)		26.99	181,573	27.56	185,424	3,851	3,229	1.74	#
	Total			885,433		983,613	98,180	18,206	1.85	
Health Care										
2800	BAXTER INTL. INC. (BAX)		50.12	140,342	49.48	138,544	1,798-	3,752	2.71	#
3195	EXPRESS SCRIPTS (302182100)		50.82	162,382	44.69	142,785	19,598-	0	0.00	#
1645	LABORATORY CORP OF AMERICA HOLDINGS (LH)		76.06	125,119	85.97	141,421	16,302	0	0.00	#
2140	UNITEDHEALTH GROUP INC (UNH)		44.52	95,271	50.68	108,455	13,184	1,391	1.28	#
2100	VARIAN MEDICAL SYSTEMS INC (VAR)		43.45	91,251	67.13	140,973	49,722	0	0.00	#
1970	WATERS CORP (WAT)		45.28	89,201	74.05	145,879	56,677	0	0.00	#
	Total			703,566		818,057	114,490	5,143	0.63	
Technology										
2465	ACCENTURE PLC (ACN)		30.26	74,580	53.23	131,212	56,632	3,328	2.54	#
2310	AMPHENOL CORP-CL A (APH)		46.07	106,411	45.39	104,851	1,560-	139	0.13	#
830	APPLE INC. (AAPL)		85.39	70,872	405.00	336,150	265,278	0	0.00	#
1160	COGNIZANT TECH SOLUTIONS CRP (CTSH)		68.17	79,079	64.31	74,600	4,479-	0	0.00	
2700	MICROCHIP TECHNOLOGY INC. (MCHP)		34.26	92,494	36.63	98,901	6,407	3,758	3.80	#
7430	MICROSOFT CORP. (MSFT)		22.74	168,930	25.96	192,883	23,953	5,944	3.08	#
6640	ORACLE CORP (ORCL)		18.12	120,294	25.65	170,316	50,022	1,594	0.94	
3600	QUALCOMM CORP. (QCOM)		55.88	201,153	54.70	196,920	4,233-	3,096	1.57	#

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/11
0262-02-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			913,813		1,305,833	392,020	17,859	1.37	
Other Assets										
2510	COOPER INDUSTRIES PLC CL A (CBE)		42.09	105,653	54.15	135,917	30,264	2,912	2.14	#
	Total			105,653		135,917	30,264	2,912	2.14	
U S Mutual Funds										
14612+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCSX)		17.08	249,561	16.28	237,885	11,676-	219	0.09	#
35537+	GLENMEDE FUND INC - US EMERGING GROWTH (GTGSX)		6.92	246,065	6.82	242,361	3,704-	0	0.00	#
77472+	GLENMEDE FUND INC SECURED OPTIONS (GTSOX)		12.03	932,012	12.20	945,155	13,143	0	0.00	*#
	Total			1,427,638		1,425,401	2,237-	219	0.02	
International Mutual Funds										
40000	ISHARES MSCI ACWI EX US INDX (ACWX)		36.34	1,453,680	36.81	1,472,400	18,720	45,280	3.08	#
29693+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		20.53	609,663	20.32	603,354	6,309-	4,513	0.75	#
32937+	TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX)		21.85	719,642	21.85	719,668	25	8,366	1.16	#

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/11
0262-02-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield	
	Total			2,782,985		2,795,422	12,437	58,159	2.08	
Equities Total				9,608,568		10,852,242	1,243,673	179,991	1.66	
Other										
Alternative Assets										
83772+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		10.85	908,910	10.03	840,238	68,672-	71,709	8.53	#
10100	UNITED STATES COMMODITY INDEX (USCI)		67.94	686,230	58.37	589,537	96,693-	0	0.00	#
	Total			1,595,140		1,429,775	165,366-	71,709	5.02	
Other Assets										
656593+	CVI SPECIALIZED VENTURES FUND B LP (CVI0262)		1.00	656,593	0.24	160,014	496,578-	0	0.00	#
150000	CVI UNFUNDED COMMITMENT (CVICOMMIT)		0.00	0	0.00	0		0	0.00	
1	3/8TH INT QUEEN STREET PROPERTIES (QUEENST)		53625.00	53,625	53625.00	53,625		0	0.00	
7+	STEINMAN DEVELOPMENT CO (STEINMAN)		66259.95	461,971	101257	705,974	244,003	0	0.00	
	Total			1,172,189		919,613	252,576-	0	0.00	
Other Total				2,767,329		2,349,388	417,941-	71,709	3.05	

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/11
0262-02-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Grand Total				20,258,169		21,320,897	1,062,728	570,539	2.68

* AS A RESULT OF CAPITAL GAIN DISTRIBUTIONS, THE TAX COST COLUMN DOES NOT REFLECT ADJUSTED INVESTMENT.
\# INDICATES MULTIPLE TAX LOTS
\+ FRACTIONAL SHARE EXISTS

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/11
0262-02-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income
Grand Total From Page 10				20,258,169		21,320,897	1,062,728	570,539
ADJUSTMENTS:								
	SUSQUEHANNA - CHECKING ACCOUNT			**51,605**		**51,605**	**-**	
	Alternative Assets Adjustments to page 9 UNITED STATES COMMODITY INDEX ADJUSTMENT TO BASIS PER K-1			**(136,542)**		**0**	**136,542**	
	MUSEUM COLLECTION			**454,502**		**454,502**	**-**	
	ACCOUNTS PAYABLE			**(2,200)**		**(2,200)**	**-**	
ADJUSTED GRAND TOTAL				**20,625,534**		**21,824,804**	**1,199,270**	

RICHARD C. VON HESS FOUNDATION
TAX YEAR ENDING 12/31/2011
E.I.N.: 23-6962077
FORM 990-PF, PAGE 2

PART II BALANCE SHEETS

	BEGINNING OF YEAR	END OF YEAR	
	BOOK VALUE	BOOK VALUE	MARKET VALUE
LINE 22 OTHER LIABILITIES			
- DUE TO THE VON HESS FOUNDATION	2,200	2,200	
TOTAL LINE 22	2,200	2,200	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,282.00		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					9,282.	
58,787.00		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					58,787.	
		3045. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					10/15/2009	01/11/2011
145,620.00		157,133.00					-11,513.00	
		70. AIR PRODUCTS & CHEMICALS INC. PROPERTY TYPE: SECURITIES					06/07/2011	07/20/2011
6,592.00		6,351.00					241.00	
		105. AIR PRODUCTS & CHEMICALS INC. PROPERTY TYPE: SECURITIES					06/07/2011	12/16/2011
8,616.00		9,527.00					-911.00	
		135. AMERICAN EXPRESS CO. PROPERTY TYPE: SECURITIES					08/27/2009	03/22/2011
5,959.00		4,618.00					1,341.00	
		295. AMERICAN EXPRESS CO. PROPERTY TYPE: SECURITIES					01/25/2011	03/22/2011
13,021.00		13,196.00					-175.00	
		645. AMERICAN EXPRESS CO. PROPERTY TYPE: SECURITIES					08/27/2009	06/07/2011
31,585.00		21,907.00					9,678.00	
		190. AMERICAN EXPRESS CO. PROPERTY TYPE: SECURITIES					09/09/2009	07/20/2011
9,853.00		6,419.00					3,434.00	
		385. AMPHENOL CORP-CL A PROPERTY TYPE: SECURITIES					06/05/2008	01/26/2011
21,178.00		18,642.00					2,536.00	
		310. AMPHENOL CORP-CL A PROPERTY TYPE: SECURITIES					06/05/2008	03/22/2011
17,144.00		15,011.00					2,133.00	
		190. AMPHENOL CORP-CL A PROPERTY TYPE: SECURITIES					06/05/2008	07/20/2011
9,536.00		9,200.00					336.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		250. AMPHENOL CORP-CL A PROPERTY TYPE: SECURITIES					06/05/2008	12/16/2011
10,487.00		12,105.00					-1,618.00	
		110. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES					02/14/2006	03/22/2011
37,489.00		7,433.00					30,056.00	
		80. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES					07/13/2010	07/20/2011
31,045.00		20,195.00					10,850.00	
		70. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES					07/13/2010	12/16/2011
26,654.00		19,632.00					7,022.00	
		6433.824 ARTIO INTERNATIONAL EQ FD II PROPERTY TYPE: SECURITIES					06/22/2010	03/22/2011
79,329.00		70,000.00					9,329.00	
		34163.491 ARTIO INTERNATIONAL EQ FD II PROPERTY TYPE: SECURITIES					08/19/2009	03/22/2011
421,236.00		381,265.00					39,971.00	
		200. BMC SOFTWARE PROPERTY TYPE: SECURITIES					01/11/2011	03/22/2011
9,748.00		9,471.00					277.00	
		120. BMC SOFTWARE PROPERTY TYPE: SECURITIES					01/11/2011	07/20/2011
6,265.00		5,683.00					582.00	
		621. BMC SOFTWARE PROPERTY TYPE: SECURITIES					01/11/2011	10/07/2011
24,135.00		29,409.00					-5,274.00	
		692. BMC SOFTWARE PROPERTY TYPE: SECURITIES					01/11/2011	10/07/2011
26,782.00		32,771.00					-5,989.00	
		367. BMC SOFTWARE PROPERTY TYPE: SECURITIES					01/11/2011	10/07/2011
14,002.00		17,380.00					-3,378.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		230000. BARCLAYS BK PLC DTD 7/10/2009 5. PROPERTY TYPE: SECURITIES					03/08/2011	06/27/2011
249,426.00		249,474.00					-48.00	
		350. BAXTER INTL. INC. PROPERTY TYPE: SECURITIES					03/31/2009	03/22/2011
18,508.00		18,020.00					488.00	
		90. BAXTER INTL. INC. PROPERTY TYPE: SECURITIES					03/31/2009	07/20/2011
5,482.00		4,634.00					848.00	
		200. BAXTER INTL. INC. PROPERTY TYPE: SECURITIES					03/31/2009	12/16/2011
9,648.00		10,297.00					-649.00	
		565. BHP LIMITED - SPONS ADR PROPERTY TYPE: SECURITIES					03/31/2009	02/08/2011
53,912.00		25,367.00					28,545.00	
		100. BHP LIMITED - SPONS ADR PROPERTY TYPE: SECURITIES					03/31/2009	03/22/2011
8,867.00		4,490.00					4,377.00	
		840. BHP LIMITED - SPONS ADR PROPERTY TYPE: SECURITIES					03/31/2009	04/11/2011
87,159.00		37,714.00					49,445.00	
		5846.94 BUFFALO SMALL CAP FUND PROPERTY TYPE: SECURITIES					08/25/2004	08/22/2011
126,469.00		136,206.00					-9,737.00	
		250. CHEVRON CORP PROPERTY TYPE: SECURITIES					06/05/2008	03/22/2011
26,269.00		24,256.00					2,013.00	
		70. CHEVRON CORP PROPERTY TYPE: SECURITIES					06/05/2008	07/20/2011
7,513.00		6,792.00					721.00	
		130. CHEVRON CORP PROPERTY TYPE: SECURITIES					06/05/2008	12/16/2011
13,031.00		12,613.00					418.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50000. CITIGROUP INC FDIC DTD 12/9/2008 PROPERTY TYPE: SECURITIES					01/23/2009	05/18/2011
50,738.00		51,425.00					-687.00	
		90000. CITIGROUP INC FDIC DTD 12/9/2008 PROPERTY TYPE: SECURITIES					01/23/2009	12/09/2011
90,000.00		92,565.00					-2,565.00	
		180. COACH INC PROPERTY TYPE: SECURITIES					03/31/2009	01/26/2011
9,755.00		3,020.00					6,735.00	
		270. COACH INC PROPERTY TYPE: SECURITIES					03/31/2009	02/01/2011
14,620.00		4,529.00					10,091.00	
		155. COACH INC PROPERTY TYPE: SECURITIES					03/31/2009	02/17/2011
8,870.00		2,600.00					6,270.00	
		121. COACH INC PROPERTY TYPE: SECURITIES					03/31/2009	02/17/2011
6,911.00		2,030.00					4,881.00	
		484. COACH INC PROPERTY TYPE: SECURITIES					03/31/2009	02/17/2011
27,546.00		8,119.00					19,427.00	
		340. COACH INC PROPERTY TYPE: SECURITIES					03/31/2009	03/22/2011
17,396.00		5,704.00					11,692.00	
		550. COACH INC PROPERTY TYPE: SECURITIES					03/31/2009	04/19/2011
30,302.00		9,226.00					21,076.00	
		140. COACH INC PROPERTY TYPE: SECURITIES					03/31/2009	07/20/2011
9,293.00		2,349.00					6,944.00	
		160. COACH INC PROPERTY TYPE: SECURITIES					03/31/2009	12/16/2011
9,328.00		2,684.00					6,644.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		440. COLGATE PALMOLIVE CO. PROPERTY TYPE: SECURITIES					03/31/2009	03/22/2011
34,630.00		26,047.00					8,583.00	
		240. COLGATE PALMOLIVE CO. PROPERTY TYPE: SECURITIES					03/31/2009	03/22/2011
18,907.00		14,207.00					4,700.00	
		80. COLGATE PALMOLIVE CO. PROPERTY TYPE: SECURITIES					03/31/2009	07/20/2011
7,084.00		4,736.00					2,348.00	
		130. COLGATE PALMOLIVE CO. PROPERTY TYPE: SECURITIES					07/29/2010	12/16/2011
11,656.00		10,190.00					1,466.00	
		100000. CITY OF DALLAS TEX DTD 2/16/2005 PROPERTY TYPE: SECURITIES					01/21/2005	02/15/2011
100,000.00		100,000.00						
		320. DARDEN RESTAURANTS INC. PROPERTY TYPE: SECURITIES					02/17/2011	03/22/2011
14,907.00		15,968.00					-1,061.00	
		240. DARDEN RESTAURANTS INC. PROPERTY TYPE: SECURITIES					02/17/2011	07/20/2011
12,717.00		11,954.00					763.00	
		140. DARDEN RESTAURANTS INC. PROPERTY TYPE: SECURITIES					12/22/2010	07/20/2011
7,418.00		6,654.00					764.00	
		285. DARDEN RESTAURANTS INC. PROPERTY TYPE: SECURITIES					12/22/2010	12/16/2011
12,231.00		13,545.00					-1,314.00	
		320. DOLLAR TREE INC PROPERTY TYPE: SECURITIES					02/17/2011	03/22/2011
17,225.00		16,874.00					351.00	
		360. DOLLAR TREE INC PROPERTY TYPE: SECURITIES					02/14/2011	06/24/2011
23,648.00		18,401.00					5,247.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		110. DOLLAR TREE INC PROPERTY TYPE: SECURITIES					02/14/2011	07/20/2011
7,540.00		5,542.00					1,998.00	
		550. DOLLAR TREE INC PROPERTY TYPE: SECURITIES					02/14/2011	08/16/2011
37,737.00		27,702.00					10,035.00	
		290. DOLLAR TREE INC PROPERTY TYPE: SECURITIES					02/14/2011	10/11/2011
23,194.00		14,603.00					8,591.00	
		190. E I DU PONT DE NEMOURS & CO. PROPERTY TYPE: SECURITIES					08/17/2011	12/16/2011
8,323.00		8,898.00					-575.00	
		160. EOG RESOURCES INC PROPERTY TYPE: SECURITIES					04/14/2010	03/22/2011
17,980.00		17,406.00					574.00	
		1170. EOG RESOURCES INC PROPERTY TYPE: SECURITIES					04/07/2010	04/19/2011
128,068.00		121,775.00					6,293.00	
		220. EOG RESOURCES INC PROPERTY TYPE: SECURITIES					11/05/2010	04/19/2011
24,081.00		19,952.00					4,129.00	
		350. EMERSON ELECTRIC CO. PROPERTY TYPE: SECURITIES					08/27/2009	03/22/2011
20,111.00		13,389.00					6,722.00	
		280. EMERSON ELECTRIC CO. PROPERTY TYPE: SECURITIES					08/27/2009	07/20/2011
15,610.00		10,475.00					5,135.00	
		130. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					03/01/2007	01/21/2011
9,526.00		11,317.00					-1,791.00	
		260. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					03/01/2007	03/22/2011
17,533.00		22,633.00					-5,100.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		140. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					03/01/2007	07/20/2011
11,124.00		12,187.00					-1,063.00	
		265. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					03/01/2007	07/21/2011
21,150.00		23,069.00					-1,919.00	
		240. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					03/01/2007	08/26/2011
17,891.00		20,892.00					-3,001.00	
		280. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					03/01/2007	08/26/2011
20,986.00		24,075.00					-3,089.00	
		170. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					03/06/2007	09/07/2011
12,314.00		14,490.00					-2,176.00	
		143. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					03/06/2007	09/09/2011
9,931.00		12,189.00					-2,258.00	
		49. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					03/06/2007	09/09/2011
3,378.00		4,177.00					-799.00	
		524. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					03/06/2007	09/09/2011
36,059.00		44,664.00					-8,605.00	
		249. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					03/06/2007	09/09/2011
17,071.00		21,224.00					-4,153.00	
		155. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					02/01/2011	09/09/2011
10,627.00		10,238.00					389.00	
		65. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES					11/02/2010	09/09/2011
4,456.00		4,237.00					219.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		80. ENSCO INTERNATIONAL PLC ADR PROPERTY TYPE: SECURITIES					04/19/2011	07/20/2011
4,174.00		4,448.00					-274.00	
		240. EXPRESS SCRIPTS PROPERTY TYPE: SECURITIES					01/11/2011	03/22/2011
12,650.00		13,651.00					-1,001.00	
		150. EXPRESS SCRIPTS PROPERTY TYPE: SECURITIES					01/11/2011	07/20/2011
7,876.00		8,532.00					-656.00	
		1600. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					12/10/2008	02/25/2011
136,538.00		127,189.00					9,349.00	
		400. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES					09/30/2010	02/25/2011
34,134.00		24,892.00					9,242.00	
		100000. FFCB DTD 8/15/2008 3.8% 8/15/201 PROPERTY TYPE: SECURITIES					09/04/2008	08/15/2011
100,000.00		101,006.00					-1,006.00	
		390000. FHLB DTD 7/21/2006 5.375% 8/19/2 PROPERTY TYPE: SECURITIES					02/25/2009	03/08/2011
398,990.00		423,979.00					-24,989.00	
		7733.333 ABSOLUTE STRATEGIES FUND-I PROPERTY TYPE: SECURITIES					02/18/2010	03/30/2011
83,597.00		81,355.00					2,242.00	
		160. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					06/18/2008	03/22/2011
18,835.00		16,484.00					2,351.00	
		20. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					06/18/2008	07/20/2011
2,614.00		2,060.00					554.00	
		312. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					06/18/2008	12/07/2011
31,493.00		34,085.00					-2,592.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		240. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					12/20/2010	12/07/2011
24,225.00		26,877.00					-2,652.00	
		43177.893 GLENMEDE FUND INC-INTERNATIONA PROPERTY TYPE: SECURITIES					12/01/1997	08/22/2011
500,000.00		689,171.00					-189171.00	
		46418.675 GLENMEDE FUND INC-INTERNATIONA PROPERTY TYPE: SECURITIES					05/15/1996	12/21/2011
518,961.00		658,743.00					-139782.00	
		6821.282 GLENMEDE FUND INC-ADVISOR SMALL PROPERTY TYPE: SECURITIES					02/22/2006	08/22/2011
100,000.00		128,240.00					-28,240.00	
		16977.929 GLENMEDE FUND INC-US EMERGING PROPERTY TYPE: SECURITIES					02/22/2006	08/22/2011
100,000.00		121,715.00					-21,715.00	
		110. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					01/21/2011	03/22/2011
17,745.00		18,291.00					-546.00	
		70. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					01/21/2011	07/20/2011
9,326.00		11,640.00					-2,314.00	
		855. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					08/18/2009	12/16/2011
77,897.00		137,202.00					-59,305.00	
		380. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					01/21/2011	12/16/2011
34,621.00		59,555.00					-24,934.00	
		120. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					07/19/2011	12/16/2011
10,933.00		15,377.00					-4,444.00	
		400. HALLIBURTON CO. PROPERTY TYPE: SECURITIES					11/23/2010	03/22/2011
18,012.00		14,583.00					3,429.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		260. HALLIBURTON CO. PROPERTY TYPE: SECURITIES					04/07/2010	07/20/2011
14,370.00		8,249.00					6,121.00	
		340. HALLIBURTON CO. PROPERTY TYPE: SECURITIES					04/07/2010	08/04/2011
17,280.00		10,787.00					6,493.00	
		645. HALLIBURTON CO. PROPERTY TYPE: SECURITIES					04/07/2010	08/19/2011
24,525.00		20,463.00					4,062.00	
		450. HEALTH MANAGEMENT CLASS A PROPERTY TYPE: SECURITIES					04/15/2011	07/20/2011
4,626.00		4,690.00					-64.00	
		2956. HEALTH MANAGEMENT CLASS A PROPERTY TYPE: SECURITIES					04/15/2011	08/18/2011
21,593.00		30,539.00					-8,946.00	
		2956. HEALTH MANAGEMENT CLASS A PROPERTY TYPE: SECURITIES					04/18/2011	08/18/2011
21,534.00		30,012.00					-8,478.00	
		2438. HEALTH MANAGEMENT CLASS A PROPERTY TYPE: SECURITIES					04/18/2011	08/18/2011
17,725.00		24,384.00					-6,659.00	
		195000. HEWLETT-PACKARD CO DTD 12/5/2008 PROPERTY TYPE: SECURITIES					01/23/2009	12/07/2011
209,463.00		211,808.00					-2,345.00	
		430. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					05/08/2009	03/22/2011
24,382.00		14,611.00					9,771.00	
		360. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					05/08/2009	07/20/2011
20,610.00		12,233.00					8,377.00	
		250. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES					05/08/2009	12/16/2011
13,292.00		8,489.00					4,803.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		340. J. B. HUNT PROPERTY TYPE: SECURITIES					12/01/2010	03/22/2011
14,688.00		12,801.00					1,887.00	
		180. J. B. HUNT PROPERTY TYPE: SECURITIES					12/01/2010	07/20/2011
8,487.00		6,777.00					1,710.00	
		220. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES					07/02/2010	03/22/2011
15,349.00		18,052.00					-2,703.00	
		28. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES					12/12/2007	04/05/2011
2,120.00		2,830.00					-710.00	
		10. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES					07/02/2010	04/05/2011
757.00		796.00					-39.00	
		292. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES					12/12/2007	04/05/2011
22,099.00		29,508.00					-7,409.00	
		110. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES					12/12/2007	07/20/2011
10,185.00		11,116.00					-931.00	
		1545. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES					12/12/2007	12/16/2011
78,565.00		137,710.00					-59,145.00	
		350. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					03/19/2010	03/22/2011
19,145.00		16,517.00					2,628.00	
		1235. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					09/24/2010	07/20/2011
69,690.00		59,296.00					10,394.00	
		1860. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					03/19/2010	07/20/2011
104,958.00		87,775.00					17,183.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		7105. INTEL CORP. PROPERTY TYPE: SECURITIES					03/23/2010	02/09/2011
152,257.00		160,343.00					-8,086.00	
		4215. INTEL CORP. PROPERTY TYPE: SECURITIES					03/23/2010	02/11/2011
91,698.00		95,122.00					-3,424.00	
		560. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					04/07/2010	03/22/2011
25,424.00		25,508.00					-84.00	
		380. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					12/01/1997	07/20/2011
15,572.00		12,318.00					3,254.00	
		4535. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					12/01/1997	12/07/2011
153,188.00		135,579.00					17,609.00	
		360. KELLOGG CO. PROPERTY TYPE: SECURITIES					03/31/2009	03/22/2011
19,437.00		13,245.00					6,192.00	
		160. KELLOGG CO. PROPERTY TYPE: SECURITIES					03/31/2009	07/20/2011
8,843.00		5,887.00					2,956.00	
		3030. KELLOGG CO. PROPERTY TYPE: SECURITIES					03/31/2009	12/01/2011
148,526.00		114,254.00					34,272.00	
		200. LABORATORY CORP OF AMERICAN HLDGS PROPERTY TYPE: SECURITIES					04/30/2008	03/22/2011
17,460.00		15,212.00					2,248.00	
		160. LABORATORY CORP OF AMERICAN HLDGS PROPERTY TYPE: SECURITIES					04/30/2008	07/20/2011
15,398.00		12,170.00					3,228.00	
		205. LAM RESEARCH CORP PROPERTY TYPE: SECURITIES					03/31/2009	01/04/2011
10,069.00		4,682.00					5,387.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		628. LAM RESEARCH CORP PROPERTY TYPE: SECURITIES					03/31/2009	01/07/2011
29,661.00		14,344.00					15,317.00	
		1117. LAM RESEARCH CORP PROPERTY TYPE: SECURITIES					03/31/2009	01/07/2011
52,365.00		25,513.00					26,852.00	
		303. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					11/22/2006	03/01/2011
6,881.00		3,789.00					3,092.00	
		180. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					11/22/2006	03/01/2011
4,052.00		2,251.00					1,801.00	
		292. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					11/22/2006	03/01/2011
6,560.00		3,652.00					2,908.00	
		625. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					11/22/2006	03/01/2011
13,981.00		7,816.00					6,165.00	
		720. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					11/22/2006	03/22/2011
17,654.00		9,004.00					8,650.00	
		440. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					11/22/2006	07/20/2011
9,231.00		5,043.00					4,188.00	
		165. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					01/20/2011	11/28/2011
1,738.00		3,206.00					-1,468.00	
		769. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					08/04/2011	11/28/2011
8,101.00		12,260.00					-4,159.00	
		2931. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					03/31/2009	11/28/2011
30,895.00		25,302.00					5,593.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		281. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					08/04/2011	11/28/2011
2,962.00		4,480.00					-1,518.00	
		2774. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES					03/31/2009	11/28/2011
28,803.00		18,740.00					10,063.00	
		365. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					03/31/2009	01/21/2011
13,705.00		8,392.00					5,313.00	
		580. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					03/31/2009	02/23/2011
21,788.00		13,335.00					8,453.00	
		400. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					03/31/2009	03/22/2011
15,432.00		9,197.00					6,235.00	
		200. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					03/31/2009	07/20/2011
8,608.00		4,598.00					4,010.00	
		257. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					06/24/2011	08/18/2011
9,749.00		10,221.00					-472.00	
		23. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					06/24/2011	08/18/2011
872.00		915.00					-43.00	
		27. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					03/31/2009	08/18/2011
1,023.00		621.00					402.00	
		220. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					03/31/2009	08/18/2011
8,295.00		5,058.00					3,237.00	
		2053. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					03/31/2009	08/18/2011
77,220.00		47,202.00					30,018.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		735. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					03/31/2009	08/18/2011
27,416.00		16,899.00					10,517.00	
		295. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES					11/18/2010	08/18/2011
11,004.00		10,377.00					627.00	
		1635. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					05/04/2009	01/11/2011
46,008.00		33,189.00					12,819.00	
		740. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					05/04/2009	03/22/2011
18,736.00		15,021.00					3,715.00	
		234. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					05/04/2009	06/17/2011
5,637.00		4,750.00					887.00	
		130. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					05/04/2009	06/17/2011
3,129.00		2,639.00					490.00	
		1196. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					05/04/2009	06/17/2011
28,670.00		24,256.00					4,414.00	
		480. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					05/04/2009	06/24/2011
11,621.00		9,716.00					1,905.00	
		220. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					05/04/2009	07/20/2011
5,942.00		4,453.00					1,489.00	
		400. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					10/07/2011	12/16/2011
10,336.00		10,575.00					-239.00	
		270. MICROCHIP TECHNOLOGY INC. PROPERTY TYPE: SECURITIES					01/07/2011	03/22/2011
9,728.00		9,415.00					313.00	

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		150. MICROCHIP TECHNOLOGY INC. PROPERTY TYPE: SECURITIES					01/07/2011	07/20/2011
4,896.00		5,230.00					-334.00	
		250. MICROCHIP TECHNOLOGY INC. PROPERTY TYPE: SECURITIES					01/07/2011	12/16/2011
8,641.00		8,717.00					-76.00	
		140000. MORGAN STANLEY FDIC DTD 12/2/200 PROPERTY TYPE: SECURITIES					01/23/2009	03/08/2011
143,023.00		145,300.00					-2,277.00	
		173. NORDSTROM INC. PROPERTY TYPE: SECURITIES					10/15/2009	02/14/2011
7,921.00		5,931.00					1,990.00	
		1875. NORDSTROM INC. PROPERTY TYPE: SECURITIES					10/15/2009	02/14/2011
85,657.00		64,279.00					21,378.00	
		805. NORDSTROM INC. PROPERTY TYPE: SECURITIES					10/22/2010	02/14/2011
36,831.00		30,137.00					6,694.00	
		502. NORDSTROM INC. PROPERTY TYPE: SECURITIES					10/15/2009	02/14/2011
22,968.00		17,210.00					5,758.00	
		110. NUCOR CORP. PROPERTY TYPE: SECURITIES					06/28/2011	07/20/2011
4,379.00		4,359.00					20.00	
		1950. NUCOR CORP. PROPERTY TYPE: SECURITIES					06/28/2011	08/17/2011
65,980.00		77,280.00					-11,300.00	
		160. OCCIDENTAL PETROLEUM CORP. PROPERTY TYPE: SECURITIES					02/25/2011	03/22/2011
16,025.00		16,496.00					-471.00	
		70. OCCIDENTAL PETROLEUM CORP. PROPERTY TYPE: SECURITIES					02/25/2011	07/20/2011
7,442.00		7,217.00					225.00	

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		100. OCCIDENTAL PETROLEUM CORP. PROPERTY TYPE: SECURITIES					02/25/2011	12/16/2011
8,842.00		10,310.00					-1,468.00	
		360. OMNICOM GROUP PROPERTY TYPE: SECURITIES					03/31/2009	03/22/2011
17,163.00		8,455.00					8,708.00	
		170. OMNICOM GROUP PROPERTY TYPE: SECURITIES					03/31/2009	07/20/2011
8,176.00		3,993.00					4,183.00	
		240. OMNICOM GROUP PROPERTY TYPE: SECURITIES					04/19/2011	12/16/2011
10,049.00		11,178.00					-1,129.00	
		50. OMNICOM GROUP PROPERTY TYPE: SECURITIES					06/24/2011	12/16/2011
2,093.00		2,309.00					-216.00	
		680. ORACLE SYSTEMS PROPERTY TYPE: SECURITIES					03/31/2009	02/01/2011
22,493.00		12,319.00					10,174.00	
		830. ORACLE SYSTEMS PROPERTY TYPE: SECURITIES					03/31/2009	03/22/2011
25,945.00		15,037.00					10,908.00	
		460. ORACLE SYSTEMS PROPERTY TYPE: SECURITIES					03/31/2009	07/20/2011
14,752.00		8,334.00					6,418.00	
		200. ORACLE SYSTEMS PROPERTY TYPE: SECURITIES					09/30/2010	12/16/2011
5,882.00		5,422.00					460.00	
		100. PARKER-HANNIFIN CORP. PROPERTY TYPE: SECURITIES					07/20/2011	12/16/2011
7,594.00		8,718.00					-1,124.00	
		150000. PEPSICO INC DTD 5/21/2007 5.15% PROPERTY TYPE: SECURITIES					06/18/2007	02/03/2011
158,111.00		147,261.00					10,850.00	

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		440. PHILIP MORRIS INTERNATIONAL PROPERTY TYPE: SECURITIES					11/11/2010	03/22/2011
27,799.00		26,258.00					1,541.00	
		260. PHILIP MORRIS INTERNATIONAL PROPERTY TYPE: SECURITIES					11/11/2010	07/20/2011
17,763.00		15,516.00					2,247.00	
		510. PHILIP MORRIS INTERNATIONAL PROPERTY TYPE: SECURITIES					11/11/2010	08/30/2011
35,679.00		30,435.00					5,244.00	
		185. PHILIP MORRIS INTERNATIONAL PROPERTY TYPE: SECURITIES					11/11/2010	12/16/2011
13,993.00		11,040.00					2,953.00	
		150. PRAXAIR INC. PROPERTY TYPE: SECURITIES					02/04/2011	03/22/2011
14,610.00		14,265.00					345.00	
		25. PRAXAIR INC. PROPERTY TYPE: SECURITIES					02/04/2011	06/07/2011
2,507.00		2,377.00					130.00	
		1255. PRAXAIR INC. PROPERTY TYPE: SECURITIES					10/08/2010	06/07/2011
125,834.00		113,690.00					12,144.00	
		120. PRECISION CASTPARTS CORP PROPERTY TYPE: SECURITIES					08/27/2009	01/11/2011
16,982.00		11,740.00					5,242.00	
		410. PRECISION CASTPARTS CORP PROPERTY TYPE: SECURITIES					08/05/2009	01/21/2011
58,367.00		39,111.00					19,256.00	
		110. PRECISION CASTPARTS CORP PROPERTY TYPE: SECURITIES					08/05/2009	03/22/2011
15,566.00		8,932.00					6,634.00	
		60. PRECISION CASTPARTS CORP PROPERTY TYPE: SECURITIES					08/05/2009	07/20/2011
9,753.00		4,872.00					4,881.00	

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		890. PROGRESSIVE CORP OHIO PROPERTY TYPE: SECURITIES					11/19/2010	03/22/2011
18,583.00		17,990.00					593.00	
		10. PROGRESSIVE CORP OHIO PROPERTY TYPE: SECURITIES					04/07/2010	03/22/2011
209.00		196.00					13.00	
		540. PROGRESSIVE CORP OHIO PROPERTY TYPE: SECURITIES					04/07/2010	07/20/2011
10,870.00		10,555.00					315.00	
		290. QUALCOMM CORP. PROPERTY TYPE: SECURITIES					02/09/2011	03/22/2011
15,318.00		16,264.00					-946.00	
		190. QUALCOMM CORP. PROPERTY TYPE: SECURITIES					06/01/2011	07/20/2011
10,900.00		11,110.00					-210.00	
		215. QUALCOMM CORP. PROPERTY TYPE: SECURITIES					06/01/2011	12/16/2011
11,369.00		12,572.00					-1,203.00	
		230. ROCKWELL COLLINS INC. PROPERTY TYPE: SECURITIES					01/21/2011	03/22/2011
14,614.00		14,663.00					-49.00	
		280. ROCKWELL COLLINS INC. PROPERTY TYPE: SECURITIES					01/21/2011	06/28/2011
16,917.00		17,848.00					-931.00	
		90. ROCKWELL COLLINS INC. PROPERTY TYPE: SECURITIES					01/21/2011	07/20/2011
5,322.00		5,737.00					-415.00	
		145. ROCKWELL COLLINS INC. PROPERTY TYPE: SECURITIES					01/21/2011	12/16/2011
7,711.00		9,243.00					-1,532.00	
		550. SEI INVESTMENTS CO PROPERTY TYPE: SECURITIES					01/15/2010	03/22/2011
12,457.00		10,824.00					1,633.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1896. SEI INVESTMENTS CO PROPERTY TYPE: SECURITIES					01/15/2010	04/20/2011
43,084.00		37,291.00					5,793.00	
		2989. SEI INVESTMENTS CO PROPERTY TYPE: SECURITIES					01/15/2010	04/20/2011
67,823.00		58,672.00					9,151.00	
		360. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES					04/07/2010	03/22/2011
31,874.00		23,820.00					8,054.00	
		150. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES					04/07/2010	06/28/2011
12,634.00		9,925.00					2,709.00	
		140. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES					04/07/2010	07/20/2011
12,369.00		9,263.00					3,106.00	
		1140. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES					04/07/2010	03/22/2011
20,132.00		22,209.00					-2,077.00	
		650. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES					06/07/2011	07/20/2011
9,893.00		10,537.00					-644.00	
		375. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES					06/07/2011	12/07/2011
4,579.00		6,079.00					-1,500.00	
		3286. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES					04/07/2010	12/07/2011
40,124.00		63,955.00					-23,831.00	
		6774. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES					04/07/2010	12/16/2011
72,887.00		107,830.00					-34,943.00	
		105. SIGMA-ALDRICH CORP. PROPERTY TYPE: SECURITIES					02/09/2011	03/22/2011
6,610.00		6,443.00					167.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		95. SIGMA-ALDRICH CORP. PROPERTY TYPE: SECURITIES					10/22/2010	03/22/2011
5,980.00		5,902.00					78.00	
		90. SIGMA-ALDRICH CORP. PROPERTY TYPE: SECURITIES					02/09/2011	07/20/2011
6,562.00		5,522.00					1,040.00	
		15. SIGMA-ALDRICH CORP. PROPERTY TYPE: SECURITIES					02/09/2011	08/17/2011
945.00		920.00					25.00	
		485. SIGMA-ALDRICH CORP. PROPERTY TYPE: SECURITIES					09/30/2010	08/17/2011
30,541.00		29,654.00					887.00	
		390. SYSCO CORP PROPERTY TYPE: SECURITIES					12/07/2009	02/01/2011
11,398.00		11,107.00					291.00	
		2096. SYSCO CORP PROPERTY TYPE: SECURITIES					10/21/2009	02/17/2011
59,265.00		57,864.00					1,401.00	
		2119. SYSCO CORP PROPERTY TYPE: SECURITIES					10/21/2009	02/17/2011
59,854.00		58,082.00					1,772.00	
		3348.962 THORNBURG INTL VALUE FD-I PROPERTY TYPE: SECURITIES					03/30/2011	12/21/2011
81,279.00		100,000.00					-18,721.00	
		32918.455 THORNBURG INTL VALUE FD-I PROPERTY TYPE: SECURITIES					10/19/2009	12/21/2011
798,931.00		845,017.00					-46,086.00	
		510. U S BANCORP PROPERTY TYPE: SECURITIES					03/31/2009	03/22/2011
13,530.00		7,428.00					6,102.00	
		370. U S BANCORP PROPERTY TYPE: SECURITIES					03/31/2009	07/20/2011
9,779.00		5,389.00					4,390.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		. U.S. COMMODITY INDEX FUND LP PROPERTY TYPE: SECURITIES						12/31/2011
		125,230.00					-125230.00	
		40000. US TREASURY N/B DTD 2/15/2001 5% PROPERTY TYPE: SECURITIES					02/25/2010	02/15/2011
40,000.00		41,792.00					-1,792.00	
		150000. US TREASURY N/B DTD 6/30/2006 5. PROPERTY TYPE: SECURITIES					06/15/2007	05/18/2011
150,884.00		150,229.00					655.00	
		150000. US TREASURY N/B DTD 11/30/2006 4 PROPERTY TYPE: SECURITIES					01/23/2009	11/30/2011
150,000.00		164,174.00					-14,174.00	
		5615.066 VAN ECK GLOBAL HARD ASSETS -I PROPERTY TYPE: SECURITIES					02/18/2010	03/31/2011
325,000.00		238,360.00					86,640.00	
		6135.53 VAN ECK GLOBAL HARD ASSETS -I PROPERTY TYPE: SECURITIES					02/18/2010	05/10/2011
338,252.00		260,453.00					77,799.00	
		49.175 VAN ECK GLOBAL HARD ASSETS -I PROPERTY TYPE: SECURITIES					12/21/2010	05/10/2011
2,711.00		2,585.00					126.00	
		235. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES					05/15/2008	01/21/2011
16,782.00		10,819.00					5,963.00	
		175. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES					05/15/2008	01/26/2011
12,545.00		8,057.00					4,488.00	
		300. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES					05/15/2008	03/22/2011
19,813.00		13,812.00					6,001.00	
		260. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES					05/15/2008	04/07/2011
17,839.00		11,970.00					5,869.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		140. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES					05/15/2008	07/20/2011
9,835.00		6,446.00					3,389.00	
		175. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES					05/15/2008	12/16/2011
11,054.00		8,057.00					2,997.00	
		220. WALGREEN CO. PROPERTY TYPE: SECURITIES					02/17/2011	07/20/2011
9,191.00		9,441.00					-250.00	
		1251. WALGREEN CO. PROPERTY TYPE: SECURITIES					02/17/2011	12/20/2011
40,983.00		53,175.00					-12,192.00	
		350. WATERS CORP PROPERTY TYPE: SECURITIES					12/12/2007	03/04/2011
30,293.00		27,820.00					2,473.00	
		260. WATERS CORP PROPERTY TYPE: SECURITIES					03/07/2007	03/22/2011
22,063.00		17,018.00					5,045.00	
		160. WATERS CORP PROPERTY TYPE: SECURITIES					03/07/2007	07/20/2011
15,440.00		8,692.00					6,748.00	
		125. WATERS CORP PROPERTY TYPE: SECURITIES					10/08/2010	12/16/2011
8,906.00		8,861.00					45.00	
		300. WELLS FARGO CO PROPERTY TYPE: SECURITIES					12/07/2011	12/16/2011
7,767.00		8,102.00					-335.00	
		200000. WELLS FARGO & COMPANY DTD 1/31/2 PROPERTY TYPE: SECURITIES					06/30/2010	06/03/2011
210,704.00		211,278.00					-574.00	
		12700. WISDOMTREE JAPAN HEDGED EQUITY FD PROPERTY TYPE: SECURITIES					03/22/2011	12/21/2011
395,216.00		467,471.00					-72,255.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		340. YUM BRANDS INC PROPERTY TYPE: SECURITIES					12/08/2010	03/22/2011
17,207.00		17,093.00					114.00	
		230. YUM BRANDS INC PROPERTY TYPE: SECURITIES					12/08/2010	07/20/2011
12,505.00		11,563.00					942.00	
		150. YUM BRANDS INC PROPERTY TYPE: SECURITIES					08/16/2011	12/16/2011
8,634.00		7,673.00					961.00	
		350. ACCENTURE PLC PROPERTY TYPE: SECURITIES					03/31/2009	03/22/2011
17,622.00		9,660.00					7,962.00	
		440. ACCENTURE PLC PROPERTY TYPE: SECURITIES					03/31/2009	06/17/2011
23,678.00		12,144.00					11,534.00	
		130. ACCENTURE PLC PROPERTY TYPE: SECURITIES					03/31/2009	07/20/2011
7,981.00		3,588.00					4,393.00	
		220. COOPER INDUSTRIES PLC CL A PROPERTY TYPE: SECURITIES					10/21/2009	01/11/2011
13,204.00		8,769.00					4,435.00	
		985. COOPER INDUSTRIES PLC CL A PROPERTY TYPE: SECURITIES					10/15/2009	01/21/2011
59,056.00		38,974.00					20,082.00	
		230. COOPER INDUSTRIES PLC CL A PROPERTY TYPE: SECURITIES					10/15/2009	03/22/2011
14,616.00		8,931.00					5,685.00	
		150. COOPER INDUSTRIES PLC CL A PROPERTY TYPE: SECURITIES					07/20/2011	07/20/2011
8,836.00		8,848.00					-12.00	
		25498.99 CVI SPECIALIZED VENTURES FUND B PROPERTY TYPE: SECURITIES					01/01/1988	04/27/2011
25,499.00		25,499.00						

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25497.2 CVI SPECIALIZED VENTURES FUND B PROPERTY TYPE: SECURITIES					01/01/1988	10/27/2011
25,497.00		25,497.00						
		280. AVAGO TECHNOLOGIES LTD PROPERTY TYPE: SECURITIES					02/11/2011	03/22/2011
8,646.00		9,314.00					-668.00	
		2500. AVAGO TECHNOLOGIES LTD PROPERTY TYPE: SECURITIES					02/11/2011	12/16/2011
72,162.00		81,885.00					-9,723.00	
		120. AVAGO TECHNOLOGIES LTD PROPERTY TYPE: SECURITIES					07/20/2011	12/16/2011
3,464.00		4,345.00					-881.00	
TOTAL GAIN(LOSS)							160,681.	

SUMMARY OF GAIN/LOSS

11,526,184.00		11,365,503.00	-0-	-0-	-0-	160,681.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: THE GLENMEDE TRUST CO., N.A.

ADDRESS: 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

TELEPHONE NUMBER: (215)419-6000

RICHARD C. VON HESS FOUNDATION
TAX YEAR ENDING 12/31/2011
E.I.N.: 23-6962077
FORM 990-PF

ATTACHMENTS PAGE 6

PART VIII LIST OF OFFICERS, DIRECTORS, TRUSTEES, ETC.

NAME AND ADDRESS	TITLE	AVERAGE HOURS PER WEEK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCT	TOTAL
1. ANNE GENTER THE RICHARD C. VON HESS FOUNDATION C/O THE GLENMEDE TRUST COMPANY, N.A. 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	TRUSTEE	1/4 HR/WK	3,000	-0-	-0-	3,000
2. WARREN A. REINTZEL, ESQUIRE THE RICHARD C. VON HESS FOUNDATION C/O THE GLENMEDE TRUST COMPANY, N.A. 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	TRUSTEE	1/4 HR/WK	4,000	-0-	-0-	4,000
3. THOMAS HILLS COOK THE RICHARD C. VON HESS FOUNDATION C/O THE GLENMEDE TRUST COMPANY, N.A. 1650 MARKET STREET, SUITE 1200 PHILADELPHIA, PA 19103-7391	MANAGING TRUSTEE	FULL-TIME	93,169	-0-	-0-	93,169
TOTAL			100,169	-0-	0	100,169

PART IX-A SUMMARY OF DIRECT CHARITABLE ACTIVITIES

The Foundation was created to assist the work of Wright's Ferry Mansion, an historic 18th century house museum in Columbia, Pennsylvania, operated by the Von Hess Foundation, a Section 501 © (3) exempt charitable private operating foundation, as well as to further art education and other charitable purposes. During 2011, the Foundation did not acquire any additional museum objects. The Foundation's existing museum collection is on loan for public display at Wright's Ferry Mansion.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME:
GLENMEDE TRUST COMPANY, N.A.
ADDRESS:
1650 MARKET ST., SUITE 1200
PHILADELPHIA, PA
COMPENSATION .... 102,534.
COMPENSATION EXPLANATION:
INVESTMENT MANAGEMENT FEE & TAX PREPARATION FEE

TOTAL COMPENSATION: 102,534.

The Richard C. Von Hess Foundation
Account # 0262-02-4/0
EIN: 23-6962077
Tax Year Ending 12/31/2011
Form 990-PF PART XV, PAGE 11, LINE 3A

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
1	**Fine Arts Museum of San Francisco** San Francisco, CA To Support the Exhibit "Golden: Dutch and Flemish Masterworks from the Rose-Marie & Eijk van Otterloo Collection"	75,000.00	3/23/2011
2	**The University of the Arts** Philadelphia, PA Richard C. von Hess Scholarship (2010-2012 Three Year Term Renewed). Usually paid in the second quarter.	12,192.00	4/6/2011
3	**The University of the Arts** Philadelphia, PA Richard C. von Hess Travel Fellowship (2010-2012 Three Year Term Renewed). Usually paid in the second quarter.	6,000.00	4/6/2011
4	**The University of the Arts** Philadelphia, PA Richard C. von Hess Faculty Prize (2010-2012 Three Year Term Renewed). Usually paid in the second quarter.	5,000.00	4/6/2011
5	**The University of the Arts** Philadelphia, PA Ted Carey Prize (2010-2012 Three Year Term Renewed). Usually paid in the second quarter.	5,000.00	4/6/2011

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
6	**The University of the Arts** Philadelphia, PA Borowsky Center Artists in Residence Program (2010-2012 Three Year Term Renewed). Usually paid in the second quarter.	12,000.00	4/6/2011
7	**The University of the Arts** Philadelphia, PA Museum Internships - The Baltimore Museum of Art ($7,000), The Walters Art Gallery ($7,000) and The Isabella Stewart Gardner Museum of Art ($9,000) (2010-2012 Three Year Term Renewed). Usually paid in the second quarter.	23,000.00	4/6/2011
8	**Pennsylvania Academy of the Fine Arts** Philadelphia, PA For the Richard C. von Hess Memorial Scholarship and Travel Award	32,210.00	5/6/2011
9	**The Baltimore Museum of Art** Baltimore, MD To support the conservation and installation of six pieces of stained glass in the Jacobs Wing	19,185.00	6/22/2011

The Richard C. Von Hess Foundation
Account # 0262-02-4/0
EIN: 23-6962077
Tax Year Ending 12/31/2011
Form 990-PF PART XV, PAGE 11, LINE 3A

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
10	**Lancaster County Historical Society** Lancaster, PA To partially support the acquisition of a painting of George Washington by Jacob Eicholtz	3,250.00	6/22/2011
11	**Lancaster General Hospital** Lancaster, PA To partially support the "Music and the Brain: A Conference-Concert" symposium on October 25, 26 2011	10,000.00	6/22/2011
12	**The Philadelphia Museum of Art** Philadelphia, PA In support of the publication "An Eakins Masterpiece Restored: Seeing 'The Gross Clinic' Anew"	41,200.00	6/22/2011
13	**Tudor Place Foundation, Inc.** Washington, District of Columbia To support the conservation of a wax and shell tableau given to Martha Washington by Samuel Fraunces in 1783	18,700.00	6/22/2011
14	**Westmoreland Museum of Art** Greensburg, PA To support the exhibition "The Tides of Provincetown: Pivotal Years in America's Oldest Continuous Art Colony, 1899-2011"	20,000.00	6/22/2011

The Richard C. Von Hess Foundation
Account # 0262-02-4/0
EIN: 23-6962077
Tax Year Ending 12/31/2011
Form 990-PF PART XV, PAGE 11, LINE 3A

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
15	**Carnegie Museum of Art** Pittsburgh, PA For support of the decorative arts exhibit "Inventing the Modern Worlds: Decorative Arts at the Worlds' Fairs, 1851-1939"	37,500.00	7/14/2011
16	**Peabody Essex Museum** Salem, MA For the exhibition and publication relating to the exhibit of Dutch and Flemish Masterworks	150,000.00	7/14/2011
17	**Pennsylvania Academy of the Fine Arts** Philadelphia, PA For Phase II of the Cast Hall Restoration Projection for Additional Restoration and Cleaning of Certain Pieces (Including Labor and Supplies)	51,500.00	7/14/2011
18	**The Frick Art & Historical Center** Pitssburgh, PA Underwriting of the Walter Gay Exhibit in 2012	100,000.00	8/12/2011
19	**Demuth Foundation** Lancaster, PA Expenses for Derek Gillman to speak at the museum	2,017.93	10/4/2011

STATEMENT 6

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
20	**Colonial Williamsburg Foundation** Williamsburg, VA To support historic paint analysis	45,000.00	10/12/2011
21	**Evergreen Museum & Library** Baltimore, MD Acquisition of rare Alix Ayme painting	16,000.00	10/12/2011
22	**Lancaster County Historical Society** Lancaster, PA For the Decorative Arts Center's Collections Processing & Storage Facility, and Collections Display Space	65,787.00	10/18/2011
23	**Isabella Stewart Gardner Museum** Boston, MA Completion of attribution research for a Velazquez portrait of "King Philip IV of Spain," investigation into the conservation treatment for and attribution of Bellini's "Christ Carrying the Cross," and a catalogue accompanying "Anders Zoen" exhibit	75,000.00	12/15/2011
24	**Lancaster County Historical Society** Lancaster, PA To support the inaugural exhibition "County, Commonwealth, and Country", to be presented in 2013	123,750.00	12/15/2011

The Richard C. Von Hess Foundation
Account # 0262-02-4/0
EIN: 23-6962077
Tax Year Ending 12/31/2011
Form 990-PF PART XV, PAGE 11, LINE 3A

No.	Grantee Organization and Project Description	Grant Amount	Payment Date
25	**Lancaster Museum of Art** Lancaster, PA To underwrite the cost of producing the catalog for the exhibit "Lancaster Collects", to be held Sept. 25 - Nov. 25, 2012	30,000.00	12/15/2011
26	**Pennsylvania College of Art & Design** Lancaster, PA To support the "Reflections" exhibit and its complementary educational and promotional programs	18,600.00	12/15/2011
27	**Pennsylvania Historical Commission - Lancaster Valley Museum** Lancaster, PA To support an exhibit and related programs on Lancaster County Long Rifles, which opens March 2012	25,000.00	12/15/2011
28	**Walters Art Museum** Baltimore, MD To support the exhibit "Revealing the African Presence in Renaissance Europe"	100,000.00	12/15/2011
	Grand Totals	1,122,891.93	

THE RICHARD C. VON HESS FOUNDATION
ACCOUNT #0262-02-4/0
E.I.N. 23-6962077
TAX YEAR ENDING 12/31/2011

Supplemental Schedule of Information

ATTACHMENTS PAGE 9 FORM 990-PF
PART XIII, UNDISTRIBUTED INCOME, LINE 4c

ELECTION UNDER IRC REG. SEC. 53.4942(a)-3(d)(2)

In accordance with Regulation Section 53.4942(a)-3(d)(2), The Richard C. Von Hess Foundation hereby elects to treat the trust's qualifying distributions for the year ending December 31, 2011 in the amount of $262,223, to have been distributed out of corpus.

Thomas Hills Cook
(Signature)

MANAGING TRUSTEE
Title

THOMAS HILLS COOK
(Print Name)

Form **8868**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

COPY

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions

Name of exempt organization or other filer, see instructions.
THE RICHARD C VON HESS FOUNDATION
0262-02-4/0

Employer identification number (EIN) or
[X] 23-6962077

Number, street, and room or suite no. If a P.O. box, see instructions.
GLENMEDE TRUST COMPANY, 1650 MARKET STREET

Social security number (SSN)
[ ]

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
PHILADELPHIA, PA 19103-7391

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE GLENMEDE TRUST CO., N.A.

Telephone No. ▶ (215)419-6000 FAX No. ▶ 215-640-3763

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15 , 20 12 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 20 11 or
▶ [ ] tax year beginning ____________ , 20 ___ , and ending ____________ , 20 ___ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 8,870.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 25,337.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ -0-

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

COPY

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions.

THE RICHARD C VON HESS FOUNDATION

0262-02-4/0

Enter filer's identifying number, see instructions

Employer identification number (EIN) or [X] 23-6962077

Social security number (SSN) [ ]

Number, street, and room or suite no. If a P.O. box, see instructions.

GLENMEDE TRUST COMPANY, 1650 MARKET STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

PHILADELPHIA, PA 19103-7391

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

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  Telephone No. ▶ (215)419-6000 FAX No. ▶ 215-640-3763

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15 , 20 12 .

5 For calendar year 2011 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFO NECESSARY TO FILE AN ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 8,870.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 25,337.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ —

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

The Glenmede Trust Co., N.A.

Signature ▶ By: Thomas X. McCaffery Title ▶ Tax Prep. / V.P. Date ▶ 8/14/12

Form 8868 (Rev 1-2012)

THE GLENMEDE TRUST COMPANY, N.A.

1650 MARKET STREET, SUITE 1200

PHILADELPHIA, PA 19103-7391