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Form **990-PF**Department of the Treasury
Internal Revenue Service

EXTENSIONS ATTACHED
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

KH DOMINION FOUNDATION 5507-21-4/0

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

C/O GLENMEDE TRUST CO., N.A., 1650 MARKET ST.

1200

City or town, state, and ZIP code

PHILADELPHIA, PA 19103-7391

A Employer identification number

27-6973048

B Telephone number (see instructions)

215- 419-6000

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☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ 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) ▶ \$

11,288,103.

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)	4,500,000.			
	2	Check ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments			N/A	
	4	Dividends and interest from securities	95,841.	98,172.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	54,710.			
	b	Gross sales price for all assets on line 6a	682,156.			
	7	Capital gain net income (from Part IV, line 2)		54,710.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	7,264.	7,264.		STMT 1
	12	Total. Add lines 1 through 11	4,657,815.	160,146.		
	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,500.	NONE	NONE	3,500.
	c	Other professional fees (attach schedule)	9,913.	7,435.		2,478.
	17	Interest	2,411.	2,411.		
	18	Taxes (attach schedule) (see instructions)	2,850.			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 2	30.			30.
	24	Total operating and administrative expenses. Add lines 13 through 23	18,704.	9,846.	NONE	6,008.
	25	Contributions, gifts, grants paid	174,000.			174,000.
	26	Total expenses and disbursements. Add lines 24 and 25	192,704.	9,846.	NONE	180,008.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	4,465,111.			
	b	Net investment income (if negative, enter -0-)		150,300.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

POSTMARK DATE OCT 11 2013
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SCANNED OCT 21 2013

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.	19.	19.
	2	Savings and temporary cash investments		4,083,339.	7,273,534.	7,273,534.
	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)				
	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)			6,658,224.	11,123,333.	11,288,103.
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)					NONE
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			6,658,224.	11,123,333.
	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)			6,658,224.	11,123,333.	
31	Total liabilities and net assets/fund balances (see instructions)			6,658,224.	11,123,333.	

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	6,658,224.
2	Enter amount from Part I, line 27a	2	4,465,111.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,123,335.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,123,333.

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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 682,156.		627,446.	54,710.		
b					
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			54,710.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	54,710.	
{ 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))
2011	16,430.	3,862,463.	0.004254
2010	NONE	985,000.	NONE
2009			
2008			
2007			
2 Total of line 1, column (d)			2 0.004254
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 0.002127
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 6,667,241.
5 Multiply line 4 by line 3			5 14,181.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,503.
7 Add lines 5 and 6			7 15,684.
8 Enter qualifying distributions from Part XII, line 4			8 180,008.

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	1,503.
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	1,503.
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	1,503.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,936.	
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	2,936.	
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	1,433.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 1,433. 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 instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		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 2012 or the taxable year beginning in 2012 (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		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?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ SEE STATEMENT 3 Telephone no ▶			
Located at ▶ ZIP+4 ▶				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year ▶ N/A				
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	Yes	No
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?	☐ 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	N/A
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
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 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

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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/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
KATHRYN HEAD 1650 MARKET ST., SUITE 1200, PHILADELPHIA, PA 19103	TRUSTEE 1	-0-	-0-	-0-
LINDA A. DELMA 1650 MARKET ST., SUITE 1200, PHILADELPHIA, PA 19103	TRUSTEE 1	-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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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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	3,569,591.
b	Average of monthly cash balances	1b	3,199,182.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,768,773.
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	6,768,773.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	101,532.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,667,241.
6	Minimum investment return. Enter 5% of line 5	6	333,362.

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	333,362.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,503.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,503.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	331,859.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	331,859.
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	331,859.

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	180,008.
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	180,008.
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	1,503.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	178,505.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				331,859.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			176,230.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		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	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>180,008.</u>				
a Applied to 2011, but not more than line 2a			176,230.	
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				3,778.
e Remaining amount distributed out of corpus	NONE			
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	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 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				328,081.
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	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 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 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				174,000.
Total			▶ 3a	174,000.
b Approved for future payment				
SEE SCHEDULE ATTACHED				50,000.
Total			▶ 3b	50,000.

(e)
Related or exempt
function income
(See instructions)

17 -

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

- | | | |
|--|-------|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | Yes | No |
| | | |
| | 1a(1) | X |
| | 1a(2) | X |
| | | |
| | 1b(1) | X |
| | 1b(2) | X |
| | 1b(3) | X |
| | 1b(4) | X |
| | 1b(5) | X |
| | 1b(6) | X |
| | 1c | X |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee Kathryn S. Hall Date 10/1/13 Title Trustee

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	<i>Francis X. MehaFFEY</i>	9/29/13	☐	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			

Schedule of Contributors

OMB No 1545-0047

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

2012

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	\$ 800,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	SEE SCHEDULE ATTACHED	\$ 3,700,000.	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.)

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

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

REVENUE:

	COLUMN A	COLUMN B	COLUMN D
LINE 1 CONTRIBUTIONS - RECEIVED FROM THE FOLLOWING:	4,500,000 00		

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

COMPOSED OF:

	MEAN VALUE
CASH 12/27/2012	500,000 00
CASH 12/28/2012	300,000.00
1 SUB-TOTAL	800,000.00

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

COMPOSED OF:

	MEAN VALUE
CASH 12/27/2012	3,700,000.00
2 SUB-TOTAL	3,700,000 00

TOTAL 2012 CONTRIBUTIONS RECEIVED 4,500,000.00

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

95,841 98,172

LINE 11 OTHER INCOME
- PARTNERSHIP INCOME PER K-1

7,264 7,264

EXPENSES:

LINE 16b ACCOUNTING FEES
- THE GLENMEDE TRUST COMPANY
TAX PREPARATION FEE

3,500 0 3,500

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

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

LINE 16c	OTHER PROFESSIONAL FEES - THE GLENMEDE TRUST COMPANY INVESTMENT MANAGEMENT FEE	<u>9,913</u>	<u>7,435</u>	<u>2,478</u>
LINE 17	INTEREST - LATE ENTRY INTEREST EXPENSE ON PARTNERSHIP INVESTMENT	<u>2,411</u>	<u>2,411</u>	<u>0</u>
LINE 18	TAXES - EXCISE TAX PAYMENTS	<u>2,850</u>	<u>0</u>	<u>0</u>
LINE 23	OTHER EXPENSES - NEW JERSEY DIVISION OF CONSUMER AFFAIRS FILING FEE	<u>30</u>	<u>0</u>	<u>30</u>

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/12
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									
7273534	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GTGXX)		1.00	7,273,534	1.00	7,273,534		4	0.00 *
20+	Cash		0.97	19	1.00	19		0	0.00
Cash & Reserves Total									
				7,273,553		7,273,553		4	0.00
Fixed Income									
Other Taxable Bond Mutual Funds									
83883+	GLENMEDE FUND INC-CORE FIXED INCOME PORTFOLIO (GTCGX)		11.53	967,559	11.64	976,393	8,833	27,513	2.82 #
20588+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		13.14	270,602	13.34	274,639	4,038	12,208	4.45 #
24342+	LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/2009 (GOBSX)		11.00	267,785	11.71	285,047	17,262	8,819	3.09 #
28111+	TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2012 (TIHYX)		9.99	280,858	10.41	292,631	11,773	16,398	5.60 #
Total									
				1,786,804		1,828,710	41,906	64,938	3.55
Fixed Income Total									
				1,786,804		1,828,710	41,906	64,938	3.55
Equities									
Basic Industries									

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/12
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
60	3M CO (MMM)		89.77	5,386	92.85	5,571	185	142	2.54
35	W W GRAINGER INC (GW)		195.11	6,829	202.37	7,083	254	112	1.58 #
86	HONEYWELL INTERNATIONAL INC (HON)		55.21	4,748	63.47	5,458	711	141	2.58
77	J B. HUNT (JBHT)		43.48	3,348	59.71	4,598	1,249	46	1.00
60	MONSANTO CO (MON)		90.45	5,427	94.65	5,679	252	90	1.58 #
60	PARKER-HANNIFIN CORP. (PH)		87.17	5,230	85.06	5,104	127-	98	1.93 #
40	PRECISION CASTPARTS CORP (PCP)		148.45	5,938	189.42	7,577	1,639	5	0.06 #
Total				36,906		41,070	4,163	634	1.54
Consumer Discretionary									
83	ADVANCE AUTO PARTS (AAP)		69.75	5,789	72.35	6,005	216	20	0.33 #
125	BED BATH & BEYOND INC (BBBY)		60.48	7,560	55.91	6,989	571-	0	0.00 #
105	COACH INC (COH)		56.12	5,893	55.51	5,829	64-	126	2.16 #
90	DOLLAR TREE INC (DLTR)		40.14	3,613	40.56	3,650	37	0	0.00 #
90	HOME DEPOT INC. (HD)		32.04	2,884	61.85	5,567	2,682	104	1.88 #
120	YUM BRANDS INC (YUM)		56.05	6,726	66.40	7,968	1,242	161	2.02 #
Total				32,465		36,008	3,543	411	1.14
Consumer Staples									
200	COCA COLA CO. (KO)		36.62	7,323	36.25	7,250	73-	204	2.81 #
40	COLGATE PALMOLIVE CO. (CL)		78.60	3,144	104.54	4,182	1,038	99	2.37
60	KELLOGG CO. (K)		56.62	3,397	55.85	3,351	46-	106	3.15 #
90	PHILIP MORRIS INTERNATIONAL (PM)		64.21	5,779	83.64	7,528	1,749	306	4.06 #
147	PROCTER & GAMBLE CO. (PG)		65.15	9,577	67.89	9,980	403	330	3.31 #
Total				29,220		32,291	3,071	1,045	3.24

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/12
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
Energy									
110	CHEVRON CORP (CVX)		103.14	11,345	108.14	11,895	551	396	3.33 #
80	NATIONAL OILWELL VARCO INC (NOV)		65.38	5,230	68.35	5,468	238	42	0.76 #
90	OCCIDENTAL PETROLEUM CORP. (OXY)		94.21	8,479	76.61	6,895	1,584-	194	2.82 #
110	SCHLUMBERGER LTD. (SLB)		88.65	9,751	69.30	7,623	2,128-	121	1.59 #
Financials									
	Total			34,805		31,881	2,924-	753	2.36
90	ACE LTD (ACE)		71.26	6,413	79.80	7,182	769	176	2.46 #
125	AMERICAN EXPRESS CO. (AXP)		45.51	5,689	57.48	7,185	1,496	100	1.39 #
20	BLACKROCK INC (BLK)		187.90	3,758	206.71	4,134	376	120	2.90
52	FRANKLIN RESOURCES INC. (BEN)		124.25	6,461	125.70	6,536	75	60	0.92 #
125	PNC FINANCIAL SERVICES GROUP (PNC)		63.45	7,931	58.31	7,289	642-	200	2.74 #
160	US BANCORP (USB)		26.73	4,277	31.94	5,110	833	125	2.44 #
306	WELLS FARGO CO (WFC)		28.08	8,594	34.18	10,459	1,865	269	2.57 #
	Total			43,123		47,895	4,773	1,050	2.19
Health Care									
60	ALLERGAN INC (AGN)		91.72	5,503	91.73	5,504	1	12	0.22 #
90	BAXTER INTL. INC. (BAX)		53.12	4,781	66.66	5,999	1,218	162	2.70 #
60	C R BARD INC. (BCR)		96.33	5,780	97.74	5,864	85	48	0.82 #
160	JOHNSON & JOHNSON (JNJ)		66.92	10,707	70.10	11,216	509	390	3.48 #
70	LABORATORY CORP OF AMERICA HOLDINGS (LH)		90.49	6,334	86.62	6,063	271-	0	0.00 #
70	ROCHE HOLDINGS LTD SPONSORED ADR (RHHBY)		46.99	3,289	50.25	3,518	229	108	3.07 #

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/12
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
130	UNITEDHEALTH GROUP INC (UNH)		48.33	6,283	54.24	7,051	769	111	1.57 #
Total				42,677		45,215	2,539	831	1.84
Technology									
100	ACCENTURE PLC (ACN)		51.87	5,187	66.50	6,650	1,463	162	2.44 #
70	AMPHENOL CORP-CL A (APH)		57.47	4,023	64.70	4,529	506	29	0.65 #
28	APPLE INC. (AAPL)		352.43	9,868	532.17	14,901	5,033	297	1.99
100	AVAGO TECHNOLOGIES LTD (AVGO)		31.32	3,132	31.65	3,165	33	68	2.15
65	COGNIZANT TECH SOLUTIONS CRP (CTSH)		65.48	4,256	73.88	4,802	546	0	0.00 #
45	INTERNATIONAL BUSINESS MACHINES CORP. (IBM)		210.20	9,459	191.55	8,620	840-	153	1.77 #
140	MICROCHIP TECHNOLOGY INC. (MCHP)		34.44	4,821	32.59	4,563	258-	197	4.32 #
390	MICROSOFT CORP. (MSFT)		26.88	10,483	26.71	10,417	66-	359	3.44 #
310	ORACLE CORP (ORCL)		32.17	9,974	33.32	10,329	355	74	0.72 #
133	QUALCOMM CORP. (QCOM)		55.76	7,416	61.86	8,227	811	133	1.62 #
Total				68,619		76,203	7,583	1,472	1.93

U S Mutual Funds

2655+	GLENMEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTC SX)	15.26	40,504	18.63	49,458	8,953	446	0.90 #
13495+	GLENMEDE FUND INC SECURED OPTIONS (GTSOX)	12.03	162,331	11.90	160,596	1,735-	0	0.00 **
7411+	GLENMEDE FUND INC-LARGE CAP VALUE PORTFOLIO (GTMEX)	8.57	63,527	10.33	76,551	13,024	1,037	1.36 *
4932+	GLENMEDE TOTAL MARKET PORTFOLIO (GTTMX)	8.11	40,000	9.95	49,075	9,075	321	0.65

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/12
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
4909+	GMO QUALITY FUND IV (GQEFX)		20.03	98,320	22.35	109,723	11,403	2,558	2.33 #
3513+	MANAGERS TIMESSQ M/C GRW-IN (TMDIX)		12.53	44,015	15.05	52,874	8,859	0	0.00 #
2403+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		18.66	44,834	21.02	50,515	5,681	1,091	2.16 #
Total				493,531		548,792	55,261	5,453	0.99
International Mutual Funds									
2269+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		22.38	50,784	24.41	55,394	4,610	458	0.83 #
6257+	OAKMARK INTERNATIONAL FD I (OAKIX)		18.54	116,000	20.93	130,950	14,950	2,747	2.10 #
1849+	T ROWE PRICE INST EMERGING STOCK FD (IEMFX)		29.75	55,018	31.16	57,628	2,609	333	0.58 #
4369+	THORNBURG INTL VALUE FD-I (TGVIX)		27.24	119,000	28.09	122,733	3,733	1,726	1.41 #
Total				340,802		366,705	25,902	5,264	1.44
Equities Total				1,122,148		1,226,060	103,911	16,913	1.38
Other									
Alternative Assets									
41996+	GLENMEDE CLIENT OPP UNF COMMITMENT		0.00	0	0.00	0		0	0.00 #
83000+	GLENMEDE CLIENT OPPORTUNITIES PFIC POOL		1.00	83,000	1.29	107,344	24,344	0	0.00 #
2500	LIBERTY SPECIAL STRATEGIES OFFSHORE FD		100.00	250,000	101.93	254,818	4,818	0	0.00

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/12
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
29106+	PIMCO ALL ASSETS AUTH - IS (PAUIX)		10.99	320,000	11.09	322,790	2,790	17,493	5.42 #
568	UNITED STATES COMMODITY INDEX (USCI)		70.37	39,970	58.63	33,302	6,668 -	0	0.00
708+	VAN ECK GLOBAL HARD ASSETS -I (GHAIX)		57.57	40,740	44.89	31,767	8,973 -	174	0.55 #
Total				733,710		750,021	16,311	17,667	2.36
Other Total				733,710		750,021	16,311	17,667	2.36
Reported At Client Direction									
2000	PCM PARTNERS LP II		100.00	200,000	104.88	209,759	9,759	0	0.00
Reported At Client Direction Total									
				200,000		209,759	9,759	0	0.00
Grand Total				11,116,215		11,288,103	171,887	99,522	0.88

* 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
12/31/2012
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 6			11,116,215		11,288,103	171,888	99,522
ADJUSTMENTS:							
Other							
Alternative Assets Adjustments to pages 5 and 6							
	GLENMEDE CLIENT OPPORTUNITIES PFCI POOL ADJUSTMENT TO BASIS PER K-1		11,776	-	-	(11,776)	
	PCM PARTNERS LP II ADJUSTMENT TO BASIS PER K-1		2,780	-	-	(2,780)	
	UNITED STATES COMMODITY INDEX ADJUSTMENT TO BASIS PER K-1		(7,438)	-	-	7,438	
Total			7,118	0		(7,118)	-
Other Total			7,118	-		-7,118	-
Adjusted Grand Total			11,123,333		11,288,103	164,770	99,522

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

KH DOMINION FOUNDATION

ACCOUNT #5507-21-4/0

EIN: 27-6973048

TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF

PART XV CHARITABLE GIFTS 3a - PAID DURING THE YEAR

Grantee Organization & Project		Payment
No.	Description	Date
1	Farm Forward Amherst, MA To support the five year plan of implementing new programs and expanding the staff infrastructure and associated capacity as set forth in the application	25,000.00 1/25/2012
2	Mercy For Animals Los Angeles, California General Charitable Purposes	10,000 00 6/20/2012
3	Mid-Atlantic Great Dane Rescue League, Inc. Bridgewater, New Jersey General Charitable Purposes	10,000.00 6/20/2012
4	Mylestone Equine Rescue Phillipsburg, New Jersey General Charitable Purposes	4,000.00 6/20/2012
5	Vegan Outreach Tuscon, Arizona General Charitable Purposes	10,000 00 6/20/2012
6	Bat Conservation International Austin, TX General Charitable Purposes	5,000 00 6/26/2012

KH DOMINION FOUNDATION

ACCOUNT #5507-21-4/0

EIN: 27-6973048

TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF

PART XV CHARITABLE GIFTS 3a - PAID DURING THE YEAR

Grantee Organization & Project		Payment
No.	Description	Date
7	Humane Society Veterinary Medical Association-Field Services Program Washington, DC Restricted to HSVMA Field Services Program	10,000.00 6/26/2012
8	Farm Forward Amherst, MA To support the five year plan of implementing new programs and expanding the staff infrastructure and associated capacity as set forth in the application	25,000.00 8/8/2012
9	Animal Welfare Institute Washington, DC General Charitable Purposes	5,000.00 11/15/2012
10	Center for Biological Diversity Tuscon, AZ General Charitable Purposes	2,500.00 11/15/2012
11	D.E.L.T.A. Rescue Glendale, CA General Charitable Purposes	3,000.00 11/15/2012

KH DOMINION FOUNDATION

ACCOUNT #5507-21-4/0

EIN: 27-6973048

TAX YEAR ENDING 12/31/12

Attachments Page 11 Form 990-PF

PART XV CHARITABLE GIFTS 3a - PAID DURING THE YEAR

Grantee Organization & Project		Payment
No.	Description	Date
12	Dian Fossey Gorilla Fund Atlanta, GA General Charitable Purposes	3,000.00 11/15/2012
13	Environmental Defense Fund Washington, DC General Charitable Purposes	2,500.00 11/15/2012
14	In Defense of Animals San Rafael, CA For Project Hope (\$3,000) and Horse Related Issues (\$1,000)	4,000.00 11/15/2012
15	Thoroughbred Retirement Foundation Saratoga Springs, NY General Charitable Purposes (Not for Litigation Expense)	5,000.00 11/15/2012
16	St. Hubert's Animal Welfare Center Madison, NJ To support the construction of a dog training ring in the new Behavior Training Center.	50,000.00 11/21/2012
Grand Totals		174,000.00

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

ATTACHMENTS PAGE 11 FORM 990-PF
PART XV CHARITABLE GIFTS 3b
APPROVED IN CURRENT YEAR NOT PAID AS OF 12/31/2012

NO.	UNPAID AS OF 12/31/2012	AMOUNT
1	Farm Forward Amherst, MA To support the five year plan of implementing new programs and expanding the staff infrastructure and associated capacity as set forth in the application	50,000.00
TOTAL 2012 UNPAID GRANT AS OF 12/31/2012		<u>50,000.00</u>