



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning , 2012, and ending ,

Name of foundation BURFORD LEIMENSTOLL FOUNDATION INC		A Employer identification number 54-1608741
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1998		B Telephone number (see the instructions) (804) 320-4707
City or town RICHMOND	State ZIP code VA 23218-1998	C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 6,084,248.	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 (att sch)				
	2 ☒ If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	224,498.	224,498.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	17,810.	L-6a Stmt		
	b Gross sales price for all assets on line 6a	966,631.			
	7 Capital gain net income (from Part IV, line 2)		17,810.		
	8 Net short-term capital gain				
	9 Income modifications				
ADMINISTRATIVE AND OPERATING EXPENSES	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	242,308.	242,308.		
	13 Compensation of officers, directors, trustees, etc.	52,667.	52,667.		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) L-16a Stmt	7,025.	7,025.		
	b Accounting fees (attach sch) L-16b Stmt	5,125.	5,125.		
	c Other prof fees (attach sch) L-16c Stmt	45,495.	45,495.		
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	2,748.	2,748.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) BANK CHARGES	3,847.	3,847.			
24 Total operating and administrative expenses. Add lines 13 through 23	116,907.	116,907.			
25 Contributions, gifts, grants paid	251,250.			251,250.	
26 Total expenses and disbursements. Add lines 24 and 25	368,157.	116,907.		251,250.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-125,849.				
b Net investment income (if negative, enter -0-)		125,401.			
c Adjusted net income (if negative, enter -0-)					

SCANNED FEB 27 2013

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	494,145.	796,259.	796,259.
	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 sch)			
	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) L-10a Stmt	674,295.	521,845.	526,487.
	b Investments — corporate stock (attach schedule) L-10b Stmt	2,513,115.	2,943,916.	3,673,662.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	1,693,682.	987,368.	1,087,840.
	11 Investments — land, buildings, and equipment, basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	14 Land, buildings, and equipment, basis			
	Less: accumulated depreciation (attach schedule)			
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	5,375,237.	5,249,388.	6,084,248.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
NET FUND ASSETS OR FUND BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	5,375,237.	5,249,388.	
	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			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	5,375,237.	5,249,388.	
	31 Total liabilities and net assets/fund balances (see instructions)	5,375,237.	5,249,388.	

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	5,375,237.
2	Enter amount from Part I, line 27a	2	-125,849.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	5,249,388.
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	5,249,388.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE ATTACHED SCHEDULE		P	01/23/09	12/10/12
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 966,631.	0.	948,821.	17,810.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			17,810.
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	17,810.
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 (column (b) divided by column (c))
2011	267,000.	5,952,118.	0.044858
2010	276,500.	5,452,520.	0.050711
2009	247,000.	5,577,172.	0.044288
2008	362,000.	6,182,848.	0.058549
2007	281,000.	6,696,077.	0.041965

2 Total of line 1, column (d)	2	0.240371
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	0.048074
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,045,629.
5 Multiply line 4 by line 3	5	290,638.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,254.
7 Add lines 5 and 6	7	291,892.
8 Enter qualifying distributions from Part XII, line 4	8	251,250.

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

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,508.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,508.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,508.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	1,950.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	1,950.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	3.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	561.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		
Refunded			

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>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</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) VA - Virginia		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

BAA

Form 990-PF (2012)

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>NONE</u>	13	X	
14	The books are in care of <u>WORCESTER AND COMPANY CPA PC</u> Telephone no <u>(804) 320-4707</u> Located at <u>7122 FOREST HILL AVE</u> <u>RICHMOND</u> <u>VA</u> ZIP + 4 <u>23225-1542</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 <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		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
1 a 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1 b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years <u>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u>	☐ Yes ☒ No	
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)	2 b	
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>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u> , <u>20</u> <u></u> <u></u>		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4 b	X

BAA

Form 990-PF (2012)

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)?**5 b**

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?**6 b**

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?**7 b****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
W BATES CHAPPELL PO BOX 6862 RICHMOND VA 23230	DIRECTOR 2.00	0.	0.	0.
BRUCE L MERTENS PO BOX 1998 RICHMOND VA 23218	SECRETARY 2.00	16,667.	0.	0.
BEN R LACY IV PO BOX 1998 RICHMOND VA 23218	DIRECTOR 2.00	36,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over \$50,000

None

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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	
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	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

BAA

Form 990-PF (2012)

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	1 a	5,735,239.
b	Average of monthly cash balances	1 b	402,455.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	6,137,694.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	6,137,694.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	92,065.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,045,629.
6	Minimum investment return. Enter 5% of line 5	6	302,281.

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	302,281.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	2,508.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	2,508.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	299,773.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	299,773.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	299,773.

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	1 a	251,250.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	251,250.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	251,250.

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

BAA

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				299,773.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2012				
a From 2007	0.			
b From 2008	33,705.			
c From 2009	0.			
d From 2010	6,242.			
e From 2011	0.			
f Total of lines 3a through e	39,947.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 251,250.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2012 distributable amount				251,250.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	39,947.			39,947.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				8,576.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	0.			
e Excess from 2012	0.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon.				
a 'Assets' alternative test — enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c 'Support' alternative test — enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)**1 Information Regarding Foundation Managers:**

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
- 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

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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		PUBLIC	VARIOUS	251,250.
Total				▶ 3 a 251,250.
b Approved for future payment				
Total				▶ 3 b

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) Exclu- sion 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	224,498.	
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					
8	Gain or (loss) from sales of assets other than inventory			18	17,810.	
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)				242,308.	
13	Total. Add line 12, columns (b), (d), and (e)				13	242,308.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

**Form 990-PF
Part I, Line 6a****Net Gain or Loss From Sale of Assets****2012**

Name	Employer Identification Number
BURFORD LEIMENSTOLL FOUNDATION INC	54-1608741

Asset Information:

Description of Property:	SEE ATTACHED SCHEDULE		
Date Acquired:	Various	How Acquired:	Purchased
Date Sold:	Various	Name of Buyer:	
Sales Price:	966,631.	Cost or other basis (do not reduce by depreciation)	948,821.
Sales Expense:		Valuation Method:	
Total Gain (Loss):	17,810.	Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	
Description of Property:			
Date Acquired:		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price:		Cost or other basis (do not reduce by depreciation)	
Sales Expense:		Valuation Method:	
Total Gain (Loss):		Accumulation Depreciation:	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES WITHHELD	983.	983.		
EXCISE TAX	1,740.	1,740.		
STATE LICENSE	25.	25.		

Total 2,748. 2,748.

Form 990-PF, Page 1, Part I

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SANDS ANDERSON MARKS	LEGAL SERVICES	7,025.	7,025.		

Total 7,025. 7,025.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WORCESTER AND COMPANY	BOOKKEEPING AND TAX PR	5,125.	5,125.		

Total 5,125. 5,125.

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KANAWA CAPITAL MANAG	PORTFOLIO MANAGEMENT	45,495.	45,495.		

Total 45,495. 45,495.

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
FEDERAL FARM CREDIT BKS			209,942.	206,428.
FEDERAL HOME LOAN BKS			99,862.	100,684.
FED HOME LOAN BANKS			100,744.	102,596.
FED HOME LOAN BANKS			111,297.	116,779.

Form 990-PF, Page 2, Part II, Line 10a

Continued

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Total			521,845.	526,487.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
1000 AUTOMATIC DATA PROCESSING	43,359.	56,930.
1000 DEER & CO	80,815.	86,420.
1000 H J HEINZ CO	40,989.	57,680.
1000 MCDONALDS CORP	58,594.	88,210.
1000 NORFOLK SOUTHERN CORP	47,196.	61,840.
1000 PEPSICO	59,234.	68,430.
1000 PROCTOR & GAMBLE	34,492.	67,890.
1000 UNITED TECHNOLOGIES CORP	30,154.	82,010.
1200 HEWLETT PACKARD CO	9,177.	17,100.
1200 ILLINOIS TOOL WORKS	41,012.	72,972.
1200 KIMBERLY CLARK CORP	61,940.	101,316.
1200 ROYAL DUTCH SHELL	60,581.	82,740.
1200 TARGET CORP	60,837.	71,004.
1500 ABBOT LABS	66,313.	98,250.
1500 EXXON MOBIL	58,192.	129,825.
1500 GENUINE PARTS CO	51,555.	95,370.
1500 JOHNSON & JOHNSON	90,989.	105,150.
1700 BP PLC	90,364.	70,788.
2000 BANK OF AMERICA	84,603.	23,220.
2000 BB&T	55,486.	58,220.
2000 BRISTOL MYERS SQUIBB	64,798.	65,180.
2000 DUPONT E I DE NEMOURS & CO	83,284.	89,957.
2000 EMERSON ELEC CO	78,744.	105,920.
2000 ENSCO PLC	89,777.	118,560.
2000 GENERAL ELECTRIC CO	51,187.	41,980.
2000 GLAXO SMITHKLINE	92,402.	86,940.
2000 HOME DEPOT	56,540.	123,700.
2000 UNILEVER	66,244.	76,600.
2000 US BANCORP	72,115.	63,880.
2000 VERIZON COMM	57,182.	86,540.
2200 WELLS FARGO	60,495.	75,196.
2500 ATT INC	66,511.	84,275.
2500 MEADWESTVACO	58,907.	79,675.
2500 ORACLE CORP	76,382.	83,300.
2500 PFIZER	66,241.	62,698.
2500 SOUTHERN CO	86,748.	107,025.
300 AIR PRODS CHEMICALS INC	17,548.	25,206.
3000 COCA COLA CO	63,848.	108,750.
3000 DOMINION RESOURCES	120,988.	155,400.
3000 INTEL CORP	65,528.	61,860.
3000 PIEDMONT NAT GAS	92,611.	93,930.

Form 990-PF, Page 2, Part II, Line 10b

Continued

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
3500 MICROSOFT	94,346.	93,484.
500 NORTHERN TRUST CORP	23,979.	25,080.
5000 CISCO SYS INC	82,849.	98,247.
600 3M CO	57,572.	55,710.
600 CATERPILLAR INC	21,801.	53,765.
800 SCHLIMBERGER	49,407.	55,439.
Total	<u>2,943,916.</u>	<u>3,673,662.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
ALABAMA POWER CO	98,525.	117,302.
AMERICAN EXPRESS CREDIT CO	100,000.	101,654.
AMERICAN GEN FINANCE	99,814.	96,998.
DOMINION RESOURCES	100,375.	103,619.
GENERAL ELECTRIC CO	199,000.	235,830.
SHERWIN WILLIAMS CO	100,571.	104,666.
SUNTRUST BANK	289,083.	327,771.
Total	<u>987,368.</u>	<u>1,087,840.</u>

BURFORD LEIMENSTOLL FOUNDATION
PART XV GRANTS AND CONTRIBUTIONS
January through December 2012

Date	Name	Amount
Donations		
05/23/2012	University of Virginia Health Foundation	100,000.00
08/01/2012	Union Presbyterian Seminary	250.00
08/06/2012	Boys and Girls Clubs of Metro Richmond	2,000.00
08/06/2012	Boy Scouts of America-Heart of VA Council	10,000.00
08/06/2012	Carpenter Center for Performing Arts	1,000.00
08/06/2012	Chesapeake Bay Foundation	5,000.00
08/06/2012	Collegiate School	15,000.00
08/06/2012	Cross-Over Ministry	10,000.00
08/06/2012	Cumberland College	2,000.00
08/06/2012	Eastern Menonite University	7,000.00
08/06/2012	Girl Scouts Commonwealth Council of VA	2,000.00
08/06/2012	Greater Richmond American Red Cross	3,000.00
08/06/2012	Hartfield VA Vol Fire Dept	3,000.00
08/06/2012	Hollins College	1,000.00
08/06/2012	James River Association	2,000.00
08/06/2012	J. S Reynolds Community College Foundati	15,000.00
08/06/2012	Maymont Foundation	2,000.00
08/06/2012	Middlesex County Vol Fire Dept	3,000.00
08/06/2012	Central VA Food Bank	2,000.00
08/06/2012	Faison School of Autism	5,000.00
08/06/2012	St. Joseph's Villa for Children	2,000.00
08/06/2012	Needles Eye Ministry	5,000.00
08/06/2012	St. Andrews School	2,000.00
08/06/2012	Rappahannock General Hospital Foundation	2,000.00
08/06/2012	Richmond Symphony	1,000.00
08/06/2012	Science Museum of VA Foundation	1,000.00
08/06/2012	Timber Ridge School	2,000.00
08/06/2012	UVA CHAP Program	5,000.00
08/06/2012	Virginia College Fund	5,000.00
08/06/2012	Virginia Historical Society	2,000.00
08/06/2012	Virginia Home For Boys and Girls	2,000.00
08/06/2012	Virginia Museum of Fine Arts	5,000.00
08/06/2012	Virginia Museum of Frontier Culture	3,000.00
08/06/2012	Virginia United Methodist Homes	1,000.00
08/06/2012	Woodrow Wilson Presidential Library Fund	1,000.00
08/06/2012	Middlesex County Museum	2,000.00
08/21/2012	Central VA Food Bank	1,250.00
08/21/2012	Ocean Conservancy	1,000.00
08/21/2012	Coral Reef Alliance	1,250.00
08/21/2012	Collegiate School	500.00
08/21/2012	World Wildlife Fund	500.00
08/21/2012	National Wildlife Federation	500.00
08/24/2012	Virginia Opera	2,500.00
08/24/2012	Virginia Museum of Fine Arts	2,500.00
08/27/2012	Middlesex County Vol Rescue Squad	3,000.00
09/25/2012	Christian Appalachian Project	2,000.00
12/13/2012	World Pediatric Project	1,500.00
12/13/2012	Gloucester Community Foundation	1,000.00
12/13/2012	Faison School of Autism	1,000.00
12/13/2012	Maymont Foundation	1,500.00
Total Donations		251,250.00
TOTAL		251,250.00

BURFORD LEIMENSTOLL FDN INC / KAN
Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
.6639 ACCO BRANDS CORP	11/04/2010	05/25/2012	6.26	5.90	0.36
494. ACCO BRANDS CORP	11/04/2010	05/30/2012	4,565.74	4,393.42	172.32
330. ACCO BRANDS CORP	12/28/2010	05/30/2012	3,049.99	2,870.28	179.71
100000. ABBOTT LABS					
4.350% 3/15/14	02/13/2008	12/10/2012	105,106.00	100,000.00	5,106.00
100000. BB T CORPORATION MTN					
3.850% 7/27/12	12/09/2009	07/27/2012	100,000.00	104,600.00	-4,600.00
. BANK AMER CORP COM		12/07/2012	16.14	NONE	16.14
400. BECTON DICKINSON & CO COM	07/13/2010	06/27/2012	29,396.44	24,727.48	4,668.96
200. BECTON DICKINSON & CO COM	09/19/2005	06/27/2012	14,698.22	10,688.50	4,009.72
100000. BELL SOUTH CORP					
4.750% 11/15/12	12/30/2008	06/29/2012	101,684.98	100,000.00	1,684.98
100000. DOMINION RESOURCES					
6.25% 6/30/12	01/05/2009	06/30/2012	100,000.00	101,711.00	-1,711.00
800. LOWES COS INC COM W/RIGHTS					
ATTACHED EXPIRING 9/9/2008	12/19/2006	09/04/2012	22,791.49	24,719.32	-1,927.83
200. LOWES COS INC COM W/RIGHTS					
ATTACHED EXPIRING 9/9/2008	12/19/2006	09/04/2012	5,697.87	6,177.79	-479.92
1000. LOWES COS INC COM W/RIGHTS					
ATTACHED EXPIRING 9/9/2008	12/19/2006	09/04/2012	28,489.36	16,524.79	11,964.57
100000. METROPOLITAIN DC					
3.000% 10/01/12	03/25/2009	10/01/2012	100,000.00	100,000.00	NONE
200000. SUNTRUST BANKS					
5.250% 11/05/12	02/08/2008	11/05/2012	200,000.00	202,665.00	-2,665.00
50000. U S TREASURY NT					
4.000% 11/15/12	01/19/2005	11/15/2012	50,000.00	49,906.00	94.00
100000. VERIZON VA INC					
4.625% 3/15/13	01/23/2009	12/10/2012	101,129.00	99,832.19	1,296.81
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			966,631.00	948,822.00	17,810.00
Totals			966,631.00	948,822.00	17,810.00