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

OMB No. 1545-0052

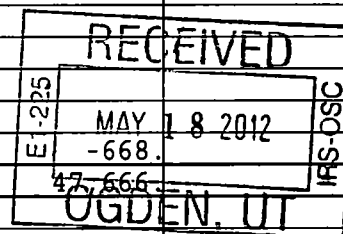
2011

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

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

Name of foundation KH DOMINION FOUNDATION 5507-21-4/0		A Employer identification number 27-6973048						
Number and street (or P.O. box number if mail is not delivered to street address) C/O GLENMEDE TRUST CO., N.A., 1650 MARKET		B Telephone number (see instructions) (215) 419-6000						
Room/suite 1200								
City or town, state, and ZIP code PHILADELPHIA, PA 19103-7391								
Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,601,419.								
Accounting method: ☒ 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)
1 Contributions, gifts, grants, etc., received (attach schedule)		5,630,000.			
2 Check ☐ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		34.	28.	N/A	
4 Dividends and interest from securities		47,857.	48,306.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-5,034.			
b Gross sales price for all assets on line 6a		200,169.			
7 Capital gain net income (from Part IV, line 2)			-0-		
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)		-668.			
12 Total. Add lines 1 through 11		5,672,189.			
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)		10,530.	NONE	NONE	10,530.
b Accounting fees (attach schedule)		3,500.	NONE	NONE	3,500.
c Other professional fees (attach schedule)		5,754.	4,315.		1,439.
17 Interest					
18 Taxes (attach schedule) (see instructions)		520.			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT. 2		1,395.			1,395.
24 Total operating and administrative expenses. Add lines 13 through 23		21,699.	4,315.	NONE	16,864.
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements. Add lines 24 and 25		21,699.	4,315.	NONE	16,864.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		5,650,490.			
b Net investment income (if negative, enter -0-)			43,351.		
c Adjusted net income (if negative, enter -0-)				N/A	



2012

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			16,001.	16,001.
	2	Savings and temporary cash investments	1,000,000.	4,083,339.	4,083,339.	
	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) .				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)		2,558,884.	2,502,079.	
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,000,000.	6,658,224.	6,601,419.		
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 ▶)				
23	Total liabilities (add lines 17 through 22)					
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. ☒					
	27	Capital stock, trust principal, or current funds	1,000,000.	6,658,224.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .				
	30	Total net assets or fund balances (see instructions)	1,000,000.	6,658,224.		
31	Total liabilities and net assets/fund balances (see instructions)	1,000,000.	6,658,224.			

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	1,000,000.
2	Enter amount from Part I, line 27a	2	5,650,490.
3	Other increases not included in line 2 (itemize) ▶ <u>SEE SCHEDULE ATTACHED</u>	3	7,734.
4	Add lines 1, 2, and 3	4	6,658,224.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,658,224.

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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	VARIOUS
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 183,478.		205,203.	-21,725.		
b 16,691.		-0-	16,691.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			-21,725.		
b			16,691.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-5,034.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	NONE	985,000.	NONE
2009			
2008			
2007			
2006			
2 Total of line 1, column (d)			NONE
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			NONE
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			3,862,463.
5 Multiply line 4 by line 3			NONE
6 Enter 1% of net investment income (1% of Part I, line 27b)			434.
7 Add lines 5 and 6			434.
8 Enter qualifying distributions from Part XII, line 4			16,864.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	434.
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	434.
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	434.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	520.	
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	520.	
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	86.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☒ 86. Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SEE STATEMENT 4</u> Telephone no. <u></u> Located at <u></u> ZIP + 4 <u></u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <u></u> Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	N/A
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? <u></u>	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 <u></u>		
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) <u></u>	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. <u></u>		
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.) <u></u>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <u></u>	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? <u></u>	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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/AOrganizations 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? ☐ Yes ☒ No **N/A**
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** ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No **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 5		- 0 -	- 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**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
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 <u>N/A</u>	
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 <u>NONE</u>	
2	
All other program-related investments. See instructions.	
3 <u>NONE</u>	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,387,398.
b	Average of monthly cash balances	1b	2,533,884.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,921,282.
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	3,921,282.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	58,819.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,862,463.
6	Minimum investment return. Enter 5% of line 5	6	193,123.

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	193,123.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	434.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	434.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	192,689.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	192,689.
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	192,689.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	16,864.
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	16,864.
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	434.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,430.

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				192,689.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			405.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	NONE			
e From 2010	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 16,864.				
a Applied to 2010, but not more than line 2a			405.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				16,459.
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).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
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				176,230.
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	NONE			
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	NONE			

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			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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).)

KATHRYN S. HEAD

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

NONE

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

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

a The name, address, and telephone number 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year NONE				
Total			3a	-0-
b Approved for future payment NONE				
Total			3b	-0-

Form **990-PF** (2011)

Schedule of Contributors

OMB No. 1545-0047

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

2011

Name of the organization

Employer identification number

KH DOMINION FOUNDATION 5507-21-4/0

27-6973048

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization KH DOMINION FOUNDATION 5507-21-4/0	Employer identification number 27-6973048
--	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	SEE SCHEDULE ATTACHED	\$ 2,250,000.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	SEE SCHEDULE ATTACHED	\$ 3,380,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer Identification number

27-6973048

Part II

[illegible]

KH DOMINION FOUNDATION
ACCOUNT #5507-21-4/0
EIN: 27-6973048
TAX YEAR ENDING 12/31/11

ATTACHMENTS PAGE 1 FORM 990-PF AND SCHEDULE B
PART I ANALYSIS OF REVENUE AND EXPENSES

REVENUE:

LINE 1 CONTRIBUTIONS - RECEIVED
FROM THE FOLLOWING:

1. FROM KATHRYN S. HEAD
C/O THE GLENMEDE TRUST COMPANY, N.A.
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

COLUMN A	COLUMN B	COLUMN D
5,630,000.00		

COMPOSED OF:

RECEIVED 12/29/2011

150,000	UNITS	MIDDLESEX CNTY DTD 1/14/2006 4% 1/1/2012	152,488.50	150,000.00
250,000	UNITS	MOORESTOWN TWP NJ DTD 5/15/2006 4.25% 1/15/2012	254,297.50	250,337.00
100,000	UNITS	DULUTH MINN DTD 12/19/2006 4% 2/1/2012	101,559.00	100,281.00
			508,345.00	500,618.00
		CASH 01/26/2011	750,000.00	750,000.00
		CASH 12/29/2011	999,382.00	999,382.00
1	SUB-TOTAL		2,257,727.00	2,250,000.00

KH DOMINION FOUNDATION
ACCOUNT #5507-21-4/0
EIN: 27-6973048
TAX YEAR ENDING 12/31/11

ATTACHMENTS PAGE 1 FORM 990-PF AND SCHEDULE B
PART I ANALYSIS OF REVENUE AND EXPENSES

2. FROM GLENN O. HEAD
C/O THE GLENMEDE TRUST COMPANY, N.A.
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

COMPOSED OF:

	COST BASIS	MEAN VALUE
CASH 01/26/2011	2,380,000.00	2,380,000.00
CASH 12/29/2011	1,000,000.00	1,000,000.00
2 SUB-TOTAL	3,380,000.00	3,380,000.00

TOTAL 2011 CONTRIBUTIONS RECEIVED 5,637,727.00 5,630,000.00

LINE 3 INTEREST ON SAVINGS AND TEMPORARY
CASH INVESTMENTS
- MONEY MARKET INTEREST

34 28

LINE 4 DIVIDENDS AND INTEREST FROM SECURITIES
- DIVIDENDS & BOND INTEREST

47,857 48,306

LINE 11 OTHER INCOME
- PARTNERSHIP INCOME PER K-1

-668 -668

KH DOMINION FOUNDATION
ACCOUNT #5507-21-4/0
EIN: 27-6973048
TAX YEAR ENDING 12/31/11

ATTACHMENTS PAGE 1 FORM 990-PF AND SCHEDULE B
PART I ANALYSIS OF REVENUE AND EXPENSES

EXPENSES:

LINE 16a	LEGAL FEES - APPELATE, QUINN & MAGEE	10,530	0	10,530
LINE 16b	ACCOUNTING FEES - THE GLENMEDE TRUST COMPANY TAX PREPARATION FEE	3,500	0	3,500
LINE 16c	OTHER PROFESSIONAL FEES - THE GLENMEDE TRUST COMPANY INVESTMENT MANAGEMENT FEE	5,754	4,315	1,439
LINE 18	TAXES - EXCISE TAX PAYMENTS	520	0	0
LINE 23	OTHER EXPENSES - COUNCIL ON FOUNDATION 2011 FAMILY PHILANTHROPY CONFERENCE - REIMBURSE KATHRYN HEAD - CO-TRUSTEE FOR PAYMENT OF APPLICATION FEE FORM 8718 - NEW JERSEY DIVISION OF CONSUMER AFFAIRS FILING FEE	515 850 30 1,395	0 0 0 0	515 850 30 1,395

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/11
5507-21-4/0

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									
4083339	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GOVTCASH)		1.00	4,083,339	1.00	4,083,339		5	0.00 *
16000+	Cash		1.00	16,001	1.00	16,001		0	0.00
Cash & Reserves Total									
				4,099,340		4,099,340		5	0.00
Fixed Income									
Other Taxable Bond Mutual Funds									
26114+	GLENMEDE FUND INC-CORE FIXED INCOME PORTFOLIO (GTCGX)		11.30	295,133	11.50	300,306	5,173	10,341	3.44 #
7852+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		13.01	102,114	12.37	97,127	4,987-	4,978	5.13 #
9223+	LEGG MASON BRANDYWINE GLOBAL OPPS BOND LTD 6/1/2009 (GOBSX)		10.69	98,610	10.85	100,075	1,465	2,891	2.89 #
8008+	TIAA CREF HIGH YIELD FUND - IN DTD 1/1/2011 (TIHYX)		9.99	80,000	9.71	77,758	2,242-	5,340	6.87
Total									
				575,857		575,266	591-	23,550	4.09
Municipal Bonds									
150000	MIDDLESEX CNTY N J DTD 1/4/2006 4 1/1/2012 (59656NGQ9)	Aa2	1.02	152,489	100.00	150,000	2,489-	6,000	4.00

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/11
5507-21-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
250000	MOORESTOWN TWP N J DTD 5/15/2006 4.25% 1/15/2012 (616004QE0)	Aa2	1.02	254,298	100.11	250,280	4,018-	10,625	4.25
100000	DULUTH MINN DTD 12/19/2006 4% 2/1/2012 (264438KB7)	Aa2	1.02	101,559	100.26	100,261	1,298-	4,000	3.99
Total				508,346		500,541	7,804-	20,625	4.12
Fixed Income Total				1,084,203		1,075,807	8,395-	44,175	4.11
Equities									
Basic Industries									
55	AIR PRODUCTS & CHEMICALS INC. (APD)		90.73	4,990	85.19	4,685	305-	128	2.72
80	E I DU PONT DE NEMOURS & CO. (DD)		46.84	3,747	45.78	3,662	84-	131	3.58
110	EMERSON ELECTRIC CO. (EMR)		60.25	6,627	46.59	5,125	1,502-	176	3.43
130	HONEYWELL INTERNATIONAL INC (HON)		55.21	7,177	54.35	7,066	111-	194	2.74
110	J. B. HUNT (JBHT)		43.48	4,783	45.07	4,958	175	57	1.15
60	PARKER-HANNIFIN CORP. (PH)		87.17	5,230	76.25	4,575	655-	89	1.94 #
30	PRECISION CASTPARTS CORP (PCP)		141.53	4,246	164.79	4,944	698	4	0.07
60	ROCKWELL COLLINS (COL)		64.78	3,887	55.37	3,322	565-	58	1.73
50	SIGMA-ALDRICH CORP (SIAL)		62.94	3,147	62.46	3,123	24-	36	1.15 #
Total				43,834		41,460	2,375-	873	2.10

Total

Consumer Discretionary

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/11
5507-21-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
85	COACH INC (COH)		55.86	4,748	61.04	5,188	440	77	1.47
130	DARDEN RESTAURANTS INC. (DRI)		46.85	6,091	45.58	5,925	165-	224	3.77 #
60	DOLLAR TREE INC (DLTR)		51.93	3,116	83.11	4,987	1,871	0	0.00
170	HOME DEPOT INC. (HD)		32.09	5,456	42.04	7,147	1,691	197	2.76 #
60	ITT EDUCATIONAL SERVICES INC (ESI)		71.18	4,271	56.89	3,413	857-	0	0.00
135	OMNICOM GROUP (OMC)		48.69	6,573	44.58	6,018	554-	135	2.24 #
120	YUM BRANDS INC (YUM)		52.16	6,259	59.01	7,081	822	137	1.93 #
Total				36,514		39,759	3,247	770	1.93
Consumer Staples									
60	COLGATE PALMOLIVE CO. (CL)		78.58	4,715	92.39	5,543	828	139	2.51
120	PHILIP MORRIS INTERNATIONAL (PM)		64.21	7,705	78.48	9,418	1,712	370	3.92 #
117	PROCTER & GAMBLE CO. (PG)		64.74	7,574	66.71	7,805	232	246	3.15 #
143	WALGREEN CO. (WAG)		40.69	5,819	33.06	4,728	1,091-	129	2.72 #
Total				25,813		27,494	1,681	884	3.21
Energy									
80	CHEVRON CORP (CVX)		102.41	8,193	106.40	8,512	319	259	3.05
70	ENSCO INTERNATIONAL PLC ADR (ESV)		53.84	3,769	46.92	3,284	485-	98	2.98 #
85	HALLIBURTON CO (HAL)		45.49	3,867	34.51	2,933	934-	31	1.04
50	NATIONAL OILWELL VARCO INC (NOV)		65.62	3,281	67.99	3,400	118	24	0.71 #
50	OCCIDENTAL PETROLEUM CORP. (OXY)		101.86	5,093	93.70	4,685	408-	92	1.96
110	SCHLUMBERGER LTD (SLB)		88.65	9,751	68.31	7,514	2,237-	110	1.46

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/11
5507-21-4/0

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			33,954		30,328	3,627-	614	2.02
Financials									
50	ACE LTD (ACE)		69.24	3,462	70.12	3,506	44	94	2.68 #
115	AMERICAN EXPRESS CO (AXP)		45.07	5,183	47.17	5,425	241	83	1.53
267	CHARLES SCHWAB CORP. (SCHW)		18.35	4,900	11.26	3,006	1,894-	64	2.13 #
32	FRANKLIN RESOURCES INC. (BEN)		124.03	3,969	96.06	3,074	895-	35	1.12
290	PROGRESSIVE CORP OHIO (PGR)		21.17	6,139	19.51	5,658	481-	116	2.05 #
103	STATE STREET CORP (STT)		41.32	4,256	40.31	4,152	104-	74	1.79 #
230	US BANCORP (USB)		27.06	6,224	27.05	6,222	3-	115	1.85 #
266	WELLS FARGO CO (WFC)		26.99	7,180	27.56	7,331	151	128	1.74 #
	Total			41,313		38,374	2,941-	709	1.84
Health Care									
120	BAXTER INTL. INC. (BAX)		53.13	6,375	49.48	5,938	437-	161	2.71
125	EXPRESS SCRIPTS (302182100)		49.36	6,170	44.69	5,586	584-	0	0.00 #
60	LABORATORY CORP OF AMERICA HOLDINGS (LH)		91.83	5,510	85.97	5,158	352-	0	0.00
80	UNITEDHEALTH GROUP INC (UNH)		44.51	3,561	50.68	4,054	493	52	1.28 #
90	VARIAN MEDICAL SYSTEMS INC (VAR)		68.37	6,153	67.13	6,042	111-	0	0.00 #
80	WATERS CORP (WAT)		86.75	6,940	74.05	5,924	1,016-	0	0.00 #
	Total			34,709		32,702	2,007-	213	0.65

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/11
5507-21-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Technology									
100	ACCENTURE PLC (ACN)		51.87	5,187	53.23	5,323	136	135	2.54
100	AMPHENOL CORP-CL A (APH)		57.47	5,747	45.39	4,539	1,208-	6	0.13
40	APPLE INC (AAPL)		352.43	14,097	405.00	16,200	2,103	0	0.00 #
100	AVAGO TECHNOLOGIES LTD (AVGO)		31.32	3,132	28.86	2,886	246-	48	1.66
45	COGNIZANT TECH SOLUTIONS CRP (CTSH)		68.18	3,068	64.31	2,894	174-	0	0.00
110	MICROCHIP TECHNOLOGY INC. (MCHP)		35.09	3,860	36.63	4,029	169	153	3.80 #
310	MICROSOFT CORP. (MSFT)		25.96	8,047	25.96	8,048	0	248	3.08 #
270	ORACLE CORP (ORCL)		32.89	8,880	25.65	6,926	1,955-	65	0.94
145	QUALCOMM CORP. (QCOM)		55.99	8,118	54.70	7,932	187-	125	1.57 #
Total				60,136		58,777	1,361-	780	1.33
Other Assets									
100	COOPER INDUSTRIES PLC CL A (CBE)		61.11	6,111	54.15	5,415	696-	116	2.14 #
Total				6,111		5,415	696-	116	2.14
U S Mutual Funds									
2627+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTC SX)		15.23	40,000	16.28	42,764	2,764	39	0.09 #
12024+	GLENMEDE FUND INC SECURED OPTIONS (GT SOX)		12.06	144,968	12.20	146,693	1,725	0	0.00 *#
7067+	GLENMEDE FUND INC-LARGE CAP VALUE PORTFOLIO (GTMEX)		8.49	60,000	9.59	67,774	7,774	601	0.89
4932+	GLENMEDE TOTAL MARKET PORTFOLIO (GTTMX)		8.11	40,000	8.95	44,143	4,143	54	0.12

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/11
5507-21-4/0

Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
4540+	GMO QUALITY FUND IV (GOEFX)		19.82	90,000	22.06	100,158	10,158	1,916	1.91 #
3339+	MANAGERS TIMESSQ M/C GRW-IN (TMDIX)		12.40	41,417	13.34	44,542	3,125	0	0.00 #
2282+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		18.55	42,329	19.63	44,790	2,461	269	0.60 #
Total				458,714		490,864	32,150	2,879	0.59
International Mutual Funds									
2267+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		22.38	50,738	20.32	46,074	4,664-	345	0.75 #
6257+	OAKMARK INTERNATIONAL FD I (OAKIX)		18.54	116,000	16.55	103,546	12,454-	788	0.76 #
1849+	T ROWE PRICE INST EMERGING STOCK FD (IEMFX)		29.75	55,000	26.02	48,106	6,894-	0	0.00 #
4369+	THORNBURG INTL VALUE FD-I (TGVIX)		27.24	119,000	24.58	107,397	11,603-	1,678	1.56 #
Total				340,738		305,123	35,615-	2,811	0.92
Equities Total				1,081,836		1,070,296	11,544-	10,649	0.99
Other									
Alternative Assets									
29106+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		10.99	320,000	10.03	291,937	28,063-	24,915	8.53 #
568	UNITED STATES COMMODITY INDEX (USCI)		70.37	39,970	58.37	33,154	6,816-	0	0.00
696+	VAN ECK GLOBAL HARD ASSETS -I (GHAIX)		57.79	40,200	44.40	30,885	9,316-	0	0.00 #

COMBINED STATEMENT OF ASSETS
 KH DOMINION FOUNDATION IM
 12/31/11
 5507-21-4/0

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			400,170		355,976	44,194-	24,915	7.00
	Other Total			400,170		355,976	44,194-	24,915	7.00
	Grand Total			6,665,549		6,601,419	64,134-	79,744	1.21

* 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
KH DOMINION FOUNDATION

12/31/11
5507-21-4/0

Shares/Par	Description of Assets	Bond Rtg	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income
Grand Total From Page 7			6,665,549		6,601,419	(64,130)	79,744
ADJUSTMENTS:							
Other							
Alternative Assets Adjustments to page 7							
	UNITED STATES COMMODITY INDEX ADJUSTMENT TO BASIS PER K-1		(7,325)	-	-	7,325	
Total			(7,325)	-	-	7,325	-
Other Total			(7,325)	-	-	7,325	-
Adjusted Grand Total			6,658,224		6,601,419	-56,805	79,744

KH DOMINION FOUNDATION
ACCOUNT #5507-21-4/0
EIN: 27-6973048
TAX YEAR ENDING 12/31/11

ATTACHMENTS PAGE 2 FORM 990-PF
PART III ANALYSIS OF CHANGES IN NET ASSETS OF FUND BALANCES

LINE 3 INCREASES NOT INCLUDED IN LINE 2 7,734.00

DIFFERENCE BETWEEN MARKET VALUE VS
TAX COST ON THE FOLLOWING CONTRIBUTIONS
RECEIVED:

1. FROM KATHRYN S. HEAD
C/O THE GLENMEDE TRUST COMPANY, N.A.
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

COMPOSED OF:

RECEIVED 12/29/2011

150,000	UNITS	MIDDLESEX CNTY DTD 1/14/2006 4% 1/1/2012	152,488.50	150,000.00	
250,000	UNITS	MOORESTOWN TWP NJ DTD 5/15/2006 4.25% 1/15/2012	254,297.50	250,337.00	
100,000	UNITS	DULUTH MINN DTD 12/19/2006 4% 2/1/2012	101,559.00	100,281.00	
			508,345.00	500,618.00	7,727.00
		CASH 01/26/2011	750,000.00	750,000.00	
		CASH 12/29/2011	999,382.00	999,382.00	0.00
1		SUB-TOTAL	<u>2,257,727.00</u>	<u>2,250,000.00</u>	<u>7,727.00</u>

KH DOMINION FOUNDATION
ACCOUNT #5507-21-4/0
EIN: 27-6973048
TAX YEAR ENDING 12/31/11

ATTACHMENTS PAGE 2 FORM 990-PF
PART III ANALYSIS OF CHANGES IN NET ASSETS OF FUND BALANCES

2. FROM GLENN O. HEAD
C/O THE GLENMEDE TRUST COMPANY, N.A.
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

COMPOSED OF:

	<u>COST BASIS</u>	<u>MEAN VALUE</u>	
CASH 01/26/2011	2,380,000.00	2,380,000.00	
CASH 12/29/2011	1,000,000.00	1,000,000.00	
2 SUB-TOTAL	<u>3,380,000.00</u>	<u>3,380,000.00</u>	<u>0.00</u>
TOTAL 2011 CONTRIBUTIONS RECEIVED	<u>5,637,727.00</u>	<u>5,630,000.00</u>	<u>7,727.00</u>
ROUNDING			<u>7.00</u>
TOTAL INCREASE NOT INCLUDED IN LINE 2			<u>7,734.00</u>

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)	
1,952.00		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,952.	
14,739.00		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					14,739.	
		25. AMERICAN EXPRESS CO. PROPERTY TYPE: SECURITIES					03/09/2011	06/07/2011
1,224.00		1,127.00					97.00	
		26. BMC SOFTWARE PROPERTY TYPE: SECURITIES					03/09/2011	10/07/2011
1,011.00		1,299.00					-288.00	
		29. BMC SOFTWARE PROPERTY TYPE: SECURITIES					03/09/2011	10/07/2011
1,122.00		1,449.00					-327.00	
		15. BMC SOFTWARE PROPERTY TYPE: SECURITIES					03/09/2011	10/07/2011
572.00		749.00					-177.00	
		30. BHP LIMITED - SPONS ADR PROPERTY TYPE: SECURITIES					03/09/2011	04/11/2011
3,113.00		2,765.00					348.00	
		10. COACH INC PROPERTY TYPE: SECURITIES					03/09/2011	03/25/2011
522.00		559.00					-37.00	
		15. COACH INC PROPERTY TYPE: SECURITIES					03/09/2011	04/19/2011
826.00		838.00					-12.00	
		20. COLGATE PALMOLIVE CO. PROPERTY TYPE: SECURITIES					03/09/2011	03/22/2011
1,574.00		1,572.00					2.00	
		10. DOLLAR TREE INC PROPERTY TYPE: SECURITIES					03/09/2011	06/24/2011
657.00		519.00					138.00	
		20. DOLLAR TREE INC PROPERTY TYPE: SECURITIES					03/09/2011	08/16/2011
1,372.00		1,039.00					333.00	

**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)	
800.00		10. DOLLAR TREE INC PROPERTY TYPE: SECURITIES 519.00					03/09/2011 281.00	10/11/2011
5,473.00		50. EOG RESOURCES INC PROPERTY TYPE: SECURITIES 5,313.00					03/09/2011 160.00	04/19/2011
798.00		10. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 684.00					03/09/2011 114.00	07/21/2011
745.00		10. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 684.00					03/09/2011 61.00	08/26/2011
750.00		10. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 684.00					03/09/2011 66.00	08/26/2011
417.00		6. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 410.00					03/09/2011 7.00	09/09/2011
138.00		2. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 137.00					03/09/2011 1.00	09/09/2011
1,514.00		22. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 1,504.00					03/09/2011 10.00	09/09/2011
1,371.00		20. ENERGIZER HOLDINGS INC -W/I PROPERTY TYPE: SECURITIES 1,367.00					03/09/2011 4.00	09/09/2011
1,817.00		18. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES 2,232.00					03/09/2011 -415.00	12/07/2011
101,018.00		9117.111 LEGG MASON BRANDYWINE GLOBAL OP PROPERTY TYPE: SECURITIES 102,680.00					08/12/2011 -1,662.00	10/24/2011

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)	
4,548.00		50. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 8,039.00					03/09/2011 -3,491.00	12/20/2011
508.00		10. HALLIBURTON CO. PROPERTY TYPE: SECURITIES 455.00					03/09/2011 53.00	08/04/2011
1,331.00		35. HALLIBURTON CO. PROPERTY TYPE: SECURITIES 1,592.00					03/09/2011 -261.00	08/19/2011
986.00		135. HEALTH MANAGEMENT CLASS A PROPERTY TYPE: SECURITIES 1,396.00					04/15/2011 -410.00	08/18/2011
976.00		134. HEALTH MANAGEMENT CLASS A PROPERTY TYPE: SECURITIES 1,359.00					04/18/2011 -383.00	08/18/2011
807.00		111. HEALTH MANAGEMENT CLASS A PROPERTY TYPE: SECURITIES 1,066.00					04/18/2011 -259.00	08/18/2011
76.00		1. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES 71.00					03/09/2011 5.00	04/05/2011
681.00		9. ITT EDUCATIONAL SERVICES INC PROPERTY TYPE: SECURITIES 641.00					03/09/2011 40.00	04/05/2011
6,207.00		110. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES 6,137.00					03/09/2011 70.00	07/20/2011
6,080.00		180. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 8,426.00					03/09/2011 -2,346.00	12/07/2011
5,882.00		120. KELLOGG CO. PROPERTY TYPE: SECURITIES 6,580.00					03/09/2011 -698.00	12/01/2011

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)	
400.00		38. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 962.00					03/09/2011 -562.00	11/28/2011
1,370.00		130. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 3,292.00					03/09/2011 -1,922.00	11/28/2011
644.00		62. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 1,570.00					03/09/2011 -926.00	11/28/2011
519.00		50. MCDERMOTT INTERNATIONAL INC. PROPERTY TYPE: SECURITIES 797.00					08/04/2011 -278.00	11/28/2011
379.00		10. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 398.00					06/24/2011 -19.00	08/18/2011
76.00		2. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 76.00					03/09/2011	08/18/2011
339.00		9. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 343.00					03/09/2011 -4.00	08/18/2011
2,971.00		79. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 3,012.00					03/09/2011 -41.00	08/18/2011
1,492.00		40. MCGRAW HILL INC. PROPERTY TYPE: SECURITIES 1,525.00					03/09/2011 -33.00	08/18/2011
217.00		9. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 232.00					03/09/2011 -15.00	06/17/2011
120.00		5. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 129.00					03/09/2011 -9.00	06/17/2011

**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)	
1,103.00		46. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 1,188.00					03/09/2011 -85.00	06/17/2011
484.00		20. MICROSOFT CORP. PROPERTY TYPE: SECURITIES 516.00					03/09/2011 -32.00	06/24/2011
2,707.00		80. NUCOR CORP. PROPERTY TYPE: SECURITIES 3,689.00					03/09/2011 -982.00	08/17/2011
1,399.00		20. PHILIP MORRIS INTERNATIONAL PROPERTY TYPE: SECURITIES 1,284.00					03/09/2011 115.00	08/30/2011
5,013.00		50. PRAXAIR INC. PROPERTY TYPE: SECURITIES 4,873.00					03/09/2011 140.00	06/07/2011
1,591.00		70. SEI INVESTMENTS CO PROPERTY TYPE: SECURITIES 1,596.00					03/09/2011 -5.00	04/20/2011
2,496.00		110. SEI INVESTMENTS CO PROPERTY TYPE: SECURITIES 2,507.00					03/09/2011 -11.00	04/20/2011
1,685.00		138. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES 2,610.00					03/09/2011 -925.00	12/07/2011
630.00		10. SIGMA-ALDRICH CORP. PROPERTY TYPE: SECURITIES 629.00					03/09/2011 1.00	08/17/2011
		. UNITED STATES COMMODITY PROPERTY TYPE: SECURITIES 6,657.00					-6,657.00	12/31/2011
686.00		10. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES 684.00					03/09/2011 2.00	04/07/2011

**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)	
1,048.00		32. WALGREEN CO. PROPERTY TYPE: SECURITIES 1,363.00					03/09/2011 -315.00	12/20/2011
655.00		20. WALGREEN CO. PROPERTY TYPE: SECURITIES 860.00					06/21/2011 -205.00	12/20/2011
538.00		10. ACCENTURE PLC PROPERTY TYPE: SECURITIES 519.00					03/09/2011 19.00	06/17/2011
TOTAL GAIN(LOSS)							----- -5,034. =====	
		SUMMARY OF GAIN/LOSS =====						
200,169.00 =====		205,203.00 =====	-0- =====	-0- =====	-0- =====		-5,034. =====	

KH DOMINION FOUNDATION
ACCOUNT #5507-21-4/0
EIN: 27-6973048
TAX YEAR ENDING 12/31/11

ATTACHMENT PAGE 4, PART VII-A, LINE 10, FORM 990-PF
NEW SUBSTANTIAL CONTRIBUTOR

NAME AND ADDRESS

GLENN O HEAD
C/O THE GLENMEDE TRUST COMPANY, N.A.
1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 19103-7391

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

NAME: THE GLENMEDE TRUST COMPANY, N.A.

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

TELEPHONE NUMBER: (215)419-6000

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

KATHRYN HEAD

ADDRESS:

1650 MARKET STREET, SUITE 1200

PHILADELPHIA, PA 19103-7391

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

LINDA A. DELMA

ADDRESS:

1650 MARKET STREET, SUITE 1200

PHILADELPHIA, PA 19103-7391

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1