EXTENSIONSATTACHED

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

**2012**

**Open to Public Inspection**

**For calendar year 2012 or tax year beginning , 2012, 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: ☒ 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)* ▶ $ 22,626,281.

**J** 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) |
|---|---|---|---|---|---|
| **Revenue** 1 | Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| 2 | Check ▶ ☒ if the foundation is **not** required to attach Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | 51. | 51. | N/A | |
| 4 | Dividends and interest from securities | 573,369. | 580,184. | | |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 820,956. | | | |
| b | Gross sales price for all assets on line 6a 4,660,708. | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 820,956. | | |
| 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) | 126,351. | 133,076. | | STMT 1 |
| 12 | **Total.** Add lines 1 through 11 | 1,520,727. | 1,534,267. | | |
| **Operating and Administrative Expenses** 13 | Compensation of officers, directors, trustees, etc. | 105,000. | | | 105,000. |
| 14 | Other employee salaries and wages | | | | |
| 15 | Pension plans, employee benefits | 7,539. | | | 7,539. |
| 16a | Legal fees (attach schedule) | | | | |
| b | Accounting fees (attach schedule) | 2,500. | NONE | NONE | 2,500. |
| c | Other professional fees (attach schedule) | 102,701. | 102,701. | | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see instructions) | 6,000. | | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | | | |
| 22 | Printing and publications | | | | |
| 23 | Other expenses (attach schedule) STMT 2 | 48,878. | 35. | | 48,843. |
| 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 272,618. | 102,736. | NONE | 163,882. |
| 25 | Contributions, gifts, grants paid | 1,080,668. | | | 1,110,668. |
| 26 | **Total expenses and disbursements** Add lines 24 and 25 | 1,353,286. | 102,736. | NONE | 1,274,550. |
| 27 | Subtract line 26 from line 12: | | | | |
| a | **Excess of revenue over expenses and disbursements** | 167,441. | | | |
| b | **Net investment income** (if negative, enter -0-) | | 1,431,531. | | |
| c | **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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Form **990-PF** (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 | 64,851. | 3,438. | 3,438. |
| | 2 | Savings and temporary cash investments | 949,704. | 590,848. | 590,848. |
| | 3 | Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶<br>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) ▶<br>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) | 2,990,340. | 3,065,143. | 3,031,435. |
| | b | Investments - corporate stock (attach schedule) | 10,517,478. | 10,950,183. | 12,765,110. |
| | c | Investments - corporate bonds (attach schedule) | 3,928,982. | 4,036,669. | 4,323,764. |
| | 11 | Investments - land, buildings, and equipment basis ▶<br>Less. accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) | 1,721,877. | 1,694,386. | 1,457,184. |
| | 14 | Land, buildings, and equipment. basis ▶<br>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) | 20,627,734. | 20,795,169. | 22,626,281. |
| 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. ▶ ☒** | | | |
| | 27 | Capital stock, trust principal, or current funds | 20,400,306. | 20,394,859. | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 225,228. | 398,110. | |
| | 30 | **Total net assets or fund balances** (see instructions) | 20,625,534. | 20,792,969. | |
| | 31 | **Total liabilities and net assets/fund balances** (see instructions) | 20,627,734. | 20,795,169. | |

## 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 | 20,625,534. |
| 2 | Enter amount from Part I, line 27a | 2 | 167,441. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 20,792,975. |
| 5 | Decreases not included in line 2 (itemize) ▶ ROUNDING | 5 | 6. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 20,792,969. |

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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 | | | | |
| 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 | 4,660,708. | | 3,839,752. | 820,956. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| a | | | | 820,956. |
| b | | | | |
| 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** 820,956.

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)) |
|---|---|---|---|
| 2011 | 1,261,485. | 22,167,589. | 0.056907 |
| 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 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 2 | 0.233055 |
| 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 | 0.046611 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . . . . . | 4 | 21,966,077. |
| 5 | Multiply line 4 by line 3 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 5 | 1,023,861. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) . . . . . . . . . . . . . . . . | 6 | 14,315. |
| 7 | Add lines 5 and 6 . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 7 | 1,038,176. |
| 8 | Enter qualifying distributions from Part XII, line 4 . . . . . . . . . . . . . . . . . . . | 8 | 1,274,550. |

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 . . .<br>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 | 14,315. |
| 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 | 14,315. |
| 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 | 14,315. |
| 6 | Credits/Payments: | | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . | 6a | 23,952. | | |
| 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 | 23,952. |
| 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 | 9,637. |
| 11 | Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 9,637. **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 Instructions for the 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:<br>(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? . . . . . . . . . . | 2 | | X |
| | *If "Yes," attach a detailed description of the activities.* | | | |
| 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? . . . . . . . . . . . . | 5 | | X |
| | *If "Yes," attach the statement required by General Instruction T.* | | | |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>● By language in the governing instrument, or<br>● 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) ▶<br>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 2012 or the taxable year beginning in 2012 (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)*

| | | | | |
|---|---|---|---|---|
| 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 ▶<br>Located at ▶ ZIP+4 ▶ | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . . . . . . . . . . . . . . . . . ▶ ☐<br>and enter the amount of tax-exempt interest received or accrued during the year . . . . . . . . . . . . . . . . . . ▶ | 15 | N/A | |
| | | | **Yes** | **No** |
| 16 | At any time during calendar year 2012, 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 2012? . . . . . . . . . . . . . . . . . . . . . . . . . | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . . . . . . . . . . . . . . . . . . . . ☐ Yes ☒ No<br>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.<br>▶ ________ , ________ , ________ , ________ | | | |
| 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 2012 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 2012.)* . . . . . . . . . . . . . . . . . . . . . . . . . . . . | 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 2012? . . | 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** 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 SCHEDULE ATTACHED | | 105,000. | -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 SCHEDULE ATTACHED | | 105,201. |
| | | |
| | | |
| | | |
| | | |
| **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<br>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 | 21,445,243. |
| b | Average of monthly cash balances | 1b | 855,343. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 22,300,586. |
| 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 | 22,300,586. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 334,509. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 21,966,077. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 1,098,304. |

## 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 | 1,098,304. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 14,315. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 14,315. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 1,083,989. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | 30,000. |
| 5 | Add lines 3 and 4 | | | 5 | 1,113,989. |
| 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 | 1,113,989. |

## 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 | 1,274,550. |
| 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 | 1,274,550. |
| 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 | 14,315. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 1,260,235. |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---|---|---|---|---|---|---|---|
| 1 | | Distributable amount for 2012 from Part XI, line 7 | | | | | 1,113,989. |
| 2 | | Undistributed income, if any, as of the end of 2012 | | | | | |
| | a | Enter amount for 2011 only | | | | NONE | |
| | b | Total for prior years 20_____, 20_____, 20_____ | | | NONE | | |
| 3 | | Excess distributions carryover, if any, to 2012: | | | | | |
| | a | From 2007 | NONE | | | | |
| | b | From 2008 | NONE | | | | |
| | c | From 2009 | NONE | | | | |
| | d | From 2010 | NONE | | | | |
| | e | From 2011 | 262,223. | | | | |
| | f | **Total** of lines 3a through e | | 262,223. | | | |
| 4 | | Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,274,550. | | | | | |
| | a | Applied to 2011, 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) | | NONE | | | |
| | d | Applied to 2012 distributable amount | | | | | 1,113,989. |
| | e | Remaining amount distributed out of corpus | | 160,561. | | | |
| 5 | | Excess distributions carryover applied to 2012 *(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 | | 422,784. | | | |
| | 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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions | | | | NONE | |
| | f | Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | | 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 2007 not applied on line 5 or line 7 (see instructions) | | NONE | | | |
| 9 | | **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | | 422,784. | | | |
| 10 | | Analysis of line 9: | | | | | |
| | a | Excess from 2008 | NONE | | | | |
| | b | Excess from 2009 | NONE | | | | |
| | c | Excess from 2010 | NONE | | | | |
| | d | Excess from 2011 | 262,223. | | | | |
| | e | Excess from 2012 | 160,561. | | | | |

## 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 2012, 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) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | (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<br>a "Assets" alternative test - enter<br>(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<br>(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 ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail 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<br>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 SCHEDULE ATTACHED | | | | 1,110,668. |
| **Total** . . . . . . ▶ **3a** | | | | 1,110,668. |
| **b** *Approved for future payment* | | | | |
| SEE SCHEDULE ATTACHED | | | | 562,285. |
| **Total** . . . . . . ▶ **3b** | | | | 562,285. |

## 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 | 51. | |
| 4 Dividends and interest from securities | | | 14 | 573,369. | |
| 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 | | | 14 | 126,351. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 820,956. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 1,520,727. | |

**13 Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,520,727.

(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

▶ 6/10/13 ▶ 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 | | 5/29/13 | | 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 12/31/2012
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** | | | |
| | - BANK INTEREST | 51 | 51 | |
| **LINE 4** | **DIVIDENDS AND INTEREST FROM SECURITIES** | | | |
| | - DIVIDENDS AND BOND INTEREST | 573,369 | 580,184 | |
| **LINE 11** | **OTHER INCOME** | | | |
| | - PARTNERSHIP DISTRIBUTIONS | 126,351 | 0 | |
| | - PARTNERSHIP INCOME PER 2012 K-1 | 0 | 133,076 | |
| | | 126,351 | 133,076 | |
| **EXPENSES:** | | | | |
| **LINE 15** | **PENSION PLANS, EMPLOYEE BENEFITS** | | | |
| | - TAXES PAID ON BEHALF OF MANAGING TRUSTEE THOMAS HILLS COOK | 7,539 | 0 | 7,539 |
| **LINE 16b** | **ACCOUNTING FEES** | | | |
| | - THE GLENMEDE TRUST COMPANY TAX PREPARATION FEE | 2,500 | 0 | 2,500 |
| **LINE 16c** | **OTHER PROFESSIONAL FEES** | | | |
| | - THE GLENMEDE TRUST COMPANY INVESTMENT MANAGEMENT FEE | 102,701 | 102,701 | 0 |
| **LINE 18** | **TAXES** | | | |
| | - EXCISE TAX PAYMENTS | 6,000 | 0 | 0 |
| **LINE 23** | **OTHER EXPENSES** | | | |
| | - TRUSTEE/DIRECTORS INSURANCE | 4,420 | 0 | 4,420 |
| | - WORKMEN'S COMP INSURANCE (EDUCATORS INSURANCE) | 650 | 0 | 650 |
| | - PAYROLL CHARGES - ADP | 1,272 | 0 | 1,272 |
| | - EASTERN ALLIANCE INSURANCE ANNUAL WORKERS COMP | 784 | 0 | 784 |

**RICHARD C. VON HESS FOUNDATION**
**TAX YEAR ENDING 12/31/2012**
**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 | 5,516 | 0 | 5,516 |
| | - REIMBURSE TRUSTEE WARREN A. REINTZEL FOR VARIOUS MEETING & TRAVEL EXPENSES | 4,732 | 0 | 4,732 |
| | - REIMBURSE THOMAS HILLS COOK MANAGING TRUSTEE FOR VARIOUS MEETING & TRAVEL EXPENSES | 18,254 | 0 | 18,254 |
| | - VARIOUS TRUSTEES' TRAVEL/MEETING EXPENSES | 13,063 | 0 | 13,063 |
| | - SES INSURANCE BROKERAGE SERVICESS QUEEN STREET PROPERTIES | 55 | 0 | 55 |
| | - MISCELLANEOUS EXPENSES | 40 | 35 | 5 |
| | - BANK FEES | 92 | 0 | 92 |
| | | 48,878 | 35 | 48,843 |

| | | | | |
|---|---|---|---|---|
| **LINE 25** | **CONTRIBUTIONS, GIFTS, GRANTS PAID** | | | |
| | - CURRENT YEAR GRANT PAYMENTS | 1,110,668 | 0 | 1,110,668 |
| | - LESS PRIOR YEAR RETURNED GRANT | -30,000 | 0 | 0 |
| | | 1,080,668 | 0 | 1,110,668 |

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/12
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 | | | | | | | | | |
| 543919 | GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GTGXX) | | 1.00 | 543,919 | 1.00 | 543,919 | | 0 | 0.00 * |
| 3439+ | Cash | | 1.00 | 3,438 | 1.00 | 3,438 | | 0 | 0.00 |
| Cash & Reserves Total | | | | 547,357 | | 547,357 | | 0 | 0.00 |
| Fixed Income | | | | | | | | | |
| U S Government Obligations | | | | | | | | | |
| 200000 | US TREASURY N/B DTD 2/17/2004 4% 2/15/2014 (912828CA6) | Aaa | 1.11 | 221,016 | 104.24 | 208,476 | 12,540- | 8,000 | 3.84 |
| 200000 | US TREASURY N/B DTD 5/31/2009 2.25% 5/31/2014 (912828KV1) | Aaa | 1.04 | 208,868 | 102.84 | 205,688 | 3,180- | 4,500 | 2.19 |
| 60000 | US TREASURY N/B DTD 6/30/2009 2.625% 6/30/2014 (912828KY5) | Aaa | 1.02 | 61,456 | 103.57 | 62,142 | 686 | 1,575 | 2.53 |
| 200000 | US TREASURY N/B DTD 5/31/2010 2.125% 5/31/2015 (912828NF3) | Aaa | 1.01 | 201,883 | 104.34 | 208,672 | 6,789 | 4,250 | 2.04 |
| 120000 | US TREASURY N/B DTD 8/15/2007 4.75% 8/15/2017 (912828HA1) | Aaa | 1.16 | 139,200 | 118.73 | 142,472 | 3,272 | 5,700 | 4.00 |
| 220000 | US TREASURY N/B DTD 11/30/2011 1.375% 11/30/2018 (912828RT9) | Aaa | 1.02 | 225,149 | 102.66 | 225,843 | 695 | 3,025 | 1.34 |

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/12
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 | | | 1,057,572 | | 1,053,293 | 4,279- | 27,050 | 2.57 | |
| U S Government Agencies | | | | | | | | | | |
| 350000 | FHLB DTD 1/17/2008 3.375%<br>2/27/2013 (3133XP2W3) | | 1.04 | 364,796 | 100.50 | 351,740 | 13,057- | 11,813 | 3.36 | # |
| 150000 | FHLB DTD 8/1/2008 4%<br>9/6/2013 (3133XRX88) | Aaa | 1.00 | 150,402 | 102.59 | 153,890 | 3,487 | 6,000 | 3.90 | |
| 250000 | FHLB DTD 9/15/2008 3.625%<br>10/18/2013 (3133XSAE8) | Aaa | 1.06 | 265,595 | 102.72 | 256,793 | 8,803- | 9,063 | 3.53 | |
| 280000 | FHLMC DTD 7/16/2004 5%<br>7/15/2014 (3134A4UU6) | Aaa | 1.12 | 314,754 | 107.27 | 300,362 | 14,392- | 14,000 | 4.66 | |
| 250000 | FHLB DTD 6/22/2007 5.5%<br>8/13/2014 (3133XLJP9) | Aaa | 1.13 | 283,638 | 108.56 | 271,408 | 12,230- | 13,750 | 5.07 | |
| 220000 | FNMA DTD 4/16/2007 5%<br>5/11/2017 (31359M7X5) | Aaa | 1.19 | 262,229 | 118.33 | 260,317 | 1,912- | 11,000 | 4.23 | |
| 320000 | FHLB DTD 10/19/2007 5%<br>11/17/2017 (3133XMQ87) | Aaa | 1.14 | 366,157 | 119.89 | 383,632 | 17,475 | 16,000 | 4.17 | # |
| | Total | | | 2,007,571 | | 1,978,142 | 29,431- | 81,626 | 4.13 | |
| Corporate Bonds - Industrial | | | | | | | | | | |
| 195000 | UNITED TECHNOLOGIES CORP<br>DTD 12/7/2007 5.375%<br>12/15/2017 (913017BM0) | A2 | 1.04 | 202,027 | 118.86 | 231,779 | 29,752 | 10,481 | 4.52 | # |

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/12
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 | 122.51 | 238,885 | 23,604 | 11,310 | 4.73 | # |
| 195000 | JOHNSON & JOHNSON DTD 6/23/2008 5.15% 7/15/2018 (478160AU8) | Aaa | 1.10 | 215,377 | 121.35 | 236,629 | 21,251 | 10,043 | 4.24 | # |
| 200000 | PEPSICO INC DTD 10/24/2008 7.9% 11/1/2018 (713448BJ6) | Aa3 | 1.27 | 253,898 | 134.95 | 269,890 | 15,992 | 15,800 | 5.85 | |
| 205000 | CATERPILLAR INC DTD 12/5/2008 7.9% 12/15/2018 (149123BQ3) | A2 | 1.30 | 265,871 | 135.65 | 278,074 | 12,204 | 16,195 | 5.82 | |
| 150000 | IBM CORP DTD 11/1/1989 8.375% 11/1/2019 (459200AG6) | Aa3 | 1.38 | 207,441 | 142.09 | 213,140 | 5,699 | 12,563 | 5.89 | |
| | Total | | | 1,359,894 | | 1,468,397 | 108,502 | 76,392 | 5.20 | |
| Corporate Bonds - Finance | | | | | | | | | | |
| 230000 | BLACKROCK INC DTD 12/10/2009 3.5% 12/10/2014 (09247XAD3) | A1 | 1.05 | 241,210 | 105.61 | 242,905 | 1,695 | 8,050 | 3.31 | |
| 160000 | AMERICAN EXPRESS CR CORP DTD 6/12/2012 1.75% 6/12/2015 (0258M0DE6) | A2 | 1.01 | 161,915 | 102.09 | 163,350 | 1,435 | 2,800 | 1.71 | |
| 230000 | JPMORGAN CHASE & CO DTD 10/4/2005 5.15% 10/1/2015 (46625HDF4) | A3 | 0.99 | 228,485 | 109.92 | 252,805 | 24,319 | 11,845 | 4.69 | # |

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/12
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 |
|---|---|---|---|---|---|---|---|---|---|
| 275000 | TOYOTA MOTOR CREDIT CORP DTD 9/15/2011 2% 9/15/2016 (89233P5E2) | Aa3 | 1.03 | 283,217 | 103.68 | 285,106 | 1,889 | 5,500 | 1.93 |
| 130000 | GENERAL ELEC CAP CORP DTD 9/24/2007 5.625% 9/15/2017 (36962G3H5) | A1 | 0.93 | 121,272 | 117.97 | 153,364 | 32,092 | 7,313 | 4.77 |
| 220000 | HONEYWELL INTERNATIONAL DTD 2/29/2008 5.3% 3/1/2018 (438516AX4) | A2 | 1.07 | 236,399 | 119.54 | 262,984 | 26,585 | 11,660 | 4.43 |
| 225000 | ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018 (68389XAC9) | A1 | 1.10 | 248,055 | 121.70 | 273,827 | 25,772 | 12,938 | 4.72 # |
| 280000 | JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2021 (24422ERE1) | A2 | 1.07 | 298,682 | 111.53 | 312,295 | 13,614 | 10,920 | 3.50 |
| | Total | | | 1,819,235 | | 1,946,636 | 127,401 | 71,026 | 3.65 |
| Other Taxable Bond Mutual Funds | | | | | | | | | |
| 85886+ | PAYDEN HIGH INCOME FUND (PYHRX) | | 6.84 | 587,538 | 7.36 | 632,123 | 44,584 | 43,802 | 6.93 # |
| | Total | | | 587,538 | | 632,123 | 44,584 | 43,802 | 6.93 |

Mortgage Backed Securities

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/12
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 | |
|---|---|---|---|---|---|---|---|---|---|---|
| 259384+ | FHLMC DTD 4/1/2012 3.5% 4/1/2042 (31292LJD8) Original Face Value: 270,000.00 | | 1.04 | 270,002 | 106.64 | 276,608 | 6,606 | 9,078 | 3.28 | |
| | Total | | | 270,002 | | 276,608 | 6,606 | 9,078 | 3.28 | |
| Fixed Income Total | | | | 7,101,812 | | 7,355,199 | 253,385 | 308,974 | 4.20 | |
| Equities | | | | | | | | | | |
| Basic Industries | | | | | | | | | | |
| 1470 | 3M CO (MMM) | | 89.77 | 131,956 | 92.85 | 136,490 | 4,533 | 3,469 | 2.54 | |
| 872 | W W GRAINGER INC (GWW) | | 194.90 | 169,953 | 202.37 | 176,467 | 6,513 | 2,790 | 1.58 | # |
| 2201 | HONEYWELL INTERNATIONAL INC (HON) | | 33.42 | 73,560 | 63.47 | 139,697 | 66,137 | 3,610 | 2.58 | # |
| 1896 | J. B. HUNT (JBHT) | | 35.51 | 67,319 | 59.71 | 113,210 | 45,891 | 1,138 | 1.00 | |
| 1400 | MONSANTO CO (MON) | | 90.45 | 126,627 | 94.65 | 132,510 | 5,883 | 2,100 | 1.58 | |
| 1600 | PARKER-HANNIFIN CORP. (PH) | | 87.17 | 139,478 | 85.06 | 136,096 | 3,382- | 2,624 | 1.93 | # |
| 875 | PRECISION CASTPARTS CORP (PCP) | | 81.20 | 71,050 | 189.42 | 165,743 | 94,693 | 105 | 0.06 | |
| | Total | | | 779,943 | | 1,000,213 | 220,269 | 15,836 | 1.58 | |
| Consumer Discretionary | | | | | | | | | | |
| 1930 | ADVANCE AUTO PARTS (AAP) | | 70.54 | 136,144 | 72.35 | 139,636 | 3,492 | 463 | 0.33 | # |
| 3015 | BED BATH & BEYOND INC (BBBY) | | 60.41 | 182,133 | 55.91 | 168,569 | 13,564- | 0 | 0.00 | # |
| 2545 | COACH INC (COH) | | 34.68 | 88,264 | 55.51 | 141,273 | 53,009 | 3,054 | 2.16 | # |
| 2080 | DOLLAR TREE INC (DLTR) | | 40.14 | 83,500 | 40.56 | 84,365 | 865 | 0 | 0.00 | # |
| 2180 | HOME DEPOT INC. (HD) | | 32.04 | 69,855 | 61.85 | 134,833 | 64,978 | 2,529 | 1.88 | # |
| 2855 | YUM BRANDS INC (YUM) | | 49.73 | 141,987 | 66.40 | 189,572 | 47,585 | 3,826 | 2.02 | # |

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/12
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 | | | 701,883 | | 858,248 | 156,363 | 9,872 | 1.15 | |
| Consumer Staples | | | | | | | | | | |
| 4930 | COCA COLA CO. (KO) | | 36.69 | 180,904 | 36.25 | 178,713 | 2,192- | 5,029 | 2.81 | # |
| 1000 | COLGATE PALMOLIVE CO. (CL) | | 66.20 | 66,201 | 104.54 | 104,540 | 38,339 | 2,480 | 2.37 | # |
| 1520 | KELLOGG CO. (K) | | 56.61 | 86,046 | 55.85 | 84,892 | 1,154- | 2,675 | 3.15 | # |
| 2350 | PHILIP MORRIS INTERNATIONAL (PM) | | 59.07 | 138,823 | 83.64 | 196,554 | 57,731 | 7,990 | 4.07 | # |
| 3680 | PROCTER & GAMBLE CO. (PG) | | 65.14 | 239,702 | 67.89 | 249,835 | 10,133 | 8,273 | 3.31 | # |
| | Total | | | 711,676 | | 814,534 | 102,857 | 26,447 | 3.25 | |
| Energy | | | | | | | | | | |
| 2670 | CHEVRON CORP (CVX) | | 69.80 | 186,369 | 108.14 | 288,734 | 102,364 | 9,612 | 3.33 | # |
| 1920 | NATIONAL OILWELL VARCO INC (NOV) | | 65.29 | 125,353 | 68.35 | 131,232 | 5,879 | 998 | 0.76 | # |
| 2230 | OCCIDENTAL PETROLEUM CORP. (OXY) | | 94.75 | 211,291 | 76.61 | 170,840 | 40,450- | 4,817 | 2.82 | # |
| 2875 | SCHLUMBERGER LTD. (SLB) | | 65.16 | 187,339 | 69.30 | 199,233 | 11,894 | 3,163 | 1.59 | # |
| | Total | | | 710,352 | | 790,039 | 79,687 | 18,590 | 2.35 | |
| Financials | | | | | | | | | | |
| 2185 | ACE LTD (ACE) | | 71.20 | 155,568 | 79.80 | 174,363 | 18,795 | 4,283 | 2.46 | # |
| 3255 | AMERICAN EXPRESS CO. (AXP) | | 33.87 | 110,246 | 57.48 | 187,097 | 76,851 | 2,604 | 1.39 | # |
| 490 | BLACKROCK INC (BLK) | | 187.90 | 92,071 | 206.71 | 101,288 | 9,217 | 2,940 | 2.90 | |
| 1168 | FRANKLIN RESOURCES INC. (BEN) | | 108.34 | 126,545 | 125.70 | 146,818 | 20,272 | 1,355 | 0.92 | # |
| 2960 | PNC FINANCIAL SERVICES GROUP (PNC) | | 63.46 | 187,829 | 58.31 | 172,598 | 15,231- | 4,736 | 2.74 | # |

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/12
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 | |
|---|---|---|---|---|---|---|---|---|---|---|
| 1400 | T ROWE PRICE GROUP INC (TROW) | | 54.23 | 75,925 | 65.12 | 91,164 | 15,239 | 1,904 | 2.09 | |
| 3900 | US BANCORP (USB) | | 19.35 | 75,478 | 31.94 | 124,566 | 49,088 | 3,042 | 2.44 | # |
| 7445 | WELLS FARGO CO (WFC) | | 28.00 | 208,438 | 34.18 | 254,470 | 46,032 | 6,552 | 2.57 | # |
| | Total | | | 1,032,100 | | 1,252,364 | 220,263 | 27,416 | 2.19 | |
| Health Care | | | | | | | | | | |
| 1480 | ALLERGAN INC (AGN) | | 91.82 | 135,896 | 91.73 | 135,760 | 135- | 296 | 0.22 | # |
| 2090 | BAXTER INTL. INC. (BAX) | | 49.66 | 103,787 | 66.66 | 139,319 | 35,532 | 3,762 | 2.70 | # |
| 1360 | C R BARD INC. (BCR) | | 96.19 | 130,812 | 97.74 | 132,926 | 2,115 | 1,088 | 0.82 | # |
| 3940 | JOHNSON & JOHNSON (JNJ) | | 66.89 | 263,557 | 70.10 | 276,194 | 12,637 | 9,614 | 3.48 | # |
| 1785 | LABORATORY CORP OF AMERICA HOLDINGS (LH) | | 76.56 | 136,656 | 86.62 | 154,617 | 17,961 | 0 | 0.00 | # |
| 1610 | ROCHE HOLDINGS LTD SPONSORED ADR (RHHBY) | | 46.99 | 75,649 | 50.25 | 80,909 | 5,260 | 2,483 | 3.07 | |
| 3240 | UNITEDHEALTH GROUP INC (UNH) | | 47.89 | 155,160 | 54.24 | 175,738 | 20,578 | 2,754 | 1.57 | # |
| | Total | | | 1,001,517 | | 1,095,463 | 93,947 | 19,997 | 1.83 | |
| Technology | | | | | | | | | | |
| 2325 | ACCENTURE PLC (ACN) | | 29.26 | 68,024 | 66.50 | 154,613 | 86,588 | 3,767 | 2.44 | # |
| 1740 | AMPHENOL CORP-CL A (APH) | | 45.29 | 78,811 | 64.70 | 112,578 | 33,767 | 731 | 0.65 | # |
| 675 | APPLE INC. (AAPL) | | 67.57 | 45,609 | 532.17 | 359,217 | 313,608 | 7,155 | 1.99 | |
| 1620 | COGNIZANT TECH SOLUTIONS CRP (CTSH) | | 65.68 | 106,402 | 73.88 | 119,689 | 13,287 | 0 | 0.00 | # |
| 1005 | INTERNATIONAL BUSINESS MACHINES CORP. (IBM) | | 210.21 | 211,257 | 191.55 | 192,508 | 18,749- | 3,417 | 1.77 | |
| 3330 | MICROCHIP TECHNOLOGY INC. (MCHP) | | 33.83 | 112,665 | 32.59 | 108,525 | 4,141- | 4,689 | 4.32 | # |
| 9510 | MICROSOFT CORP. (MSFT) | | 24.40 | 232,043 | 26.71 | 254,009 | 21,966 | 8,749 | 3.44 | # |
| 7480 | ORACLE CORP (ORCL) | | 19.14 | 143,177 | 33.32 | 249,234 | 106,056 | 1,795 | 0.72 | # |
| 3300 | QUALCOMM CORP. (QCOM) | | 55.86 | 184,328 | 61.86 | 204,137 | 19,808 | 3,300 | 1.62 | # |

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/12
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 | | | 1,182,316 | | 1,754,510 | 572,190 | 33,603 | 1.92 |
| U S Mutual Funds | | | | | | | | | |
| 14768+ | GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTCSX) | | 17.09 | 252,367 | 18.63 | 275,124 | 22,757 | 2,481 | 0.90 # |
| 35537+ | GLENMEDE FUND INC - US EMERGING GROWTH (GTGSX) | | 6.92 | 246,065 | 7.67 | 272,568 | 26,502 | 1,635 | 0.60 # |
| 86952+ | GLENMEDE FUND INC SECURED OPTIONS (GTSOX) | | 12.01 | 1,043,881 | 11.90 | 1,034,731 | 9,151- | 0 | 0.00 *# |
| | Total | | | 1,542,313 | | 1,582,423 | 40,109 | 4,116 | 0.26 |
| International Mutual Funds | | | | | | | | | |
| 26800 | ISHARES MSCI ACWI EX US INDX (ACWX) | | 36.34 | 973,966 | 41.88 | 1,122,384 | 148,418 | 29,346 | 2.61 |
| 29718+ | MATTHEWS PACIFIC TIGER FD - IS (MIPTX) | | 20.54 | 610,271 | 24.41 | 725,412 | 115,142 | 6,003 | 0.83 # |
| 36165+ | TWEEDY BROWNE GLOBAL VALUE FUND (TBGVX) | | 21.98 | 794,936 | 23.24 | 840,485 | 45,549 | 0 | 0.00 # |
| | Total | | | 2,379,173 | | 2,688,281 | 309,109 | 35,349 | 1.31 |
| Equities Total | | | | 10,041,273 | | 11,836,075 | 1,794,795 | 191,226 | 1.62 |
| Other | | | | | | | | | |
| Alternative Assets | | | | | | | | | |

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/12
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 |
|---|---|---|---|---|---|---|---|---|---|
| 83772+ | PIMCO ALL ASSETS AUTH -IS (PAUIX) | | 10.85 | 908,910 | 11.09 | 929,035 | 20,126 | 50,347 | 5.42 # |
| 10100 | UNITED STATES COMMODITY INDEX (USCI) | | 67.94 | 686,230 | 58.63 | 592,162 | 94,068- | 0 | 0.00 # |
| | Total | | | 1,595,140 | | 1,521,197 | 73,942- | 50,347 | 3.31 |
| Other Assets | | | | | | | | | |
| 631117+ | CVI SPECIALIZED VENTURES FUND B LP | | 1.00 | 631,117 | 0.17 | 105,423 | 525,694- | 0 | 0.00 |
| 150000 | CVI UNFUNDED COMMITMENT | | 0.00 | 0 | 0.00 | 0 | | 0 | 0.00 |
| | Total | | | 631,117 | | 105,423 | 525,694- | 0 | 0.00 |
| Other Total | | | | 2,226,257 | | 1,626,620 | 599,636- | 50,347 | 3.10 |
| Reported At Client Direction | | | | | | | | | |
| 1 | 3/8TH INT QUEEN STREET PROPERTIES | | 53625.00 | 53,625 | 53625.00 | 53,625 | | 0 | 0.00 |
| 7+ | STEINMAN DEVELOPMENT CO | | 66259.95 | 461,971 | 101257 | 705,974 | 244,003 | 0 | 0.00 |
| Reported At Client Direction Total | | | | 515,596 | | 759,599 | 244,003 | 0 | 0.00 |
| Grand Total | | | | 20,432,295 | | 22,124,850 | 1,692,546 | 550,547 | 2.49 |

COMBINED STATEMENT OF ASSETS
THE RICHARD C VON HESS FOUNDATION
12/31/2012
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 9 | | | | 20,432,295 | | 22,124,850 | 1,692,555 | 550,547 |
| **ADJUSTMENTS:** | | | | | | | | |
| | **CHECKING ACCOUNT** | | | **46,929** | | **46,929** | **-** | |
| | **Alternative Assets Adjustments to page 9**<br>**UNITED STATES COMMODITY INDEX**<br>**ADJUSTMENT TO BASIS PER K-1** | | | **(138,557)** | | **0** | **138,557** | |
| | **MUSEUM COLLECTION** | | | **454,502** | | **454,502** | **-** | |
| | **ACCOUNTS PAYABLE** | | | **(2,200)** | | **(2,200)** | **-** | |
| **ADJUSTED GRAND TOTAL** | | | | **20,792,969** | | **22,624,081** | **1,831,112** | |

RICHARD C. VON HESS FOUNDATION
TAX YEAR ENDING 12/31/2012
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 | [redacted] |
| **TOTAL LINE 22** | 2,200 | 2,200 | [redacted] |

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

STATEMENT 3

RICHARD C. VON HESS FOUNDATION
TAX YEAR ENDING 12/31/2012
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<br>THE RICHARD C VON HESS FOUNDATION<br>C/O THE GLENMEDE TRUST COMPANY, N A<br>1650 MARKET STREET, SUITE 1200<br>PHILADELPHIA, PA 19103-7391 | TRUSTEE | 1/4 HR/WK | 5,000 | -0- | -0- | 5,000 |
| 2 WARREN A REINTZEL, ESQUIRE<br>THE RICHARD C VON HESS FOUNDATION<br>C/O THE GLENMEDE TRUST COMPANY, N A<br>1650 MARKET STREET, SUITE 1200<br>PHILADELPHIA, PA 19103-7391 | TRUSTEE | 1/4 HR/WK | 4,000 | -0- | -0- | 4,000 |
| 3 THOMAS HILLS COOK<br>THE RICHARD C VON HESS FOUNDATION<br>C/O THE GLENMEDE TRUST COMPANY, N A<br>1650 MARKET STREET, SUITE 1200<br>PHILADELPHIA, PA 19103-7391 | MANAGING TRUSTEE | FULL-TIME | 96,000 | -0- | -0- | 96,000 |
| TOTAL | | | 105,000 | -0- | 0 | 105,000 |

## 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 2012, 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

RICHARD C. VON HESS FOUNDATION
TAX YEAR ENDING 12/31/2012
E.I.N.: 23-6962077
FORM 990-PF

ATTACHMENTS PAGE 7

## PART VIII INFORMATION ABOUT OFFICERS, DIRECTORS TRUSTEES, FOUNDATION MANAGERS, HIGHLY PAID EMPLOYEES AND CONTRACTORS

### FIVE HIGHEST-PAID INDEPENDENT CONTRACTORS FOR PROFESSIONAL SERVICES

| NAME AND ADDRESS | TYPE OF SERVICE | COMPENSATION |
|---|---|---|
| 1. THE GLENMEDE TRUST COMPANY, N A<br>1650 MARKET STREET, SUITE 1200<br>PHILADELPHIA, PA 19103-7391 | INVESTMENT MANAGEMENT FEE AND TAX PREPARATION FEE | 105,201 |
| | TOTAL | 105,201 |

**The Richard C. Von Hess Foundation**
**Account # 0262-02-4/0**
**EIN: 23-6962077**
**Tax Year Ending 12/31/2012**
**Form 990-PF PART XV, PAGE 11, LINE 3A**

| No. | Grantee Organization and Project Description | Grant Amount | Payment Date |
|---|---|---|---|
| 1 | **Maryland Historical Society**<br>Baltimore, MD<br>To support the exhibit of Betsy Bonaparte and her legacy | 75,000.00 | 3/20/2012 |
| 2 | **Rock Ford Foundation**<br>Lancaster, PA<br>To support the purchase and installation of period-correct reproduction carpet for the Gold Parlor at the Plantation | 6,400.00 | 3/20/2012 |
| 3 | **Victoria Mansion**<br>Portland, ME<br>To support the complete restoration of the Mansion's entrance vistibule | 31,500.00 | 3/20/2012 |
| 4 | **The University of the Arts**<br>Philadelphia, PA<br>Borowsky Center Artists in Residence Program (2010-2012 Three Year Term Renewed). Usually paid in the second quarter. | 12,000.00 | 3/29/2012 |

**The Richard C. Von Hess Foundation**
**Account # 0262-02-4/0**
**EIN: 23-6962077**
**Tax Year Ending 12/31/2012**
**Form 990-PF PART XV, PAGE 11, LINE 3A**

| No. | Grantee Organization and Project Description | Grant Amount | Payment Date |
|---|---|---|---|
| 5 | **The University of the Arts**<br>Philadelphia, PA<br>Ted Carey Prize (2010-2012 Three Year Term Renewed). Usually paid in the second quarter. | 5,000.00 | 3/29/2012 |
| 6 | **The University of the Arts**<br>Philadelphia, PA<br>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 | 3/29/2012 |
| 7 | **The University of the Arts**<br>Philadelphia, PA<br>Richard C. von Hess Faculty Prize (2010-2012 Three Year Term Renewed). Usually paid in the second quarter. | 5,000.00 | 3/29/2012 |

**The Richard C. Von Hess Foundation**
**Account # 0262-02-4/0**
**EIN: 23-6962077**
**Tax Year Ending 12/31/2012**
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| No. | Grantee Organization and Project Description | Grant Amount | Payment Date |
|---|---|---|---|
| 8 | **The University of the Arts**<br>Philadelphia, PA<br>Richard C. von Hess Scholarship (2010-2012 Three Year Term Renewed). Usually paid in the second quarter. | 34,533.00 | 3/29/2012 |
| 9 | **The University of the Arts**<br>Philadelphia, PA<br>Richard C. von Hess Travel Fellowship (2010-2012 Three Year Term Renewed). Usually paid in the second quarter. | 6,000.00 | 3/29/2012 |
| 10 | **Pennsylvania Academy of the Fine Arts**<br>Philadelphia, PA<br>For the Richard C. von Hess Memorial Scholarship and Travel Award | 34,100.00 | 5/7/2012 |
| 11 | **Fine Arts Museums of San Francisco**<br>San Francisco, CA<br>To support the Girl with a Pearl Earring: Dutch Paintings from the Mauritshuis Exhibition | 37,500.00 | 6/27/2012 |

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| No. | Grantee Organization and Project Description | Grant Amount | Payment Date |
|---|---|---|---|
| 12 | **Ladew Topiary Gardens**<br>Monkton, MD<br>Support the Drawing Room Furnishings Plan | 100,000.00 | 6/27/2012 |
| 13 | **Peabody Essex Museum**<br>Salem, MA<br>For the exhibition and publication relating to the exhibit of Dutch and Flemish Masterworks | 150,000.00 | 6/27/2012 |
| 14 | **The Baltimore Museum of Art**<br>Baltimore, MD<br>To support production of a collection highlights book in conjunction with the Museum's 100th Anniversary in 2014 | 77,161.50 | 6/27/2012 |
| 15 | **The Philadelphia Museum of Art**<br>Philadelphia, PA<br>To support the study and preservation of the 19th Century furniture collection of William and Mary Waln, designed by Benjamin Latrobe | 51,023.00 | 6/27/2012 |

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| No. | Grantee Organization and Project Description | Grant Amount | Payment Date |
|---|---|---|---|
| 16 | **Tudor Place Foundation, Inc.**<br>Washington, District of Columbia<br>To support the conservation of a wax and shell tableau given to Martha Washington by Samuel Fraunces in 1783 | 18,700.00 | 6/27/2012 |
| 17 | **Peabody Essex Museum**<br>Salem, MA<br>To support an exhibition in late 2014 "Nathaniel Gould, Furniture Maker" and related publication | 62,500.00 | 9/24/2012 |
| 18 | **Pennsylvania Academy of the Fine Arts**<br>Philadelphia, PA<br>To support the costs of constructing a new Works on Paper Gallery in PAFA's Landmark building and associated costs of relocating officer, etc. | 125,000.00 | 9/24/2012 |
| 19 | **Lancaster County Historical Society**<br>Lancaster, PA<br>To support the inaugural exhibition "County, Commonwealth, and Country", to be presented in 2013 | 123,750.00 | 11/23/2012 |

**The Richard C. Von Hess Foundation**
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**Tax Year Ending 12/31/2012**
**Form 990-PF PART XV, PAGE 11, LINE 3A**

| No. | Grantee Organization and Project Description | Grant Amount | Payment Date |
|---|---|---|---|
| 20 | **Isabella Stewart Gardner Museum**<br>Boston, MA<br>Supporting the acquisition of new conservation technology capable of dating and identifying the make-up of examined objects | 25,000.00 | 12/12/2012 |
| 21 | **Lancaster County Historical Society**<br>Lancaster, PA<br>To support the purchase of two new compact shelving systems at the Lancaster Campus of History as a plan for the care, storage, and display of the Decorative Arts Collection | 74,000.00 | 12/12/2012 |
| 22 | **Pennsylvania Heritage Society**<br>Harrisburg, PA<br>To fund the purchase of curtains to be installed at the entrances to the new Rothermel Salon Civil War Exhibit | 8,500.00 | 12/12/2012 |

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| No. | Grantee Organization and Project Description | Grant Amount | Payment Date |
|---|---|---|---|
| 23 | **NSCDA/Dumbarton House**<br>Washington, DC<br>To complete an interior restoration of the first floor of the Dumbarton House, specifically through the manufacture and installation of period appropriate wallpaper | 25,000.00 | 12/14/2012 |
| | **Grand Totals** | 1,110,667.50 | |

**The Richard C. Von Hess Foundation**
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**Tax Year Ending 12/31/2012**

**Form 990-PF PART XV, PAGE 11, LINE 3B**
**APPROVED IN CURRENT YEAR NOT PAID AS OF 12/31/2012**

| No. | Grantee Organization and Project Description | Grant Amount |
|---|---|---|
| 1 | **Maryland Historical Society**<br>Baltimore, MD<br>To support the exhibit of Betsy Bonaparte and her legacy | 75,000.00 |
| 2 | **Historic Preservation Trust**<br>Lancaster, PA<br>Restoration of Thaddeus Stevens Law Office | 100,000.00 |
| 3 | **Pennsylvania Academy of the Fine Arts**<br>Philadelphia, PA<br>For the Richard C. von Hess Memorial Scholarship and Travel Award | 34,100.00 |
| 4 | **Fine Arts Museums of San Francisco**<br>San Francisco, CA<br>To support the Girl with a Pearl Earring: Dutch Paintings from the Mauritshuis Exhibition | 37,500.00 |

**The Richard C. Von Hess Foundation**
**Account # 0262-02-4/0**
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**Tax Year Ending 12/31/2012**

**Form 990-PF PART XV, PAGE 11, LINE 3B**
**APPROVED IN CURRENT YEAR NOT PAID AS OF 12/31/2012**

| No. | Grantee Organization and Project Description | Grant Amount |
|---|---|---|
| 5 | **Peabody Essex Museum**<br>Salem, MA<br>For the exhibition and publication relating to the exhibit of Dutch and Flemish Masterworks | 62,500.00 |
| 6 | **The Baltimore Museum of Art**<br>Baltimore, MD<br>To support production of a collection highlights book in conjunction with the Museum's 100th Anniversary in 2014 | 77,161.50 |
| 7 | **The Philadelphia Museum of Art**<br>Philadelphia, PA<br>To support the study and preservation of the 19th Century furniture collection of William and Mary Waln, designed by Benjamin Latrobe | 51,023.00 |
| 8 | **Pennsylvania Academy of the Fine Arts**<br>Philadelphia, PA<br>To support the costs of constructing a new Works on Paper Gallery in PAFA's Landmark building and associated costs of relocating officer, etc. | 125,000.00 |

**The Richard C. Von Hess Foundation**
**Account # 0262-02-4/0**
**EIN: 23-6962077**
**Tax Year Ending 12/31/2012**

Form 990-PF PART XV, PAGE 11, LINE 3B
APPROVED IN CURRENT YEAR NOT PAID AS OF 12/31/2012

| No. | Grantee Organization and Project Description | Grant Amount |
|---|---|---|
| | TOTAL 2012 UNPAID GRANT AS OF 12/31/2012 | 562,284.50 |

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

COPY

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . . . . . . . . . . . . . ▶ ☒
- 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*.

## 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**<br>File by the due date for filing your return. See instructions. | Name of exempt organization or other filer, see instructions.<br>THE RICHARD C VON HESS FOUNDATION<br>0262-02-4/0 | Employer identification number (EIN) or<br>23-6962077 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. Suite 1200<br>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.<br>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 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720- (individual) | 03 | 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 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 20 12 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 | $ 14,206. |
| **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 | $ 23,952 |
| **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 | $ — |

**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.

**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev 1-2013)