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

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

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, 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

City or town, state or province, country, and ZIP or foreign postal code

PHILADELPHIA, PA 19103-7391

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) \$

NONE

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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 ☐**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)	248,000.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	147,467.	147,467.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	97,221.			
b Gross sales price for all assets on line 6a	1,765,385.			
7 Capital gain net income (from Part IV, line 2)		97,221.		
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)	513.	22,227.		STMT 5
12 Total Add lines 1 through 11	493,201.	266,915.		
Operating and Administrative Expenses				
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) STMT 6	3,500.	NONE	NONE	3,500.
c Other professional fees (attach schedule) STMT 7	15,645.	11,734.		3,911.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 8	1,106.	1,006.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 9	32.			32.
24 Total operating and administrative expenses				
Add lines 13 through 23	20,283.	12,740.	NONE	7,443.
25 Contributions, gifts, grants paid	321,000.			321,000.
26 Total expenses and disbursements Add lines 24 and 25	341,283.	12,740.	NONE	328,443.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	151,918.			
b Net investment income (if negative, enter -0-)		254,175.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		19.	9,384.	
	2	Savings and temporary cash investments		7,273,534.	5,284,612.	
	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)			3,849,780.	5,973,256.	
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)			11,123,333.	11,267,252.	NONE
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			11,123,333.	11,267,252.
	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)			11,123,333.	11,267,252.
	31	Total liabilities and net assets/fund balances (see instructions)			11,123,333.	11,267,252.

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	11,123,333.
2	Enter amount from Part I, line 27a	2	151,918.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,275,251.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	7,999.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,267,252.

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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					
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 1,765,385.		1,668,164.	97,221.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			97,221.		
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	97,221.	
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))
2012	178,505.	6,667,241.	0.026773
2011	16,430.	3,862,463.	0.004254
2010	NONE	985,000.	NONE
2009			
2008			
2 Total of line 1, column (d)			0.031027
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			0.010342
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			11,112,987.
5 Multiply line 4 by line 3			114,931.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,542.
7 Add lines 5 and 6			117,473.
8 Enter qualifying distributions from Part XII, line 4 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			328,443.

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		1	2,542.
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			
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	2,542.
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	2,542.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 1,533.		
b Exempt foreign organizations - tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c 774.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	2,307.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	12
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	247.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ NONE 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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
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 2013 or the taxable year beginning in 2013 (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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>SEE STATEMENT 11</u> Telephone no ► _____ Located at ► _____ ZIP+4 ► _____			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 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 2013)	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 2013?	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)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870 **6b** X

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? ☐ Yes ☒ No **7b**

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	TRUSTEE			
1650 MARKET ST, SUITE 1200, PHILADELPHIA, PA 19103	1	-0-	-0-	-0-
LINDA A. DELMA	TRUSTEE			
1650 MARKET ST, SUITE 1200, PHILADELPHIA, PA 19103	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
SEE STATEMENT 12		
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	5,173,176.
b	Average of monthly cash balances	1b	6,109,044.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	11,282,220.
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	11,282,220.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	169,233.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,112,987.
6	Minimum investment return. Enter 5% of line 5	6	555,649.

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	555,649.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,542.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,542.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	553,107.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	553,107.
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	553,107.

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	328,443.
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	328,443.
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	2,542.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	325,901.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				553,107.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			328,081.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>328,443.</u>				
a Applied to 2012, but not more than line 2a			328,081.	
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 2013 distributable amount				362.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				552,745.
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(i)(3) or

4942(1)(5)

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

b 85% of line 2a

C Qualifying distributions from Part XII, line 4 for each year listed . . .

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(i)(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 (i)(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 address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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				321,000.
Total			3a	321,000.
b Approved for future payment N/A				
Total			3b	

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

**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

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

YONG SHUAI, CPA

Preparer's signature

Young

Date _____

10/13/2014

Check			
-------	--	--	--

self-employed

Firm's name ► THE GLENMEDE TRUST COMPANY, N.A.

Firm's EIN ▶ 32-0274136

Firm's address ► 1650 MARKET STREET, SUITE 1200
PHILADELPHIA, PA 1

Phone no 215-419-6000

Schedule of Contributors

OMB No 1545-0047

2013

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF**

▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

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 its Form 990-PF, Part I, line 2, 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	KATHRYN HEAD C/O The Glenmede Trust Co., N.A. Philadelphia, PA 19103	\$ 248,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Form **8868**

(Rev. January 2014)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

KH DOMINION FOUNDATION 5507-21-4/0

27-6973048

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

Social security number (SSN)

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

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

PHILADELPHIA, PA 19103-7391

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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) 419-6000FAX 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 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2013 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 \$ <u>2,307</u>
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 \$ <u>1,533</u>
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. <u>WIRE</u>	3c \$ <u>774</u>

Caution. If you are going to make an electronic funds withdrawal (direct debit) 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. 1-2014)

JSA

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5507-21-4/0

1 S

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AQR RISK PARITY FUND -I	7,557.	7,557.
ABBOTT LABORATORIES	86.	86.
ABBVIE INC COM	204.	204.
ADVANCE AUTO PARTS	13.	13.
ALLERGAN INC	13.	13.
AMERICAN EXPRESS CO.	67.	67.
AMPHENOL CORP-CL A	31.	31.
APPLE COMPUTER INC.	330.	330.
ASTRAZENECA GROUP PLC - SPONS ADR	294.	294.
C R BARD INC.	46.	46.
BAXTER INTL. INC.	167.	167.
BLACKROCK INC	34.	34.
BLACKROCK FLOATING RATE INCOME DTD 10/1/	7,082.	7,082.
CATERPILLAR INC DTD 12/5/2008 7.9% 12/15	26.	26.
CHEVRON CORP	384.	384.
CISCO SYSTEMS	153.	153.
COCA COLA CO.	151.	151.
COLGATE PALMOLIVE CO.	52.	52.
DANAHER CORP	5.	5.
DISCOVER FINANCIAL SERVICES	20.	20.
DREYFUS GLOBAL REAL ESTATE SECURITIES FD	2,999.	2,999.
EMERSON ELECTRIC CO.	88.	88.
EXPEDITORS INTL WASH INC	80.	80.
EXXON MOBIL CORPORATION	69.	69.
FLIR SYSTEMS INC	14.	14.
FLUOR CORP (NEW)-WI	14.	14.
FRANKLIN RESOURCES INC.	40.	40.
GMO QUALITY FUND IV	3,048.	3,048.
THE GAP INC.	35.	35.
GENERAL MILLS INC.	89.	89.
GLENMEDE FUND INC-GOVT CASH PORTFOLIO DT	8.	8.
GLENMEDE FUND INC-CORE FIXED INCOME PORT	21,055.	21,055.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GLENMEDE FUND INC-ADVISOR SMALL CAP VALU	1,065.	1,065.
GLENMEDE INTL SECURED OPTIONS PORT	16,401.	16,401.
GLENMEDE FUND INC SECURED OPTIONS	17,862.	17,862.
GLENMEDE TOTAL MARKET PORTFOLIO	365.	365.
GLENMEDE FUND INC-LARGE CAP VALUE PORT	6,077.	6,077.
W W GRAINGER INC	28.	28.
HALLIBURTON CO.	42.	42.
HANESBRANDS INC	37.	37.
OAKMARK INTERNATIONAL FD I	2,842.	2,842.
HELMERICH & PAYNE INC.	84.	84.
HOME DEPOT INC.	152.	152.
HONEYWELL INTERNATIONAL INC	71.	71.
HUBBELL (HARVEY) INC CLASS B	63.	63.
HUMANA INC.	13.	13.
INTERNATIONAL BUSINESS MACHINES CORP.	110.	110.
INTERNATIONAL GAME TECHNOLOGY	53.	53.
JP MORGAN CHASE & CO	148.	148.
JOHNSON & JOHNSON	98.	98.
KELLOGG CO.	26.	26.
KIMBERLY CLARK CORP.	53.	53.
LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/20	4,674.	4,674.
AMG TIMESQUARE MID CAP GROWTH	937.	937.
MATTHEWS PACIFIC TIGER FD - IS	541.	541.
MEDTRONIC INC.	119.	119.
MICROSOFT CORP.	223.	223.
MONSANTO CO	64.	64.
NATIONAL-OILWELL INC	69.	69.
NETAPP INC	26.	26.
NORDSTROM INC.	21.	21.
NOVO-NORDISK A/S	78.	78.
OCCIDENTAL PETROLEUM CORP.	38.	38.
ORACLE CORP	67.	67.
PNC FINANCIAL SERVICES GROUP INC	50.	50.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PARKER-HANNIFIN CORP.	107.	107.
PATTERSON COS INC	29.	29.
PEPSICO INC.	60.	60.
PHILIP MORRIS INTERNATIONAL	287.	287.
PIMCO ALL ASSETS AUTH -IS	17,131.	17,131.
PRECISION CASTPARTS CORP	1.	1.
T ROWE PRICE INST EMERGING STOCK FD	1,150.	1,150.
T ROWE PRICE GROUP INC	68.	68.
PROCTER & GAMBLE CO.	159.	159.
QUALCOMM CORP.	33.	33.
RAYTHEON COMPANY	72.	72.
ROCHE HOLDINGS LTD-SPONS ADR	155.	155.
ROCKWELL COLLINS INC.	20.	20.
ROSS STORES INC	51.	51.
ROYCE SPECIAL EQUITY FUND -IN	719.	719.
SCHLUMBERGER LTD.	65.	65.
CHARLES SCHWAB CORP.	36.	36.
SCRIPPS NETWORKS INTERAC	32.	32.
STATE STREET CORP	82.	82.
TEMPLETON GLOBAL BOND FD-AD	12,105.	12,105.
THORNBURG INTL VALUE FD-I	2,035.	2,035.
3M CO	38.	38.
TIAA CREF HIGH YIELD FUND - IN DTD 5/1/2	14,614.	14,614.
TORCHMARK CORP	38.	38.
U S BANCORP	172.	172.
VAN ECK GLOBAL HARD ASSETS -I	11.	11.
VAN ECK INTL INVEST GOLD -I	701.	701.
WABTEC	5.	5.
WAL MART STORES INC.	45.	45.
WELLS FARGO CO	304.	304.
WESTERN DIGITAL CORP.	34.	34.
WISCONSIN ENERGY CORP.	41.	41.
YUM BRANDS INC	74.	74.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ACCENTURE PLC	154.	154.
LYONDELLBASELL INDUSTRIES NV	88.	88.
	-----	-----
TOTAL	147,467.	147,467.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		22,227.
UNRELATED BUSINESS INCOME ON 990T	513.	
	-----	-----
TOTALS	513.	22,227.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	3,500.			3,500.
TOTALS	3,500.	NONE	NONE	3,500.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
CUSTODIAN&MANAGEMENT FEES	15,645.	11,734.	3,911.
TOTALS	15,645.	11,734.	3,911.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	44.	44.
FEDERAL ESTIMATES - PRINCIPAL	100.	
FOREIGN TAXES ON QUALIFIED FOR	754.	754.
FOREIGN TAXES ON NONQUALIFIED	208.	208.
	-----	-----
TOTALS	1,106.	1,006.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
AG FILING FEES AND DUE OTHER NON-ALLOCABLE EXPENSE -	30. 2.	30. 2.
TOTALS	----- 32. =====	----- 32. =====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ROUNDING	1.
PARTNERSHIP COST BASIS ADJUSTMENT ON PRIOR YEARS	7,118.
COST ADJUSTMENT	880.

TOTAL	7,999.
	=====

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

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

=====

NAME:

The Glenmede Trust Company

ADDRESS:

PHILADELPHIA, PA 19103

COMPENSATION 19,145.

COMPENSATION EXPLANATION:

Investment management and tax preparation

TOTAL COMPENSATION: 19,145.

=====

KH DOMINION FOUNDATION

ACCOUNT #5507-21-4/0

E.I.N. 27-6973048

TAX YEAR ENDING 12/31/2013

PART XV, FORM 990-PF, PAGE 11

2013 GRANTS AND CONTRIBUTIONS - PAID

DONEE, LOCATION AND PURPOSE	AMOUNT	DATE
Mylestone Equine Rescue Phillipsburg, New Jersey General Charitable Purposes	5,000.00	1/23/2013
Farm Forward Portland, OR 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	2/5/2013
Mercy For Animals Los Angeles, California General Charitable Purposes	30,000.00	3/27/2013
Bat Conservation International Austin, TX General Charitable Purposes	6,000.00	5/8/2013
Vegan Outreach Tucson, Arizona General Charitable Purposes	10,000.00	5/8/2013
Humane Society of the United States Washington, DC \$125,000 for Farm Animal Protection, \$15,000 for Equine Protection (Specifically Horse Slaughter), and \$10,000 for HSUS Rural Area Veterinary Services	150,000.00	6/6/2013
Mid-Atlantic Great Dane Rescue League, Inc. Hanover, MD	15,000.00	6/24/2013

General Charitable Purposes Farm Forward Portland, OR 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	7/2/2013
The Humane League Philadelphia, PA Humane League Labs Study per the Proposal	10,000.00	8/21/2013
Animal Welfare Institute Washington, DC General Charitable Purposes	5,000.00	9/4/2013
Compassion Over Killing Washington, DC General Charitable Purposes	10,000.00	9/4/2013
Thoroughbred Retirement Foundation Saratoga Springs, NY General Charitable Purposes	5,000.00	9/4/2013
The Raptor Trust Millington, NJ Rebuild the bird enclosures after the October storm	5,000.00	11/20/2013
Vegan Outreach Tucson, Arizona General Charitable Purposes	15,000.00	11/20/2013
Humane Research Council Olympia, WA Grassroots Research Fund Program - Specifically for Projects Focused on Food, Animals, or Vegan Advocacy	5,000.00	12/11/2013
Grand Totals (15 items)	321,000.00	

COMBINED STATEMENT OF ASSETS
KH DOMINION FOUNDATION IM
12/31/13
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									
5284612	GLENMEDE FUND INC-GOVT CASH PORTFOLIO (GTGXX)		1.00	5,284,612	1.00	5,284,612		5	0.00 *
9384+	Cash		1.00	9,384	1.00	9,384		0	0.00
Cash & Reserves Total									
				5,293,996		5,293,996		5	0.00
Fixed Income									
U S Government Obligations									
25000	US TREASURY N/B DTD 11/30/2010 1.375% 11/30/2015 (912828PJ3)	Aaa	1.02	25,529	101.93	25,484	46-	344	1.35
22000	US TREASURY N/B DTD 8/15/2007 4.75% 8/15/2017 (912828HA1)	Aaa	1.14	25,032	112.98	24,855	177-	1,045	4.20
22000	US TREASURY N/B DTD 11/17/2008 3.75% 11/15/2018 (912828JR2)	Aaa	1.11	24,410	109.74	24,143	267-	825	3.42
Total									
				74,971		74,482	489-	2,214	2.97
U S Government Agencies									
45000	FHLMC DTD 7/14/2005 4.375% 7/17/2015 (3134A4VC5)	Aaa	1.07	47,946	106.29	47,831	115-	1,969	4.12
45000	FNMA DTD 8/19/2011 1.25% 9/28/2016 (3135G0CM3)	Aaa	1.02	45,793	101.43	45,643	151-	563	1.23

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Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
40000	FHLB DTD 10/19/2007 5% 11/17/2017 (3133XMQ87)	Aaa	1.15	46,025	114.12	45,647	378-	2,000	4.38
Total				139,764		139,121	644-	4,532	3.26
Corporate Bonds - Industrial									
25000	JOHNSON & JOHNSON DTD 8/16/2007 5.55% 8/15/2017 (478160AQ7)	Aaa	1.15	28,851	114.14	28,536	315-	1,388	4.86
20000	PEPSICO INC DTD 10/24/2008 7.9% 11/1/2018 (713448BJ6)	A1	1.27	25,377	125.00	25,000	377-	1,580	6.32
20000	CATERPILLAR INC DTD 12/5/2008 7.9% 12/15/2018 (149123BQ3)	A2	1.27	25,467	125.33	25,066	401-	1,580	6.30
22000	UNITED TECHNOLOGIES CORP DTD 12/18/2008 6.125% 2/1/2019 (913017BQ1)	A2	1.20	26,358	118.04	25,969	389-	1,348	5.19
18000	IBM CORP DTD 11/1/1989 8.375% 11/1/2019 (459200AG6)	Aa3	1.33	23,877	130.24	23,444	433-	1,508	6.43
20000	INTEL CORP DTD 9/19/2011 3.3% 10/1/2021 (458140AJ9)	A1	1.00	20,027	99.35	19,870	157-	660	3.32
Total				149,957		147,885	2,072-	8,064	5.45
Corporate Bonds - Finance									

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25000	WACHOVIA BANK NA DTD 3/9/2006 5.6% 3/15/2016 (92976GAE1)	A1	1.10	27,572	109.51	27,378	194-	1,400	5.11
25000	AMERICAN EXPRESS CREDIT CORP DTD 7/29/2013 1.3% 7/29/2016 (0258M0DG1)	A2	1.01	25,229	100.77	25,194	35-	325	1.29
25000	TOYOTA MOTOR CREDIT CORP DTD 1/12/2012 2.05% 1/12/2017 (89233P5S1)	Aa3	1.03	25,657	102.20	25,550	107-	513	2.01
20000	BLACKROCK INC DTD 9/17/2007 6.25% 9/15/2017 (09247XAC5)	A1	1.17	23,499	116.03	23,205	293-	1,250	5.39
23000	HONEYWELL INTERNATIONAL DTD 2/29/2008 5.3% 3/1/2018 (438516AX4)	A2	1.15	26,474	113.04	25,999	474-	1,219	4.69
23000	ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018 (68389XAC9)	A1	1.17	26,817	115.56	26,578	239-	1,323	4.98
20000	BERKSHIRE HATHAWAY FINANCE DTD 11/15/2008 5.4% 5/15/2018 (084664BEO)	Aa2	1.15	23,016	115.02	23,005	11-	1,080	4.69
20000	GENERAL ELEC CAP CORP DTD 2/11/2011 5.3% 2/11/2021 (369622SM8)	A2	1.12	22,405	111.86	22,372	33-	1,060	4.74
20000	JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2021 (24422ERE1)	A2	1.05	21,008	103.59	20,718	290-	780	3.76

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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			221,677		219,999	1,676-	8,950	4.07
Other Taxable Bond Mutual Funds									
24805+	TEMPLETON GLOBAL BOND FD-AD (TGBAX)		13.13	325,679	13.09	324,696	982-	12,725	3.92 #
63150+	BLACKROCK FLOATING RATE INCOME DTD 10/1/2012 (BFRIX)		10.49	662,500	10.51	663,706	1,206	23,140	3.49 #
29680+	LEGG MASON BW GLOBAL OP BD-IS DTD 6/1/2009 (GOBSX)		10.97	325,487	10.79	320,244	5,243-	12,154	3.80 #
	Total			1,313,666		1,308,646	5,019-	48,019	3.67
	Fixed Income Total			1,900,035		1,890,133	9,901-	71,779	3.80
Equities									
Basic Industries									
105	DANAHER CORP (DHR)		64.70	6,794	77.20	8,106	1,312	11	0.13 #
105	EMERSON ELECTRIC CO. (EMR)		56.59	5,942	70.18	7,369	1,427	181	2.45 #
160	EXPEDITORS INTL WASH INC (EXPD)		39.73	6,357	44.25	7,080	723	96	1.36 #
100	FLOOR CORP (NEW) (FLR)		66.46	6,646	80.29	8,029	1,383	64	0.80 #
45	HUBBELL (HARVEY) INC CLASS B NON-VTG (HUB.B)		96.56	4,345	108.90	4,901	556	90	1.84 #
80	LYONDELLBASELL INDUSTRIES NV (LYB)		69.76	5,581	80.28	6,422	842	192	2.99 #
65	PARKER-HANNIFIN CORP. (PH)		89.37	5,809	128.64	8,362	2,552	117	1.40 #

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Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
90	RAYTHEON COMPANY (RTN)		72.02	6,482	90.70	8,163	1,681	198	2.43 #
Total									
	47,956					58,432	10,476	949	1.62
Consumer Discretionary									
75	BED BATH & BEYOND INC (BBBY)		60.19	4,514	80.30	6,023	1,508	0	0.00 #
140	DOLLAR TREE INC (DLTR)		43.61	6,106	56.42	7,899	1,793	0	0.00 #
125	GARTNER GROUP CLASS A (IT)		54.50	6,812	71.05	8,881	2,070	0	0.00 #
105	HANESBRANDS INC (HBI)		52.73	5,537	70.27	7,378	1,841	84	1.14 #
105	HOME DEPOT INC. (HD)		38.00	3,990	82.34	8,646	4,655	164	1.89 #
330	INTERNATIONAL GAME TECHNOLOGY (IGT)		17.47	5,766	18.16	5,993	227	145	2.42 #
80	ROSS STORES INC (ROST)		60.75	4,860	74.93	5,994	1,135	54	0.91 #
105	SCRIPPS NETWORKS INTERAC (SNI)		70.66	7,419	86.41	9,073	1,654	63	0.69 #
Total									
	45,004					59,887	14,883	510	0.85
Consumer Staples									
210	ALTRIA GROUP INC (MO)		35.22	7,397	38.39	8,062	665	403	5.00
155	GENERAL MILLS INC. (GIS)		48.94	7,586	49.91	7,736	150	236	3.05
80	KIMBERLY CLARK CORP. (KMB)		96.58	7,726	104.46	8,357	630	259	3.10 #
105	PEPSICO INC. (PEP)		84.83	8,907	82.94	8,709	199-	238	2.74 #
110	WAL MART STORES INC. (WMT)		77.87	8,566	78.69	8,656	90	207	2.39 #
Total									
	40,182					41,520	1,337	1,343	3.23
Energy									
95	CHEVRON CORP (CVX)		102.49	9,737	124.91	11,856	2,130	380	3.20 #
105	HALLIBURTON CO. (HAL)		42.58	4,471	50.75	5,329	858	63	1.18

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Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
90	HELMERICH & PAYNE INC. (HP)		63.72	5,735	84.08	7,567	1,832	225	2.97 #
80	NATIONAL OILWELL VARCO INC (NOV)		66.36	5,309	79.53	6,362	1,053	83	1.31 #
Total				25,252		31,124	5,873	751	2.41
Financials									
100	DISCOVER FINANCIAL SERVICES (DFS)		49.22	4,922	55.95	5,595	673	80	1.43
156	FRANKLIN RESOURCES INC. (BEN)		43.10	6,724	57.73	9,006	2,282	75	0.83 #
195	JPMORGAN CHASE & CO (JPM)		50.62	9,871	58.48	11,404	1,533	296	2.60 #
195	PROGRESSIVE CORP OHIO (PGR)		25.17	4,908	27.27	5,318	409	55	1.04 #
115	STATE STREET CORP (STT)		61.63	7,088	73.39	8,440	1,352	120	1.42 #
60	T ROWE PRICE GROUP INC (TROW)		74.48	4,469	83.77	5,026	557	91	1.81
75	TORCHMARK CORP (TMK)		59.44	4,458	78.15	5,861	1,403	51	0.87
225	US BANCORP (USB)		28.98	6,521	40.40	9,090	2,569	207	2.28 #
226	WELLS FARGO CO (WFC)		28.46	6,433	45.40	10,260	3,827	271	2.64 #
Total				55,394		70,000	14,606	1,246	1.78
Health Care									
215	ABBOTT LABORATORIES (ABT)		33.53	7,210	38.33	8,241	1,031	189	2.30 #
170	ABBVIE INC COM (ABBV)		38.67	6,574	52.81	8,978	2,404	272	3.03 #
80	ALLERGAN INC (AGN)		93.01	7,441	111.08	8,886	1,445	16	0.18 #
145	ASTRAZENECA PLC SPONSORED ADR (AZN)		49.46	7,172	59.37	8,609	1,436	406	4.72 #
145	MEDTRONIC INC. (MDT)		45.90	6,655	57.39	8,322	1,667	162	1.95 #
180	PATTERSON COS INC (PDCO)		41.62	7,492	41.20	7,416	76--	115	1.55 #
105	STRYKER CORP. (SYK)		73.43	7,710	75.14	7,890	179	128	1.62

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	Total			50,254		58,342	8,086	1,288	2.21
Technology									
155	ACCENTURE PLC (ACN)		61.56	9,542	82.22	12,744	3,202	288	2.26 #
95	AMPHENOL CORP-CL A (APH)		67.08	6,373	89.18	8,472	2,099	76	0.90 #
28	APPLE INC. (AAPL)		352.43	9,868	561.02	15,709	5,841	342	2.17 #
385	CISCO SYSTEMS (CSCO)		22.03	8,481	22.43	8,636	155	262	3.03 #
55	COGNIZANT TECH SOLUTIONS CRP (CTSH)		65.00	3,575	100.98	5,554	1,979	0	0.00 #
125	MSCI INC (MSCI)		34.43	4,304	43.72	5,465	1,161	0	0.00 #
170	NETAPP INC (NTAP)		41.29	7,019	41.14	6,994	26-	102	1.46 #
330	ORACLE CORP (ORCL)		32.12	10,599	38.26	12,626	2,027	158	1.25 #
100	WESTERN DIGITAL CORP. (WDC)		63.66	6,366	83.90	8,390	2,024	120	1.43 #
	Total			66,127		84,590	18,461	1,348	1.59
U S Mutual Funds									
2781+	GLENNEDE FUND INC - ADVISOR SMALL CAP EQUITY PORTFOLIO (GTC SX)		15.70	43,656	26.19	72,831	29,176	320	0.44 *#
37793+	GLENNEDE FUND INC SECURED OPTIONS (GTSOX)		12.24	462,766	11.92	450,491	12,275-	0	0.00 *#
8601+	GLENNEDE FUND INC-LARGE CAP VALUE PORTFOLIO (GTMEX)		8.95	76,962	11.78	101,314	24,353	576	0.57 *#
4933+	GLENNEDE TOTAL MARKET PORTFOLIO (GTTMX)		8.11	40,010	13.79	68,025	28,015	365	0.54 #
5405+	GMO QUALITY FUND IV (GQEFX)		20.41	110,297	24.94	134,808	24,511	2,968	2.20 #
10383+	MANAGERS TIMESSQ M/C GRW-IN (TMDIX)		15.73	163,290	18.49	191,987	28,697	0	0.00 #

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Shares/Par	Description of Assets	Bond Rtg	Unit Tax Cost	Tax Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
2624+	ROYCE SPECIAL EQUITY FUND -IN (RSEIX)		19.11	50,127	24.88	65,279	15,151	150	0.23 #
Total				947,108		1,084,735	137,628	4,379	0.40
International Mutual Funds									
20548+	GLENMEDE INTL SECURED OPTIONS PORT (NOVIX)		11.01	226,173	10.87	223,358	2,816-	247	0.11 *#
2284+	MATTHEWS PACIFIC TIGER FD - IS (MIPTX)		22.39	51,147	24.97	57,029	5,882	480	0.84 #
6328+	OAKMARK INTERNATIONAL FD I (OAKIX)		18.62	117,836	26.32	166,564	48,728	2,759	1.66 #
3674+	T ROWE PRICE INST EMERGING STOCK FD (IEMFX)		28.58	105,018	29.40	108,022	3,004	919	0.85 #
4369+	THORNBURG INTL VALUE FD-I (TGVIX)		27.24	119,000	32.06	140,079	21,079	1,791	1.28 #
Total				619,174		695,052	75,878	6,196	0.89
Equities Total				1,896,451		2,183,682	287,228	18,010	0.82
Other									
Alternative Assets									
544+	AQR RISK PARITY FUND -I (AQRIX)		10.74	5,841	10.77	5,857	16	148	2.53 #
11906+	DREYFUS GLOBAL REAL ESTATE SECURITIES FD (DRLIX)		8.40	100,000	8.10	96,440	3,560-	3,179	3.30 #
21996+	GLENMEDE CLIENT OPP UNF COMMITMENT		0.00	0	0.00	0		0	0.00
103000+	GLENMEDE CLIENT OPPORTUNITIES PFIC POOL		1.00	103,000	1.39	143,108	40,108	0	0.00 #

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6919+	INDEPENDENCE GLOBAL FUND		101.17	700,000	103.23	714,261	14,261	0	0.00 #
2500	LIBERTY SPECIAL STRATEGIES OFFSHORE FD		100.00	250,000	110.86	277,141	27,141	0	0.00
29106+	PIMCO ALL ASSETS AUTH -IS (PAUIX)		10.99	320,000	9.90	288,153	31,847-	17,144	5.95 #
568	UNITED STATES COMMODITY INDEX (USCI)		70.37	39,970	56.08	31,853	8,117-	0	0.00
708+	VAN ECK GLOBAL HARD ASSETS -I (GHAIX)		57.57	40,751	49.89	35,317	5,434-	11	0.03 #
8992+	VAN ECK INTL INVEST GOLD -I (INIIX)		16.75	150,590	10.54	94,780	55,810-	593	0.63 #
Total				1,710,152		1,686,910	23,241-	21,075	1.25
Other Assets									
66618+	CARLYLE GMS FINANCE INC		1.00	66,618	0.99	65,650	969-	0	0.00 #
Total				66,618		65,650	969-	0	0.00
Other Total				1,776,770		1,752,560	24,210-	21,075	1.20
Reported At Client Direction									
4000	PCM PARTNERS LP II		100.00	400,000	124.97	499,892	99,892	0	0.00 #
Reported At Client Direction Total				400,000		499,892	99,892	0	0.00
Grand Total				11,267,252		11,620,263	353,009	110,869	0.95

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