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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , **and ending**

Name of foundation: L F & C FOUNDATION

A Employer identification number: 54-1810269

Number and street (or P O box number if mail is not delivered to street address): % RANDOLPH F. TOTTEN, P.O. BOX 1535

Room/suite:

B Telephone number: 804-788-8281

City or town, state, and ZIP code: RICHMOND, VA 23218-1535

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 220,395.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (*Part I, column (d) must be on cash basis.*)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7,393.	7,393.		Statement 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,667.			
	b Gross sales price for all assets on line 6a 11,174.				
	7 Capital gain net income (from Part IV, line 2)		3,667.		
	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	158.	0.		Statement 2
	12 **Total.** Add lines 1 through 11	11,218.	11,060.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 3	1,725.	0.		0.
	c Other professional fees Stmt 4	630.	630.		0.
	17 Interest				
	18 Taxes Stmt 5	195.	37.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	6.	6.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,556.	673.		0.
	25 Contributions, gifts, grants paid	10,500.			10,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	13,056.	673.		10,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<1,838.>			
	b **Net investment income** (if negative, enter -0-)		10,387.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	4,736.	4,561.	4,561.
	2 Savings and temporary cash investments	5,463.	1,875.	1,875.
	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			
	b Investments - corporate stock Stmt 7	110,888.	107,881.	122,876.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	82,337.	87,509.	91,083.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	203,424.	201,826.	220,395.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	203,424.	201,826.	
	30 **Total net assets or fund balances**	203,424.	201,826.	
	31 **Total liabilities and net assets/fund balances**	203,424.	201,826.	

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	203,424.
2 Enter amount from Part I, line 27a	2	<1,838.>
3 Other increases not included in line 2 (itemize) ▶ ADJUSTMENT TO BASIS IN SECURITIES	3	240.
4 Add lines 1, 2, and 3	4	201,826.
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	201,826.

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				
b	See Attached Statement			
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				
b				
c				
d				
e	11,174.		7,507.	3,667.

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				
b				
c				
d				
e				3,667.

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	3,667.
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

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	10,500.	217,303.	.048320
2010	10,000.	212,239.	.047117
2009	12,046.	196,290.	.061368
2008	13,536.	243,751.	.055532
2007	12,700.	283,810.	.044748

2	**Total** of line 1, column (d)	2	.257085
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	.051417
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	219,137.
5	Multiply line 4 by line 3	5	11,267.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	104.
7	Add lines 5 and 6	7	11,371.
8	Enter qualifying distributions from Part XII, line 4	8	10,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	208.
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.
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.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	158.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	340.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	498.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	290.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 290. **Refunded** ▶			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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
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		X
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		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6	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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ RANDOLPH F. TOTTEN Telephone no. ▶ 804-788-8281

Located at ▶ 951 E. BYRD STREET, RICHMOND, VA ZIP+4 ▶ 23219-4074

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

			Yes	No
16	At any time during calendar year 2012, 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		X
	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 instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
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	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. ▶ ______, ______, ______, ______				
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 2012 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 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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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		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ 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 9		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

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
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	
Total. Add lines 1 through 3 ▶	0.

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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	208,997.
b	Average of monthly cash balances	1b	13,477.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	222,474.
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	222,474.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,337.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	219,137.
6	**Minimum investment return**. Enter 5% of line 5	6	10,957.

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	10,957.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	208.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	208.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	10,749.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	10,749.
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	10,749.

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	10,500.
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	10,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	10,500.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				10,749.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			10,407.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 10,500.				
a Applied to 2011, but not more than line 2a			10,407.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				93.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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	0.			
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 instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				10,656.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

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.

None

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

L F & C FOUNDATION % RANDOLPH F. TOTTEN, 804-788-8281
P.O. BOX 1535, RICHMOND, VA 23218-1535

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

NO STATED FORMAT; MUST INCLUDE ORGANIZATION'S TAX EXEMPT FUNCTION.

c Any submission deadlines:

NO

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

NO

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT				10,500.
Total			▶ **3a**	10,500.
b *Approved for future payment*				
None				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a N/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	7,393.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,667.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OVERPAY 2011 EXCISE TAX				158.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		11,218.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 11,218.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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		

Sign Here

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

Signature of officer or trustee: [signature] VP Date: 5/28/13 Title: ▶ VICE PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
J. Michael Phelps	J Michael Phelps	5/11/13		P01214091
Firm's name ▶ J. MICHAEL PHELPS			Firm's EIN ▶	
Firm's address ▶ 5042 CROWN HILL ROAD MECHANICSVILLE, VA 23111			Phone no. 804-788-8401	

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	42.8571 NEWS CORP	P	10/27/11	06/27/12
b	10 EOG RESOURCES	P	01/01/01	03/15/12
c	65 MACYS	P	01/01/01	03/19/12
d	17 NESTLE SA	P	01/01/01	05/01/12
e	60 HEWLETT-PACKARD	P	01/03/11	05/23/12
f	57.1429 NEWS CORP	P	11/08/10	06/27/12
g	30 ABBOTT LABS	P	01/01/01	07/25/12
h	7 ENGILITY HLDGS	P	01/01/01	08/29/12
i	ENGILITY HLDGS - CASH IN LIEU	P	01/01/01	07/17/12
j	Capital Gains Dividends			
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	938.		775.	163.
b	1,166.		586.	580.
c	2,564.		858.	1,706.
d	1,033.		440.	593.
e	1,233.		2,615.	<1,382.>
f	1,250.		826.	424.
g	1,911.		1,261.	650.
h	116.		146.	<30.>
i	9.			9.
j	954.			954.
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				163.
b				580.
c				1,706.
d				593.
e				<1,382.>
f				424.
g				650.
h				<30.>
i				9.
j				954.
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	3,667.
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

Form 990-PF Dividends and Interest from Securities Statement 1

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
CHARLES SCHWAB	8,347.	954.	7,393.
Total to Fm 990-PF, Part I, ln 4	8,347.	954.	7,393.

Form 990-PF Other Income Statement 2

Description	(a) Revenue Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income
OVERPAY 2011 EXCISE TAX	158.	0.	
Total to Form 990-PF, Part I, line 11	158.	0.	

Form 990-PF Accounting Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX SERVICES	1,070.	0.		0.
ACCOUNTING SERVICES	655.	0.		0.
To Form 990-PF, Pg 1, ln 16b	1,725.	0.		0.

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
INVESTMENT ADVISORY SERVICES	630.	630.		0.
To Form 990-PF, Pg 1, ln 16c	630.	630.		0.

Form 990-PF	Taxes	Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES ON DIVIDENDS	37.	37.		0.
2012 ESTIMATED EXCISE TAX	158.	0.		0.
To Form 990-PF, Pg 1, ln 18	195.	37.		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
MISC INVESTMENT FEES	6.	6.		0.
To Form 990-PF, Pg 1, ln 23	6.	6.		0.

Form 990-PF	Corporate Stock	Statement 7

Description	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	107,881.	122,876.
Total to Form 990-PF, Part II, line 10b	107,881.	122,876.

Form 990-PF	Other Investments	Statement 8

Description	Valuation Method	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	COST	87,509.	91,083.
Total to Form 990-PF, Part II, line 13		87,509.	91,083.

Form 990-PF Part VIII - List of Officers, Directors Trustees and Foundation Managers Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compen-sation	Employee Ben Plan Contrib	Expense Account
VIRGINIA H. TOTTEN 6347 RIDGEWAY ROAD RICHMOND, VA 23226	PRESIDENT & DIRECTOR PART-TIME	0.	0.	0.
RANDOLPH F. TOTTEN 6347 RIDGEWAY ROAD RICHMOND, VA 23226	VICE PRESIDENT & SECY. PART-TIME	0.	0.	0.
LOUISE T. KNABE 32 BRADDOCK PARK # 2 BOSTON, MA 02116	DIRECTOR PART-TIME	0.	0.	0.
FITZ R. TOTTEN 600 TUCKAHOE BLVD RICHMOND, VA 23226	DIRECTOR PART-TIME	0.	0.	0.
CAROLINE T. GARY 4845 27TH STREET N ARLINGTON, VA 22207	DIRECTOR PART-TIME	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Investment Detail - Cash and Money Market Funds [Sweep]

Cash	Market Value	% of Account Assets
Cash	50.00	<1%
Total Cash	50.00	<1%

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield	% of Account Assets
SCHWAB US TREAS MONEY FD: SWUXX	1,875.3600	1.0000	1,875.36	0.01%	<1%
Total Money Market Funds [Sweep]			1,875.36		<1%
Total Cash & Money Market [Sweep]			1,925.36		<1%

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
A T & T INC NEW	**75.0000**	**33.7100**	**2,528.25**	**1%**	**320.97**	**5.22%**	**132.00**
SYMBOL: T	75.0000	29.4304	2,207.28	08/29/11	320.97	490	Long-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ABBOTT LABORATORIES	**15.0000**	**65.5000**	**982.50**	**<1%**	**N/A**	**3.11%**	**30.60**
TRADES WITH DUE BILLS	15.0000	42.45 ~~N/A~~	630.75 ~~please provide~~	12/13/04	N/A	2940	Long-Term
SYMBOL: ABT							
AMGEN INCORPORATED	**40.0000**	**86.2000**	**3,448.00**	**2%**	**965.45**	**1.67%**	**57.60**
SYMBOL: AMGN	40.0000	62.0637	2,482.55	09/16/08	965.45	1567	Long-Term
BAXTER INTERNATIONAL INC	**50.0000**	**66.6600**	**3,333.00**	**2%**	**1,556.81**	**2.70%**	**90.00**
SYMBOL: BAX	50.0000	35.5238	1,776.19	03/07/05	1,556.81	2856	Long-Term
BERKLEY W R CORPORATION	**50.0000**	**37.7400**	**1,887.00**	**<1%**	**239.19**	**0.95%**	**18.00**
SYMBOL: WRB	5.0000	33.9740	169.87	06/13/11	18.83	567	Long-Term
	10.0000	33.4150	334.15	06/14/11	43.25	566	Long-Term
	15.0000	32.6933	490.40	06/15/11	75.70	565	Long-Term
	20.0000	32.6695	653.39	06/16/11	101.41	564	Long-Term
Cost Basis			*1,647.81*				
BERKSHIRE HATHAWAY B NEW	**31.0000**	**89.7000**	**2,780.70**	**1%**	**2,780.70**	**0.00%**	**0.00**
CLASS B	31.0000	0.0000	0.00	12/13/04	2,780.70	2940	Long-Term
SYMBOL: BRKB							
BP PLC ADR F	**50.0000**	**41.6400**	**2,082.00**	**<1%**	**(1,065.35)**	**5.18%**	**108.00**
SPONSORED ADR	50.0000	62.9470	3,147.35	02/08/07	(1,065.35)	2153	Long-Term
1 ADR REP 6 ORD							
SYMBOL: BP							
CENTERPOINT ENERGY INC	**110.0000**	**19.2500**	**2,117.50**	**<1%**	**322.18**	**4.20%**	**89.10**
SYMBOL: CNP	35.0000	16.6037	581.13	10/03/07	92.62	1916	Long-Term
	75.0000	16.1892	1,214.19	07/10/08	229.56	1635	Long-Term
Cost Basis			*1,795.32*				

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CHEVRON CORPORATION	**25.0000**	**108.1400**	**2,703.50**	**1%**	**678.34**	**3.32%**	**90.00**
SYMBOL: CVX	25.0000	81.0064	2,025.16	05/14/07	678.34	2058	Long-Term
CHUBB CORPORATION	**30.0000**	**75.3200**	**2,259.60**	**1%**	**1,020.02**	**2.17%**	**49.20**
SYMBOL: CB	30.0000	41.3193	1,239.58	04/24/09	1,020.02	1347	Long-Term
CISCO SYSTEMS INC	**165.0000**	**19.6494**	**3,242.15**	**2%**	**(850.47)**	**2.84%**	**92.40**
SYMBOL: CSCO	75.0000	24.2392	1,817.94	10/20/06	(344.23)	2264	Long-Term
	40.0000	27.0432	1,081.73	02/02/07	(295.75)	2159	Long-Term
	50.0000	23.8590	1,192.95	02/11/08	(210.48)	1785	Long-Term
Cost Basis			*4,092.62*				
CITIGROUP INC NEW	**36.0000**	**39.5600**	**1,424.16**	**<1%**	**(213.36)**	**0.10%**	**1.44**
SYMBOL: C	36.0000	45.4866	1,637.52	03/21/11	(213.36)	651	Long-Term
COMERICA INCORPORATED	**65.0000**	**30.3400**	**1,972.10**	**<1%**	**253.50**	**1.97%**	**39.00**
SYMBOL: CMA	65.0000	26.4400	1,718.60	10/27/11	253.50	431	Long-Term
CORNING INC	**150.0000**	**12.6200**	**1,893.00**	**<1%**	**(1,937.79)**	**2.85%**	**54.00**
SYMBOL: GLW	75.0000	25.8326	1,937.45	06/05/07	(990.95)	2036	Long-Term
	25.0000	26.2296	655.74	07/10/07	(340.24)	2001	Long-Term
	50.0000	24.7520	1,237.60	07/26/07	(606.60)	1985	Long-Term
Cost Basis			*3,830.79*				
DEERE & CO	**25.0000**	**86.4200**	**2,160.50**	**1%**	**1,321.62**	**2.12%**	**46.00**
SYMBOL: DE	25.0000	33.5552	838.88	06/29/05	1,321.62	2742	Long-Term
DISNEY WALT CO	**80.0000**	**49.7900**	**3,983.20**	**2%**	**1,427.67**	**1.50%**	**60.00**
SYMBOL: DIS	50.0000	33.3952	1,669.76	06/17/08	819.74	1658	Long-Term
	30.0000	29.5256	885.77	07/14/08	607.93	1631	Long-Term
Cost Basis			*2,555.53*				

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
DOMINION RES INC VA NEW	**50.0000**	**51.8000**	**2,590.00**	**1%**	**693.88**	**4.07%**	**105.50**
SYMBOL: D	50.0000	37.9224	1,896.12	11/01/05	693.88	2617	Long-Term
E M C CORP MASS	**80.0000**	**25.3000**	**2,024.00**	**<1%**	**725.97**	**0.00%**	**0.00**
SYMBOL: EMC	80.0000	16.2253	1,298.03	08/28/09	725.97	1221	Long-Term
E O G RESOURCES INC	**15.0000**	**120.7900**	**1,811.85**	**<1%**	**933.02**	**0.56%**	**10.20**
SYMBOL: EOG	15.0000	58.5886	878.83	07/01/05	933.02	2740	Long-Term
EXXON MOBIL CORPORATION	**45.0000**	**86.5500**	**3,894.75**	**2%**	**(93.25)**	**2.63%**	**102.60**
SYMBOL: XOM	25.0000	88.7780	2,219.45	06/10/08	(55.70)	1665	Long-Term
	20.0000	88.4275	1,768.55	06/30/08	(37.55)	1645	Long-Term
Cost Basis			*3,988.00*				
FOSTER WHEELER AG ORD F	**50.0000**	**24.3200**	**1,216.00**	**<1%**	**(2,102.22)**	**0.00%**	**0.00**
SYMBOL: FWLT	25.0000	65.9312	1,648.28	02/28/08	(1,040.28)	1768	Long-Term
	25.0000	66.7976	1,669.94	03/03/08	(1,061.94)	1764	Long-Term
Cost Basis			*3,318.22*				
FREEPORT MCMORAN COPPER	**50.0000**	**34.2000**	**1,710.00**	**<1%**	**383.55**	**3.65%**	**62.50**
SYMBOL: FCX	50.0000	26.5290	1,326.45	07/19/06	383.55	2357	Long-Term
GENERAL ELECTRIC COMPANY	**150.0000**	**20.9900**	**3,148.50**	**1%**	**(484.65)**	**3.62%**	**114.00**
SYMBOL: GE	125.0000	25.84 ~~N/A~~	3,229.59 ~~please provide~~	12/13/04	N/A	2940	Long-Term
	25.0000	40.3760	1,009.40	07/26/07	(484.65)	1985	Long-Term
Cost Basis			~~*1,009.40*~~ 4,238.99				
HARTFORD FINL SVCS GRP	**100.0000**	**22.4400**	**2,244.00**	**1%**	**(67.43)**	**1.78%**	**40.00**
SYMBOL: HIG	100.0000	23.1143	2,311.43	11/24/10	(67.43)	768	Long-Term
HEINZ H J CO	**35.0000**	**57.6800**	**2,018.80**	**<1%**	**286.80**	**3.57%**	**72.10**
SYMBOL: HNZ	35.0000	49.4857	1,732.00	07/11/08	286.80	1634	Long-Term

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings. Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
HUMANA INC	**15.0000**	**68.6300**	**1,029.45**	**<1%**	**(28.35)**	**1.51%**	**15.60**
SYMBOL: HUM	15.0000	70.5200	1,057.80	07/25/12	(28.35)	159	Short-Term
INTL BUSINESS MACHINES	**25.0000**	**191.5500**	**4,788.75**	**2%**	**1,859.43**	**1.77%**	**85.00**
SYMBOL: IBM	25.0000	117.1728	2,929.32	08/31/07	1,859.43	1949	Long-Term
JOHNSON & JOHNSON	**35.0000**	**70.1000**	**2,453.50**	**1%**	**57.01**	**3.48%**	**85.40**
SYMBOL: JNJ	20.0000	68.4520	1,369.04	12/06/07	32.96	1852	Long-Term
	15.0000	68.4966	1,027.45	07/25/12	24.05	159	Short-Term
Cost Basis			*2,396.49*				
JPMORGAN CHASE & CO	**65.0000**	**43.9691**	**2,857.99**	**1%**	**(70.54)**	**2.72%**	**78.00**
SYMBOL: JPM	65.0000	45.0543	2,928.53	08/15/06	(70.54)	2330	Long-Term
L-3 COMMUNICATIONS HLDGS	**45.0000**	**76.6200**	**3,447.90**	**2%**	**(256.95)**	**2.61%**	**90.00**
SYMBOL: LLL	25.0000	75.7336	1,893.34	10/06/05	22.16	2643	Long-Term
	20.0000	90.5755	1,811.51	07/25/08	(279.11)	1620	Long-Term
Cost Basis			*3,704.85*				
LIBERTY INTERACTIVE A	**100.0000**	**19.6800**	**1,968.00**	**<1%**	**613.54**	**0.00%**	**0.00**
SERIES A SYMBOL: LINTA	100.0000	13.5446	1,354.46	11/08/10	613.54	784	Long-Term
LIBERTY INTERACTIVE CP A	**5.0000**	**67.7600**	**338.80**	**<1%**	**159.93**	**0.00%**	**0.00**
SER A LIBERTY VENTURES SYMBOL: LVNTA	5.0000	35.7740	178.87	11/08/10	159.93	784	Long-Term
MACYS INC	**40.0000**	**39.0200**	**1,560.80**	**<1%**	**1,032.99**	**2.05%**	**32.00**
SYMBOL: M	40.0000	13.1952	527.81	04/24/09	1,032.99	1347	Long-Term
MERCK & CO INC NEW	**65.0000**	**40.9400**	**2,661.10**	**1%**	**152.56**	**4.20%**	**111.80**
SYMBOL: MRK	65.0000	38.5929	2,508.54	03/22/10	152.56	1015	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
MICROSOFT CORP	**70.0000**	**26.7097**	**1,869.68**	**<1%**	**(109.41)**	**3.44%**	**64.40**
SYMBOL: MSFT	70.0000	28.2727	1,979.09	01/13/11	(109.41)	718	Long-Term
MONSANTO CO NEW DEL	**15.0000**	**94.6500**	**1,419.75**	**<1%**	**221.09**	**1.58%**	**22.50**
SYMBOL: MON	15.0000	79.9106	1,198.66	01/27/09	221.09	1434	Long-Term
NATIONAL GRID PLC ADR F	**25.0000**	**57.4400**	**1,436.00**	**<1%**	**159.37**	**4.00%**	**57.49**
SPONSORED ADR	10.0000	51.3450	513.45	03/19/12	60.95	287	Short-Term
1 ADR REPS 5 ORD	15.0000	50.8786	763.18	03/20/12	98.42	286	Short-Term
SYMBOL: NGG							
Cost Basis			*1,276.63*				
NATIONAL OILWELL VARCO	**25.0000**	**68.3500**	**1,708.75**	**<1%**	**367.30**	**0.76%**	**13.00**
SYMBOL: NOV	25.0000	53.6580	1,341.45	10/28/10	367.30	795	Long-Term
NEWS CORP LTD CL A	**75.0000**	**25.5100**	**1,913.25**	**<1%**	**829.04**	**0.66%**	**12.75**
CLASS A	75.0000	14.4561	1,084.21	11/08/10	829.04	784	Long-Term
SYMBOL: NWSA							
NOBLE CORP F	**35.0000**	**34.8200**	**1,218.70**	**<1%**	**5.40**	**1.49%**	**18.20**
SYMBOL: NE	35.0000	34.6657	1,213.30	10/28/10	5.40	795	Long-Term
NORFOLK SOUTHERN CORP	**50.0000**	**61.8400**	**3,092.00**	**1%**	**323.85**	**3.23%**	**100.00**
SYMBOL: NSC	25.0000	54.6080	1,365.20	02/11/08	180.80	1785	Long-Term
	25.0000	56.1180	1,402.95	04/14/08	143.05	1722	Long-Term
Cost Basis			*2,768.15*				
OCCIDENTAL PETE CORP	**25.0000**	**76.6100**	**1,915.25**	**<1%**	**284.41**	**2.81%**	**54.00**
SYMBOL: OXY	25.0000	65.2336	1,630.84	10/22/07	284.41	1897	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ORACLE CORPORATION	**75.0000**	**33.3200**	**2,499.00**	**1%**	**1,161.26**	**2.16%**	**54.00**
SYMBOL: ORCL	60.0000	17.2191	1,033.15	02/18/09	966.05	1412	Long-Term
	15.0000	20.3060	304.59	04/24/09	195.21	1347	Long-Term
Cost Basis			*1,337.74*				
PFIZER INCORPORATED	**105.0000**	**25.0793**	**2,633.33**	**1%**	**1,048.82**	**3.50%**	**92.40**
SYMBOL: PFE	105.0000	15.0905	1,584.51	02/04/09	1,048.82	1426	Long-Term
PHILIP MORRIS INTL INC	**45.0000**	**83.6400**	**3,763.80**	**2%**	**1,451.29**	**4.06%**	**153.00**
SYMBOL: PM	45.0000	51.3891	2,312.51	09/18/08	1,451.29	1565	Long-Term
PRUDENTIAL FINANCIAL INC	**50.0000**	**53.3300**	**2,666.50**	**1%**	**(1,001.09)**	**3.00%**	**80.00**
SYMBOL: PRU	25.0000	66.0980	1,652.45	09/02/05	(319.20)	2677	Long-Term
	25.0000	80.6056	2,015.14	04/03/08	(681.89)	1733	Long-Term
Cost Basis			*3,667.59*				
REYNOLDS AMERICAN INC	**50.0000**	**41.4300**	**2,071.50**	**<1%**	**853.25**	**5.69%**	**118.00**
SYMBOL: RAI	10.0000	24.3440	243.44	10/29/09	170.86	1159	Long-Term
	40.0000	24.3702	974.81	10/29/09	682.39	1159	Long-Term
Cost Basis			*1,218.25*				
ROCKWELL COLLINS INC	**50.0000**	**58.1700**	**2,908.50**	**1%**	**(726.50)**	**2.06%**	**60.00**
SYMBOL: COL	25.0000	70.3584	1,758.96	08/07/07	(304.71)	1973	Long-Term
	25.0000	75.0416	1,876.04	11/01/07	(421.79)	1887	Long-Term
Cost Basis			*3,635.00*				
SANDISK CORP	**30.0000**	**43.5000**	**1,305.00**	**<1%**	**18.90**	**0.00%**	**0.00**
SYMBOL: SNDK	30.0000	42.8700	1,286.10	06/13/11	18.90	567	Long-Term
SIEMENS A G ADR F	**25.0000**	**109.4700**	**2,736.75**	**1%**	**(421.18)**	**0.00%**	**0.00**
1 ADR REP 1 ORD SYMBOL: SI	25.0000	126.3172	3,157.93	01/25/08	(421.18)	1802	Long-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
SOUTHWEST AIRLINES CO	**100.0000**	**10.2400**	**1,024.00**	**<1%**	**150.04**	**0.39%**	**4.00**
SYMBOL: LUV	100.0000	8.7396	873.96	07/25/12	150.04	159	Short-Term
SYMANTEC CORP	**115.0000**	**18.8200**	**2,164.30**	**1%**	**378.62**	**0.00%**	**0.00**
SYMBOL: SYMC	115.0000	15.5276	1,785.68	03/27/09	378.62	1375	Long-Term
TARGET CORPORATION	**25.0000**	**59.1700**	**1,479.25**	**<1%**	**N/A** [1]	**2.43%**	**36.00**
SYMBOL: TGT	25.0000	44.91 ~~N/A~~	1,122.81 ~~please provide~~	12/13/04	N/A	2940	Long-Term
UNILEVER N V NY SHS NEWF	**65.0000**	**38.3000**	**2,489.50**	**1%**	**292.90**	**3.30%**	**82.16**
N Y REGISTRY SHARES 1 NEW YORK SH REP 1 ORD SYMBOL: UN	65.0000	33.7938	2,196.60	07/07/11	292.90	543	Long-Term
Total Equities	**3,022.0000**		**122,878.16**	**57%**	**15,902.13**		**2,983.94**
		Total Cost Basis:	107,831.08 ~~[illegible]~~				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts. EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated. EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
TS&W FIXED INCOME PORT ♀ SYMBOL: TSWFX	8,741.2170	10.4200	91,083.48	42%	10.01	87,508.50	3,574.98
Total Bond Funds	8,741.2170		91,083.48	42%		87,508.50	3,574.98
Total Mutual Funds	8,741.2170		91,083.48	42%		87,508.50	3,574.98

Total Investment Detail	215,885.00
Total Account Value	215,885.00
Total Cost Basis	~~[illegible]~~ 195,389.58

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LF&C Foundation ID# 54-1810269
2012
CONTRIBUTIONS

Maymont Foundation, 1700 Hampton Street, Richmond, VA 23220	$ 250.00
Trinity Episcopal School Future Pathways, 3850 Pittaway Road, Richmond, VA 23235	3,750.00
YMCA of Greater Richmond, 2 West Franklin Street, Richmond, VA 23220	1,000.00
University of Richmond, Richmond, VA 23173	500.00
William Byrd Community House, 224 South Cherry Street, Richmond, VA 23220	500.00
MCV Foundation, 1012 E. Marshall Street, Richmond, VA 23219	2,500.00
Westminster Canterbury Foundation, 1600 Westbrook Avenue, Richmond, VA 23227	1,000.00
St. Andrew's School, 227 South Cherry Street, Richmond, VA 23220	1,000.00
	$10,500.00

Note: None of the Foundation's contributions was made to individuals. All organizations receiving contributions are classified as public charities and all contributions are for general use, except where specified for a particular fund.

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. L F & C FOUNDATION	Employer identification number (EIN) or 54-1810269
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O. box, see instructions % RANDOLPH F. TOTTEN, P.O. BOX 1535	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RICHMOND, VA 23218-1535	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ RANDOLPH F. TOTTEN 951 E. BYRD STREET - RICHMOND, VA 23219-4074
  Telephone No ▶ 804-788-8281 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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ____ , and ending ____

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	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	3a	$ 498.
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.	3b	$ 158.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 340.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions