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Department of the Treasury
Internal Revenue Service

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning JULY 1, 2014, and ending JUNE 30, 2015

Name of foundation UNIVERSAL LEAF FOUNDATION		A Employer identification number 51-0162337						
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 25099		B Telephone number (see instructions) (804) 359-9311						
City or town, state or province, country, and ZIP or foreign postal code RICHMOND, VA 23260		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 16,346,159		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____								

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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,121	4,079		
	4 Dividends and interest from securities	297,376	297,376		
	5a Gross rents	3,634	9,959		
	b Net rental income or (loss) 3,634				
	6a Net gain or (loss) from sale of assets not on line 10	729,363			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		729,363		
	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)	-9,485				
12 Total. Add lines 1 through 11	1,031,009	1,040,777			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	17,239			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,050	831		
	24 Total operating and administrative expenses. Add lines 13 through 23.	21,289	831		
	25 Contributions, gifts, grants paid	653,277			652,977
26 Total expenses and disbursements. Add lines 24 and 25	674,566	831		652,977	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	356,443				
b Net investment income (if negative, enter -0-)		1,039,946			
c Adjusted net income (if negative, enter -0-)					

SCANNED SEP 30 2015

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		525,440	126,653	126,653
	2	Savings and temporary cash investments				
	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	42,605	25,366	25,366	
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	15,337,342	16,092,925	15,823,903	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶ VACapital LLC-SCHED 2)	392,096	408,982	370,237	
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	16,297,483	16,653,926	16,346,159	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				
Foundations that follow SFAS 117, check here. ▶ <input type="checkbox"/> 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, . . . ▶ <input type="checkbox"/> 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	9,446,209	9,446,209	
		29	Retained earnings, accumulated income, endowment, or other funds	6,851,274	7,207,717	
		30	Total net assets or fund balances (see instructions)	16,297,483	16,653,926	
	31	Total liabilities and net assets/fund balances (see instructions)	16,297,483	16,653,926		

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	16,297,483
2	Enter amount from Part I, line 27a	2	356,443
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	16,653,926
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	16,653,926

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 TIFF MULTI-ASSET FUND	P	VAR	VAR
b VIRGINIA CAPITAL LLC K-1	P	VAR	VAR
c SEE ATTACHED SCHED 3	P	VAR	VAR
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			714,208
b			14,532
c			623
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			714,208
b			14,532
c			623
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	729,363
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,046,148	16,812,494	0.0622
2012	611,450	15,850,845	0.0386
2011	640,888	15,166,193	0.0423
2010	559,987	14,444,345	0.0388
2009	661,794	13,003,340	0.0509

2 Total of line 1, column (d)	2	0.2328
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	0.0466
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	16,497,412
5 Multiply line 4 by line 3	5	768,779
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,399
7 Add lines 5 and 6	7	779,178
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	652,977

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	20,799
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	20,799
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	20,799
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	25,366
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	25,366
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	4,567
11	Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 4,567 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>VIRGINIA</u>		
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 <i>General Instruction G</i> ? <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 2014 or the taxable year beginning in 2014 (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

Form 990-PF (2014)

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>www.universalcorp.com/foundation</u>	13	X	
14	The books are in care of <u>UNIVERSAL CORPORATION</u> Telephone no <u>804-359-9311</u> Located at <u>9201 FOREST HILL AVE., RICHMOND, VA</u> ZIP+4 <u>23235</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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? 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 <u></u>	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	1b	N A
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	X
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

Form 990-PF (2014)

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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 N A
	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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b N A

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
SEE ATTACHED SCHEDULE 4				

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. ▶

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 FOUNDATION IS A PASS THROUGH FOUNDATION	
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- FUNDS ARE INVESTED TO PROVIDE FUNDS TO DONATE TO OTHER CHARITABLE ORGANIZATIONS.	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2014)

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	15,962,678
b	Average of monthly cash balances	1b	415,727
c	Fair market value of all other assets (see instructions)	1c	370,237
d	Total (add lines 1a, b, and c)	1d	16,748,642
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	16,748,642
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	251,230
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,497,412
6	Minimum investment return. Enter 5% of line 5	6	824,871

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	824,871
2a	Tax on investment income for 2014 from Part VI, line 5	2a	20,799
b	Income tax for 2014 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	20,799
3	Distributable amount before adjustments Subtract line 2c from line 1	3	804,072
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	804,072
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	804,072

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	652,977
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	652,977
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	652,977

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				804,072
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only				
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 144,459				
f Total of lines 3a through e	144,459			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 652,977				
a Applied to 2013, 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 2014 distributable amount				652,977
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))	144,459			144,459
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				6,636
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				

~~N/A~~

4942(1)(5)

(4) Gross investment income

JSA

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 SCHEDULE 7				652,977
Total			▶ 3a	652,977
b Approved for future payment N/A				
Total			▶ 3b	

		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		

4E 1493 1 000

Universal Leaf Foundation
Fed ID # 51-0162337
Year Ended June 30, 2015

Schedule 1

	Column (a)	Column (b)
Part I, Line 11, Other Income		
Ordinary Business Income/Loss from Virginia Capital LLC K-1	<u>-9,485</u> <u><u>-\$9,485</u></u>	<u><u>\$0</u></u>
Part I, Line 18, Taxes		
Investment Income Excise Tax	<u>\$17,239</u> <u><u>\$17,239</u></u>	<u><u>\$0</u></u>
Part I, Line 23, Other Expenses		
Other expenses from VA Cap LLC K-1	332	0
Non ded bus exp from VA Cap LLC K-1	2887	
Portfolio expenses	346	346
Bank fees	<u>485</u>	<u>485</u>
<i>total</i>	<u><u>\$4,050</u></u>	<u><u>\$831</u></u>

Universal Leaf Foundation
Fed ID # 51-0162337
Year Ended 06/30/2015

Schedule 2

Name of Stock	Shares Held	Beg. of Year Tax/Book Cos	End of Year Tax/Book Cost	End of Year FMV
TIFF MULTI ASSET FUND	1,019,581	15,337,342	16,092,925	15,823,903
TOTAL	1,019,581	15,337,342	16,092,925	15,823,903
VA CAP LLC		392,096	408,982	370,237
TOTAL OTHER ASSETS, PART II, LINE 15		392,096	408,982	370,237

Schedule 3

Name of Stock	Number of Shares Sold	How Acquired	Date Purchased	Date Sold	SALES PRICE	TAX COST	GAIN/LOSS
Dell litigation settlement	N/A	Purchase	Various	Various	N/A	N/A	141
American International Group litigation settlement	N/A	Purchase	Various	Various	N/A	N/A	348
Merck & Co litigation settlement	N/A	Purchase	Various	Various	N/A	N/A	134
<i>subtotal</i>							623
TIFF MULTI-ASSET FUND 1099	N/A	Purchase	Various	Various	N/A	N/A	714,208
Virginia Capital LLC K-1	N/A	Purchase	Various	Various	N/A	N/A	14,532
ROUNDING							
TOTAL CAPITAL GAINS							729,363

UNIVERSAL LEAF FOUNDATION
FED ID # 51-0162337
YEAR ENDED 6/30/15

Schedule 4

Schedule K, pg 4; OFFICERS, DIRECTORS, TRUSTEES, MEMBERS AND THEIR COMPENSATION

NAME AND ADDRESS	TITLE	TIME DEVOTED TO POSITION	COMPENSATION CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS, ETC. OR EXPENSE ACCOUNT, OTHER ALLOWANCES
G. C. Freeman, III c/o Universal Leaf Tobacco P O Box 25099, Richmond, VA	Director President (part yr) Member	3hr/mo OR 0.75 hr/wk.	0
H. M Ligon c/o Universal Leaf Tobacco P O Box 25099, Richmond, VA	Director Vice President (part yr)	80hr/mo OR 20hr/wk	0
C. H. Claiborne c/o Universal Leaf Tobacco P O Box 25099, Richmond, VA	Director Member Secretary	1hr/mo OR 0.25hr/wk	0
J. S. Rowe c/o Universal Leaf Tobacco P O Box 25099, Richmond, VA	Director Treasurer	1hr/mo OR 0.25hr/wk	0
D. C. Moore c/o Universal Leaf Tobacco P O Box 25099, Richmond, VA	Director Member	1hr/mo OR 0.25hr/wk	0
H B Smith c/o Universal Leaf Tobacco P O Box 25099, Richmond, VA	Director President (part yr)	80hr/mo OR 20hr/wk	0
George White c/o Universal Leaf Tobacco P O Box 25099, Richmond, VA	Director (part yr) Vice President (part yr)	1hr/mo OR 0.25hr/wk	0

Schedule 5

UNIVERSAL LEAF FOUNDATION
AVERAGE BALANCE 06/30/15

Cash Equivalents

<u>Month</u>	<u>Beginning Balance</u>	<u>Ending Balance</u>	<u>Month Average</u>	<u>Average</u>
July	568,045	564,050	566,048	
August	564,050	559,764	561,907	
September	559,764	556,890	558,327	
			1st Quarter	\$562,094
October	556,890	544,279	\$550,585	
November	544,279	536,353	540,316	
December	536,353	668,744	602,549	
			2nd Quarter	\$564,483
			Six Months	\$563,288
January	668,744	224,846	\$446,795	
February	224,846	218,810	221,828	
March	218,810	196,249	207,529	
			3rd Quarter	\$292,051
			Nine Months	\$472,876
April	196,249	283,076	\$239,663	
May	283,076	275,626	279,351	
June	275,626	152,019	213,823	
			4th Quarter	\$244,279
Average Value of Cash and Cash Equivalents			Twelve Months	\$415,727

INVESTMENTS

<u>Month</u>	<u>Beginning Balance</u>	<u>Ending Balance</u>	<u>Month Average</u>	<u>Average</u>
July	16,253,405	16,088,445	\$16,170,925	
August	16,088,445	16,233,998	16,161,221	
September	16,233,998	15,804,371	16,019,184	
			1st Quarter	\$16,117,110
October	15,804,371	15,922,022	\$15,863,196	
November	15,922,022	15,980,847	15,951,434	
December	15,980,847	15,609,791	15,795,319	
			2nd Quarter	\$15,869,983
			Six Months	\$15,993,547
January	15,609,791	15,569,008	\$15,589,400	
February	15,569,008	16,109,386	15,839,197	
March	16,109,386	15,864,686	15,987,036	
			3rd Quarter	\$15,805,211
			Nine Months	\$15,930,768
April	15,864,686	16,190,952	\$16,027,819	
May	16,190,952	16,139,973	16,165,463	
June	16,139,973	15,823,903	15,981,938	
			4th Quarter	\$16,058,407
Average FMV of Investment in TIFF			Twelve Months	\$15,962,678

Value of Virginia Capital LLC at 6/30/2015 \$ 370,237

Total Average FMV of Assets **\$16,748,641**

Schedule 6

PART XV
SUPPLEMENTARY INFORMATION

2.a. The name, address, and telephone number of the person to whom applications should be addressed:

Mr. Harvard Smith
Universal Leaf Foundation
P. O. Box 25099
Richmond, VA 23260

(804) 359-9311

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

No specific format. In general, the application should be in the form of a letter stating the amount and purpose of the contribution requested of the Universal Leaf Foundation.

As a general rule, especially for first time applicants, we would request that the organization provide us with:

- 1. A copy of its exemption letter from the IRS**
- 2. A description (brochure) detailing the history of the organization and its charitable purpose, goals, etc.**
- 3. A set of the organization's most recent financial statements available.**

2.c. Any submission deadlines:

June 15

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

Per Articles II and III of the Articles of Incorporation of the Universal Leaf Foundation, the following purposes will be considered and limitations adhered to:

Article II

"The Foundation is organized and shall be operated exclusively for charitable, educational, scientific, and literary purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code."

Article III

"No part of the net earnings of the Foundation shall inure to the benefit of or distributable to its incorporator, directors, officers, Members, or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office "

Universal Leaf Foundation
Fed ID #51-0162337
Year Ended 06/30/2015

Schedule 7

Vendor Name	Addr1	Addr2	City	State	Zip	Status of Recipient	Amount
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Civil/Community/Arts

Adirondack Council	P.O. Box D - 2		Elizabethtown	NY	12932-9989	PC	250
American Civil War Center	490 Tredegar Street		Richmond	VA	23219	PC	15,000
Ashland Volunteer Rescue Squad	203 Duncan Street		Ashland	VA	23005	PC	350
Best Friends Animal Society	5001 Angel Canyon Road	P.O. Box 567	Kanab	UT	84741-0567	PC	75
Bon Air Volunteer Fire Dept.	PO Box 3506		North Chesterfield	VA	23235-7506	PC	75
Chamberlayne Youth Football Association	Association	P.O. Box 15009	Richmond	VA	23227-0409	PC	1,917
Community Idea Stations	WCVE Public Radio	23 Sesame Street	Richmond	VA	23235	PC	775
Conestoga Valley Buckskin Boosters	2110 Horseshoe Rd.		Lancaster	PA	17601	PC	500
Delta Waterfowl Foundation	P.O. Box 3128		Bismark	ND	58502	PC	2,500
Executive Women International	Richmond Chapter	701 E. Byrd Street	Richmond	VA	23219	PC	5,000
Fred Smith Company Foundation	Susan Jones	400 Riverwood Drive	Clayton	NC	27527	PC	2,500
George C Marshall Foundation	PO Box 1600		Lexington	VA	24450	PC	3,500
Great Meadow Foundation	5089 Old Tavern Road		The Plains	VA	20198	PC	200
Greater Cleveland Athletic Association	Cleveland Wildcats	104 Courtland Circle	Clayton	NC	27520	PC	2,500
James River Association	4833 Old Main St.		Richmond	VA	23231	PC	2,500
Judges Athletic Association	P.O. Box 2213		Winchester	VA	22604	SO II	600
Lakeside Volunteer Rescue Squad	2007 Timberlake Avenue		Richmond	VA	23228	PC	100
Lancaster City Police Foundation	P.O. Box 10171		Lancaster	PA	17605-0171	PC	50
Lancaster County Library	Leola Branch	46 Hillcrest Ave.	Leola	PA	17540	PC	30
Lancaster County SPCA	848 South Prince Street		Lancaster	PA	17603	PC	50
Lead Virginia	707 E. Main Street	Suite1035	Richmond	VA	23219	PC	250
Leadership Metro Richmond	9211 Forest Hill Avenue	Suite 200-A	Richmond	VA	23235	PC	100
Leola Ambulance Association	P.O. Box 310		Leola	PA	17540	PC	45
Lower Middlesex Volunteer Fire Department	P.O. Box 440		Deltaville	VA	23043	PC	25
Manchester Volunteer Rescue Squad	3500 Courthouse Road		Midlothian	VA	23236	PC	25
Maymont Foundation	1700 Hampton St		Richmond	VA	23220	PC	10,750
Museum of the American Revolution	123 Chestnut Street	Suite 401	Philadelphia	PA	19106	PC	1,000
Offering	P.O. Box 35423		Richmond	VA	23235	PC	7,630
People Cycle	dba Richmond Cycle Corps	1717 Summit Avenue	Richmond	VA	23230	PC	450
Richmond Animal League	11401 International Drive		Richmond	VA	23236	PC	100
Richmond Ballet	407 E Canal St		Richmond	VA	23219	PC	5,000
Richmond SPCA	1600 Chamberlayne Ave		Richmond	VA	23222	PC	5,000
Richmond SPCA	2519 Hermitage Rd		Richmond	VA	23220	PC	1,075

Universal Leaf Foundation
Fed ID #51-0162337
Year Ended 06/30/2015

Schedule 7

Vendor Name	Addr1	Addr2	City	State	Zip	Status of Recipient	Amount
Stony Creek Fire Department and Rescue Squad, Inc.	PO Box 7987	651 Country Club Drive	Rocky Mount	NC	27804	PC	125
Stratford Hall Plantation	483 Great House Road		Stratford	VA	22558-0001	PC	5,150
The Henricus Foundation	251 Henricus Park Road		Chester	VA	23836	PC	5,075
Tobacco Farm Life Museum Inc	PO Box 88		Kenly	NC	27542	PC	5,000
Tuckahoe Vol Rescue Squad	1101 Horsepen Road		Richmond	VA	23286-4724	PC	200
Upper Leacock Fire Company	50 W. Main Street		Leola	PA	17540	PC	52
Valentine Richmond History Center	1015 East Clay Street		Richmond	VA	23219	PC	15,000
Virginia Historical Society	PO Box 7311		Richmond	VA	23221	PC	8,950
Virginia Museum Of Fine Arts Foundation	200 N. Boulevard		Richmond	VA	23220	PC	900
Virginia Squash Racquets Assoc.	3 Country Squire Lane		Richmond	VA	23229	PC	600
Wags Rescue and Referral	2 Creston Ave.		Audubon	NJ	08106	PC	300
Wagstaff Circle Fire Dept	2101 Adkins Road		Richmond	VA	23236	PC	25
Washington Humane Society	Attn: Julie Conway	4590 MacArthur Blvd. NW, Suite 200	Washington	DC	20007	PC	2,500
Washington Performing Arts Society	2000 L St., NW Suite 510		Washington	DC	20036	PC	850
WETA	Office of Annual Giving	PO Box 96100	Washington	DC	20090-6100	PC	500
Total Civil/Community/Arts							115,149

Environmental/Green

Barrier Islands Center Eastern Shore of VA	P.O. Box 206	7295 Young Street	Machipongo	VA	23405	PC	650
Three Chopt Garden Club - Capital Trees	5111 Cary Street Road		Richmond	VA	23226	PC	250
Chesapeake Bay Foundation	PO Box 17447		Baltimore	MD	21298	PC	25
James River Association	4833 Old Main St.		Richmond	VA	23231	PC	20,000
Nature Conservancy	P.O. Box 6017		Albert Lea	MN	56007-9823	PC	500
Nature Conservancy	490 Westfield Road		Charlottesville	VA	22901	PC	25,000
Virginia Commonwealth Univ - Life Sciences- The Rice Center	1000 West Cary Street	PO Box 842012	Richmond	VA	23284-2012	PC	600
Virginia Commonwealth Univ Foundation	1000 West Cary St, Room 111	P.O. Box 842030	Richmond	VA	23284-2030	PC	10,000
Total Environmental/Green							57,025

Health/Education/Well Being

ALS Association	1275 K Street NW, Suite 250		Washington	DC	20005	PC	120
ALS Hope Foundation	P.O. Box 40777		Philadelphia	PA	19107	PC	50
American Diabetes Association	Processing Center	PO Box 1834	Merrifield	VA	22116-8034	PC	50
American Family Association	107 Parkgate	PO Box 240	Tupelo	MS	38803	PC	125
American Red Cross	Greater Richmond Chapter	PO Box 1120	Richmond	VA	23218-1120	PC	105

Universal Leaf Foundation
Fed ID #51-0162337
Year Ended 06/30/2015

Schedule 7

Vendor Name	Addr1	Addr2	City	State	Zip	Status of Recipient	Amount
American Red Cross	Turnage Chapter	326 S Franklin Street	Rocky Mount	NC	27804-5711	PC	1,000
ASK Childhood Cancer Foundation	P.O. Box 17184		Richmond	VA	23226	PC	5,000
Avon Products Foundation/Avon Foundation for Women	Attn: Matching Gifts	1 Avon Plaza	Rye	NY	10580	PC	500
Bon Secours Richmond Health Care Foundation	5875 Bremono Road, Suite 710		Richmond	VA	23226	PC	1,000
Boy Scouts of America	Heart of Virginia Council	PO Box 6809	Richmond	VA	23230	PC	250
Boy Scouts of America	Heart of Virginia Council	4015 Fitzhugh Ave.	Richmond	VA	23230	PC	250
Boy Scouts of America	East Carolina Council Inc	PO Box 1698	Kinston	NC	28603	PC	60
Boys & Girls Club of the Northern Neck	517 N. Main Street	P.O. Box 564	Kilmarnock	VA	22482	PC	100
Boys & Girls Club of Lancaster	116 S. Water Street	P.O. Box 104	Lancaster	PA	17608-0104	PC	100
Boys & Girls Clubs of Metro Richmond, VA Inc	5511 Staples Mill Rd	Ste 301	Richmond	VA	23228-5445	PC	5,000
Central American Relief Efforts	301 St. Thomas Rd.		Lancaster	PA	17601	PC	750
Central Virginia Foodbank Inc, Feed More	P.O. Box 1514		Merrifield	VA	22116-1530	PC	500
FeedMore Inc.	1415 Rhoadmiller Street		Richmond	VA	23220	PC	200
Challenge Discovery Projects Inc	1503 Santa Rosa Road	Suite 211	Richmond	VA	23229	PC	7,500
Chamberlayne Youth Football Association	P.O. Box 15009		Richmond	VA	23227-0409	PC	1,000
Child Savers of Richmond	200 North 22nd Street		Richmond	VA	23223	PC	5,100
Children's Hospital	PO Box 26384		Richmond	VA	23286	PC	300
Children's Hospital Foundation	2924 Brook Rd		Richmond	VA	23220-1298	PC	6,000
Christian Law Association	P.O. Box 8600		Mason	OH	45040-5400	PC	800
Collegiate School Annual Fund	PO Box 29728		Richmond	VA	23286	PC	300
Comfort Zone Camp	7201 Glen Forest Dr.	Suite 301	Richmond	VA	23226	PC	600
Communities in Schools of VA	413 Stuart Circle, Suite 303		Richmond	VA	23220	PC	10,250
Cystic Fibrosis Foundation	1500 Forest Ave.	Suite 124	Richmond	VA	23229	PC	100
Cystic Fibrosis Foundation	National Office	6931 Arlington Road, 2nd Fl	Bethesda	MD	20814	PC	65
Daily Planet	517 West Grace Street		Richmond	VA	23220	PC	5,100
Elk Hill Farm	1975 Elk Hill Road		Goochland	VA	23063	PC	1,500
Episcopal High School	1200 North Quaker Lane		Alexandria	VA	22302	PC	150
Fisher House Foundation	111 Rockville Pike, Suite 420		Rockville	MD	20850-5168	PC	200
Girl Scouts in the Heart of PA	350 Hale Avenue		Harrisburg	PA	17104	PC	75
Glen Allen Community Foundation	Mike Healy Memorial Scholarship	P.O. Box 1064	Glen Allen	VA	23060	SO II	25
Great Aspirations Scholarship Program Inc.	4551 Cox Road Suite 110		Glen Allen	VA	23060	PC	10,000
Greater Richmond ARC	3600 Saunders Ave.		Richmond	VA	23227	PC	7,500
Guiding Eyes for the Blind	611 Granite Springs Rd		Yorktown Heights	NY	10598	PC	25

Universal Leaf Foundation
Fed ID #51-0162337
Year Ended 06/30/2015

Schedule 7

Vendor Name	Addr1	Addr2	City	State	Zip	Status of Recipient	Amount
Hampton Roads Academy	Development Office	739 Academy Lane	Newport News	VA	23602-7094	PC	125
Homeward	1125 Commerce Road		Richmond	VA	23224	PC	5,000
Hospice of Lancaster County	685 Good Drive	P.O. Box 4125	Lancaster	PA	17604-4125	PC	50
Hospital Hospitality House	612 East Marshall St.		Richmond	VA	23219	PC	100
IES Abroad	33 W Monroe St, Suite 2300		Chicago	IL	60603-5405	PC	25
Johns Hopkins Institutions	Office of Annual Giving	P.O. Box 17073	Baltimore	MD	21297-0509	PC	400
Junior Achievement of Central VA/ Junior Achievement USA	7217 West Broad Street		Richmond	VA	23294	PC	5,000
Lacy Foundation	2001 Lake Boone Trail		Raleigh	NC	27607	PC	125
Lancaster County Community Foundation	24 W King Street	Suite 201	Lancaster	PA	17603	PC	250
Leukemia & Lymphoma Society	Central Pennsylvania Chapter	2405 Park Drive Suite 100	Harrisburg	PA	17110	PC	30
Leukemia & Lymphoma Society	Office of Donor Services	1311 Mamaroneck Ave, Suite 310	White Plains	NY	10605	PC	100
Maggie L Walker Governor's School	1000 N Lombardy Street		Richmond	VA	23220	SO I	300
March of Dimes	c/o Chip Phillips	12808 Pennmardel Lane	Richmond	VA	23223	PC	100
March of Dimes	1275 Mamaroneck Ave.		White Plains	NY	10605	PC	25
March of Dimes	4191 Innslake Drive	Suite 201	Glen Allen	VA	23060	PC	350
Martha Jefferson Hospital Foundation	500 Martha Jefferson Drive		Charlottesville	VA	22911	SO I	5,000
Martin PTA	1701 Ridge Road		Raleigh	NC	27607	PC	650
Massey Cancer Center	P.O. Box 980214		Richmond	VA	23298-0214	PC	50,300
Massey Cancer Center	Virginia Commonwealth Univ	PO Box 843042	Richmond	VA	23284	PC	100
Maybeury Elementary School PTA	901 Maybeury Drive		Richmond	VA	23229	PC	200
Medical College Of VA Hospital Foundation	PO Box 980234		Richmond	VA	23298-0234	PC	25
Miss Porter's School	Alumnae Office	60 Main St	Farmington	CT	06032	PC	1,500
Muscular Dystrophy Association	1503 Santa Rosa #120		Richmond	VA	23229	PC	25
Nash Health Care Foundation	2416 Professional Drive		Rocky Mount	NC	27804-2253	SO II	5,000
National Multiple Sclerosis Society	4200 Innslake Dr, Ste. 301		Glen Allen	VA	23060	PC	500
New Community School Foundation	4211 Hermitage Road		Richmond	VA	23227	PC	8,797
North Carolina Agricultural Foundation Inc.	Box 7645	NC State	Raleigh	NC	27695-7645	PC	800
Northstar Academy	8055 Shrader Road		Richmond	VA	23294	PC	6,000
Pan American Development Foundation	1889 F Street, NW 2nd Floor		Washington	DC	20006	PC	250
People Cycle	dba Richmond Cycle Corps	1717 Summit Avenue	Richmond	VA	23230	PC	600
Planned Parenthood Federation Parenthood	201 N. Hamilton Street		Richmond	VA	23221	PC	200
Razoo Foundation	Burma Humanitarian Mission	3395 E. Deer Hollow Circle	Sandy	UT	84092	PC	100
Richmond Friends of the Homeless	4600 Jaydee Drive		Moseley	VA	23120	PC	500
Richmond Public Schools Education Foundation						PC	(12,909)

Universal Leaf Foundation
Fed ID #51-0162337
Year Ended 06/30/2015

Schedule 7

Vendor Name	Addr1	Addr2	City	State	Zip	Status of Recipient	Amount
Safe Harbor	PO Box 17996		Richmond	VA	23226	PC	50
Samaritan's Purse	P.O. Box 3000		Boone	NC	28607	PC	1,050
Sheltering Arms Hospital	PO Box 8762		Richmond	VA	23226	PC	1,500
Shepherd's Center of Richmond	3111 Northside Ave. #400		Richmond	VA	23228	PC	100
Sorensen Institute for Political Leadership	2400 Old Ivy Road	P.O. Box 400206	Charlottesville	VA	22904-4206	PC	150
Sports Backers	100 Avenue of Champions	Suite 300	Richmond	VA	23230	PC	5,150
St Andrew's School	227 South Cherry Street		Richmond	VA	23220	PC	5,000
St Catherine's School Foundation	6001 Grove Ave		Richmond	VA	23226-2600	PC	2,000
St Christopher's School	711 St Christopher's Rd		Richmond	VA	23226	PC	2,150
St Joseph's Villa	8000 Brook Rd.		Richmond	VA	23227	PC	7,800
St Jude Children's Research Hospital	PO Box 50		Memphis	TN	38101-9929	PC	50
St. Edward-Epiphany School	10701 W. Huguenot Road		Richmond	VA	23235	PC	100
St. James Children's Center	1205 West Franklin St.		Richmond	VA	23220	PC	5,000
Susan G Komen Breast Cancer	1433 Johnston Willis Drive		Richmond	VA	23235	PC	200
The Ability Experience	PO Box 241368		Charlotte	NC	28224	PC	100
The Compassionate Friends	Southside Chapter #2060	P.O. Box 451	Victoria	VA	23974	PC	740
The First Tee	7501 Boulders View Drive,	Suite 120	Richmond	VA	23225	PC	2,550
The Good Samaritan Ministries, LTD	2307 Hull Street		Richmond	VA	23224-3639	PC	100
The Salvation Army	P.O. Box 12517		Richmond	VA	23241-0517	PC	200
The Salvation Army	PO Box 12400		Richmond	VA	23241	PC	200
Tommy Foundation	1390 Columbia Ave.		Lancaster	PA	17603	PC	25
Twin Hickory Elementary PTA	4900 Twin Hickory Lake Drive		Glen Allen	VA	23059	PC	123
United Way of Greater Richmond & Petersburg	PO Box 91743		Richmond	VA	23286-9499	PC	12,717
United Way of Greater Richmond & Petersburg	4401 Dominion Boulevard 2nd Fl		Glen Allen	VA	23060	PC	10,000
United Way of Lancaster	630 Janet Ave		Lancaster	PA	17601	PC	285
United Way Tar River Region	2501 Sunset Avenue		Rocky Mount	NC	27804	PC	5,230
VA Museum of Transportation	303 Norfolk Ave., SW		Roanoke	VA	24016	PC	50
Virginia Breast Cancer Foundation (VBCF)	5004 Monument Ave., Ste 102		Henrico	VA	23230	PC	50
Virginia Episcopal School Annual Fund	Office of Institutional Adv	400 VES Road	Lynchburg	VA	24503	PC	250
Virginia Forestry Educational Foundation	3808 Augusta Avenue		Richmond	VA	23230	SO I	1,500
Virginia Foundation for Agriculture in The Classroom	12580 Westcreek Parkway		Richmond	VA	23238-1110	PC	4,200
Virginia Home for Boys & Girls	8716 West Broad Street		Henrico	VA	23294-6206	PC	5,500
Virginia State Golf Assoc.	600 Founders Bridge Blvd		Midlothian	VA	23113	PC	2,500
Water Street Ministries	210 S. Prince St	PO Box 7267	Lancaster	PA	17604-7267	PC	50
William Byrd Community House	224 South Cherry St		Richmond	VA	23220	PC	12,050
World Pediatric Project	7201 Glen Forest Drive	Suite 304	Richmond	VA	23226	PC	2,500

Universal Leaf Foundation
Fed ID #51-0162337
Year Ended 06/30/2015

Schedule 7

Vendor Name	Addr1	Addr2	City	State	Zip	Status of Recipient	Amount
Wounded Warrior Project	PO Box 758541		Topeka	KS	66675-8541	PC	100
Young Men Christian Assoc	2 West Franklin St		Richmond	VA	23220	PC	10,000
Young Men Christian Assoc	Tuckahoe Branch	9211 Patterson Avenue	Richmond	VA	23229-6100	PC	2,500
Young Women Christian Assoc	6 N 5th St		Richmond	VA	23219	PC	10,000
Total Health/Education/Well Being							265,187

Higher Education

Clemson University	P.O. Box 1889		Clemson	SC	29633-1889	PC	100
College of William & Mary	Attn: Gift Accounting	P.O. Box 1693	Williamsburg	VA	23187-8779	PC	1,500
East Carolina University Foundation	Mail Stop 301	2200 South Charles Boulevard	Greenville	NC	27858-4353	PC	11,300
Emory & Henry College	PO Box 950		Emory	VA	24327	PC	125
Georgetown University	Institute for the Study of Diplomacy	1316 36th St NW	Washington	DC	20007	PC	300
Hampden-Sydney College	Office of Institutional Advancement	PO Box 637	Hampden-Sydney	VA	23943	PC	250
Hampden-Sydney College	Development Office	PO Box 637	Hampden-Sydney	VA	23943	PC	115
Hollins University	PO Box 9629		Roanoke	VA	24020-1629	PC	100
Independent College Fund of North Carolina	530 N. Blount Street		Raleigh	NC	27604	PC	15,250
J Sargent Reynolds Community College	PO Box 85622		Richmond	VA	23285	PC	5,000
James Madison University	MSC 0402	380 University Boulevard	Harrisonburg	VA	22807	PC	225
James Madison University Foundation, Inc.	MSC 3603	220 University Boulevard	Harrisonburg	VA	22807	PC	35
John Tyler Community College Foundation	800 Charter Colony Pkwy		Midlothian	VA	23114	PC	5,000
Johnston Community College Foundation Inc	P.O. Box 2350		Smithfield	NC	27577	PC	5,500
Lynchburg College	Office of Advancement	1501 Lakeside Drive	Lynchburg	VA	24501-3199	PC	150
Nash Community College Foundation	522 N. Old Carriage Rd.	PO Box 7488	Rocky Mount	NC	27804-0488	PC	1,000
Norfolk State University Foundation	700 Park Avenue Suite 410		Norfolk	VA	235047	PC	5,000
North Carolina Agricultural Foundation Inc.	Box 7645	NC State	Raleigh	NC	27695-7645	PC	12,050
North Carolina State Univ	PO Box 7645	NC State University	Raleigh	NC	27695-7645	PC	50,000
North Carolina State Univ Endowment Fund	College of Agriculture & Life Sciences	Campus Box 7645	Raleigh	NC	27695-7645	PC	25,000
North Carolina State Univ	Alumni & Donor Records	Campus Box 7474	Raleigh	NC	27695-7474	PC	35
North Carolina State Univ	Student Aid Association	PO Box 37100	Raleigh	NC	27627-7100	PC	375
Randolph-Macon College	PO Box 5005		Ashland	VA	23005-5505	PC	170
Stanford Grad Sch of Business	Office of Development	655 Knight Way	Stanford	CA	94305-7298	PC	1,000
The Educational Foundation Inc	P.O. Box 2446		Chapel Hill	NC	27515	PC	1,250
The Virginia College Fund	4900 Augusta Avenue	Suite 101	Richmond	VA	23230	PC	6,000
University of North Carolina	PO Box 309		Chapel Hill	NC	27514-0309	PC	75
University of Richmond	Office of Annual Giving	109 Maryland Hall	Richmond	VA	23173	PC	1,100

Universal Leaf Foundation

Fed ID #51-0162337

Year Ended 06/30/2015

Schedule 7

Vendor Name	Addr1	Addr2	City	State	Zip	Status of Recipient	Amount
University of Richmond	Department of Athletics	28 Westhampton Way	Richmond	VA	23173	PC	1,100
University of Richmond School of Law	Maryland Hall, G-20	28 Westhampton Way	Richmond	VA	23173	PC	250
University of Virginia	P.O. Box 400314		Charlottesville	VA	22904-3015	PC	50
University of Virginia	PO Box 400807		Charlottesville	VA	22904-4807	PC	1,800
University of Virginia	PO Box 400807		Charlottesville	VA	22904-4807	PC	100
University of Virginia Foundation	McIntire School of Commerce	P.O. Box 400314	Charlottesville	VA	22907	PC	1,000
University of Virginia Foundation	McIntire School of Commerce	P.O. Box 400314	Charlottesville	VA	22907	PC	50
University of Virginia	McIntire School of Commerce	PO Box 400173	Charlottesville	VA	22907	PC	100
University of Virginia	Darden School Foundation	100 Darden Boulevard	Charlottesville	VA	22903	SO I	250
University of Virginia	Athletics Foundation	PO Box 400833	Charlottesville	VA	22904	PC	2,350
University of Virginia	Athletics Foundation	PO Box 400833	Charlottesville	VA	22904	PC	2,556
University of Virginia	Athletics Foundation	PO Box 400833	Charlottesville	VA	22904	PC	1,650
Vance-Granville Community Endowment Fund Corp	P.O. Box 917		Henderson	NC	27536	PC	5,000
Virginia Commonwealth Univ	Care of Tom Visotsky	14407 Roberts Mill Ct.	Midlothian	VA	23113-6340	PC	25
Virginia Foundation for Independent Colleges	8010 Ridge Road	Suite B	Richmond	VA	23229	PC	200
Virginia Foundation for Independent Colleges	8010 Ridge Road	Suite B	Richmond	VA	23229	PC	31,000
Virginia Foundation for Community College Education	James Monroe Bldg	101 N. 14th Street, 15th Floor	Richmond	VA	23219	PC	5,000
Virginia Military Institute Foundation Annual Fund	304 Letcher Avenue	PO Box 932	Lexington	VA	24450	PC	750
Virginia Tech	Athletic Fund	PO Box 10307	Blacksburg	VA	24062	PC	2,500
Virginia Tech	Athletic Fund	PO Box 10307	Blacksburg	VA	24062	PC	1,000
Virginia Tech	Athletic Fund	PO Box 10307	Blacksburg	VA	24062	PC	4,000
Virginia Tech	Athletic Fund	PO Box 10304	Blacksburg	VA	24062-9985	PC	400
Virginia Tech Foundation Inc.	902 Prices Fork Road		Blacksburg	VA	24061	PC	50
Virginia Tech University Development	902 Prices Fork Road		Blacksburg	VA	24061	PC	750
VA Tech WVTF Radio IQ Public Radio	PO Box 2737		Roanoke	VA	24001-2737	PC	50
VA Tech WVTF Radio IQ Public Radio	PO Box 2737		Roanoke	VA	24001-2737	PC	30
Washington & Lee University	204 West Washington Street		Lexington	VA	24450	PC	100
Wilson Community College Foundation Inc	P.O. Box 4305	902 Herring Avenue	Wilson	NC	27893	PC	5,500

Total Higher Education

215,616

Total Contributions on line 25, Column (d), pg 1 of Form 990-PF

\$ 652,977

Contributions made by Virginia Capital LLC reported on K-1

300

Total Contributions on line 25, Column (a), pg 1 of Form 990-PF

\$ 653,277