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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

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		Room/suite	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 ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 6,763,214	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	189,707	189,707		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 	41,694			
	b Gross sales price for all assets on line 6a _____ 654,128				
	7 Capital gain net income (from Part IV, line 2)		41,694		
	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	231,401	231,401		
	13 Compensation of officers, directors, trustees, etc	50,000	50,000		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) 	99	99		
	b Accounting fees (attach schedule) 	5,000	5,000		
	c Other professional fees (attach schedule) 	47,190	47,190		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	3,615	3,615		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) 	4,237	4,237		
	24 Total operating and administrative expenses. Add lines 13 through 23	110,141	110,141		0
	25 Contributions, gifts, grants paid	307,000			307,000
	26 Total expenses and disbursements. Add lines 24 and 25	417,141	110,141		307,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-185,740			
	b Net investment income (if negative, enter -0-)		121,260		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	4,406	4,572	4,572
	2	Savings and temporary cash investments	357,649	189,532	189,532
	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)	211,616	207,352	205,948
	b	Investments—corporate stock (attach schedule)	3,446,616	3,513,730	5,614,113
	c	Investments—corporate bonds (attach schedule)	816,156	706,862	720,033
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		28,655	29,016
	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)	4,836,443	4,650,703	6,763,214	
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	4,836,443	4,650,703	
	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)	4,836,443	4,650,703	
	31	Total liabilities and net assets/fund balances (see instructions) .	4,836,443	4,650,703	

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	4,836,443
2	Enter amount from Part I, line 27a	2	-185,740
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	4,650,703
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	4,650,703

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			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a 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	41,694
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))
2015	297,241	6,471,874	0 045928
2014	285,500	6,732,169	0 042408
2013	237,500	6,409,042	0 037057
2012	251,250	6,045,629	0 041559
2011	267,000	5,952,118	0 044858

2 Total of line 1, column (d)	2	0 211810
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 042362
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	6,433,462
5 Multiply line 4 by line 3	5	272,534
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,213
7 Add lines 5 and 6	7	273,747
8 Enter qualifying distributions from Part XII, line 4	8	307,000

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	1,213
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	1,213
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	1,213
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,300
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	2,300
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	1,087
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ☐ 1,087 Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	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 2016 or the taxable year beginning in 2016 (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? Website address NONE	13	Yes	
14	The books are in care of WORCESTER AND GANZERT CPA PC Telephone no (804) 320-4707			

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15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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 ▶	16	Yes	No

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? ☐	1c		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ Yes ☒ No If "Yes," list the years ▶ 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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). ☐	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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 2016?	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)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	5b		
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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
W BATES CHAPPELL PO BOX 6862 RICHMOND, VA 23230	DIRECTOR 2 00	0	0	0
BRUCE L MERTENS PO BOX 1998 RICHMOND, VA 23218	SECRETARY 2 00	50,000	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000. ☐				0

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.		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	6,308,532
b	Average of monthly cash balances.	1b	222,902
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	6,531,434
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	6,531,434
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	97,972
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	6,433,462
6	Minimum investment return. Enter 5% of line 5.	6	321,673

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	321,673
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	1,213
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,213
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	320,460
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	320,460
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	320,460

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	307,000
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	307,000
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	1,213
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	305,787

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				320,460
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			159,553	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>307,000</u>				
a Applied to 2015, but not more than line 2a			159,553	
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 2016 distributable amount.				147,447
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (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 2015 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				173,013
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 2011 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

Part XIV Private 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 2016, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 <i>Paid during the year</i> See Additional Data Table				
Total			3a	307,000
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	189,707	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	41,694	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e). .				231,401	
13 Total. Add line 12, columns (b), (d), and (e).			13		231,401

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

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

- b** If "Yes," complete the following schedule

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

**Sign
Here**

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

* * * * *

Title

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

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	KEVIN E GANZERT				
	Firm's name ► WORCESTER AND GANZERT CPA PC				Firm's EIN ►
	Firm's address ► 7122-C FOREST HILL AVENUE RICHMOND, VA 23225				Phone no (804) 320-4707

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
600 SHS CHUBB CORP	P	2014-06-30	2016-01-14
BANK OF AMERICA BOND	P	2015-11-12	2016-11-21
BECTON DICKINSON BOND	P	2015-01-22	2016-11-08
2000 SHS PIEDMONT NAT GAS INC	P	2011-07-05	2016-01-13
1700 SHS BP PLC SPONS ADR	P	2006-12-19	2016-12-15
BANK OF NOVA SCOTIA BOND	P	2015-12-11	2016-12-13
FHLB DEB 5%	P	2011-02-18	2016-12-09

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)
77,868	0	53,340	24,528
100,000	0	100,000	0
100,000	0	100,000	0
115,409	0	63,394	52,015
60,852	0	90,364	-29,512
100,000	0	100,000	0
100,000	0	105,337	-5,337

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	24,528
0	0	0	0
0	0	0	0
0	0	0	52,015
0	0	0	-29,512
0	0	0	0
0	0	0	-5,337

Form 990FP 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 Paid during the year				
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	5,000
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	5,000
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	5,000
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	10,000
MAYMONT FOUNDATION 1700 HAMPTON ST RICHMOND, VA 23220		PC	ENVIRONMENTALPROTECTION	39,500
VA MUSEUM OF FINE ARTS 200 N BOULEVARD RICHMOND, VA 23220		PC	PROMOTION OFARTS	13,000
Total ► 3a				307,000

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 Paid during the year				
CROSSOVER HEALTHCARE MINISTRY 8600 QUIOCASIN RD RICHMOND, VA 23229		PC	RELIGIOUSSUPPORT	10,000
VA UNITED METHODIST HOMES 7113 THREE CHOPT RD RICHMOND, VA 23226		PC	ELDERCARE	2,500
WOODROW WILSON PRES LIBRARY PO BOX 24 STAUNTON, VA 24402		PC	EDUCATION	1,000
COLLEGIATE SCHOOL NORTH MORELAND RD RICHMOND, VA 23229		PC	EDUCATION	50,500
JAMES RIVER ASSOCIATION 9 SOUTH 12TH ST RICHMOND, VA 23219		PC	ENVIRONMENTALPROTECTION	6,000
RAPPAHANNOCK GEN HOSP FOUND PO BOX 588 KILMARNOCK, VA 22482		PC	HEALTH CARE	4,000
VIRGINIA MUSEUM OF FRONTIER CULTURE 1290 RICHMOND AVE STAUNTON, VA 24402		PC	EDUCATION	3,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVE ANNAPOLIS, MD 21403		PC	ENVIRONMENTALPROTECTION	8,000
RICHMOND SYMPHONY 612 EAST GRACE ST RICHMOND, VA 23219		PC	THE ARTS	2,500
CARPENTER CENTER FOR PERFORMING ARTS 600 E GRACE ST RICHMOND, VA 23219		PC	THE ARTS	7,500
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	10,000
CORAL REEF ALLIANCE 351 CALIFIORNIA ST SAN FRANSISCO, CA 94104		PC	ENVIRONMENTALPROTECTION	1,500
J SARGEANT REYNOLDS CC FUND 1851 DICKINSON RD GOOCHLAND, VA 23063		PC	EDUCATION	2,500
Total ► 3a				307,000

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 Paid during the year				
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	13,000
VIRGINIA OPERA PO BOX 784 RICHMOND, VA 23218		PC	THE ARTS	4,500
OCEAN CONSERVANCY 1300 19TH ST WASHINGTON, DC 20036		PC	ENVIRONMENTALPROTECTION	1,000
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
JDRF 1801 LIBBIE AVE RICHMOND, VA 23226		PC	HEALTH RESEARCH	1,000
INTL LYME DISEASE SOCIETY PO BOX 341461 BETHESDA, MD 20827		PC	HEALTH RESEARCH	1,500
THE FAISON CENTER 1701 BYRD AVE Richmond, VA 23230		PC	HEALTH RESEARCH	1,500
Total ► 3a				307,000

TY 2016 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 GANZERT 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 2016 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 Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEE PART IV		Purchased			654,128	612,434			41,694	

TY 2016 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	106,068
AMERICAN EXPRESS	107,432	106,269
AT&T INC	100,104	100,061
CAPITAL ONE FINANCIAL	101,787	100,480
GENERAL ELECTRIC CO	199,000	207,188
JOHN DEER CAPITAL CORP	100,014	99,967

TY 2016 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	107,142
ABBOT LABS	31,814	57,615
ABBVIE INC	34,499	93,930
AIR PRODS CHEMICALS INC	16,043	43,146
ALPHABET INC	32,069	47,547
AMERICAN EXPRESS CO	72,006	59,264
ATT INC	66,512	106,325
AUTOMATIC DATA PROCESSING	37,878	102,780
BB&T	55,486	94,040
BRISTOL MYERS SQUIBB	32,399	58,440
CAPITAL ONE FINANCIAL CORP	75,358	87,240
CATERPILLAR INC	21,802	55,644
CHEMOURS COMPANY	4,235	8,836
CHEVRON CORP	47,708	47,080
CHUBB LTD	40,078	47,695
CISCO SYS INC	82,849	151,100
COCA COLA CO	63,848	124,380
CONOCOPHILLIPS	94,603	60,168
DEERE & CO	80,815	103,040
DISNEY WALT CO	21,460	20,844
DOMINION RESOURCES	120,988	229,770
DUPONT E I DE NEMOURS & CO	79,049	146,800
EMERSON ELEC CO	39,372	55,750
ENSCO PLC	115,077	24,300
EXXON MOBIL	119,401	196,316
GENERAL ELECTRIC CO	51,187	63,200
GENUINE PARTS CO	51,555	143,310
GLAXO SMITHKLNE PLC	136,460	115,530
HOME DEPOT	56,540	268,160
ILLINOIS TOOL WORKS	41,012	146,952

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INGEVITY CORP	13,786	27,430
INTEL CORP	65,528	108,810
JOHNSON & JOHNSON	90,989	172,815
JP MORGAN CHASE	30,209	43,145
KIMBERLY CLARK CORP	59,368	136,944
MCDONALDS CORP	29,297	60,860
MICROSOFT	94,346	217,490
NIKE INC	48,512	50,830
NORFOLK SOUTHERN CORP	64,009	129,684
ORACLE CORP	76,382	96,125
PEPSICO	59,234	104,630
PFIZER	66,241	81,200
PROCTOR & GAMBLE	34,492	84,080
PUBLIC SVC ENT GR INC	116,943	131,640
QUALCOMM INC	99,383	97,800
ROYAL DUTCH SHELL PLC	60,581	65,256
SCHLUMBERGER LTD	49,407	67,160
SOUTHERN CO	134,907	172,165
TARGET CORP	50,698	72,230
UNILEVER NV ADR	66,244	82,120
UNITED TECHNOLOGIES CORP	30,154	109,620
US BANCORP	151,086	205,480
VERIZON COMM	57,182	106,760
VERSUM MATERIALS INC	1,506	4,211
WELLS FARGO	60,495	121,242
WESTROCK CO	52,928	99,002
XYLEM INC	70,150	99,040

TY 2016 Investments Government Obligations Schedule**Name:** BURFORD LEIMENSTOLL FOUNDATION INC**EIN:** 54-1608741**US Government Securities - End
of Year Book Value:****US Government Securities - End
of Year Fair Market Value:****State & Local Government
Securities - End of Year Book
Value:**

207,352

**State & Local Government
Securities - End of Year Fair
Market Value:**

205,948

TY 2016 Investments - Other Schedule

Name: BURFORD LEIMENSTOLL FOUNDATION INC

EIN: 54-1608741

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TECHNOLOGY SELECT SECTOR SDPR		28,655	29,016

TY 2016 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	99	99		

TY 2016 Other Expenses Schedule**Name:** BURFORD LEIMENSTOLL FOUNDATION INC**EIN:** 54-1608741**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK CHARGES	4,237	4,237		

TY 2016 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	47,190	47,190		

TY 2016 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	1,097	1,097		
EXCISE TAX	2,518	2,518		