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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation
THE LEMON FOUNDATION

A Employer identification number
52-1176430

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1101 VERMONT AVE NW | 800

B Telephone number (see instructions)
(202) 842-5559

City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20005

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, col (c), line 16) ▶ $ 8,464,868.

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)				
	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	158,680.	158,680.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	284,130.			
	b Gross sales price for all assets on line 6a 284,130.				
	7 Capital gain net income (from Part IV, line 2)		284,130.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	442,810.	442,810.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	6,550.			6,550.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [3]	10,938.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	265.	36.		229.
	24 Total operating and administrative expenses. Add lines 13 through 23	17,753.	36.		6,779.
	25 Contributions, gifts, grants paid	180,170.			180,170.
	26 Total expenses and disbursements Add lines 24 and 25	197,923.	36.	0	186,949.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	244,887.			
	b Net investment income (if negative, enter -0-)		442,774.		
	c Adjusted net income (if negative, enter -0-)				

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9

9-14

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	164,487.	176,737.	176,737.
	2 Savings and temporary cash investments	53,362.		
	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) ATCH 5	6,044,173.	6,328,304.	8,281,608.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
	15 Other assets (describe ▶ ATCH 6)	4,655.	6,523.	6,523.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,266,677.	6,511,564.	8,464,868.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0	0	
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			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	6,266,677.	6,511,564.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	6,266,677.	6,511,564.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,266,677.
2	Enter amount from Part I, line 27a	2	244,887.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,511,564.
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	6,511,564.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	284,130.
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	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	254,975.	7,412,352.	0.034399
2012	235,215.	5,902,035.	0.039853
2011	221,846.	5,491,957.	0.040395
2010	266,364.	5,144,769.	0.051774
2009	262,272.	4,456,111.	0.058857

2	Total of line 1, column (d)	2	0.225278
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	0.045056
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	7,773,522.
5	Multiply line 4 by line 3	5	350,244.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,428.
7	Add lines 5 and 6	7	354,672.
8	Enter qualifying distributions from Part XII, line 4	8	186,949.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	8,855.
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	8,855.
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	8,855.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 5,500.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,500.
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	3,355.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DC,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JAMES H. LEMON, JR. Telephone no ▶ 202-842-5559

Located at ▶ 1101 VERMONT AVE NW, STE. 800 WASHINGTON, DC ZIP+4 ▶ 20005

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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ _____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 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)?			5b	
	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?			6b	X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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
ATCH 7		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		0	0	0

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

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 ▶		

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 NONE	
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 ▶	

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	7,684,845.
b	Average of monthly cash balances	1b	207,056.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,891,901.
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	
3	Subtract line 2 from line 1d	3	7,891,901.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	118,379.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,773,522.
6	**Minimum investment return.** Enter 5% of line 5	6	388,676.

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	388,676.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	8,855.		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	8,855.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	379,821.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	379,821.
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	379,821.

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	186,949.
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	186,949.
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	186,949.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				379,821.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			162,935.	
b Total for prior years 20 12 ,20 11 ,20 10				
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 186,949.				
a Applied to 2013, but not more than line 2a			162,935.	
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 2014 distributable amount				24,014.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				355,807.
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)				
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(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))

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

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

Check here ▶ [X] 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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED				180,170.
Total ▶ **3a**				180,170.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	158,680.	
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	284,130.	
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)				442,810.	
13 Total. Add line 12, columns (b), (d), and (e)					13 442,810.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ Signature of officer or trustee | 5-8-15 Date | ▶ President Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name ALEXANDER RAINOLD	Preparer's signature AER	Date 5/8/2015	Check ☐ if self-employed	PTIN P00641574
Firm's name ▶ BDO USA, LLP			Firm's EIN ▶ 13-5381590	
Firm's address ▶ 8405 GREENSBORO DRIVE 7TH FLOOR MCLEAN, VA 22102			Phone no 703-893-0600	

Form **990-PF** (2014)

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WASHINGTON MUTUAL # 3788	116,766.	116,766.
THE BOND FUND # 4967	32,193.	32,193.
INTERMEDIATE BOND FUND # 3999	9,721.	9,721.
TOTAL	158,680.	158,680.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	6,550.			6,550.
TOTALS	6,550.			6,550.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
2013 FEDERAL TAX BALANCE DUE	5,438.
2014 FEDERAL ESTIMATED TAX PMT	5,500.
TOTALS	10,938.

ATTACHMENT 4

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK FEES	36.	36.	
DC BRA-25 FILING FEE	130.		130.
MISC ADMINISTRATIVE EXPENSES	99.		99.
TOTALS	265.	36.	229.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
118,697 SHS BOND FUND OF AMERI	1,610,896.	1,520,514.
58,139 SHS INTERMEDIATE BOND F	800,005.	785,465.
145,925 SHS WASHINGTON MUTUAL	3,917,403.	5,975,629.
TOTALS	6,328,304.	8,281,608.

ATTACHMENT 6

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DIVIDENDS RECEIVABLE	6,523.	6,523.
TOTALS	6,523.	6,523.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
JAMES H. LEMON JR. 1101 VERMONT AVE NW STE 800 WASHINGTON, DC 20005	PRESIDENT 1.00	0
JOHN A. BECK 1301 K STREET NW STE 1100 WASHINGTON, DC 20005	VICE PRESIDENT/SECRETARY 1.00	0
ASHLEY LEMON SHAW 1101 VERMONT AVE NW STE 800 WASHINGTON, DC 20005	VICE PRESIDENT 1.00	0
	GRAND TOTALS	0

The Lemon Foundation **2014 Donations**

	Recipient	Amount	Date	Check	Recipient	Grant Purpose
Dietrich	ALS Association National Capital Area Chapter 7507 Standish Place Rockville, MD 20855	1,000 00	07/02/14	2717	Public Charity	General Support
ALS	Beauvoir School Annual Fund 3500 Woodley Road, NW Washington, DC 20016	5,000 00	05/20/14	2712	Public Charity	General Support
ALS	Beauvoir School (Beauvoir Outdoors) 3500 Woodley Road Washington, DC 20016	5,000 00	10/24/14	2739	Public Charity	General Support
LLP	Bullis School Annual Fund 10601 Falls Road Potomac, MD 20854	1,930 00	10/24/14	2728	Public Charity	General Support
ALS	The Capital Crescent Trail P O Box 30703 Bethesda, MD 20824	100 00	01/14/14	2647	Public Charity	General Support
ALS	The Capital Crescent Trail P O Box 30703 Bethesda, MD 20824	100 00	10/28/14	2748	Public Charity	General Support
JHL	Children's Hospital Foundation Attn Shelley Cooke 801 Roeder Road, Suite 300 Silver Spring, MD 20910	25,000 00	10/28/14	2749	Public Charity	Cardiac Int. MRI Proj.
JHL	Children's Hospital Foundation Shelley Cooke 801 Roeder Road, Suite 300 Silver Spring, MD 20910	7,725 00	11/19/14	2771	Public Charity	Cardiac Int.extra gift
Haas W	Children's Health Board 1671 31st Street, NW Washington, DC 20007	500 00	03/06/14	2706	Public Charity	General Support
JHL	Frank Collins Caddie Scholarship Fd P O Box 5110 East Hampton, NY 11937-6141	330 00	07/30/14	2724	Public Charity	General Support
JHL ALS LLP	D C Preparatory Academy Attn Emilly K. Lawson 701 Edgewood Street, NE Washington, DC 20017-3341	500 00	10/30/14	2759	Public Charity	General Support
ALS	Trustees of Hamilton College 198 College Hill Road Clinton, NY 13323	500 00	10/24/14	2729	Public Charity	General Support
JHL	Hobe Sound Community Chest Inc. P O Box 511 Hobe Sound, FL 33475	500 00	10/28/14	2750	Public Charity	General Support
In Mem LLP	Hollins University (5/31/14 event - Lemon Loop) P O Box 9629 Roanoke, VA 24020-9983	1,000 00	05/28/14	2713	Public Charity	General Support
In Mem LLP	Hollins University P O Box 9629 Roanoke, VA 24020-9983	1,000 00	10/24/14	2730	Public Charity	General Support

The Lemon Foundation **2014 Donations**

	Recipient	Amount	Date	Check	Recipient	Grant Purpose
JHL in mem LLP	INOVA Presidents' Initiative Fund Attn Carole Guerard 8110 Gatehouse Rd. Suite 200E Falls Church, VA 22042-1210	1,000 00	10/30/14	2768	Public Charity	General Support
Balfour	Ivy InterAmerican Foundation P O Box 248 Ivy, VA 22945	1,000 00	07/02/14	2720	Public Charity	General Support
Drabick	Job Discovery Inc Attn Pat Vinson 10345 Democracy Lane Fairfax, VA 22030	1,000 00	10/30/14	2761	Public Charity	General Support
JHL	Robert T Jones, Jr Memorial Scholarship Fund c/o Richard K. Leblond, II JP Morgan Chase Bank 277 Park Avenue - 3th Floor New York, NY 10172	250 00	04/22/14	2710	Public Charity	General Support
JHL	Jupiter Medical Center Foundation 1210 S Old Dixie Hwy Hobe Sound, FL 33458-9972	500 00	10/28/14	2751	Public Charity	General Support
JHL	Jupiter Island Medical Fund, Inc Mr Tyler R. Cain, Pres 100 Estrada Square Hobe Sound, FL 33455	500 00	10/27/14	2747	Public Charity	General Support
JHL	Woodrow Wilson International Center for Scholars c/o Elizabeth Conatser P O Box 29576 Washington, DC 20017	1,000 00	05/06/14	2711	Public Charity	The Kennan Institute
JHL	The Kennedy Center Circle Development Department P O Box 101510 Washington, DC 20566-0003	1,200 00	06/10/14	2715	Public Charity	General Support
JHL ALS LLP	Community Foundation National Capital Region Attn Ms Stadet Hunter, Dev Dir 1201 15th Street, NW, Suite 420 Washington, DC 20005	500 00	10/30/14	2762	Public Charity	Landon Carter Schmitt Memorial Fund
LLP JHL	The Madeira Fund The Madeira School 8328 Georgetown Pike McLean, VA 22101-1200	1,000 00	10/24/14	2731	Public Charity	General Support
JHL	Mendan International Center 1630 Crescent Place, NW Washington, DC 20009	200 00	10/28/14	2752	Public Charity	General Support
JHL	Metropolitan Club of Washington Preservation Foundation 1700 H Street, NW Washington, DC 20006-4689	500 00	10/24/14	2732	Public Charity	General Support
JHL	Metropolitan Memorial United Methodist Church Nebraska & New Mexico Ave , NW Washington, DC 20016	200 00	10/28/14	2753	Public Charity	General Support

The Lemon Foundation **2014 Donations**

	Recipient	Amount	Date	Check	Recipient	Grant Purpose
ALS In mem LLP	Miss Porter's School 60 Main Street Farmington, CT 06032-2288	1,000.00	10/30/14	2763	Public Charity	General Support
JHL	Mount Vernon Ladies Association P O Box 110 Mount Vernon, VA 22121	1,000 00	04/17/14	2708	Public Charity	General Support
JHL	Mount Vernon Ladies Association P O Box 110 Mount Vernon, VA 22121	1,800 00	09/08/14	2723	Public Charity	General Support
JHL	Mount Vernon Ladies Association P O Box 110 Mount Vernon, VA 22121	10,000 00	10/24/14	2733	Public Charity	General Support
JHL	Mount Vernon Ladies Association P O Box 110 Mount Vernon. VA 22121	5,000 00	10/28/14	2754	Public Charity	General Support
JHL	National Council on Alcohol And Drug Dependency 244 East 58th Street, 4th Floor New York, New York 10022	500 00	08/11/14	2725	Public Charity	General Support
JHL	The National Gallery of Art 2000B South Club Drive Landover, MD 20785	9,250 00	02/20/14	2705	Public Charity	General Support
JHL	1000 Friends of Florida P O Box 5948 Tallahassee, FL 32314-5948	1,000 00	10/28/14	2755	Public Charity	General Support
Balfour	Operation Smile - DC Chapter 6435 Tidewater Drive Norfolk, VA 23509	1,000 00	07/02/14	2719	Public Charity	General Support
JHL	The Phillips Collection 1600 21st Street, NW Washington, DC 20009	250 00	10/28/14	2756	Public Charity	General Support
Hougen	Por Cristo 736 Cambridge St Boston, MA 02135-2997	2,000 00	07/02/14	2721	Public Charity	General Support
JHL	Princeton University Cl Of '58 c/oJoseph D Roxe, Treasurer 30 Old King Highway, South Darien, CT 06820-4551	50 00	10/24/14	2735	Public Charity	General Support
JHL	Princeton University Annual Giving P O Box 5357 Princeton, NJ 08543-5357	2,000 00	02/10/14	2704	Public Charity	General Support
JHL	St Albans School Attn Daniel Jamieson Mt. St Alban Washington, DC 20016	25,000 00	01/09/14	2702	Public Charity	General Support
JHL	St Albans School Annual Giving Attn Dave Steadman Mt. St. Alban Washington, DC 20016	1,000 00	03/10/14	2707	Public Charity	General Support

The Lemon Foundation **2014 Donations**

	Recipient	Amount	Date	Check	Recipient	Grant Purpose
ALS	St Albans School STA Christmas HouseTour Mount St. Alban Washington, DC 20016	1,230 00	10/21/14	2727	Public Charity	General Support
JHL	St. Albans School Annual Giving Attn Dave Steadman Mt. St Alban Washington, DC 20016	2,000 00	10/24/14	2736	Public Charity	General Support
LLP ALS	St. David's Episcopal Church 5150 Macomb Street, NW Washington, DC 20016	2,000 00	10/24/14	2737	Public Charity	General Support
In Mem LLP	St David's Episcopal Church Attn Father Robin Dodge 5150 Macomb Street, NW Washington, DC 20016	12,000 00	11/04/14	2769	Public Charity	General Support
Drabick	St Mark's Episcopal Church 6744 Kings Highway Alexandria, VA 22310	1,000 00	10/30/14	2764	Public Charity	General Support
Bnnkm	St Raphael Catholic Church 1513 Dunster Road Rockville, MD 20854	1,000 00	10/24/14	2740	Public Charity	General Support
Andy	St Stephens School Development Office 100 St Stephen's Road Alexandria, VA 22304	1,000 00	10/24/14	2738	Public Charity	General Support
JHL	Seminole Trail Vol. Fire Dept. 5255 Loughboro Rd., NW Washington, DC 20016	250 00	01/17/14	2696	Public Charity	General Support
JHL	Sibley Memorial Hospital Attn Audry K. Carter 5255 Loughboro Rd., NW Washington, DC 20016	5,000 00	10/28/14	2757	Public Charity	General Support
JHL	Smithsonian Institution National Portrait Gallery 750 9th St , NW, Suite 4100 MRC 973, PO Box 37012 Washington, DC 20012-7012	500 00	01/17/14	2695	Public Charity	General Support
JHL	Stevens Institute of Technoloy Office of the President 1 Castle Point on Hudson Hoboken, NewJersey 07030	500 00	10/30/14	2765	Public Charity	General Support
Balfour	Stone Ridge School of the Sacred Heart 9101 Rockville Pike Bethesda, MD 20814	1,000.00	10/29/14	2758	Public Charity	General Support
ALS	Trinity College Development Office 300 Summit Street Hartford, CT 60106-3100	1,000 00	10/24/14	2741	Public Charity	General Support

The Lemon Foundation **2014 Donations**

	Recipient	Amount	Date	Check	Recipient	Grant Purpose
JHL	Tudor Place Foundation 1605 32nd Street, NW Washington, DC 20007	130 00	04/21/14	2709	Public Charity	General Support
JHL	USSGA Memorial Fund Memorial Contribution 49 Knollwood Rd. Elmsford, NY 10523	200 00	10/24/14	2742	Public Charity	General Support
JHL	The University Club Foundation (The John A. Beck Library Fund) 1135 16th Street, NW Washington, DC 20036-4885	500 00	10/24/14	2743	Public Charity	General Support
JHL	UVA Fund/Sarah Du Bose Fund Development Office 1215 Lee Street Charlottesville, VA 22903	1,000 00	10/24/14	2744	Public Charity	General Support
JHL	Bishop John T Walker School for Boys 3640 Martin Luther King, Jr Ave , SE Washington, DC 20032	500 00	10/30/14	2766	Public Charity	General Support
ALS	Washington and Lee University Office of Law School Advancement Sydney Lewis Hall #517 204 West Washington St. Lexington, VA 24450-2116	1,000 00	10/24/14	2745	Public Charity	General Support
JHL	Washington National Cathedral Massachusetts & Wisconsin Ave , NW Washington, DC 20016-5098	1,000 00	10/30/14	2767	Public Charity	General Support
JHL	Washinton Winter Show 1333 H Street, NE Washington, DC 20002	25,000 00	09/24/14	2726	Public Charity	General Support
JHL	Washinton Winter Show 1333 H Street, NE Washington, DC 20002	325 00	12/02/14	2772	Public Charity	General Support
JHL	Washinton Winter Show 1333 H Street, NE Washington, DC 20002	650 00	12/08/14	2773	Public Charity	General Support
ALS LLP	The William Wendt Center for Loss 4201 Connecticut Ave , NW, #300 Washington, DC 20008	500 00	01/08/14	2698	Public Charity	General Support
JHL	Woodley House 1408 N Street, NW Washington, DC 20002-3342	1,000 00	10/24/14	2746	Public Charity	General Support
		180,170 00				

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					284,130.	
TOTAL GAIN(LOSS)		.....					284,130.	