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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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

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 18490		B Telephone number (see instructions) (804) 320-4707	
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 232268490		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)▶\$ 6,940,330		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	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.	204,335	204,335		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	-62,223			
	b Gross sales price for all assets on line 6a <u>530,617</u>				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	142,112	204,335		
	13 Compensation of officers, directors, trustees, etc	40,000	40,000		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) 	1,715	1,715		
	b Accounting fees (attach schedule) 	5,000	5,000		
	c Other professional fees (attach schedule) 	48,502	48,502		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . . 	4,406	4,406		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) 	4,243	4,243		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	103,866	103,866		0
	25 Contributions, gifts, grants paid	285,500			285,500
	26 Total expenses and disbursements. Add lines 24 and 25	389,366	103,866		285,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-247,254			
	b Net investment income (if negative, enter -0-)		100,469		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	7,045	3,933	3,933
	2	Savings and temporary cash investments	669,862	336,741	336,741
	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)	212,041	255,130	253,325
	b	Investments—corporate stock (attach schedule)	3,169,704	3,511,711	5,488,282
	c	Investments—corporate bonds (attach schedule).	1,098,695	802,578	858,049
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	5,157,347	4,910,093	6,940,330
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	
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	5,157,347	4,910,093	
	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)	5,157,347	4,910,093	
	31	Total liabilities and net assets/fund balances (see instructions) . . .	5,157,347	4,910,093	

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 5,157,347
2	Enter amount from Part I, line 27a	2 -247,254
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 4,910,093
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 4,910,093

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 Additional Data Table			
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	See Additional Data Table		
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table		
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	-62,223
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 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	237,500	6,409,042	0 037057
2012	251,250	6,045,629	0 041559
2011	267,000	5,952,118	0 044858
2010	276,500	5,452,520	0 050711
2009	247,000	5,577,172	0 044288

2	Total of line 1, column (d).	2	0 218473
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 043695
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	6,732,169
5	Multiply line 4 by line 3.	5	294,162
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	1,005
7	Add lines 5 and 6.	7	295,167
8	Enter qualifying distributions from Part XII, line 4.	8	285,500

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 page 18 of the 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	2,009
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	0
3	Add lines 1 and 2.	3	2,009
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,009
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,950
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	2,950
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	941
11	Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ 941 Refunded ☐	11	

Part VII-A

Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>	1b		No
c	Did the foundation file Form 1120-POL for this year?	1c		No
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>	2		No
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>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
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>	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA _____			
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>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶ NONE				
14	The books are in care of ▶ WORCESTER AND COMPANY CPA PC Telephone no ▶ (804) 320-4707 Located at ▶ 7122 FOREST HILL AVE RICHMOND VA ZIP +4 ▶ 232251542			
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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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			No
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 ▶ 20____, 20____, 20____, 20____			
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			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>). 3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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
W BATES CHAPPELL	DIRECTOR	0	0	0
PO BOX 6862	2 00			
RICHMOND,VA 23230				
BRUCE L MERTENS	SECRETARY	40,000	0	0
PO BOX 1998	2 00			
RICHMOND,VA 23218				
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				
Total number of other employees paid over \$50,000.				0

Part VIII

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.		0

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	

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	6,427,451
b	Average of monthly cash balances.	1b	407,238
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,834,689
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	6,834,689
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	102,520
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,732,169
6	Minimum investment return. Enter 5% of line 5.	6	336,608

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	336,608
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	2,009
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	2,009
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	334,599
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	334,599
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	334,599

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	285,500
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	285,500
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	285,500

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				334,599
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			88,619	
b Total for prior years 20____, 20____, 20____				
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.				
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 285,500				
a Applied to 2013, but not more than line 2a			88,619	
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.				196,881
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				137,718
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				
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 XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 XVSupplementary Information (Complete this part only if the organization 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 email address of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	285,500
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

[illegible]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
MATURED 100,000 FHLB DEB 2 375%	P	2010-03-11	2014-03-14
MATURED 100,000 JPMORGAN CHASE CO 4 875%	P	2013-03-01	2014-03-15
520 SHS BANK OF AMERICA	P	1992-04-29	2014-07-03
480 SHS BANK OF AMERICA	P	2006-10-23	2014-07-03
1000 SHS BANK OF AMERICA	P	2006-12-19	2014-07-03
MATURED 100,000 JPMORGAN CHASE 5 125%	P	2013-03-01	2014-09-15
333 CDK GLOBAL INC	P	2009-12-10	2014-10-10
MATURED 100,000 AMERICAN GEN FIN 6%	P	2007-09-27	2014-10-15
MATURED 100,000 SHERWIN WILLIAMS 3 125%	P	2009-12-22	2014-12-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
100,000	0	100,708	-708
100,000	0	103,588	-3,588
7,958	0	21,997	-14,039
7,346	0	20,305	-12,959
15,304	0	42,301	-26,997
100,000	0	103,667	-3,667
9	0	5	4
100,000	0	99,814	186
100,000	0	100,455	-455

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
0	0	0	-708
0	0	0	-3,588
0	0	0	-14,039
0	0	0	-12,959
0	0	0	-26,997
0	0	0	-3,667
0	0	0	4
0	0	0	186
0	0	0	-455

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HARTFIELD VOL FIRE DEPT 3309 TWIGGS FERRY RD HARTFIELD,VA 23071		PC	FIRE PROTECTION	5,000
NEEDLE'S EYE MINISTRIES 104 BERRINGTON CT RICHMOND,VA 23221		PC	RELIGIOUS	5,000
CENTRAL MIDDLESEX VOL RESCUE SQUAD 391 A HILLIARD ST URBANA,VA 23175		PC	HEALTH CARE	5,000
GIRL SCOUTS OF VA PO BOX 548 MECHANINCSVILLE,VA 23111		PC	GENERAL FUNDING	5,000
UNIVERSITY OF VA HEALTH SYSTEM PO BOX 800809 CHARLOTTESVILLE,VA 22908		PC	FAMILY ADVOCACY	7,500
HOLLINS UNIVERSITY PO BOX 9629 ROANOKE,VA 24020		PC	EDUCATION	1,000
AMERICAN RED CROSS 420 EAST CARY ST RICHMOND,VA 23219		PC	DISASTER RELIEF	10,000
VIRGINIA HOME FOR BOYS AND GIRLS 8716 WEST BROAD ST RICHMOND,VA 23294		PC	YOUTH SUPPORT	4,000
BOYS AND GIRLS CLUBS OF RICHMOND 5511 STAPLES MILL RD RICHMOND,VA 23228		PC	YOUTH SUPPORT	2,000
FEED MORE 1415 RHOADMILLER ST RICHMOND,VA 23220		PC	HUNGER RELIEF	6,500
SCIENCE MUSEUM OF VA 2500 W BROAD ST RICHMOND,VA 23220		PC	EDUCATION	6,000
EASTERN MENNONITE UNIVERSITY 1200 PARK RD HARRISONBURG,VA 23802		PC	EDUCATION	32,000
FAISON SCHOOL FOR AUTISM 1701 BYRD AVE RICHMOND,VA 23230		PC	EDUCATION	11,500
MAYMONT FOUNDATION 1700 HAMPTON ST RICHMOND,VA 23220		PC	ENVIRONMENTALPROTECTION	6,500
VA MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND,VA 23220		PC	PROMOTION OFARTS	12,500
Total  3a				285,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CROSSOVER HEALTHCARE MINISTRY 8600 QUIOCCASIN RD RICHMOND,VA 23229		PC	RELIGIOUSSUPPORT	10,000
VA UNITED METHODIST HOMES 7113 THREE CHOPT RD RICHMOND,VA 23226		PC	ELDERCARE	3,500
WOODROW WILSON PRES LIBRARY PO BOX 24 STAUNTON,VA 24402		PC	EDUCATION	1,000
COLLEGIATE SCHOOL NORTH MORELAND RD RICHMOND,VA 23229		PC	EDUCATION	46,000
JAMES RIVER ASSOCIATION 9 SOUTH 12TH ST RICHMOND,VA 23219		PC	ENVIRONMENTALPROTECTION	5,000
RAPPAHANNOCK GEN HOSP FOUND PO BOX 588 KILMARNOCK,VA 22482		PC	HEALTH CARE	4,000
AMERICAN FRONTIER CULTURE FOUND PO BOX 629 STAUNTON,VA 24402		PC	EDUCATION	5,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVE ANNAPOLIS,MD 21403		PC	ENVIRONMENTALPROTECTION	10,000
RICHMOND SYMPHONY 612 EAST GRACE ST RICHMOND,VA 23219		PC	THE ARTS	3,500
CENTER STAGE 600 E GRACE ST RICHMOND,VA 23219		PC	THE ARTS	5,000
MIDDLESEX COUNTY MUSEUM 777 GENERAL PULLER HWY SALUDA,VA 23149		PC	EDUCATION	2,000
MIDDLESEX VOL FIRE DEPT PO BOX 71 URBANNA,VA 23175		PC	FIRE PROTECTION	5,000
ST JOSEPHS VILLA 8000 BROOK RD RICHMOND,VA 23227		PC	YOUTH SERVICES	15,000
CORAL REEF ALLIANCE 351 CALIFIORNIA ST SAN FRANCISCO,CA 94104		PC	ENVIRONMENTALPROTECTION	1,500
J SARGEANT REYNOLDS CC FUND 1851 DICKINSON RD GOOCHLAND,VA 23063		PC	EDUCATION	2,500
Total  3a				285,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST ANDREWS SCHOOL 227 SOUTH CHERRY ST RICHMOND,VA 23220		PC	EDUCATION	10,000
BOY SCOUTS OF AMERICA OF CENTRAL VA 4015 FITZHUGH AVE RICHMOND,VA 23230		PC	YOUTH PROGRAMS	15,000
VIRGINIA OPERA PO BOX 784 RICHMOND,VA 23218		PC	THE ARTS	5,000
OCEAN CONSERVANCY 1300 19TH ST WASHINGTON,DC 20036		PC	ENVIRONMENTALPROTECTION	1,500
WORLD WILDLIFE FUND 1250 24TH ST WASHINGTON,DC 20037		PC	ENVIRONMENTALPROTECTION	1,000
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DR RESTON,VA 20190		PC	ENVIRONMENTALPROTECTION	1,000
WORLD PEDIATRIC PROJECT 7201 GLEN FOREST DR RICHMOND,VA 23226		PC	HEALTH CARE	1,500
GLOUCESTER COMMUNITY FOUNDATION PO BOX 2303 GLOUCESTER,VA 23061		PC	COMMUNITY DEVELOPMENT	1,000
NORTH STAR ACADEMY 8055 SCHRADER RD RICHMOND,VA 23294		PC	EDUCATION	1,000
TUCKAHOE YMCA 9211 PATTERSON AVE HENRICO,VA 23229		PC	COMMUNITY DEVELOPMENT	5,000
VIRGINIA HISTORICAL SOCIETY 428 N BOULEVARD RICHMOND,VA 23220		PC	HISTORIC PRESERVATION	5,000
Total  3a				285,500

TY 2014 Accounting Fees Schedule

Name: BURFORD LEIMENSTOLL FOUNDATION INC

EIN: 54-1608741

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WORCESTER AND COMPANY BOOKKEEPING AND TAX PREP	5,000	5,000		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2014 Gain/Loss from Sale of Other Assets Schedule

Name: BURFORD LEIMENSTOLL FOUNDATION INC

EIN: 54-1608741

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Met hod	Sales Expenses	Total (net)	Accumulated Depreciation
SEE PART IV		Purchased			530,617	592,840			-62,223	

**TY 2014 Investments Corporate
Bonds Schedule****Name:** BURFORD LEIMENSTOLL FOUNDATION INC**EIN:** 54-1608741

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALABAMA POWER CO	98,525	111,307
AMERICAN EXPRESS	115,672	115,695
DOMINION RESOURCES	100,298	100,974
GENERAL ELECTRIC CO	199,000	221,862
SUNTRUST BANK	289,083	308,211

TY 2014 Investments Corporate
Stock Schedule

Name: BURFORD LEIMENSTOLL FOUNDATION INC
EIN: 54-1608741

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	57,570	98,592
ABBOT LABS	31,814	67,530
ABBVIE INC	34,499	98,160
AIR PRODS CHEMICALS INC	17,548	43,269
AMERICAN EXPRESS CO	72,006	74,432
ATT INC	66,512	83,975
AUTOMATIC DATA PROCESSING	37,878	83,370
BB&T	55,486	77,781
BRISTOL MYERS SQUIBB	64,798	118,060
CATERPILLAR INC	21,802	54,918
CDK GLOBAL INC	5,475	13,573
CHEVRON CORP	47,708	44,872
CHUBB CORP	53,325	62,082
CISCO SYS INC	82,849	139,075
COCA COLA CO	63,848	126,660
DEERE & CO	80,815	88,470
CONOCOPHILLIPS	94,603	82,872
DOMINION RESOURCES	120,988	230,700
DUPONT E I DE NEMOURS & CO	83,284	147,880
EMERSON ELEC CO	78,744	123,460
EXXON MOBIL	58,192	138,675
GENERAL ELECTRIC CO	51,187	50,540
GENUINE PARTS CO	51,555	159,855
HALYARD HEALTH INC	2,572	6,821
HOME DEPOT	56,540	209,940
ILLINOIS TOOL WORKS	41,012	113,640
INTEL CORP	65,528	108,870
IBM	39,372	32,088
JP MORGAN CHASE	30,209	31,290
JOHNSON & JOHNSON	90,989	156,855

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KIMBERLY CLARK CORP	59,368	138,648
MCDONALDS CORP	58,594	93,700
MEADWESTVACO	58,907	110,975
MICROSOFT	94,346	162,575
NORFOLK SOUTHERN CORP	85,345	175,376
ORACLE CORP	76,382	112,425
PEPSICO	59,234	94,560
PFIZER	66,241	77,875
PIEDMONT NAT GAS	126,787	157,640
PROCTOR & GAMBLE	34,492	91,090
QUALCOMM INC	99,383	111,495
SOUTHERN CO	86,748	122,775
TARGET CORP	60,837	91,092
UNITED TECHNOLOGIES CORP	30,154	115,000
US BANCORP	151,086	179,800
VERIZON COMM	57,182	93,560
WELLS FARGO	60,495	120,604
XYLEM INC	69,289	76,140
BP PLC ADR	90,364	64,804
ENSCO PLC	115,077	74,875
GLAXO SMITHKLNE PLC	136,460	128,220
ROYAL DUTCH SHELL PLC	60,581	80,340
SCHLUMBERGER LTD	49,407	68,328
UNILEVER NV ADR	66,244	78,080

TY 2014 Investments Government Obligations Schedule

Name: BURFORD LEIMENSTOLL FOUNDATION INC

EIN: 54-1608741

US Government Securities - End of

Year Book Value:

109,324

US Government Securities - End of

Year Fair Market Value:

107,864

**State & Local Government
Securities - End of Year Book**

Value:

145,806

**State & Local Government
Securities - End of Year Fair**

Market Value:

145,461

TY 2014 Legal Fees Schedule

Name: BURFORD LEIMENSTOLL FOUNDATION INC

EIN: 54-1608741

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SANDS ANDERSON MARKS & MILLER LEGAL SERVICES	1,715	1,715		

TY 2014 Other Expenses Schedule

Name: BURFORD LEIMENSTOLL FOUNDATION INC

EIN: 54-1608741

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	4,243	4,243		

TY 2014 Other Professional Fees Schedule

Name: BURFORD LEIMENSTOLL FOUNDATION INC

EIN: 54-1608741

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
KANAWA CAPITAL MANAGEMENT PORTFOLIO MANAGEMENT	48,502	48,502		

TY 2014 Taxes Schedule**Name:** BURFORD LEIMENSTOLL FOUNDATION INC**EIN:** 54-1608741

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	1,147	1,147		
EXCISE TAX	3,259	3,259		