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**Return of Private Foundation**  
**or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Treated as a Private Foundation****2009**

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

For calendar year 2009, or tax year beginning , and ending

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>THE LANDMARK FOUNDATION</b>		A Employer identification number <b>54-6038902</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>150 GRANBY STREET, 19TH FLOOR</b>		B Telephone number <b>757 351 8838</b>
	City or town, state, and ZIP code <b>NORFOLK, VA 23510</b>		C If exemption application is pending, check here <input type="checkbox"/>
			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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) \$ <b>70,828,583.</b> (Part I, column (d) must be on cash basis.)		J Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b>	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		966,258.	966,258.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,786,599.			
b Gross sales price for all assets on line 6a <b>70,470,818.</b>					
7 Capital gain net income (from Part IV, line 2)			9,786,599.		
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)					
11 Other income					
12 Total. Add lines 1 through 11		10,752,857.	10,752,857.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 2		1,429.	0.		1,429.
b Accounting fees STMT 3		41,662.	0.		41,662.
c Other professional fees STMT 4		17,546.	0.		17,546.
17 Interest					
18 Taxes STMT 5		81.	81.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		333,645.	332,349.		1,296.
24 Total operating and administrative expenses. Add lines 13 through 23		394,363.	332,430.		61,933.
25 Contributions, gifts, grants paid		2,244,157.			2,244,157.
26 Total expenses and disbursements. Add lines 24 and 25		2,638,520.	332,430.		2,306,090.
27 Subtract line 26 from line 12		8,114,337.			
a Excess of revenue over expenses and disbursements			10,420,427.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED NOV 17 2010

<b>Part II Balance Sheets</b>				Beginning of year		End of year	
Attached schedules and amounts in the description column should be for end-of-year amounts only				(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1	Cash - non-interest-bearing		1,035,442.	39,333,328.	39,333,328.	
	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					
	7	Other notes and loans receivable ▶					
		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 STMT 8		2,782,197.	201,761.	201,761.	
	b	Investments - corporate stock STMT 9		18,904,235.	29,857,969.	29,857,969.	
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other STMT 10		33,405,875.	1,376,428.	1,376,428.		
14	Land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe ▶ DUE FROM BROKERS )		0.	59,097.	59,097.		
16	<b>Total assets</b> (to be completed by all filers)		56,127,749.	70,828,583.	70,828,583.		
<b>Liabilities</b>	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					
	22	Other liabilities (describe ▶ DUE TO BROKERS )		109,623.	0.		
23	<b>Total liabilities</b> (add lines 17 through 22)		109,623.	0.			
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted		56,018,126.	70,828,583.		
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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	<b>Total net assets or fund balances</b>		56,018,126.	70,828,583.		
31	<b>Total liabilities and net assets/fund balances</b>		56,127,749.	70,828,583.			

**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	56,018,126.
2	Enter amount from Part I, line 27a	2	8,114,337.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	6,696,120.
4	Add lines 1, 2, and 3	4	70,828,583.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	70,828,583.

Form 990-PF (2009)

**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)
<b>1a</b>			
<b>b</b> SEE ATTACHED STATEMENT			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 70,470,818.		59,717,582.	9,786,599.

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

(i) FMV 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))
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			9,786,599.

<b>2</b> 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 }	<b>2</b>	9,786,599.
<b>3</b> 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) If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	N/A

**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))
2008	3,497,807.	75,290,713.	.046457
2007	4,268,339.	84,319,516.	.050621
2006	3,718,310.	73,926,464.	.050297
2005	3,168,190.	64,620,707.	.049027
2004	2,506,098.	57,168,700.	.043837

<b>2</b> Total of line 1, column (d)	<b>2</b>	.240239
<b>3</b> 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	<b>3</b>	.048048
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	<b>4</b>	60,141,093.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	2,889,659.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	104,204.
<b>7</b> Add lines 5 and 6	<b>7</b>	2,993,863.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	2,306,090.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	208,409.
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	208,409.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	208,409.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	36,550.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	192,992.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	229,542.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	216.	
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	20,917.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 20,917. Refunded <input type="checkbox"/>	11	0.	

**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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c 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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? If "No," attach explanation	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2009)

**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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► <b>CORPORATE OFFICERS</b> Telephone no ► <b>757-351-8838</b> Located at ► <b>150 GRANBY ST, 19TH FLOOR, NORFOLK, VA</b> ZIP+4 ► <b>23510</b>			
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		N/A

**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 checked="" type="checkbox"/> Yes <input 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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 ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2009?		X

Form 990-PF (2009)

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If "Yes" to 6b, file Form 8870.

X

**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?

N/A

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.

(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 STATEMENT 11		0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

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

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

0

Form 990-PF (2009)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
INVESTURE, LLC	INVESTMENT MANAGEMENT	93,562.
1607 CAPITAL PARTNERS	INVESTMENT MANAGEMENT	56,918.

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 N/A	
2	
3	
4	

**Part IX-B****Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
<b>Total.</b> Add lines 1 through 3	0.

Form 990-PF (2009)



**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	57,222,419.
b	Average of monthly cash balances	1b	3,834,528.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	61,056,947.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	61,056,947.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	915,854.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	60,141,093.
6	Minimum investment return. Enter 5% of line 5	6	3,007,055.

**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	3,007,055.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	208,409.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	208,409.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,798,646.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,798,646.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,798,646.

**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	2,306,090.
b	Program-related investments - total from Part IX-B	1b	0.
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	2,306,090.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,306,090.

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.

Form 990-PF (2009)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				2,798,646.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004				
<b>b</b> From 2005				
<b>c</b> From 2006				
<b>d</b> From 2007				106,661.
<b>e</b> From 2008				
<b>f</b> Total of lines 3a through e	106,661.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 2,306,090.				
<b>a</b> Applied to 2008, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2009 distributable amount				2,306,090.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	106,661.			106,661.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				385,895.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005				
<b>b</b> Excess from 2006				
<b>c</b> Excess from 2007				
<b>d</b> Excess from 2008				
<b>e</b> Excess from 2009				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- (4) Gross investment income**

[illegible]

N/A

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

Total

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			14	966,258.	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	9,786,599.	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0.		10,752,857.	0.
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				13 10,752,857.	

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

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

[illegible]

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

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

[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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer or trustee <u>Frank Batten Jr</u>		Date <u>10-12-2010</u>	Title <u>President</u>	
	Paid Preparer's Use Only Preparer's signature <u>[Signature]</u> Date <u>11/9/10</u> Check if self-employed <input type="checkbox"/> Preparer's identifying number _____	Firm's name (or yours if self-employed), address, and ZIP code <b>CAVANAUGH NELSON &amp; CO, PLC</b> <b>999 WATERSIDE DRIVE, SUITE 2250</b> <b>NORFOLK, VA 23510</b>			EIN <u>          </u> Phone no <u>757-578-4900</u>

Form **990-PF** (2009)

THE LANDMARK FOUNDATION

**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	PUBLICLY TRADED SECURITIES			
b	PROCEEDS FROM VARIOUS SECURITY LITIGATIONS			
c	PASSTHROUGH LOSSES - CEDAR ROCK CAPITAL PARTNERS			
d	PASSTHROUGH LOSSES - INVESTURE EMERGINA MARKETS F			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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	70,448,174.	59,717,582.	10,730,592.
b	22,644.		22,644.
c			<476,478.>
d			<490,159.>
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			10,730,592.
b			22,644.
c			<476,478.>
d			<490,159.>
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	9,786,599.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CEDAR ROCK CAPITAL PARTNERS - K-1	293,938.	0.	293,938.
INTEREST AND DIVIDENDS	628,373.	0.	628,373.
INVESTURE EMERGING MARKETS FUND - K-1	43,947.	0.	43,947.
TOTAL TO FM 990-PF, PART I, LN 4	966,258.	0.	966,258.

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FORM 990-PF	LEGAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,429.	0.		1,429.
TO FM 990-PF, PG 1, LN 16A	1,429.	0.		1,429.

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FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	37,649.	0.		37,649.
BOOKKEEPING SERVICES	4,013.	0.		4,013.
TO FORM 990-PF, PG 1, LN 16B	41,662.	0.		41,662.



FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATOR SERVICES	17,546.	0.		17,546.
TO FORM 990-PF, PG 1, LN 16C	17,546.	0.		17,546.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	81.	81.		0.
TO FORM 990-PF, PG 1, LN 18	81.	81.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	1,256.	0.		1,256.
SUPPLIES & SERVICES	40.	0.		40.
INVESTMENT MANAGEMENT FEE	208,568.	208,568.		0.
CEDAR ROCK INVESTMENT EXPENSES - K-1	97,860.	97,860.		0.
INVESTURE EMERGING MARKETS FUND - INVESTMENT FEES	25,921.	25,921.		0.
TO FORM 990-PF, PG 1, LN 23	333,645.	332,349.		1,296.

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FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
UNREALIZED GAINS/LOSSES ON INVESTMENTS	6,696,120.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,696,120.

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FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOV	X		201,761.	201,761.
TOTAL U.S. GOVERNMENT OBLIGATIONS			201,761.	201,761.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			201,761.	201,761.

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FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	29,857,969.	29,857,969.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,857,969.	29,857,969.

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FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	1,316,527.	1,316,527.
ALTERNATIVE INVESTMENTS	FMV	0.	0.
ACCRUED INCOME ON INVESTMENTS	FMV	59,901.	59,901.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,376,428.	1,376,428.

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FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD F BARRY, III 150 GRANBY ST NORFOLK, VA 23510	VICE PRESIDENT AND DIRECTO 0.40	0.	0.	0.
FRANK BATTEN, JR 150 GRANBY ST, 19TH FLOOR NORFOLK, VA 23510	PRESIDENT AND DIRECTOR 0.39	0.	0.	0.
TERESA F BLEVINS 150 GRANBY ST, 19TH FLOOR NORFOLK, VA 23510	TREASURER 0.04	0.	0.	0.
GUY R FRIDDELL, III 150 GRANBY ST, 19TH FLOOR NORFOLK, VA 23510	VICE PRESIDENT AND SECRETARY 0.06	0.	0.	0.
SUSAN S GOETZ 150 GRANBY ST, 19TH FLOOR NORFOLK, VA 23510	ASSISTANT SECRETARY 0.06	0.	0.	0.
COLLEEN R PITTMAN 150 GRANBY ST, 19TH FLOOR NORFOLK, VA 23510	ASSISTANT SECRETARY 0.06	0.	0.	0.
MR. FRANK BATTEN 150 GRANBY ST, 19TH FLOOR NORFOLK, VA 23510	DIRECTOR 0.04	0.	0.	0.
JACK ROSS 150 GRANBY ST, 19TH FLOOR NORFOLK, VA 23510	DIRECTOR 0.04	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

**The Landmark Foundation**  
**Grants and Contributions Paid**  
**January through December 2009**

	<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
Arts & Museums Grants				
	05/18/2009	10668	Roanoke Symphony Orchestra	2,500 00
	10/05/2009	11020	Chrysler Museum of Art	2,500.00
	11/20/2009	11041	Grassroots Productions Limited, Inc	2,000 00
	12/16/2009	11065	Western Virginia Fdn Arts & Sciences	2,000 00
	12/16/2009	11066	Grandin Theatre Foundation	500 00
	12/16/2009	11070	Taubman Museum of Art	2,500 00
	12/16/2009	11076	Crispus Attucks Cultural Center, Inc	2,500 00
	12/16/2009	11077	Norfolk Senior Center	2,500.00
	12/16/2009	11083	High Point Area Arts Council	2,500.00
				<hr/>
Arts & Museums Grants				19,500 00
Education Grants				
	04/23/2009	10646	The University of NC at Greensboro	1,500 00
	04/23/2009	10662	Access College Foundation	80,000.00
	04/23/2009	10652	Children's Hospital - King's Daughters	50,000.00
	05/18/2009	10665	Virginia Fdn for Independent Colleges	45,000 00
	05/18/2009	10667	Total Action Against Poverty	1,000.00
	07/17/2009	10681	Clark County Public Education Fdn.	5,000 00
	07/17/2009	10682	Dartmouth College	5,000 00
	07/17/2009	10683	Harvard College	5,000 00
	07/17/2009	10684	Harvard College	10,000 00
	08/27/2009	11002	United Arts Council of Greater Greensboro	2,500 00
	09/17/2009	11008	Greenvale School, Inc	1,500 00
	09/17/2009	11009	Literacy Volunteers America-New River Val	1,000 00
	09/17/2009	11010	Literacy Volunteers America-Roanoke Valle	1,500.00
	09/17/2009	11016	Guilford Education Aliance	1,000 00
	09/17/2009	11017	Clark County Public Education Fdn	2,500.00
	10/30/2009	11024	Elon University	2,500 00
	10/30/2009	11025	NC Independent Colleges & Universities	2,500 00
	10/30/2009	11026	School of Journalism & Mass Comm Fdn	2,500.00
	11/20/2009	11035	Access College Foundation	240,000.00
	12/16/2009	11046	Adventure Science Center	1,500 00
	12/16/2009	11053	MTSU Mass Communications Department	1,000 00
	12/16/2009	11058	United Negro College Fund	1,000.00
	12/16/2009	11064	Apple Ridge Farm	1,500.00
	12/16/2009	11067	Presbyterian Community Center, Inc.	1,000 00
	12/16/2009	11072	West End Center	1,000.00
	12/16/2009	11084	Univ. of Nevada Las Vegas	4,000 00
				<hr/>
Education Grants				471,000 00
Environmental Grants				
	04/23/2009	10647	National Environmental Education Fdn.	430,000.00
				<hr/>
Environmental Grants				430,000.00
Human Services Grants				
	04/23/2009	10648	Samaritan House	100,000.00

**The Landmark Foundation**  
**Grants and Contributions Paid**  
**January through December 2009**

<b>Date</b>	<b>Num</b>	<b>Name</b>	<b>Amount</b>
04/23/2009	10649	F O R. Kids, Inc	100,000.00
04/23/2009	10660	The Community Fdn. - Middle Tennessee	2,500.00
05/18/2009	10664	Foodbank of Southeastern Virginia	100,000.00
07/17/2009	10678	YMCA of Greensboro	2,000.00
09/17/2009	11005	Oasis Social Ministry	100,000.00
09/17/2009	11006	Boys & Girls Clubs of Southwest Virginia	500 00
09/17/2009	11007	Boys & Girls Clubs of New River Valley	500 00
09/17/2009	11011	YMCA of Roanoke Valley	1,000 00
09/17/2009	11012	YWCA Roanoke Valley	500 00
10/05/2009	11021	The First Tee of Hampton Roads YMCA	5,000 00
10/30/2009	11027	AFAN	1,500 00
10/30/2009	11028	The Animal Foundation	2,500 00
10/30/2009	11029	Boys & Girls Club of Las Vegas	1,000 00
10/30/2009	11030	Shade Tree	2,500 00
10/30/2009	11031	Nevada Child Seekers	1,500 00
10/30/2009	11032	Opportunity Village	2,500 00
11/20/2009	11037	The Community Fdn. - Middle Tennessee	30,000.00
11/20/2009	11038	Rooftop	25,000 00
11/20/2009	11039	Second Harvest Food Bank of Middle TN	25,000 00
11/20/2009	11040	Martha O'Bryan Community Center	20,000 00
12/16/2009	11047	Middle TN Council Boy Scouts America	1,000 00
12/16/2009	11048	Center for Nonprofit Management	1,000 00
12/16/2009	11049	Fifty Forward	1,000 00
12/16/2009	11050	Girl Scouts of Middle Tennessee	1,000 00
12/16/2009	11051	Leadership Nashville Foundation	2,500.00
12/16/2009	11052	Leadership Middle Tennessee	1,000 00
12/16/2009	11054	Nashville Children's Alliance	2,000 00
12/16/2009	11055	Oasis Center	1,000 00
12/16/2009	11056	Renewal House, Inc	1,000 00
12/16/2009	11057	Sexual Assault Center	1,000 00
12/16/2009	11059	YMCA of Middle Tennessee	0 00
12/16/2009	11060	Urban League of Middle Tennessee	1,000 00
12/16/2009	11061	Family and Children's Service	1,000 00
12/16/2009	11062	YWCA of Nashville and Middle Tennessee	2,500.00
12/16/2009	11063	Saint Luke's Community House	1,000 00
12/16/2009	11068	Roanoke Area Ministries	2,500 00
12/16/2009	11069	SW Virginia Second Harvest Food Bank	1,000.00
12/16/2009	11071	Total Action Against Poverty	1,000 00
12/16/2009	11073	Edmarc, Inc.	2,500 00
12/16/2009	11074	Citizens Committee for Fairness, Honesty	2,500.00
12/16/2009	11075	YWCA of South Hampton Roads	2,500 00
12/16/2009	11078	Southside Boys & Girls Youth, Inc	2,500.00
12/16/2009	11079	Norfolk Council of Social Agencies	2,500.00
12/16/2009	11080	Child & Family Services of Eastern VA Inc	2,500 00

**The Landmark Foundation**  
**Grants and Contributions Paid**  
**January through December 2009**

	<u>Date</u>	<u>Num</u>	<u>Name</u>	<u>Amount</u>
	12/16/2009	11081	Virginia Beach Christian Outreach Group	2,500.00
	12/16/2009	11082	Potter's House	2,500 00
	12/18/2009	11088	YMCA of Middle Tennessee	1,000.00
Human Services Grants				567,000 00
United Way Grants				
	04/23/2009	10653	United Way of Metropolitan Nashville	26,000 00
	04/23/2009	10654	United Way of Clarksville-Montgomery Cty	2,000.00
	04/23/2009	10655	United Way of Maury County	1,000.00
	04/23/2009	10656	United Way of Williamson County	1,500 00
	04/23/2009	10657	United Way of Wilson County	1,000.00
	04/23/2009	10658	United Way of Rutherford County	2,000 00
	04/23/2009	10659	United Way of Sumner County	1,500 00
	05/18/2009	10666	United Way of Roanoke Valley	2,000 00
	06/18/2009	10675	United Way of South Hampton Roads	137,010 57
	07/17/2009	10679	United Way of Greater Greensboro	1,200 00
	07/17/2009	10680	United Way of Southern Nevada	6,000 00
	08/13/2009	10686	United Way of Roanoke Valley	96,000.00
	08/13/2009	10687	United Way of Montgomery, Radford & Floyd	6,055.00
	08/13/2009	10688	United Way of Pulaski County	1,450 00
	09/17/2009	11004	United Way of South Hampton Roads	230,241.00
	09/17/2009	11013	United Way of Greater Greensboro	75,200 00
	09/17/2009	11014	United Way of Greater High Point	11,200 00
	09/17/2009	11015	United Way of Rockingham County	4,300.00
	11/03/2009	11034	United Way of Southern Nevada	50,000.00
	11/20/2009	11036	United Way of Southern Nevada	100,000 00
	11/20/2009	11042	United Way of Roanoke Valley	1,000 00
United Way Grants				756,656 57
<b>TOTAL</b>				<b><u>2,244,156.57</u></b>

## **The Landmark Foundation**

### **Guidelines**

#### **Eligible for Funding:**

#### **Nonprofit Organizations with 501(c)3 status**

#### **Organizations which focus on:**

Primarily

- Human services

Secondarily

- Education, preferably colleges and universities
- Arts and culture
- Leadership development
- Preserving the environment

#### **United Way Chapters**

#### **Organizations demonstrating:**

- Responsible fiscal policies and practices
- An ability to leverage contributions
- A high ratio of program funding to administrative costs
- Need for emergency funding due to unforeseen circumstances (limited to capital and equipment, available only to agencies with balanced budgets)
- An ability to collaborate with like organizations
- Programs and facilities that assist children, families and individuals who would otherwise go unserved or underserved
- Programs and facilities that have attracted other funding from the community
- An ability to request a reasonable level of funding
- An ability to restrain from conducting capital campaigns in rapid succession
- Service delivery primarily to the region's population
- Accountability, including performance measures, desired outcomes and end-of-grant evaluations

**Ineligible for Funding:****Organizations with federal tax exemption other than 501(c)3****Appeals for:**

- Organizations and programs located outside the primary areas served by our participating business units
- Deficit funding
- Grants outside our focus areas
- Special events (dinners, golf tournaments, etc.)
- Festivals
- Funding where a portion of the gift is tax deductible
- Medical education or research
- Religious purposes (a congregation's sponsored programs may be considered if they benefit the entire community)
- Grants to individuals
- Scholarships to individuals (except those sponsored by colleges or our business units)
- Assistance to organizations whose primary purpose is economic development
- Duplicative services within the community unless essential or unique need can be demonstrated
- Fundraising assistance
- Political and politically-related purposes
- Funds for organizations whose headquarters are not within the region; local chapters of these organizations may apply
- Historic preservation, even if linked to education
- Private education below the college level
- Capital campaigns in advance of a mandatory two-year hiatus between end-date of a multi-year pledge and a request for another sequenced commitment

**Only Occasionally Funded:**

- Endowments
- Public television and radio



As adopted: January 1, 2009

## AMENDED AND RESTATED BYLAWS

### OF

### THE LANDMARK FOUNDATION

#### ARTICLE I

#### MEMBERS

Section 1.1 Qualifications. The persons who are the directors of Landmark Media Enterprises, LLC shall be the Members of The Landmark Foundation (the "Foundation").

Section 1.2 Place of Meetings. Meetings of the Members shall be held at the principal office of the Foundation or at such other place within the City of Norfolk, Virginia, as shall be designated in the notice of meeting.

Section 1.3 Regular Meetings. The regular annual meeting of the Members shall be held on the first Wednesday in December of each and every year. Special meetings may be held, as designated, at any time, upon the call of the President.

Section 1.4 Notice of Meetings. Written notice stating the place, day and hour of the meeting of the Members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) days before the date of such meeting, either personally or by mail, by or at the direction of the President, the Secretary or the persons calling the meeting, to each Member at his address as it appears on the records of the Foundation. Notice shall be given to a Member by electronic mail or facsimile telecommunication only if the Member has consented (and has not revoked the consent) to receive notice at the electronic mail address to which the electronic mail is directed or has consented to receive notice by facsimile at the telephone number to which the notice is directed, but in the event of such consent, notice directed to that electronic mail address or telephone number shall be effective even if the notice is not actually received by the Member.

Section 1.5 Presiding Officers. Meetings of the Members shall be presided over by the President, or if the President is not present, by a Chairman to be chosen at the meeting. The Secretary, or in his absence, a person selected at the meeting shall act as the Secretary of the meeting.

Section 1.6 Quorum. A majority of the Members shall constitute a quorum for the transaction of business at any meeting of the Members, unless otherwise provided by law.

Section 1.7 General Powers. The Members shall annually elect the directors and may exercise such further powers as are conferred by law.

Section 1.8 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Members. Such written consent shall have the same force and effect as a unanimous vote.

## ARTICLE II

### BOARD OF DIRECTORS

Section 2.1 General Powers. The business and affairs of the Foundation shall be managed under the direction of its Board of Directors.

Section 2.2 Number, Election and Tenure of Directors. The number of directors shall be four (4). At each annual meeting of the Members, the Members shall elect directors to serve until the next succeeding annual meeting and until the election and acceptance of their successors. The number of directors may be increased or decreased from time to time by amendment to these bylaws or by resolution of the Board of Directors.

Section 2.3 Presiding Officers. Meetings of the Board of Directors shall be presided over by the President, or if the President is not present, by a Chairman to be chosen at the meeting. The Secretary or, in his or her absence, a person selected at the meeting shall act as the Secretary of the meeting.

Section 2.4 Vacancies. Any vacancy occurring on the Board of Directors, including a vacancy resulting from an increase by not more than two in number of directors, may be filled by the affirmative vote of the remaining directors though such majority be less than a quorum of the board.

Section 2.5 Removal of Directors. Any director may be removed, with or without cause, by a majority vote of the Members.

Section 2.6 Regular Meetings. The regular annual meeting of the Board of Directors shall be held, without notice, immediately following the regular annual meeting of the Members.

Section 2.7 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, or any two directors. Notice of the time and place of each special meeting of the Board of Directors (unless waived by the directors) shall be given by the Secretary, by mail or in person, to each director, at least three (3) days prior to the meeting. Notice shall be given to a director by electronic mail or facsimile telecommunication only if the director has consented (and has not revoked the consent) to receive notice at the electronic mail address to which the electronic mail is directed or has consented to receive notice by facsimile at the telephone number to which the notice is directed, but in the event of such consent, notice directed to that electronic mail address or telephone number shall be effective even if the notice is not actually received by the director.

Section 2.8 Quorum. A majority of the number of directors of the Foundation shall constitute a quorum for the transaction at any meeting of the Board. If a quorum is not present, a majority of those in attendance may adjourn the meeting from time to time until a quorum is obtained.

Section 2.9 Manner of Acting. Except as otherwise provided by law, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed before such action is taken by all the directors. Such written consent shall have the same force and effect as a unanimous vote.

Section 2.10 Remote Participation. Directors may participate in and hold a meeting by means of telephone or other communications equipment by means of which all persons participating in the meeting may simultaneously hear each other.

### ARTICLE III

#### COMMITTEES

Section 3.1 Executive Committee. The Board of Directors, by resolution adopted by a majority of the number of directors fixed by these bylaws, may designate an executive committee to consist of the President and such other one or more directors as may be designated in said resolution. The Board of Directors shall have the power at any time to change the members of, fill vacancies in, and dissolve the executive committee. During such times as the Board of Directors is not in session, the executive committee shall possess and may exercise all the powers of the Board of Directors in the management of the business and affairs of the Foundation, except only as otherwise provided by law.

Section 3.2 Other Committees. The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate such other committees with such limited authority as may be designated in said resolution.

Section 3.3 Rules of Procedure. All members of committees shall serve at the pleasure of the Board of Directors. Each committee may select a Chairman from its membership and a Secretary who may or may not be a member of the committee or of the board. Each committee shall prescribe the length of notice and manner of giving notice of its meetings, fix the number, not less than two, which shall constitute a quorum and make its own rules of procedure.

Section 3.4 Manner of Acting. Except as may otherwise be provided in the resolution designating the committee, the act of the majority of the members present at a meeting of a committee at which a quorum is present shall be the act of the committee. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed before such action by all members of the committee. Such written consent shall have the same force and effect as a unanimous vote.

### ARTICLE IV

#### OFFICERS

Section 4.1 Officers. The officers of the Foundation shall be a President, such Vice Presidents, if any, as may be determined by the Board of Directors, a Secretary, a Treasurer and such Assistant Secretaries, Assistant Treasurers and other officers, if any, as may be determined by the Board of Directors. The same person may hold any two offices, except the offices of President and Secretary.

Section 4.2 President. The President shall be the chief executive and administrative officer of the Foundation and shall have the power and responsibility for carrying out the policies of the Board of Directors and, subject to the direction of the Board of Directors, shall have general supervision over the operations of the Foundation. The President shall also possess such other powers and shall perform such other duties incident to the office of President. The

President shall possess such other powers and perform such other duties as are assigned to him by these bylaws or as may be incident to his office or prescribed by the Board of Directors.

Section 4.3 Vice Presidents. The Vice Presidents, if any, shall be elected and shall have such authority and perform such duties as may be delegated to or imposed upon them by the Board of Directors or the President.

Section 4.4 Secretary. The Secretary shall be ex officio Secretary of the Board of Directors, the executive committee and of all other committees. He or she shall keep the minutes of all meetings of the Members, the Board of Directors, the executive committee and, when required, of all other committees; and shall attend to serving and giving all notices of the Foundation. He or she shall have charge of the corporate seal and such other books, records, and papers as the Board of Directors and the executive committee may direct. He or she shall also perform such other duties as may be incident to his office or as may be prescribed by the President.

Section 4.5 Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements in books belonging to the Foundation; shall have the care and custody of all funds and securities of the Foundation; and shall disburse the funds of the Foundation as may be ordered by the Board of Directors, the executive committee or the President. He or she also shall perform such other duties as may be incident to his office or as may be prescribed by the President.

Section 4.6 Other Officers. The Assistant Secretaries, Assistant Treasurers and other officers, if any, may be elected, shall have such authority and perform such duties as may be delegated to or imposed upon them by the President.

Section 4.7 Election, Term of Office and Qualification. The officers shall be elected at the annual meeting of the Board of Directors to serve for a term of one year and until the election and acceptance of their successors.

Section 4.8 Removal of Officers. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

Section 4.9 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

## ARTICLE V

### MISCELLANEOUS

Section 5.1 Fiscal Year. The fiscal year of the Foundation shall begin on January 1 and end on December 31 in each year.

Section 5.2 Seal. The seal of the Foundation shall be in such form as approved by the Board of Directors, and said seal, or a facsimile thereof, may be imprinted or affixed by any process or in any manner reproduced. The Secretary and any other officers authorized by

resolution of the Board of Directors shall be empowered to use and attest the corporate seal on all documents.

Section 5.3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, issued in the name of the Foundation, shall be signed by such person or persons and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

Section 5.4 Waiver of Notice. Unless otherwise provided by law, whenever any notice is required to be given to any Member, director or member of any committee under the provisions of these bylaws, or under law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5.5 Amendments to Bylaws. Except as otherwise provided by law, these bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors, but bylaws made by the Board of Directors may be repealed or changed and new bylaws made by the Members, and the Members may prescribe that any bylaw made by them shall not be altered, amended or repealed by the Board of Directors.

[END OF DOCUMENT]

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

<b>Part II</b>	<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed)	
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization	Employer identification number
	<b>THE LANDMARK FOUNDATION</b>	<b>54-6038902</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>150 GRANBY STREET, 19TH FLOOR</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>NORFOLK, VA 23510</b>	

**Check type of return to be filed** (File a separate application for each return)

- ☐ Form 990    ☐ Form 990-EZ    ☐ Form 990-T (sec. 401(a) or 408(a) trust)    ☐ Form 1041-A    ☐ Form 5227    ☐ Form 8870  
☐ Form 990-BL    ☒ Form 990-PF    ☐ Form 990-T (trust other than above)    ☐ Form 4720    ☐ Form 6069

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

### CORPORATE OFFICERS

- The books are in the care of **150 GRANBY ST, 19TH FLOOR - NORFOLK, VA 23510**  
 Telephone No **757-446-4637** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)  If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**
- 5 For calendar year **2009**, or other tax year beginning , and ending
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension

**A SCHEDULE K-1 WITH INFORMATION NECESSARY TO COMPLETE THE RETURN HAS NOT YET BEEN RECEIVED.**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b>	\$	<b>229,542.</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b>	\$	<b>229,542.</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b>	\$	<b>0.</b>

### Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Kenny G. Stent** Title **CPA** Date **8.13.2010**

Form **8868** (Rev. 4-2009)