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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

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE LANDMARK FOUNDATION		A Employer identification number 54-6038902	
Number and street (or P O box number if mail is not delivered to street address) 150 GRANBY STREET 19TH FLOOR		B Telephone number (see instructions) (757) 351-8838	
City or town, state, and ZIP code NORFOLK, VA 23510		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 73,507,999	J Accounting method <input checked="" type="checkbox"/> Other (specify) <u>MODIFIED CASH</u> (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 <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input 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.	2,295,128	2,295,128		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,203,681			
	b Gross sales price for all assets on line 6a <u>21,560,297</u>				
	7 Capital gain net income (from Part IV, line 2)		1,203,681		
	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)				
	12 Total. Add lines 1 through 11	3,498,809	3,498,809		
	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)	23,857	11,928		11,929
	c Other professional fees (attach schedule)	12,996	0		12,996
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	62,585	40,585		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	371,949	371,478		471
	24 Total operating and administrative expenses. Add lines 13 through 23	471,412	423,991		25,421
	25 Contributions, gifts, grants paid	5,404,467			5,404,467
	26 Total expenses and disbursements. Add lines 24 and 25	5,875,879	423,991		5,429,888
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-2,377,070			
	b Net investment income (if negative, enter -0-)		3,074,818		
	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			
	2	Savings and temporary cash investments	11,627,552	6,419,230	6,419,230
	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)	56,902,722	66,813,759	66,813,759
	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)	137,826	245,810	245,810
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)	0	29,200	29,200
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	68,668,100	73,507,999	73,507,999

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 ▶ _____)	70,954	0	
	23	Total liabilities (add lines 17 through 22)	70,954	0	

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	68,597,146	73,507,999	
	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)	68,597,146	73,507,999	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	68,668,100	73,507,999	

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	68,597,146
2	Enter amount from Part I, line 27a	2	-2,377,070
3	Other increases not included in line 2 (itemize) ▶ _____	3	7,287,923
4	Add lines 1, 2, and 3	4	73,507,999
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	73,507,999

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 PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 21,560,297		20,356,616	1,203,681	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			1,203,681	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,203,681
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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))
2011	4,815,423	73,358,001	0 065643
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

2 Total of line 1, column (d).	2	0 268662
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 053732
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	71,072,150
5 Multiply line 4 by line 3.	5	3,818,849
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	30,748
7 Add lines 5 and 6.	7	3,849,597
8 Enter qualifying distributions from Part XII, line 4.	8	5,429,888

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 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	30,748
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	30,748
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	30,748
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	27,989	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	18,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	45,989
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	15,241
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	15,241	Refunded	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)?	1b		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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? 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 instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
See 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	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 2012?.	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</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 2012?	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 instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.				
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

Part VIII

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

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

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CEDAR ROCK CAPITAL PARTNERS	INVESTMENT MANAGEMENT	165,633
11 BROADWAY SUITE 965 NEW YORK, NY 10004		
1607 CAPITAL PARTNERS	INVESTMENT MANAGEMENT	100,786
4991 LAKE BROOK DRIVE GLEN ALLEN, VA 23060		
CARDINAL CAPITAL MANAGEMENT	INVESTMENT MANAGEMENT	86,605
ONE GREENWICH OFFICE PARK GREENWICH, CT 06831		
		0
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See 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 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	63,245,421
b	Average of monthly cash balances.	1b	8,909,046
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	72,154,467
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	72,154,467
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,082,317
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	71,072,150
6	Minimum investment return. Enter 5% of line 5.	6	3,553,608

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	3,553,608
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	30,748
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	30,748
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,522,860
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,522,860
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	3,522,860

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	5,429,888
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	5,429,888
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	30,748
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	5,399,140
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,522,860
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				874,801
e From 2011.				1,200,951
f Total of lines 3a through e.	2,075,752			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 5,429,888				
a Applied to 2011, but not more than line 2a			0	
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.				3,522,860
e Remaining amount distributed out of corpus	1,907,028			
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	3,982,780			
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	3,982,780			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				874,801
d Excess from 2011. . . .				1,200,951
e Excess from 2012. . . .				1,907,028

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 instructions.)

1

Information Regarding Foundation Managers:

a

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

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

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

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

a

The name, address, and telephone number 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	5,404,467
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	2,295,128	
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	1,203,681	
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		3,498,809	0
13 Total. Add line 12, columns (b), (d), and (e).			13	3,498,809	3,498,809

[illegible]

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of</p> <p> (1) Cash.</p> <p> (2) Other assets.</p> <p>b Other transactions</p> <p> (1) Sales of assets to a noncharitable exempt organization.</p> <p> (2) Purchases of assets from a noncharitable exempt organization.</p> <p> (3) Rental of facilities, equipment, or other assets.</p> <p> (4) Reimbursement arrangements.</p> <p> (5) Loans or loan guarantees.</p> <p> (6) Performance of services or membership or fundraising solicitations.</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.</p> <p>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</p>		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

***** 2013-11-14 *****
 Signature of officer or trustee Date Title
 May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No

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

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00358004
	MARK A NELSON	MARK A NELSON			
	Firm's name <input type="checkbox"/>	CAVANAUGH NELSON PLC 999 WATERSIDE DRIVE SUITE 2250			Firm's EIN <input type="checkbox"/> 54-1967771
	Firm's address <input type="checkbox"/>	NORFOLK, VA 23510			Phone no (757) 578-4900

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 DIRECTO 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>				
ACTION GREENSBORO INC 317 SOUTH ELM STREET GREENSBORO,NC 27401		501(C)3	HUMAN SERVICES	10,000
ADVENTURE SCIENCE CENTER 800 FORT NEGLEY BOULEVARD NASHVILLE,TN 37203		501(C)3	EDUCATIONAL PROGRAMS	10,000
ALZHEIMER'S ASSOCIATION 5190 SOUTH VALLEY VIEW BOULEVARD STE 104 LAS VEGAS,NV 89118		501(C)3	HUMAN SERVICES	1,500
AMERICAN DIABETES ASSOCIATION 5463 S DURANGO DRIVE SUITE 100-A LAS VEGAS,NV 89113		501(C)3	HUMAN SERVICES	2,500
AMERICAN HEART ASSOCIATION 4445 SOUTH JONES BLVD STE B-1 LAS VEGAS,NV 89103		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	10,000
APPLE RIDGE FARM INC 541 LUCK AVENUE SUITE 304 ROANOKE,VA 24016		501(C)3	EDUCATIONAL PROGRAMS	1,500
BLACK COLLEGE COMMUNICATION ASSOCIATION 510 ORR DRIVE FLORIDA AM UNIVERSITY TALLAHASSEE,FL 32307		501(C)3	EDUCATIONAL PROGRAMS	2,500
BLUE RIDGE LITERACY 706 JEFFERSON STREET ROANOKE,VA 24016		501(C)3	EDUCATIONAL PROGRAMS	1,500
BOYS & GIRLS CLUBS OF NEW RIVER VALLEY 4179 OLDTOWN ROAD SHAWSVILLE,VA 24162		501(C)3	HUMAN SERVICES	500
BOYS & GIRLS CLUBS OF SOUTHEAST VIRGINIA 3415 AZALEA GARDEN ROAD NORFOLK,VA 23513		501(C)3	HUMAN SERVICES	9,000
BOYS & GIRLS CLUBS OF SOUTHWEST VIRGINIA 1714 9TH STREET SE ROANOKE,VA 24013		501(C)3	HUMAN SERVICES	1,000
CANDLELIGHTERS CHILDHOOD CANCER FOUNDATION OF NEVADA 8990 SPANISH RIDGE AVENUE STE 100 LAS VEGAS,NV 89148		501(C)3	HUMAN SERVICES	2,500
CAROLINA THEATRE OF GREENSBORO INC 310 S GREENE STREET GREENSBORO,NC 27401		501(C)3	ARTS & MUSEUMS	1,000
CENTER OF NONPROFIT MANAGEMENT 44 VANTAGE WAY SUITE 230 NASHVILLE,TN 37228		501(C)3	HUMAN SERVICES	10,000

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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>				
CHESAPEAKE BAY FOUNDATION INC 142 WYORK ST 618 NORFOLK,VA 23510		501(C)3	CONSERVATION	12,000
CHESAPEAKE CARE INC 2145 S MILITARY HIGHWAY CHESAPEAKE,VA 23320		501(C)3	HUMAN SERVICES	100,000
CHILD & FAMILY SERVICES OF EASTERN VA INC 222 WEST 19TH STREET NORFOLK,VA 23517		501(C)3	HUMAN SERVICES	2,500
CHILD ADVOCACY CENTER 1264 FOSTER AVENUE NASHVILLE,TN 37210		501(C)3	HUMAN SERVICES	2,000
CHILD HEALTH INVESTMENT PARTNERSHIP 1201 THIRD STREET SW ROANOKE,VA 24016		501(C)3	HUMAN SERVICES	1,500
CHILDREN'S TRUST ROANOKE VALLEY 541 LUCK AVENUE SUITE 308 ROANOKE,VA 24016		501(C)3	HUMAN SERVICES	1,000
CHRYSLER MUSEUM OF ART 245 WEST OLNEY ROAD NORFOLK,VA 23510		501(C)3	ARTS & MUSEUMS	6,000
CITIZENS COMMITTEE FOR FAIRNESS HONESTY & JUSTICE INC PO BOX 10100 VIRGINIA BEACH,VA 23450		501(C)3	HUMAN SERVICES	5,000
CLINICS IN SCHOOLS 350 JUDSON AVENUE NORTH LAS VEGAS,NV 89030		501(C)3	HUMAN SERVICES	5,000
COMMUNITY FOUNDATION GREATER OF GREENSBORO 330 S GREENE ST GREENSBORO,NC 27401		501(C)3	HUMAN SERVICES	2,500
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE 400 NASHVILLE,TN 37215		501(C)3	HUMAN SERVICES	5,000
CONEXION AMERICAS 800 18TH AVESOUTH SUITE A NASHVILLE,TN 37203		501(C)3	HUMAN SERVICES	2,500
DOWNTOWN NORFOLK FUND 201 GRANBY STREET 101 NORFOLK,VA 23510		501(C)3	HUMAN SERVICES	2,500
EVERYDAY BLESSINGS INC 13129 SAINT FRANCIS LANE THONOTOSASSA,FL 33592		501(C)3	HUMAN SERVICES	1,000
FOR KIDS INC 840 WEST 38TH STREET NORFOLK,VA 23508		501(C)3	HUMAN SERVICES	50,000

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>				
FAMILY SERVICES OF ROANOKE VALLEY 360 CAMPBELL AVENUE ROANOKE,VA 24016		501(C)3	HUMAN SERVICES	1,000
FAMILY TO FAMILY CONNECTION 4775 WTECO AVE STE 115 LAS VEGAS,NV 89118		501(C)3	HUMAN SERVICES	1,000
FEEDING AMERICA SOUTHWEST VIRGINIA 1025 ELECTRIC ROAD SALEM,VA 24153		501(C)3	HUMAN SERVICES	2,000
FERRUM COLLEGE PO BOX 1000 FERRUM,VA 24088		501(C)3	EDUCATIONAL PROGRAMS	20,000
FIFTY FORWARD 174 RAINS AVENUE NASHVILLE,TN 37203		501(C)3	HUMAN SERVICES	1,000
FIRST TEE OF HAMPTON ROADS YMCA 2400 TOURNAMENT DRIVE VIRGINIA BEACH,VA 23456		501(C)3	HUMAN SERVICES	5,000
FOOD FOR THOUGHT 3579 HWY 50 EAST 221 CARSON CITY,NV 89702		501(C)3	HUMAN SERVICES	1,000
FOODBANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK,VA 23604		501(C)3	HUMAN SERVICES	10,000
FOSTER FRIEND OF NORTH CAROLINA PO BOX 49605 GREENSBORO,NC 27419		501(C)3	HUMAN SERVICES	2,500
FRANKLIN COUNTY FAMILY YMCA SMITH MOUNTAIN LAKE BRANCH 293 FIRSTWATCH DRIVE MONTEA,VA 24121		501(C)3	HUMAN SERVICES	500
FREEDOM MARATHON INC PO BOX 3843 NORFOLK,VA 23514		501(C)3	HUMAN SERVICES	2,000
FRIENDS OF THE ELDERLY 9534 20TH BAY STREET SUITE 10 NORFOLK,VA 235186232		501(C)3	HUMAN SERVICES	4,000
FUTURE SMILES 3074 ARVILLE ST LAS VEGAS,NV 89102		501(C)3	HUMAN SERVICES	2,500
GIRL SCOUTS OF MIDDLE TENNESSEE 4522 GRANNY WHITE PIKE NASHVILLE,TN 37204		501(C)3	HUMAN SERVICES	1,500
GIRL SCOUTS OF VIRGINIA SKYLINE COUNCIL 380 GREENBRIER DR D CHARLOTTESVILLE,VA 22901		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 <i>Paid during the year</i>				
GOODIE TWO SHOES FOUNDATION 10620 SOUTHERN HIGHLANDS PKWY 110-474 LAS VEGAS,NV 89141		501(C)3	HUMAN SERVICES	1,000
GOODWILL OF SOUTHERN NEVADA 1280 W CHEYENNE AVE LAS VEGAS,NV 89030		501(C)3	HUMAN SERVICES	2,500
GRANDIN THEATRE FOUNDATION INC 13010 GRADIN ROAD SW ROANOKE,VA 24015		501(C)3	ARTS & MUSEUMS	250
GREENER VEGAS DBA REPURPOSE AMERICA 4606 ANDREWS ST STE 1 NORTH LAS VEGAS,NV 89081		501(C)3	CONSERVATION SERVICES	5,000
GREENSBORO URBAN MINISTRY 305 WEST LEE STREET GREENSBORO,NC 27406		501(C)3	HUMAN SERVICES	2,500
GREENVALE SCHOOL INC 627 WESTWOOD BLVD NW ROANOKE,VA 24017		501(C)3	EDUCATIONAL PROGRAMS	1,500
GUARDIAN ANGELS FUND INC 809 GREENTREE ARCH VIRGINIA BEACH,VA 23451		501(C)3	HUMAN SERVICES	2,500
GUILFORD EDUCATION ALLIANCE 902 BONNER DRIVE JAMESTOWN,NC 27282		501(C)3	EDUCATIONAL PROGRAMS	1,000
HABITAT FOR HUMANITY IN ROANOKE VALLEY 403 SALEM AVENUE SOUTHWEST ROANOKE,VA 24016		501(C)3	HUMAN SERVICES	1,000
HAMPTON ROADS COMMUNITY FOUNDATION 101 W MAIN ST 4500 NORFOLK,VA 23510		501(C)3	HUMAN SERVICES	27,500
HANDS ON NASHVILLE 209 10TH AVE SOUTH SUITE 318 NASHVILLE,TN 37203		501(C)3	HUMAN SERVICES	20,000
HEAVEN CAN WAIT P O BOX 30158 LAS VEGAS,NV 89173		501(C)3	HUMAN SERVICES	1,500
HENDERSON COMMUNITY FOUNDATION 2756 N GREEN VALLEY PKWY STE 268 HENDERSON,NV 89014		501(C)3	EDUCATIONAL PROGRAMS	10,000
HIGH POINT UNIVERSITY 833 MONTLIEU AVE HIGH POINT,NC 27262		501(C)3	EDUCATIONAL PROGRAMS	2,500
HUNTRIDGE TEEN CLINIC 2100 SOUTH MILITARY PARKWAY NO 1 LAS VEGAS,NV 89104		501(C)3	HUMAN SERVICES	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 <i>Paid during the year</i>				
INDEPENDENT COLLEGE FUND OF NORTH CAROLINA 530 N BLOUNT STREET RALEIGH,NC 27604		501(C)3	EDUCATIONAL PROGRAMS	2,500
INJURED POLICE OFFICERS FUND 9330 W LAKE MEAD BLVD STE 130 LAS VEGAS,NV 89134		501(C)3	HUMAN SERVICES	2,500
JEFFERSON CENTER FOUNDATION 541 LUCK AVENUE SUITE 221 ROANOKE,VA 24016		501(C)3	HUMAN SERVICES	1,000
JOSEPH'S HOUSE P O BOX 13241 GREENSBORO,NC 27415		501(C)3	HUMAN SERVICES	2,500
JUDEO-CHRISTIAN OUTREACH CENTER 1053 VIRGINIA BEACH BLVD VIRGINIA BEACH,VA 23451		501(C)3	HUMAN SERVICES	25,000
JUNIOR ACHIEVEMENT OF CENTRAL NORTH CAROLINA INC 3220 NORTHLINE AVE GREENSBORO,NC 27408		501(C)3	EDUCATIONAL PROGRAMS	1,000
JUNIOR ACHIEVEMENT 6387 CENTER DRIVE BUILDING 2 STE 3 NORFOLK,VA 23502		501(C)3	EDUCATIONAL PROGRAMS	2,500
KIDS VOTING GUILFORD COUNTY 338 N ELM STREET SUITE 100 GREENSBORO,NC 27401		501(C)3	EDUCATIONAL PROGRAMS	1,000
KIDS VOTING NEVADA 5450 W SAHARA AVE SUITE 250 LAS VEGAS,NV 89146		501(C)3	EDUCATIONAL PROGRAMS	5,000
LEADERSHIP MIDDLE TENNESSEE MTSU BOX 101 BAS N230B MURFREESBORO,TN 371320001		501(C)3	HUMAN SERVICES	1,500
LEADERSHIP NASHVILLE FOUNDATION PO BOX 190498 NASHVILLE,TN 37219		501(C)3	HUMAN SERVICES	2,500
LITERACY VOLUNTEERS OF THE NEW RIVER VALLEY 195 WEST MAIN STREET CHRISTIANSBURG,VA 24073		501(C)3	EDUCATIONAL PROGRAMS	500
LYRIC COUNCIL INC 135 COLLEGE AVE BLACKSBURG,VA 24060		501(C)3	HUMAN SERVICES	250
MASONIC THEATRE PRESERVATION FOUNDATION 510 MAIN STREET BOX 119 CLIFTON FORGE,VA 24422		501(C)3	ARTS & MUSEUMS	500
METRO UNITED WAY 334 E BROADWAY DEPT 52860 PO BOX 950148 LOUISVILLE,KY 40202		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 <i>Paid during the year</i>				
MIDDLE TENNESSESS COUNCIL BOY SCOUTS OF AMERICA 3414 HILLSBORO PIKE NASHVILLE,TN 37215		501(C)3	HUMAN SERVICES	1,500
MTSU MASS COMMUNICATIONS DEPARTMENT 1301 EAST MAIN STREET MURFREESBORO,TN 37132		501(C)3	EDUCATIONAL PROGRAMS	2,000
NANSEMOND RIVER PRESERVATION ALLIANCE 8881 ECLIPSE DRIVE SUFFOLK,VA 23433		501(C)3	CONSERVATION SERVICES	2,500
NEVADA BROADCASTERS FOUNDATION 1050 E FLAMINGO ROAD S-102 LAS VEGAS,NV 89119		501(C)3	HUMAN SERVICES	5,000
NORFOLK STATE UNIVERSITY FOUNDATION 700 PARK AVENUE STE 410 NORFOLK,VA 23504		501(C)3	EDUCATIONAL PROGRAMS	1,000
OASIS CENTER 1704 CHARLOTTE PIKE SUITE 201 NASHVILLE,TN 37203		501(C)3	HUMAN SERVICES	1,000
OLD DOMINION UNIVERSITY 5115 HAMPTON BLVD NORFOLK,VA 23529		501(C)3	EDUCATIONAL PROGRAMS	5,000
OPERA ROANOKE 20 CHURCH AVENUE ROANOKE,VA 24011		501(C)3	ARTS AND MUSEUMS	500
OPPORTUNITY VILLAGE 6300 W OAKLEY BLVD LAS VEGAS,NV 89146		501(C)3	HUMAN SERVICES	2,500
OUR HOUSE FAMILIES PO BOX 7475 CHESAPEAKE,VA 23324		501(C)3	HUMAN SERVICES	1,000
PARK PLACE SCHOOL 509 WEST 35TH STREET NORFOLK,VA 23508		501(C)3	EDUCATIONAL PROGRAMS	12,000
PATHFINDERS GREENWAYS INC PO BOX 8553 ROANOKE,VA 24014		501(C)3	CONSERVATION SERVICES	25,000
PRESBYTERIAN COMMUNITY CENTER 1228 JAMISON AVE SE ROANOKE,VA 24013		501(C)3	HUMAN SERVICES	1,000
PREVENT CHILD ABUSE HAMPTON ROADS 5215 COLLEY AVE NORFOLK,VA 23508		501(C)3	HUMAN SERVICES	250
PRIME PLUS NORFOLK SENIOR CENTER 924 WEST 21ST NORFOLK,VA 23517		501(C)3	HUMAN SERVICES	250

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>				
PUBLIC EDUCATION FOUNDATION 3360 W SAHARA AVE SUITE 160 LAS VEGAS,NV 89102		501(C)3	EDUCATIONAL PROGRAMS	5,000
RENEWAL HOUSE INC 3410 CLARKSVILLE HIGHWAY NASHVILLE,TN 37218		501(C)3	HUMAN SERVICES	2,500
ROANOKE AREA MINISTRIES 824 CAMPBELL AVE SW ROANOKE,VA 24016		501(C)3	HUMAN SERVICES	5,000
ROANOKE SYMPHONY ORCHESTRA 541 LUCK AVENUE SUITE 200 ROANOKE,VA 24016		501(C)3	ARTS & MUSEUMS	5,000
ROOFTOP PO BOX 150204 NASHVILLE,TN 37215		501(C)3	HUMAN SERVICES	10,000
SAMARITAN HOUSE PO BOX 2400 226 VIRGINIA BEACH,VA 23450		501(C)3	HUMAN SERVICES	50,000
SECOND HARVEST FOOD BANK OF MIDDLE TENNESSEE INC 331 GREAT CIRCLE ROAD NASHVILLE,TN 37228		501(C)3	HUMAN SERVICES	10,000
SETON YOUTH SHELTERS 3333 VIRGINIA BEACH BLVD STE 28 VIRGINIA BEACH,VA 23452		501(C)3	HUMAN SERVICES	2,500
SOUTHEASTERN VIRGINIA AREAWIDE MODEL PROGRAM INC 5 INTERSTATE CORPORATION 6350 CENTER DRIVE STE 101 NORFOLK,VA 23502		501(C)3	HUMAN SERVICES	7,000
TAUBMAN MUSEUM OF ART 110 SALEM AVENUE SE ROANOKE,VA 24014		501(C)3	ARTS & MUSEUMS	15,000
TENNESSEE PERFORMING ARTS CENTER PO BOX 190660 NASHVILLE,TN 37219		501(C)3	ARTS & MUSEUMS	2,500
THE ANIMAL FOUNDATION 655 N MOJAVE RD LAS VEGAS,NV 89101		501(C)3	HUMAN SERVICES	2,500
THE GENIEVE SHELTER 1548 C HOLLAND ROAD SUFFOLK,VA 23434		501(C)3	HUMAN SERVICES	2,500
THE SALVATION ARMY OF GREENSBORO NORTH CAROLINA 1311 S EUGENE ST GREENSBORO,NC 27406		501(C)3	HUMAN SERVICES	2,000
THE SALVATION ARMY 5513 RABY ROAD NORFOLK,VA 23502		501(C)3	HUMAN SERVICES	1,000,000

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>				
THREE SQUARE 4190 N PECOS ROAD LAS VEGAS,NV 89115		501(C)3	HUMAN SERVICES	10,000
TOTAL ACTION AGAINST PROVERTY 145 CAMPBELL AVENUE SW ROANOKE,VA 24011		501(C)3	HUMAN SERVICES	1,000
UMC FOUNDATION 1800 W CHARLESTON BOULEVARD LAS VEGAS,NV 89102		501(C)3	HUMAN SERVICES	5,000
UNION MISSION MINISTRIES 5100 EAST VIRGINIA BEACH BLVD NORFOLK,VA 23510		501(C)3	HUMAN SERVICES	2,500
UNITED ARTS COUNCIL OF GREATER GREENSBORO 200 N DAVIS ST 2 GREENSBORO,NC 27401		501(C)3	ARTS & MUSEUMS	15,000
UNITED NEGRO COLLEGE FUND 229 PEACHTREE STREET NE SUITE 2505 ATLANTA,GA 30303		501(C)3	EDUCATIONAL PROGRAMS	1,000
UNITED WAY OF CENTRAL KENTUCKY 1111 N DIXIE AVENUE STE 9B ELIZABETHTOWN,KY 42701		501(C)3	HUMAN SERVICES	10,000
UNITED WAY OF CITRUS COUNTY 1205 NE 5TH STREET SUITE A CRYSTAL RIVER,FL 34429		501(C)3	HUMAN SERVICES	3,000
UNITED WAY OF CLARKSVILLE-MONTGOMERY COUNTY 1300 MADISON STREET CLARKSVILLE,TN 370403822		501(C)3	HUMAN SERVICES	2,000
UNITED WAY OF GREATER GREENSBORO 1500 YANCEYVILLE STREET GREENSBORO,NC 27405		501(C)3	HUMAN SERVICES	79,780
UNITED WAY OF GREATER HIGH POINT 201 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
UNITED WAY OF METROPOLITAN NASHVILLE PO BOX 280420 NASHVILLE,TN 37228		501(C)3	HUMAN SERVICES	44,045
UNITED WAY OF MONTGOMERY RADFORD & FLOYD 111 WEST MAIN STREET CHRISTIANSBURG,VA 24073		501(C)3	HUMAN SERVICES	6,237
UNITED WAY OF NELSON COUNTY 321 SOUTH 3RD STREETQ BRADSTOWN,KY 40004		501(C)3	HUMAN SERVICES	1,200

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Name and address (home or business)				
a <i>Paid during the year</i>				
UNITED WAY OF PULASKI COUNTY 246 N WASHINGTON AVENUE PULASKI,VA 243015022		501(C)3	HUMAN SERVICES	1,494
UNITED WAY OF ROANOKE VALLEY 325 CAMPBELL AVENUE SW ROANOKE,VA 240163624		501(C)3	HUMAN SERVICES	115,902
UNITED WAY OF ROCKINGHAM COUNTY PO BOX 317 WENTWORTH,NC 27375		501(C)3	HUMAN SERVICES	4,562
UNITED WAY OF RUTHERFORD AND CANNON COUNTIES PO BOX 330056 MURFREESBORO,TN 37133		501(C)3	HUMAN SERVICES	2,000
UNITED WAY OF SOUTH HAMPTON ROADS PO BOX 41069 NORFOLK,VA 235411069		501(C)3	HUMAN SERVICES	384,320
UNITED WAY OF SOUTHERN NEVADA 1660 E FLAMINGO ROAD LAS VEGAS,NV 89119		501(C)3	HUMAN SERVICES	65,545
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 COUNTY 209 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
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 450 RIDGE ROAD STE 2215 SASB NORTH CB 1400 CHAPEL HILL,NC 27599		501(C)3	EDUCATIONAL PROGRAMS	5,000
UNIVERSITY OF VIRGINIA PO BOX 400160 CHARLOTTESVILLE,VA 22904		501(C)3	EDUCATIONAL PROGRAMS	10,000
URBAN LEAGUE OF MIDDLE TENNESSEE 2250 ROSA PARKS BLVD NASHVILLE,TN 37228		501(C)3	HUMAN SERVICES	1,000
VIRGINIA BEACH COMMUNITY DEVELOPMENT CORP 2400 POTTERS RD VIRGINIA BEACH,VA 23454		501(C)3	HUMAN SERVICES	15,000
VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD SUITE B RICHMOND,VA 23229		501(C)3	EDUCATIONAL PROGRAMS	45,000
VIRGINIA MUSEUM OF TRANSPORTATION 303 NORFOLK AVENUE SW ROANOKE,VA 24016		501(C)3	ARTS & MUSEUMS	500

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Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA PUBLIC ACCESS PROJECT 530 E MAIN ST STE 610 RICHMOND,VA 23219		501(C)3	HUMAN SERVICES	1,000
WEST END CENTER FOR YOUTH PO BOX 4562 ROANOKE,VA 24015		501(C)3	HUMAN SERVICES	1,500
WESTERN TIDEWATER FREE CLINIC INC 2019 MEADE PARKWAY SUFFOLK,VA 23434		501(C)3	HUMAN SERVICES	2,500
WESTERN VIRGINIA FOUNDATION FOR THE ARTS & SCIENCES ONE MARKET SQUARE SE 5TH FLOOR ROANOKE,VA 24011		501(C)3	ARTS & MUSEUMS	2,000
WIN-WIN RESOLUTIONS INC 122 N ELM STREET GREENSBORO,NC 27401		501(C)3	HUMAN SERVICES	2,500
YMCA OF GREENSBORO 620 GREEN VALLEY ROAD SUITE 210 GREENSBORO,NC 27408		501(C)3	HUMAN SERVICES	51,500
YMCA OF MIDDLE TENNESSEE JOE C DAVIS OUTDOOR CENTER 3088 SMITH SPRINGS ROAD ANTIOCH,TN 37013		501(C)3	HUMAN SERVICES	10,000
YMCA OF ROANOKE VALLEY PO BOX 2130 ROANOKE,VA 24009		501(C)3	HUMAN SERVICES	1,000
YMCA OF SOUTH HAMPTON ROADS 312 WEST BUTE STREET NORFOLK,VA 23510		501(C)3	HUMAN SERVICES	2,850,000
YWCA OF NASHVILLE AND MIDDLE TENNESSEE 1608 WOODMONT BLVD NASHVILLE,TN 37215		501(C)3	HUMAN SERVICES	2,500
Total ▶ 3a				5,404,467

TY 2012 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	23,857	11,928		11,929

**TY 2012 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
EQUITY SECURITIES	66,813,759	66,813,759

TY 2012 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	104,589	104,589
ACCRUED INCOME ON INVESTMENTS	FMV	105,141	105,141
FIXED INCOME FUNDS	FMV	36,080	36,080

TY 2012 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 2012 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	0	29,200	29,200

TY 2012 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 CHARGES	426	0		426
INVESTMENT MANAGEMENT FEES	204,995	204,995		0
CEDAR ROCK INVESTMENT EXPENSES FROM K-1	166,483	166,483		0
SUPPLIES	45	0		45

TY 2012 Other Increases Schedule**Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

Description	Amount
UNREALIZED GAINS/LOSSES ON INVESTMENTS	7,164,862
BOOK/TAX DIFFERENCES FROM K-1 PASS-THROUGH AMOUNTS	123,061

TY 2012 Other Liabilities Schedule

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

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

TY 2012 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	12,996	0		12,996

TY 2012 Taxes Schedule**Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	40,585	40,585		0
EXCISE TAXES	22,000	0		0