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Return of Private Foundation

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, 2016, and ending

, 20

Name of foundation KH DOMINION FOUNDATION 5507-21-4/0		A Employer identification number 27-6973048
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
C/O GLENMEDE TRUST CO., N.A., 1650 MARKET ST	1200	215-419-6000
City or town, state or province, country, and ZIP or foreign postal code PHILADELPHIA, PA 19103-7391		C If exemption application is pending, 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		D 1 Foreign organizations, check here ☐
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,724,780.		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		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)	267,000.			
	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	184,253.	184,253.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-48,835.			
	b Gross sales price for all assets on line 6a 3,816,349				
	7 Capital gain net income (from Part IV, line 2)				
	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)	53,430.	68,000.		STMT 9
	12 Total Add lines 1 through 11	455,848.	252,962.		
	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 10	3,500.	NONE	NONE	3,500.
	c Other professional fees (attach schedule) STMT 11	25,977.	19,483.		6,494.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 12	12,821.	3,221.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,550.			2,550.
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 13	119.			119.
	24 Total operating and administrative expenses. Add lines 13 through 23.	44,967.	22,704.	NONE	12,663.
	25 Contributions, gifts, grants paid	583,500.			583,500.
	26 Total expenses and disbursements Add lines 24 and 25	628,467.	22,704.	NONE	596,163.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-172,619.			
	b Net investment income (if negative, enter -0-)		230,258.		
	c Adjusted net income (if negative, enter -0-)				

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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				
	2	Savings and temporary cash investments		1,381,614.	274,897.	274,897.
	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				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)		11,059,850.	12,008,471.	12,449,883.
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)		12,441,464.	12,283,368.	12,724,780.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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		12,441,464.	12,283,368.	
	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)		12,441,464.	12,283,368.	
	31	Total liabilities and net assets/fund balances (see instructions)		12,441,464.	12,283,368.	

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	12,441,464.
2	Enter amount from Part I, line 27a	2	-172,619.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	14,523.
4	Add lines 1, 2, and 3	4	12,283,368.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,283,368.

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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)
1 a 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 3,816,349.		3,865,146.	-48,797.	
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) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			-48,797.	
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 -48,835.
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		{ 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.

(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))
2015	553,012.	11,817,573.	0.046796
2014	554,271.	11,259,155.	0.049228
2013	325,901.	11,112,987.	0.029326
2012	178,505.	6,667,241.	0.026773
2011	16,430.	3,862,463.	0.004254
2 Total of line 1, column (d)			2 0.156377
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 0.031275
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 12,074,677.
5 Multiply line 4 by line 3.			5 377,636.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 2,303.
7 Add lines 5 and 6.			7 379,939.
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.			8 596,163.

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

1d 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)		1	2,303.
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	2,303.
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	2,303.
6 Credits/Payments			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,746.	
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	8,746.
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	6,443.
11 Enter the amount of line 10 to be Credited to 2017 estimated tax ☒ 6,443. 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?		
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 STMT 15	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 2016 or the taxable year beginning in 2016 (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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X
14 The books are in care of <u>SEE STATEMENT 16</u> Telephone no <u></u> Located at <u></u> ZIP+4 <u></u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	
16 At any time during calendar year 2016, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>	16	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	1a	
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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years <u></u> b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>	2b	
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 2016 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 2016.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 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 2016?	4a	X
	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 4945(d)(4)(A)? (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 ☐

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.

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

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
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	11,904,079.
b	Average of monthly cash balances	1b	354,476.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,258,555.
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	12,258,555.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	183,878.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,074,677.
6	Minimum investment return. Enter 5% of line 5	6	603,734.

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	603,734.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,303.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,303.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	601,431.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4.	5	601,431.
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	601,431.

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	596,163.
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	596,163.
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	2,303.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	593,860.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				601,431.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			585,773.	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>596,163.</u>				
a Applied to 2015, but not more than line 2a			585,773.	
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 2016 distributable amount				10,390.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 . (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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				591,041.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	NONE			
e Excess from 2016	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 2016, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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					
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 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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE SCHEDULE ATTACHED				583,500.
Total			▶ 3a	583,500.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .						
4 Dividends and interest from securities				14	184,253.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property. .						
7 Other investment income				14	53,430.	
8 Gain or (loss) from sales of assets other than inventory				18	-48,835.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					188,848.	
13 Total. Add line 12, columns (b), (d), and (e)						188,848.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No 1545-0047

2016▶ **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 foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

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	\$ 175,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	CAROL HEAD C/O GLENMEDE TRUST CO., N.A. PHILADELPHIA, PA 19103	\$ 92,000.	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)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AQR STYLE PREMIA ALTERNATIVE FUND	4,416.	4,416.
AT&T INC	53.	53.
COMCAST CABLE COMM HLDGS DTD 11/18/2002	2,837.	2,837.
ABBOTT LABORATORIES	123.	123.
ACTIVISION BLIZZARD INC	19.	19.
AETNA INC NEW	41.	41.
ALASKA AIR GROUP	52.	52.
AMEREN CORP	26.	26.
AMERICAN EXPRESS CO.	107.	107.
AMERICAN EXPRESS CREDIT CORPORATION DTD	1,089.	1,089.
AMERICAN EXPRESS CREDIT CORP DTD 7/29/20	520.	520.
AMETEK INC	26.	26.
AMGEN	96.	96.
AMPHENOL CORP-CL A	70.	70.
ANHEUSER-BUSCH INC DTD 1/27/2011 2.875%	1,509.	1,509.
ANTHEM INC	81.	81.
APPLE COMPUTER INC.	268.	268.
APPLE INC DTD 5/3/2013 0.45% 5/3/2016	68.	68.
APPLE INC DTD 5/6/2014 1.05% 5/5/2017	251.	251.
APPLE INC DTD 5/6/2014 2.85% 5/6/2021	1,283.	1,283.
APPLIED MATERIALS INC	6.	6.
AUTOMATIC DATA PROCESSING INC.	23.	23.
AVERY DENNISON CORP.	88.	88.
BANK OF NEW YORK MELLON CORP	66.	66.
BANK OF NEW YORK MELLON CORPORATION DTD	493.	493.
BANK OF NEW YORK MELLON CORP DTD 3/6/201	141.	141.
BAXALTA INC	6.	6.
BAXTER INTL. INC.	78.	78.
BERKSHIRE HATHAWAY FINANCE DTD 11/15/200	1,080.	1,080.
BERKSHIRE HATHAWAY INC DTD 1/31/2012 1.9	5.	5.
BLACKROCK INC DTD 9/17/2007 6.25% 9/15/2	2,500.	2,500.
BLACKROCK STRATEGIC INCOME OPP DTD 11/1/	7,883.	7,883.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
H & R BLOCK	13.	13.
BOEING CO.	329.	329.
BOTTLING GROUP LLC DTD 3/30/2006 5.5% 4/	1,849.	1,849.
BRIXMOR PPTY GROUP INC	74.	74.
BROCADE COMMUNICATIONS SYS	68.	68.
CDW CORP	5.	5.
CME GROUP INC.	47.	47.
CMS ENERGY CORP	54.	54.
CSX CORP.	21.	21.
CVS CORP	12.	12.
CAMPBELL SOUP CO.	143.	143.
CARDINAL HEALTH INC.	74.	74.
CARNIVAL CORP	12.	12.
CATERPILLAR INC DTD 12/5/2008 7.9% 12/15	2,765.	2,765.
CATERPILLAR FINL SVCS DTD 3/10/2006 5.5%	699.	699.
CATERPILLAR FINANCIAL SE DTD 7/29/2011 2	931.	931.
CENTURYTEL INC	73.	73.
CHEVRON CORP	236.	236.
CHICAGO BRIDGE & IRON - NV SHR	7.	7.
CHURCH & DWIGHT INC DEL COM	7.	7.
CISCO SYSTEMS	442.	442.
CISCO SYSTEMS INC DTD 2/22/2006 5.5% 2/2	901.	901.
CISCO SYSTEMS INC DTD 3/3/2014 1.1% 3/3/	104.	104.
CITIZENS FINANCIAL GROUP INC	18.	18.
CLOROX CO.	62.	62.
COMCAST CORP-CL A	50.	50.
COMCAST CORP DTD 6/9/2005 4.95% 6/15/201	1,746.	1,746.
CUMMINS ENGINE CO. INC.	34.	34.
DFA INTERNATIONAL CORE EQUITY	10,476.	10,476.
DFA EMERG MKTS CORE EQUITY	4,013.	4,013.
DFA US LARGE CAP EQUITY PORTFOLIO	7,301.	7,301.
DANAHER CORP	32.	32.
JOHN DEERE CAP DTD 7/12/2011 3.9% 7/12/2	1,755.	1,755.
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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
-----	-----	-----
JOHN DEERE CAPITAL CORP DTD 8/26/2011 1.	683.	683.
DEERE JOHN CAP CORP DTD 1/23/2013 0.75%	375.	375.
DELTA AIR LINES INC	9.	9.
WALT DISNEY CO.	37.	37.
DISCOVER FINANCIAL SERVICES	81.	81.
DOLLAR GENERAL CORP	78.	78.
DR PEPPER SNAPPLE GROUP	286.	286.
DREYFUS GLOBAL REAL ESTATE SECURITIES FD	5,639.	5,639.
EAST WEST BANCORP INC	18.	18.
EQUIFAX INC	5.	5.
EXELON CORPORATION	106.	106.
FHLB DTD 10/19/2007 5% 11/17/2017	611.	611.
FNMA DTD 8/19/2011 1.25% 9/28/2016	248.	248.
FNMA DTD 7/28/2014 1.75% 9/12/2019	350.	350.
FNMA DTD 6/8/2007 5.375% 6/12/2017	3,837.	3,837.
FIFTH THIRD BANK	27.	27.
FIRST TR NORTH AMERICAN ENERGY INFRA ETF	1,535.	1,535.
FLUOR CORP (NEW) -WI	50.	50.
FOOT LOCKER INC	73.	73.
FORTIVE CORP	2.	2.
FUJI HEAVY INDUS-UNSPONS ADR	3,042.	3,042.
GMO QUALITY FUND III	4,698.	4,698.
GAMING & LEISURE PROPERTIES INC	29.	29.
GENERAL DYNAMICS CORP.	66.	66.
GENERAL ELEC CAP CORP DTD 2/11/2011 5.3%	2,120.	2,120.
GENERAL ELEC CAP CORP DTD 5/9/2011 2.95%	707.	707.
GENERAL ELEC CAP CORP DTD 1/9/2012 2.9%	8.	8.
GENERAL ELEC CAP CORP DTD 1/9/2006 5% 1/	514.	514.
GENTEX CORP	33.	33.
GILEAD SCIENCES INC.	112.	112.
GLENMEDE FUND INC-GOVT CASH PORTFOLIO DT	779.	779.
GLENMEDE FUND INC-ADVISOR SMALL CAP VALU	131.	131.
GLENMEDE GLOBAL SECURED OPTIONS	3,002.	3,002.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
GLENMEDE SECURED OPTIONS	3,908.	3,908.
GLENMEDE FUND INC-LARGE CAP VALUE PORT	3,534.	3,534.
GLOBAL PAYMENTS INC	5.	5.
GOLDMAN SACHS GROUP INC DTD 1/17/2006 5.	2,437.	2,437.
GOLDMAN SACHS GROUP INC DTD 3/22/2006 1.	124.	124.
GS FS GOVERNMENT FUND DTD 6/1/2016	585.	585.
W W GRAINGER INC	121.	121.
HP INC	67.	67.
HALLIBURTON CO.	122.	122.
HARLEY DAVIDSON INC.	60.	60.
OAKMARK INTERNATIONAL FD I	3,286.	3,286.
HELMERICH & PAYNE INC.	166.	166.
HILTON WORLDWIDE HOLDINGS	25.	25.
HOLLYFRONTIER CORP	12.	12.
HOME DEPOT INC.	235.	235.
HOME DEPOT INC DTD 3/24/2006 5.4% 3/1/20	1,602.	1,602.
HONEYWELL INTERNATIONAL INC	78.	78.
HONEYWELL INTERNATIONAL DTD 2/29/2008 5.	867.	867.
HORMEL CO	6.	6.
ILLINOIS TOOL WORKS	44.	44.
INGREDION INC	45.	45.
INTEL CORP.	125.	125.
INTEL CORP DTD 9/19/2011 3.3% 10/1/2021	1,485.	1,485.
IBM CORP DTD 11/1/1989 8.375% 11/1/2019	1,508.	1,508.
IBM DTD 5/7/2013 0.45% 5/6/2016	64.	64.
IBM DTD 2/12/2014 0.41256% 2/5/2016	25.	25.
INTERNATIONAL PAPER CO.	121.	121.
INTERPUBLIC GROUP COS	107.	107.
JPMORGAN CHASE & CO DTD 2/18/2014 1.35%	139.	139.
JP MORGAN CHASE & CO	363.	363.
JPMORGAN CHASE DTD 2/24/2011 3.45% 3/1/2	1,294.	1,294.
JOHNSON & JOHNSON	197.	197.
JOHNSON & JOHNSON DTD 8/16/2007 5.55% 8/	1,388.	1,388.
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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
-----	-----	-----
JUNIPER NETWORKS INC	46.	46.
KIMCO REALTY CORP	63.	63.
KINDER MORGAN INC	65.	65.
KROGER CO.	35.	35.
LEAR CORP	20.	20.
LEGG MASON BW GLOBAL OP BD-IS	4,007.	4,007.
LIBERTY PROPERTY TRUST	69.	69.
ELI LILLY & CO.	112.	112.
ELI LILLY AND COMPANY DTD 3/14/2007 5.2%	506.	506.
LOWES COS INC	63.	63.
LOWES INC DTD 11/22/2010 2.125% 4/15/201	797.	797.
MSCI INC	54.	54.
MANPOWER INC WIS COM	51.	51.
MARATHON OIL CORP	49.	49.
MARATHON PETROLEUM CORP	144.	144.
MARSH & MCLENNAN COMPANIES INC.	25.	25.
MASTERCARD INC-CL A	46.	46.
MCKESSON HBOC INC	3.	3.
MERCK & CO INC	30.	30.
METLIFE INC	23.	23.
MICROSOFT CORP.	80.	80.
MICROSOFT CORP DTD 2/11/2011 2.5% 2/8/20	925.	925.
MICROSOFT CORPORATION DTD 11/3/2015 1.3%	217.	217.
MID-AMERICA APARTMENT COMM	33.	33.
MONDELEZ INTL INC CL A	15.	15.
MONSANTO CO	19.	19.
NASDAQ STOCK MARKET INC	62.	62.
NATIONAL-OILWELL INC	43.	43.
NEW YORK COMMUNITY BANCORP	56.	56.
NEWELL RUBBERMAID INC	7.	7.
NIKE INC CL B	22.	22.
NVIDIA CORP	36.	36.
OMNICOM GROUP	314.	314.
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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
-----	-----	-----
ORACLE CORP	180.	180.
ORACLE CORP DTD 4/9/2008 5.75% 4/15/2018	1,323.	1,323.
OWENS CORNING	6.	6.
PNC FINANCIAL SERVICES GROUP INC	255.	255.
PPG INDUSTRIES INC.	9.	9.
PVH CORP	1.	1.
PACCAR INC.	85.	85.
PARKER-HANNIFIN CORP.	88.	88.
PATTERSON COS INC	122.	122.
PEOPLES UTD FINC INC	58.	58.
PEPSICO INC.	261.	261.
PEPSICO INC DTD 10/24/2008 0.26333325% 1	1,787.	1,787.
PFIZER INC.	136.	136.
PHILIP MORRIS INTERNATIONAL INC DTD 5/16	582.	582.
PHILLIPS 66	52.	52.
PIMCO ALL ASSETS AUTH -IS	8,850.	8,850.
T ROWE PRICE GROUP INC	130.	130.
PRINCIPAL FINANCIAL GROUP	43.	43.
PROCTER & GAMBLE CO.	86.	86.
PROGRESSIVE CORP OHIO	127.	127.
PUBLIC SERVICE ENTERPRISE GROUP INC.	31.	31.
QUALCOMM CORP.	45.	45.
RAYTHEON COMPANY	247.	247.
REYNOLDS AMERICAN INC	44.	44.
ROYCE SPECIAL EQUITY FUND -IN	1,290.	1,290.
ST JUDE MEDICAL INC	60.	60.
THE ST PAUL TRAVELERS COMPANIES INC DTD	1,753.	1,753.
SCANA CORP	36.	36.
SCHLUMBERGER LTD.	196.	196.
SCRIPPS NETWORKS INTERAC	53.	53.
SIMON PROPERTY GROUP INCBLAIR	77.	77.
SKYWORKS SOLUTIONS INC	51.	51.
SMITH & NEPHEW PLC -SPON ADR	44.	44.

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STATEMENT 6

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SNAP ON TOOLS CORP.	18.	18.
SOUTHWEST AIRLINES	9.	9.
STANLEY BLACK & DECKER INC	60.	60.
STARBUCKS CORP.	36.	36.
SUNTRUST BANKS INC.	82.	82.
SYSCO CORP	11.	11.
TD AMERITRADE HOLDING CORP	19.	19.
TJX COS INC	24.	24.
TARGET CORP	60.	60.
TEMPLETON GLOBAL BOND FD-AD	7,290.	7,290.
TESORO PETROLEUM CORP.	56.	56.
TEXAS INSTRUMENTS INC DTD 5/23/2011 2.37	647.	647.
THERMO ELECTRON CORP	12.	12.
TIME WARNER INC	22.	22.
TOTAL SYSTEM SERVICES INC	15.	15.
TOYOTA MTR CRD CORP DTD 1/11/2011 2.8% 1	1,750.	1,750.
TOYOTA MOTOR DTD 1/11/2011 4.25% 1/11/20	616.	616.
TOYOTA MOTOR CREDIT CORP DTD 1/12/2012 2	513.	513.
THE TRAVELERS COMPANIES INC	56.	56.
TRINITY INDUSTRIES INC.	9.	9.
TYSON FOODS INC. CLASS A	56.	56.
UGI CORP.	21.	21.
U S BANCORP	199.	199.
U.S. TREASURY BONDS DTD 8/15/1989 8.125%	1,607.	1,607.
US TREASURY BONDS DTD 8/16/1993 6.25% 8/	1,571.	1,571.
U.S. TREASURY BONDS DTD 2/18/1997 6.625%	1,019.	1,019.
US TREASURY N/B DTD 8/15/2007 4.75% 8/15	583.	583.
US TREASURY N/B DTD 11/17/2008 3.75% 11/	825.	825.
US TREASURY N/B DTD 10/31/2012 1.25% 10/	1,375.	1,375.
UNITED TECHNOLOGIES CORP DTD 12/18/2008	1,074.	1,074.
UNITEDHEALTH GROUP INC	18.	18.
UNUMPROVIDENT CORP	44.	44.
VALERO ENERGY CORP	164.	164.

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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
-----	-----	-----
VANGUARD PRIMECAP FUND ADMIRAL SHARES	5,932.	5,932.
VANGUARD FTSE ALL-WORLD EX-U	11,629.	11,629.
VERIZON COMMUNICATIONS	182.	182.
VISA INC-CLASS A SHARES	29.	29.
WABTEC	11.	11.
WAL MART STORES INC.	279.	279.
WAL-MART STORES INC DTD 10/14/1993 6.75%	186.	186.
WAL-MART STORES INC DTD 4/5/2007 5.375%	821.	821.
WEINGARTEN REALTY	15.	15.
WELLS FARGO CO	248.	248.
WELLS FARGO & CO DTD 9/15/2010 3.676% 6/	1,409.	1,409.
WELLS FARGO COMPANY DTD 11/26/2013 4.48%	1,792.	1,792.
WELLS FARGO CO DTD 12/12/2011 2.625% 12/	1,145.	1,145.
WESTERN DIGITAL CORP.	58.	58.
WESTLAKE CHEMICAL CORP	34.	34.
WHOLE FOODS MARKET	22.	22.
WYETH SR GLBL N DTD 11/14/2005 5.5% 2/15	275.	275.
WYNDHAM WORLDWIDE CORP	100.	100.
XEROX CORP.	106.	106.
AMDOCS LTD	59.	59.
ACCENTURE PLC	232.	232.
EATON CORP PLC ORDINARY	67.	67.
ENSCO PLC SHS CLASS A	2.	2.
INGERSOLL-RAND PLC	21.	21.
INVESCO LTD	205.	205.
ACE LTD	37.	37.
CHUBB LIMITED	113.	113.
LYONDELLBASELL INDUSTRIES NV	107.	107.
ACCRUED MARKET DISCOUNT	38.	38.
	-----	-----
TOTAL	184,253.	184,253.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME	53,430.	68,709.
	-----	-----
TOTALS	53,430.	68,709.
	=====	=====

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 -----
INVESTMENT MGMT FEES-SUBJECT T	25,977.	19,483.	6,494.
TOTALS	25,977.	19,483.	6,494.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	300.	300.
FEDERAL TAX PAYMENT - PRIOR YE	1,100.	
FEDERAL ESTIMATES - INCOME	8,500.	
FOREIGN TAXES ON QUALIFIED FOR	1,901.	1,901.
FOREIGN TAXES ON NONQUALIFIED	1,020.	1,020.
	-----	-----
TOTALS	12,821.	3,221.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
----------------------	--

CHARITABLE
PURPOSES

OTHER NON-ALLOCABLE EXPENSE -

119.

119.

TOTALS

119.

119.

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	3.
COST ADJUSTMENT	14,520.

TOTAL	14,523.
	=====

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

=====

THE STATE OF NEW JERSEY ALLOWS ORGANIZATIONS WHO RECEIVE LESS THAN
\$10 ,000 IN GROSS PUBLIC CONTRIBUTIONS FOR THE FISCAL YEAR AND DO
NOT COMPENSATE ANYONE IN CONNECTION WITH THE SOLICITATION OF FUNDS
TO UNREGISTER WITH THE DIVISION OF CONSUMER AFFAIRS. THIS
FOUNDATION MEETS THESE REQUIREMENTS AND IS EXEMPT FROM NJ
REGISTRATION.

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

12/31/2016

ASSET ALLOCATION

	PCT	MARKET VALUE	Cost	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash	2%	274,896.73	274,896.73	0.00	1,251.91	0.5%
Fixed Income	31%	3,929,910.94	4,039,491.13	109,580.19-	101,458.25	2.6%
Tax Exempt	17%	2,133,834.17	2,145,116.67	11,282.50-	47,760.41	2.2%
Taxable	8%	996,861.69	1,035,087.63	38,225.94-	39,395.28	4.0%
High Yield	0%	0.00	0.00	0.00	0.00	0.0%
International	6%	799,215.08	859,286.83	60,071.75-	14,302.56	1.8%
TIPS	0%	0.00	0.00	0.00	0.00	0.0%
Equity	30%	3,852,983.17	3,703,140.05	149,843.12	66,803.31	1.7%
Large Cap	18%	2,283,370.43	2,154,011.88	129,358.55	34,529.61	1.5%
Small Cap	2%	254,152.42	198,563.87	55,588.55	192.64	0.1%
International	10%	1,315,460.32	1,350,564.30	35,103.98-	32,081.06	2.4%
Alternative Assets	33%	4,128,798.89	3,725,840.16	402,958.73	49,759.05	1.2%
Real Estate	5%	611,805.79	568,997.09	42,808.70	34,521.60	5.6%
Private Equity	6%	759,958.60	688,866.43	71,092.17	0.00	0.0%
Absolute Return	21%	2,609,076.10	2,310,000.00	299,076.10	13,265.37	0.5%
Commodities	1%	147,958.40	157,976.64	10,018.24-	1,972.08	1.3%
Other Assets	4%	538,189.70	540,000.00	1,810.30-	0.00	0.0%
Account Total		12,724,779.43	12,283,368.07	441,411.36	219,272.52	1.7%
Accrued Income		28,034.96				
Grand Total		12,752,814.39				

KH Dominion Foundation

2016 Grants Paid

Organization	Location	Amount	Purpose of Grant	Date Paid
Animal Equality	Los Angeles, CA	\$25,000.00	Unrestricted	11/28/2016
Compassion Over Killing	Washington, DC	\$15,000.00	Unrestricted	10/28/2016
Farm Forward	Portland, OR	\$25,000.00	Unrestricted	06/02/2016
Humane Research Council	Olympia, WA	\$5,000.00	Protect with the Palestinian Animal League	02/26/2016
Humane Society of the United States	Washington, DC	\$200,000.00	Reducing Meat Consumption Campaign	03/17/2016
International Anti-Poaching Foundation Inc	New York, NY	\$50,000.00	Unrestricted	03/25/2016
International Anti-Poaching Foundation Inc	New York, NY	\$8,500.00	Unrestricted	12/09/2016
Mercy For Animals	Los Angeles, California	\$70,000.00	Unrestricted	03/17/2016
Mercy For Animals	Los Angeles, California	\$70,000.00	The Good Food Institute	03/28/2016
Our Hen House	Germentown, NY	\$12,500.00	Unrestricted	04/25/2016
St. Hubert's Animal Welfare Center	Madison, NJ	\$10,000.00	Sister Shelter Partnering and Mentoring Partnership	11/23/2016
The Humane League	Philadelphia, PA	\$30,000.00	Unrestricted	03/25/2016
The Nonhuman Rights Project Inc	Coral Springs, FL	\$25,000.00	Unrestricted	06/10/2016
Vegan Outreach	Davis, CA	\$12,500.00	Unrestricted	05/03/2016
White Coat Waste Project	Washington, DC	\$25,000.00	Unrestricted	09/06/2016
KH Dominion Foundation Total		\$583,500.00		
Grand Total		\$583,500.00		