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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
THE LANDMARK FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
150 GRANBY STREET 19TH FLOOR

City or town, state, and ZIP code
NORFOLK, VA 23510

A Employer identification number
54-6038902

B Telephone number (see page 10 of the instructions)
(757) 351-8838

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 68,668,100

J Accounting method ☐ Cash ☐ Accrual
☒ Other (specify) **MODIFIED CASH**
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input 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.	1,677,416	1,677,416		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,362,234			
	b Gross sales price for all assets on line 6a <u>32,862,164</u>				
	7 Capital gain net income (from Part IV, line 2)		1,362,234		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,109	1,109		
	12 Total. Add lines 1 through 11	3,040,759	3,040,759		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	25	0		25
	b Accounting fees (attach schedule).	21,735	10,868		10,867
	c Other professional fees (attach schedule)	14,079	0		14,079
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	62,297	38,297		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule).	320,741	320,189		552
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	418,877	369,354		25,523
	25 Contributions, gifts, grants paid	4,816,614			4,816,614
	26 Total expenses and disbursements. Add lines 24 and 25	5,235,491	369,354		4,842,137
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,194,732			
	b Net investment income (if negative, enter -0-)		2,671,405		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	16,929,434	11,627,552	11,627,552
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	57,433,434	56,902,722	56,902,722
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	151,594	137,826	137,826
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	42,050	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	74,556,512	68,668,100	68,668,100	
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 ▶ _____)	0	70,954	
	23	Total liabilities (add lines 17 through 22)	0	70,954	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	74,556,512	68,597,146	
	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	Total net assets or fund balances (see page 17 of the instructions)	74,556,512	68,597,146	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	74,556,512	68,668,100	

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	74,556,512
2	Enter amount from Part I, line 27a	2	-2,194,732
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	72,361,780
5	Decreases not included in line 2 (itemize) ▶ _____	5	3,764,634
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	68,597,146

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)
1 a	PROCEEDS FROM SECURITY LITIGATION			
b	PUBLICLY TRADED SECURITIES			
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 26,953			26,953
b 32,835,211		31,499,930	1,335,281
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			26,953
b			1,335,281
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	1,362,234
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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	4,706,370	69,625,031	0 067596
2009	2,306,090	60,141,093	0 038345
2008	3,497,807	75,290,713	0 046457
2007	4,268,339	84,319,516	0 050621
2006	3,718,310	73,926,464	0 050297

2 Total of line 1, column (d).	2	0 253316
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 050663
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	73,358,001
5 Multiply line 4 by line 3.	5	3,716,536
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	26,714
7 Add lines 5 and 6.	7	3,743,250
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18	8	4,842,137

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)









1a		Exempt operating foundations described in section 4940(d)(2), check here <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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	26,714
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	26,714
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	26,714
6		Credits/Payments			
a		2011 estimated tax payments and 2010 overpayment credited to 2011	6a	25,703	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	12,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	37,703
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	10,989
11		Enter the amount of line 10 to be Credited to 2012 estimated tax 10,989	Refunded	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		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? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T.	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? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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? If "No," attach explanation .	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  N/A	13	Yes	
14	The books are in care of  CORPORATE OFFICERS Telephone no  (757) 351-8838 Located at  150 GRANBY ST 19TH FLOOR NORFOLK VA ZIP +4  23510			
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country 				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. 	1b		No
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?  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 page 20 of the 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 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the 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? <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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <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?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CEDAR ROCK CAPITAL PARTNERS	INVESTMENT MANAGEMENT	146,192
11 BRAODWAY SUITE 965 NEW YORK, NY 10004		
1607 CAPITAL PARTNERS	INVESTMENT MANAGEMENT	100,623
4991 LAKE BROOK DRIVE GLEN ALLEN, VA 23060		
CARDINAL CAPITAL	INVESTMENT MANAGEMENT	59,093
ONE GREENWICH OFFICE PARK GREENWICH, CT 06831		
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 page 23 of the 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 page 24 of the instructions	
3	
Total. Add lines 1 through 3. ▶	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	60,476,083
b	Average of monthly cash balances.	1b	13,999,045
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	74,475,128
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	74,475,128
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	1,117,127
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	73,358,001
6	Minimum investment return. Enter 5% of line 5.	6	3,667,900

Part XI

Distributable Amount (see page 25 of the 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	3,667,900
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	26,714
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	26,714
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,641,186
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,641,186
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,641,186

Part XII

Qualifying Distributions (see page 25 of the 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	4,842,137
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	4,842,137
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 page 26 of the instructions).	5	26,714
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,815,423
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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				3,641,186
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.				
b From 2007.				
c From 2008.				
d From 2009.				
e From 2010.				874,801
f Total of lines 3a through e.	874,801			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 4,842,137				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				3,641,186
e Remaining amount distributed out of corpus	1,200,951			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,075,752			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,075,752			
10 Analysis of line 9				
a Excess from 2007.				
b Excess from 2008.				
c Excess from 2009.				
d Excess from 2010.				874,801
e Excess from 2011.				1,200,951

Part XIVPrivate Operating Foundations (see page 27 of the 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 2011, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	4,816,614
b Approved for future payment JUDEO-CHRISTIAN OUTREACH CENTER 1053 VIRGINIA BEACH BLVD VIRGINIA BEACH, VA 23451		501(C)3	HUMAN SERVICES	75,000
YMCA OF SOUTH HAMPTON ROADS 250 W BRAMBLETON AVE NORFOLK, VA 23510		501(C)3	HUMAN SERVICES	2,850,000
Total			3b	2,925,000

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	1,677,416	
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.			14	1,109	
8 Gain or (loss) from sales of assets other than inventory			18	1,362,234	
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).		0		3,040,759	0
13 Total. Add line 12, columns (b), (d), and (e).			13		3,040,759

[illegible]

Part XVII

1

(a)

2.

1

4.

Additional Data

Software ID:
Software Version:
EIN: 54-6038902
Name: THE LANDMARK FOUNDATION

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 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
RICHARD F BARRY III	VICE PRESIDENT AND DIRECTOR 2 00	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK,VA 23510				
FRANK BATTEN JR	PRESIDENT AND DIRECTOR 4 00	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK,VA 23510				
TERESA F BLEVINS	TREASURER 0 50	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK,VA 23510				
GUY R FRIDDELL III	VICE PRESIDENT AND SECRETA 0 50	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK,VA 23510				
SUSAN S GOETZ	ASSISTANT SECRETARY 0 50	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK,VA 23510				
COLLEEN R PITTMAN	ASSISTANT SECRETARY 0 50	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK,VA 23510				
JACK ROSS	DIRECTOR 0 50	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK,VA 23510				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ADVENTURE SCIENCE CENTER 800 FORT NEGLEY BOULEVARD NASHVILLE,TN 37203		501(C)3	EDUCATIONAL PROGRAMS	1,500
AMERICAN DIABETES ASSOCIATION 5463 S DURANGO DRIVE SUITE 100-A LAS VEGAS,NV 89113		501(C)3	HUMAN SERVICES	2,500
AMERICAN RED CROSS 1771 E FLAMINGO ROAD SUITE 206B LAS VEGAS,NV 89119		501(C)3	HUMAN SERVICES	25,000
APPLE RIDGE FARM INC 541 LUCK AVENUE SUITE 304 ROANOKE,VA 24016		501(C)3	EDUCATIONAL PROGRAMS	2,000
BOYS & GIRLS CLUBS OF NEW RIVER VALLEY 4179 OLDTOWN ROAD SHAWSVILLE,VA 24162		501(C)3	HUMAN SERVICES	500
BOYS & GIRLS CLUBS OF SOUTHWEST VIRGINIA 1714 9TH STREET SE ROANOKE,VA 24013		501(C)3	HUMAN SERVICES	2,000
CENTER OF NONPROFIT MANAGEMENT 44 VANTAGE WAY SUITE 230 NASHVILLE,TN 37228		501(C)3	HUMAN SERVICES	1,500
CHRYSLER MUSEUM OF ART 245 WEST OLNEY ROAD NORFOLK,VA 23510		501(C)3	ARTS & MUSEUMS	5,000
CITIZENS COMMITTEE FOR FAIRNESS HONESTY & JUSTICE INC PO BOX 10100 VIRGINIA BEACH,VA 23450		501(C)3	HUMAN SERVICES	2,500
CLINICS IN SCHOOLS 350 JUDSON AVENUE NORTH LAS VEGAS,NV 89030		501(C)3	HUMAN SERVICES	2,500
CONEXION AMERICAS 800 18TH AVESOUTH SUITE A NASHVILLE,TN 37203		501(C)3	HUMAN SERVICES	1,000
CORNELL UNIVERSITY 203 DAY HALL OFFICE OF FINANCIAL AID ITHACA,NY 148532801		501(C)3	EDUCATIONAL PROGRAMS	10,000
FAMILY SERVICES OF ROANOKE VALLEY 360 CAMPBELL AVENUE ROANOKE,VA 24016		501(C)3	HUMAN SERVICES	1,250
FEEDING AMERICA SOUTHWEST VIRGINIA 1025 ELECTRIC ROAD SALEM,VA 24153		501(C)3	HUMAN SERVICES	2,500
FIFTY FORWARD 174 RAINS AVENUE NASHVILLE,TN 37203		501(C)3	HUMAN SERVICES	1,000
FOODBANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK,VA 23604		501(C)3	HUMAN SERVICES	2,500
FRIENDS OF THE ELDERLY 9534 20TH BAY STREET SUITE 10 NORFOLK,VA 235186232		501(C)3	HUMAN SERVICES	2,500
GIRL SCOUTS OF MIDDLE TENNESSEE 4522 GRANNY WHITE PIKE NASHVILLE,TN 37204		501(C)3	HUMAN SERVICES	1,000
GRANDIN THEATRE FOUNDATION INC 13010 GRADIN ROAD SW ROANOKE,VA 24015		501(C)3	ARTS & MUSEUMS	250
GRASSROOTS PRODUCTIONS LIMITED INC PO BOX 29212 GREENSBORO,NC 27429		501(C)3	ARTS & MUSEUMS	2,500
GREENSBORO CHILDREN'S MUSEUM 220 N CHURCH STREET GREENSBORO,NC 27401		501(C)3	ARTS & MUSEUMS	2,500
GREENVALE SCHOOL INC 627 WESTWOOD BLVD NW ROANOKE,VA 24017		501(C)3	EDUCATIONAL PROGRAMS	1,500
HAMPTON ROADS COMMUNITY FOUNDATION ONE COMMERCIAL PLACE SUITE 1410 NORFOLK,VA 23510		501(C)3	HUMAN SERVICES	31,000
HANDS ON NASHVILLE 209 10TH AVE SOUTH SUITE 318 NASHVILLE,TN 37203		501(C)3	HUMAN SERVICES	22,500
HEINRICH YMCA 4141 MEADOWS LANE LAS VEGAS,NV 89107		501(C)3	HUMAN SERVICES	2,500
INDEPENDENT COLLEGE FUND OF NORTH CAROLINA 530 N BLOUNT STREET RALEIGH,NC 27604		501(C)3	EDUCATIONAL PROGRAMS	2,000
JUDEO-CHRISTIAN OUTREACH CENTER 1053 VIRGINIA BEACH BLVD VIRGINIA BEACH,VA 23451		501(C)3	HUMAN SERVICES	25,000
KIDS VOTING 338 N ELM STREET SUITE 100 GREENSBORO,NC 27401		501(C)3	EDUCATIONAL PROGRAMS	2,500
KIDS VOTING 5450 W SAHARA AVE SUITE 250 LAS VEGAS,NV 89146		501(C)3	EDUCATIONAL PROGRAMS	2,500
LEADERSHIP MIDDLE TENNESSEE MTSU BOX 101 BAS N230B MURFREESBORO,TN 371320001		501(C)3	HUMAN SERVICES	1,000

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				
LEADERSHIP NASHVILLE FOUNDATIONPO BOX 190498 NASHVILLE,TN 37219		501(C)3	HUMAN SERVICES	2,500
LITERACY VOLUNTEERS OF ROANOKE VALLEY706 SOUTH JEFFERSON STREET ROANOKE,VA 24016		501(C)3	EDUCATIONAL PROGRAMS	1,500
LITERACY VOLUNTEERS OF THE NEW RIVER VALLEY195 WEST MAIN STREET CHRISTIANSBURG,VA 24073		501(C)3	EDUCATIONAL PROGRAMS	500
MIDDLE TENNESSESS COUNCIL BOY SCOUTS OF AMERICA3414 HILLSBORO PIKE NASHVILLE,TN 37215		501(C)3	HUMAN SERVICES	1,000
MTSU MASS COMMUNICATIONS DEPARTMENT1301 EAST MAIN STREET MURFREESBORO,TN 37132		501(C)3	EDUCATIONAL PROGRAMS	1,000
NATIONAL ENVIRONMENTAL EDUCATION FOUNDATION1707 H STREET NW WASHINGTON,DC 200063919		501(C)3	ENVIRONMENTAL	485,000
OASIS CENTER1704 CHARLOTTE PIKE SUITE 201 NASHVILLE,TN 37203		501(C)3	HUMAN SERVICES	1,000
PARK PLACE SCHOOL509 WEST 35TH STREET NORFOLK,VA 23508		501(C)3	EDUCATIONAL PROGRAMS	12,000
PRESBYTERIAN COMMUNITY CENTER1228 JAMISON AVE SE ROANOKE,VA 24013		501(C)3	HUMAN SERVICES	1,000
PROJECT SUNSHINE OF NEVADA 10001 PARK RUN DRIVE LAS VEGAS,NV 89145		501(C)3	EDUCATIONAL PROGRAMS	2,500
PUBLIC EDUCATION FOUNDATION3360 W SAHARA AVE SUITE 160 LAS VEGAS,NV 89102		501(C)3	EDUCATIONAL PROGRAMS	5,000
ROANOKE AREA MINISTRIES824 CAMPBELL AVE SW ROANOKE,VA 24016		501(C)3	HUMAN SERVICES	10,000
ROANOKE SYMPHONY ORCHESTRA541 LUCK AVENUE SUITE 200 ROANOKE,VA 24016		501(C)3	ARTS & MUSEUMS	5,000
ROOFTOPPO BOX 150204 NASHVILLE,TN 37215		501(C)3	HUMAN SERVICES	22,500
SCHOOL OF JOURNALISM AND MASS COMMUNICATION FOUNDATIONCAMPUS BOX 3365 CHAPEL HILL,NC 275993365		501(C)3	EDUCATIONAL PROGRAMS	2,000
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE INC331 GREAT CIRCLE ROAD NASHVILLE,TN 37228		501(C)3	HUMAN SERVICES	16,500
SHADE TREE1 WOWENS AVENUE NORTH LAS VEGAS,NV 89030		501(C)3	HUMAN SERVICES	5,000
TAUBMAN MUSEUM OF ART110 SALEM AVENUE SE ROANOKE,VA 24014		501(C)3	ARTS & MUSEUMS	40,000
TENNESSEE PERFORMING ARTS CENTERPO BOX 190660 NASHVILLE,TN 37219		501(C)3	ARTS & MUSEUMS	1,000
THE COMMUNITY FOUNDATION OF MIDDLE TENNESSEE3833 CLEGHORN AVENUE 400 NASHVILLE,TN 37215		501(C)3	HUMAN SERVICES	20,000
FIRST TEE OF HAMPTON ROADS YMCA2400 TOURNAMENT DRIVE VIRGINIA BEACH,VA 23456		501(C)3	HUMAN SERVICES	5,000
THE SALVATION ARMY5513 RABY ROAD NORFOLK,VA 23502		501(C)3	HUMAN SERVICES	1,210,000
THREE SQUARE4190 N PECOS ROAD LAS VEGAS,NV 89115		501(C)3	HUMAN SERVICES	10,000
TOTAL ACTION AGAINST PROVERTY145 CAMPBELL AVENUE SW ROANOKE,VA 24011		501(C)3	HUMAN SERVICES	1,000
TOYS FOR TOTS5095 RANGE ROAD 23TH BATTALION LAS VEGAS,NV 89115		501(C)3	HUMAN SERVICES	2,500
UNITED NEGRO COLLEGE FUND 229 PEACHTREE STREET NE SUITE 2505 ATLANTA,GA 30303		501(C)3	EDUCATIONAL PROGRAMS	1,000
UNITED WAY OF CLARKSVILLE-MONTGOMERY COUNTY1300 MADISON STREET CLARKSVILLE,TN 370403822		501(C)3	HUMAN SERVICES	2,000
UNITED WAY OF GREATER GREENSBORO1500 YANCEYVILLE STREET GREENSBORO,NC 27405		501(C)3	HUMAN SERVICES	79,780
UNITED WAY OF GREATER HIGH POINT201 CHURCH AVENUE HIGH POINT,NC 27262		501(C)3	HUMAN SERVICES	11,882
UNITED WAY OF MAURY COUNTY PO BOX 222 COLUMBIA,TN 38402		501(C)3	HUMAN SERVICES	1,000


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				
UNITED WAY OF METROPOLITAN NASHVILLEPO BOX 280420 NASHVILLE,TN 37228		501(C)3	HUMAN SERVICES	26,000
UNITED WAY OF MONTGOMERY RADFORD & FLOYD111 WEST MAIN STREET CHRISTIANSBURG,VA 24073		501(C)3	HUMAN SERVICES	6,237
UNITED WAY OF PULASKI COUNTY246 N WASHINGTON AVENUE PULASKI,VA 243015022		501(C)3	HUMAN SERVICES	1,494
UNITED WAY OF ROANOKE VALLEY325 CAMPBELL AVENUE SW ROANOKE,VA 240163624		501(C)3	HUMAN SERVICES	107,846
UNITED WAY OF ROCKINGHAM COUNTYPO BOX 317 WENTWORTH,NC 27375		501(C)3	HUMAN SERVICES	4,562
UNITED WAY OF RUTHERFORD AND CANNON COUNTIESPO BOX 330056 MURFREESBORO,TN 37133		501(C)3	HUMAN SERVICES	2,000
UNITED WAY OF SOUTH HAMPTON ROADSP.O BOX 41069 NORFOLK,VA 235411069		501(C)3	HUMAN SERVICES	396,313
UNITED WAY OF SOUTHERN NEVADA1660 E FLAMINGO ROAD LAS VEGAS,NV 89119		501(C)3	HUMAN SERVICES	51,500
UNITED WAY OF SUMNER COUNTY 625 JOHNNY CASH PARKWAY SUITE 5 HENDERSONVILLE,TN 37075		501(C)3	HUMAN SERVICES	1,500
UNITED WAY OF WILLIAMSON COUNTY209 GOTHIC COURT FRANKLIN,TN 37067		501(C)3	HUMAN SERVICES	1,500
UNITED WAY OF WILSON COUNTY 102 EAST MAIN STREET LEBANON,TN 37087		501(C)3	HUMAN SERVICES	1,000
URBAN LEAGUE OF MIDDLE TENNESSEE2250 ROSA PARKS BLVD NASHVILLE,TN 37228		501(C)3	HUMAN SERVICES	1,000
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES8010 RIDGE ROAD SUITE B RICHMOND,VA 23229		501(C)3	EDUCATIONAL PROGRAMS	45,000
VIRGINIA MUSEUM OF TRANSPORTATION303 NORFOLK AVENUE SW ROANOKE,VA 24016		501(C)3	ARTS & MUSEUMS	500
WEST END CENTER FOR YOUTHPO BOX 4562 ROANOKE,VA 24015		501(C)3	HUMAN SERVICES	1,500
WESTERN VIRGINIA FOUNDATION FOR THE ARTS & SCIENCESONE MARKET SQUARE SE 5TH FLOOR ROANOKE,VA 24011		501(C)3	ARTS & MUSEUMS	2,000
YMCA OF GREENSBORO620 GREEN VALLEY ROAD SUITE 210 GREENSBORO,NC 27408		501(C)3	HUMAN SERVICES	1,500
YMCA OF MIDDLE TENNESSEE JOE C DAVIS OUTDOOR CENTER 3088 SMITH SPRINGS ROAD ANTIOCH,TN 37013		501(C)3	HUMAN SERVICES	1,000
YMCA OF ROANOKE VALLEYPO BOX 2130 ROANOKE,VA 24009		501(C)3	HUMAN SERVICES	1,500
YMCA OF SOUTH HAMPTON ROADS312 WEST BUTE STREET NORFOLK,VA 23510		501(C)3	HUMAN SERVICES	1,150,000
YWCA OF NASHVILLE AND MIDDLE TENNESSEE1608 WOODMONT BLVD NASHVILLE,TN 37215		501(C)3	HUMAN SERVICES	1,000
ACCESS COLLEGE FONDATION 7300 NEWPORT AVE 500 NORFOLK,VA 23505		501(C)3	EDUCATION PROGRAMS	400,000
ACTION GREENSBORO INC317 SOUTH ELM STREET GREENSBORO,NC 27401		501(C)3	HUMAN SERVICES	20,000
BARNABAS NETWORK2204 E MARKET ST GREENSBORO,NC 27401		501(C)3	HUMAN SERVICES	2,500
CATHOLIC CHARITIES OF SOUTHERN NEVADA1501 LAS VEGAS BLVD LAS VEGAS,NV 89101		501(C)3	HUMAN SERVICES	10,000
CHESAPEAKE BAY ACADEMY821 BAKER ROAD VIRGINIA BEACH,VA 23462		501(C)3	EDUCATION PROGRAMS	1,000
CHESAPEAKE BAY FOUNDATION INC142 W YORK ST 618 NORFOLK,VA 23510		501(C)3	CONSERVATION	12,000
CHESAPEAKE CARE FREE CLINIC 2145 SOUTH MILITARY HIGHWAY CHESAPEAKE,VA 23320		501(C)3	HUMAN SERVICES	2,500
CHESAPEAKE SERVICE SYSTEMES INC1100 EXECUTIVE BOULEVARD CHESAPEAKE,VA 23320		501(C)3	HUMAN SERVICES	12,000
CHILD & FAMILY SERVICES OF EASTERN VA INC222 WEST 19TH STREET NORFOLK,VA 23517		501(C)3	HUMAN SERVICES	4,000


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 <i>Paid during the year</i>				
COMMUNITIES IN SCHOOLS OF NEVADA3720 HOWARD HUGHES PARKWAY LAS VEGAS,NV 89169		501(C)3	EDUCATION PROGRAMS	2,500
COURT APPOINTED SPECIAL ADVOCATES NEVADA1301 CORDONE AVE STE 226 RENO,NV 89502		501(C)3	HUMAN SERVICES	2,500
FOR KIDS INC840 WEST 38TH STREET NORFOLK,VA 23508		501(C)3	HUMAN SERVICES	52,500
FOOD FOR THOUGHT3579 HWY 50 EAST 221 CARSON CITY,NV 89702		501(C)3	HUMAN SERVICES	1,000
FRANKLIN COUNTY FAMILY YMCA SMITH MOUNTAIN LAKE BRANCH 293 FIRSTWATCH DRIVE MONTEA,VA 24121		501(C)3	HUMAN SERVICES	750
GIRL SCOUTS OF VIRGINIA SKYLINE COUNCIL380 GREENBRIER DR D CHARLOTTESVILLE,VA 22901		501(C)3	HUMAN SERVICES	1,000
GREENSBORO BALLET200 N DAVIS 12 GREENSBORO,NC 27401		501(C)3	ARTS AND MUSEUMS	2,500
GREENSBORO URBAN MINISTRY 305 WEST LEE STREET GREENSBORO,NC 27406		501(C)3	HUMAN SERVICES	2,000
GUILFORD CHILD DEVELOPMENT 1200 ARLINGTON STREET GREENSBORO,NC 27406		501(C)3	HUMAN SERVICES	2,500
HABITAT FOR HUMANITY IN ROANOKE VALLEY403 SALEM AVENUE SOUTHWEST ROANOKE,VA 24016		501(C)3	HUMAN SERVICES	1,000
HAMPTON ROADS BLACK MEDIA PROFESSIONALSPO BOX 2622 NORFOLK,VA 23501		501(C)3	HUMAN SERVICES	2,000
HELP OF SOUTHERN NEVADA1640 E FLAMINGO RD 100 LAS VEGAS,NV 89119		501(C)3	HUMAN SERVICES	10,000
HOLLINS UNIVERSITY7916 WILLIAMSON RD ROANOKE,VA 24019		501(C)3	EDUCATION PROGRAMS	15,000
JEFFERSON CENTER FOUNDATION 541 LUCK AVENUE SUITE 221 ROANOKE,VA 24016		501(C)3	HUMAN SERVICES	1,000
LYRIC COUNCIL INC135 COLLEGE AVE BLACKSBURG,VA 24060		501(C)3	HUMAN SERVICES	250
NANSEMOND RIVER PRESERVATION ALLIANCE8881 ECLIPSE DRIVE SUFFOLK,VA 23433		501(C)3	CONSERVATION SERVICES	2,500
NATHAN ADELSON HOSPICE4141 SWENSON ST LAS VEGAS,NV 89119		501(C)3	HUMAN SERVICES	2,500
NATIONAL INSTITUTE FOR LEARNING DISABILITIES INC107 SEEKEL STREET NORFOLK,VA 23505		501(C)3	EDUCATIONAL SERVICES	4,000
NEVADA PARTNERS INC710 WEST LAKE MEAD BLVD LAS VEGAS,NV 89030		501(C)3	HUMAN SERVICES	10,000
NEVADA PARTNERSHIP FOR HOMELESS YOUTHPO BOX 20135 LAS VEGAS,NV 89112		501(C)3	HUMAN SERVICES	5,000
NORFOLK SENIOR CENTER7300 NEWPORT AVE NORFOLK,VA 23505		501(C)3	HUMAN SERVICES	4,000
OLD DOMINION UNIVERSITY5115 HAMPTON BLVD NORFOLK,VA 23529		501(C)3	EDUCATIONAL PROGRAMS	50,000
OPERA ROANOKE20 CHURCH AVENUE ROANOKE,VA 24011		501(C)3	ARTS AND MUSEUMS	500
PARENTS AS TEACHERS GUILFORD COUNTY415 NORTH EDGEWORTH ST STE 206 GREENSBORO,NC 27401		501(C)3	EDUCATIONAL SERVICES	20,000
PENCIL FOUNDATION421 GREAT CIRCLE RD 100 NASHVILLE,TN 37228		501(C)3	EDUCATIONAL SERVICES	1,000
PORTSMOUTH SCHOOLS FOUNDATIONS801 CRAWFORD STREET PORTSMOUTH,VA 23704		501(C)3	EDUCATIONAL PROGRAMS	6,000
RONALD MCDONALD HOUSE CHARITIESONE KROC DRIVE OAK BROOK,IL 60523		501(C)3	HUMAN SERVICES	2,500
SAMARITAN HOUSEPO BOX 2400 226 VIRGINIA BEACH,VA 23450		501(C)3	HUMAN SERVICES	50,000
ST MARYS HOME FOR DISABLED CHILDREN6171 KEMPSVILLE CIRCLE NORFOLK,VA 23502		501(C)3	HUMAN SERVICES	100,000
STARBASE VICTORY INCPO BOX 906 PORTSMOUTH,VA 23705		501(C)3	EDUCATIONAL PROGRAMS	2,500

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
TIDEWATER ARTS OUTREACH809 BRANDON AVE 204 NORFOLK,VA 23517		501(C)3	ARTS & MUSEUMS	1,000
UNION MISSION MINISTRIES5100 EAST VIRGINIA BEACH BLVD NORFOLK,VA 23510		501(C)3	HUMAN SERVICES	2,500
UNITED ARTS COUNCIL OF GREATER GREENSBORO200 N DAVIS ST 2 GREENSBORO,NC 27401		501(C)3	ARTS & MUSEUMS	10,000
UNIVERSITY OF VIRGINIAPO BOX 400160 CHARLOTTESVILLE,VA 22904		501(C)3	EDUCATIONAL PROGRAMS	5,000
VIRGINIA ARTS FESTIVAL440 BANK STREET NORFOLK,VA 23510		501(C)3	ARTS & MUSEUMS	15,000
VIRGINIA BEACH COMMUNITY DEVELOPMENT CORP2400 POTTERS RD VIRGINIA BEACH,VA 23454		501(C)3	HUMAN SERVICES	12,000
VIRGINIA BEACH PERFORMING ARTS CENTER FOUNDATION201 MARKET ST VIRGINIA BEACH,VA 23462		501(C)3	ARTS & MUSEUMS	2,500
VIRGINIA COMMONWEALTH UNIVERSITYVCU RICHMOND,VA 23284		501(C)3	EDUCATIONAL PROGRAMS	5,000
VIRGINIA PUBLIC ACCESS PROJECT530 E MAIN ST STE 610 RICHMOND,VA 23219		501(C)3	HUMAN SERVICES	1,000
WIN-WIN RESOLUTIONS INC122 N ELM STREET GREENSBORO,NC 27401		501(C)3	HUMAN SERVICES	12,500
WOUNDED WEAR INC4200 E INDIAN RIVER RD CHESPEAKE,VA 23325		501(C)3	HUMAN SERVICES	2,500
Total  3a				4,816,614

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)				
b <i>Approved for future payment</i>				
JUDEO-CHRISTIAN OUTREACH CENTER1053 VIRGINIA BEACH BLVD VIRGINIA BEACH,VA 23451		501(C)3	HUMAN SERVICES	75,000
YMCA OF SOUTH HAMPTON ROADS 250 W BRAMBLETON AVE NORFOLK,VA 23510		501(C)3	HUMAN SERVICES	2,850,000
Total  3b				2,925,000

TY 2011 Accounting Fees Schedule**Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND AUDIT FEES	21,735	10,868		10,867

**TY 2011 Investments Corporate
Stock Schedule**

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	56,902,722	56,902,722

TY 2011 Investments - Other Schedule**Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	FMV	68,932	68,932
ACCRUED INCOME ON INVESTMENTS	FMV	41,678	41,678
FIXED INCOME FUNDS	FMV	27,216	27,216

TY 2011 Legal Fees Schedule

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
STATE CORPORATION FEES	25	0		25

TY 2011 Other Assets Schedule

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM BROKERS	42,050	0	0

TY 2011 Other Decreases Schedule

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

Description	Amount
UNREALIZED GAINS/LOSSES ON INVESTMENTS	3,764,634

TY 2011 Other Expenses Schedule**Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGE	552	0		552
INVESTMENT MANAGEMENT FEE	173,157	173,157		0
CEDAR ROCK INVESTMENT EXPENSES - K-1	147,032	147,032		0

TY 2011 Other Income Schedule

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CEDAR ROCK K-1	1,109	1,109	1,109

TY 2011 Other Liabilities Schedule

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

Description	Beginning of Year - Book Value	End of Year - Book Value
DUE TO BROKERS	0	70,954

TY 2011 Other Professional Fees Schedule

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE SERVICES	14,079	0		14,079

TY 2011 Taxes Schedule**Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	38,297	38,297		0
EXCISE TAXES	24,000	0		0