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

2012

Department of the Treasury
Internal Revenue Service

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

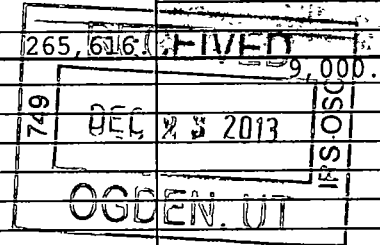
For calendar year 2012, or tax year beginning 10/01, 2012, and ending 9/30, 2013

LIND LAWRENCE FOUNDATION
4132 INNSLAKE DRIVE
GLEN ALLEN, VA 23060A Employer identification number
23-7310359

B Telephone number (see the instructions)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 7,752,345.
J Accounting method ☒ Cash ☐ Accrual
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc. received (att sch)	350,000.			
2	Ch <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3	Interest on savings and temporary cash investments	8.	8.	8.	
4	Dividends and interest from securities	265,608.	265,608.	265,608.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	-101,108.			
b	Gross sales price for all assets on line 6a	132,630.			
7	Capital gain net income (from Part IV, line 2)		0.		
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/(loss) (att sch)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	514,508.	265,616.	265,616.	
13	Compensation of officers, directors, trustees, etc	36,000.	27,000.		9,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) See St 1	12,000.	12,000.		
b	Accounting fees (attach sch) See St 2	12,000.	12,000.		
c	Other prof fees (attach sch) See St 3	3,816.	3,816.		
17	Interest				
18	Taxes (attach schedule) (see instrs) See Stm 4	4,225.	4,225.		
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 5	547.	547.		
24	Total operating and administrative expenses. Add lines 13 through 23	68,588.	59,588.		9,000.
25	Contributions, gifts, grants paid Part XV	377,500.			377,500.
26	Total expenses and disbursements. Add lines 24 and 25	446,088.	59,588.	0.	386,500.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	68,420.			
b	Net investment income (if negative, enter -0-)		206,028.		
c	Adjusted net income (if negative, enter -0-)			265,616.	

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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		10,466.	22,485.	22,485.
	2	Savings and temporary cash investments		33,053.	130,318.	130,318.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		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) Stmt 11		2,289,764.	2,132,636.	5,274,286.
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis	2,500.			
	Less: accumulated depreciation (attach schedule) See Stmt 6		2,500.	2,500.	2,500.	
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Stmt 12		1,912,566.	2,028,830.	2,322,756.	
14	Land, buildings, and equipment, basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item 1)		4,248,349.	4,316,769.	7,752,345.	
LIABILITIES	17	Accounts payable and accrued expenses		793.	793.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		793.	793.	
NET FUND ASSETS OR 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 and complete lines 27 through 31. X					
	27	Capital stock, trust principal, or current funds		4,247,556.	4,315,976.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		4,247,556.	4,315,976.	
	31	Total liabilities and net assets/fund balances (see instructions)		4,248,349.	4,316,769.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,247,556.
2	Enter amount from Part I, line 27a	2	68,420.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	4,315,976.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	4,315,976.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 7			
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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
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	-101,108.
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	0.

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.

(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 (column (b) divided by column (c))
2011	346,707.	6,699,688.	0.051750
2010	310,275.	6,833,136.	0.045407
2009	283,875.	6,201,735.	0.045773
2008	299,327.	5,660,136.	0.052883
2007	393,775.	8,115,362.	0.048522

2 Total of line 1, column (d)	2	0.244335
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	0.048867
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,354,663.
5 Multiply line 4 by line 3	5	359,400.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,060.
7 Add lines 5 and 6	7	361,460.
8 Enter qualifying distributions from Part XII, line 4	8	386,500.

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)

1 a 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 instrs)			
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	2,060.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	2,060.
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	2,060.
6 Credits/Payments			
a 2012 estimated tax prmts and 2011 overpayment credited to 2012	6 a	1,800.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d		7	1,800.
8 Enter any penalty for underpayment of estimated tax. Check here <input 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	260.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?		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?		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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses See Statement 8	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>LEE P. MARTIN, JR.</u> Telephone no <u></u> Located at <u>4132 INNSLAKE DRIVE GLEN ALLEN, VA</u> ZIP + 4 <u>23060</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country <u></u>	16		X

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
1 a 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 type="checkbox"/> Yes <input checked="" 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	N/A
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?	1 c	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? If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

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)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870

7 a 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

7 b

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
LEE P. MARTIN, JR. 4132 INNSLAKE DRIVE GLEN ALLEN, VA 23060	CO-TRUSTEE 4.00	18,000.	0.	0.
FRED J. BERNHARDT, JR. 1900 ONE JAMES CENTER RICHMOND, VA 23219	CO-TRUSTEE 4.00	18,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 – see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(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 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	1 a	7,221,235.
b Average of monthly cash balances	1 b	242,928.
c Fair market value of all other assets (see instructions)	1 c	2,500.
d Total (add lines 1a, b, and c)	1 d	7,466,663.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	7,466,663.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	112,000.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,354,663.
6 Minimum investment return. Enter 5% of line 5	6	367,733.

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	367,733.
2 a Tax on investment income for 2012 from Part VI, line 5	2 a	2,060.
b Income tax for 2012 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	2,060.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	365,673.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	365,673.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	365,673.

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	1 a	386,500.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	386,500.
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 (see instructions)	5	2,060.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	384,440.

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				365,673.
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				
e From 2011	5.			
f Total of lines 3a through e	5.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 386,500.				
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				365,673.
e Remaining amount distributed out of corpus	20,827.			
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	20,832.			
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	20,832.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	5.			
e Excess from 2012	20,827.			

BAA

Form 990-PF (2012)

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 Statement 10				
Total			3 a	377,500.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion 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			14		8.
4	Dividends and interest from securities			14		265,608.
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					-101,108.
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)					164,508.
13	Total. Add line 12, columns (b), (d), and (e)				13	164,508.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

2012

Federal Statements

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Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
GENERAL TAX/CONSULTING	\$ 12,000.	\$ 12,000.		
Total	<u>\$ 12,000.</u>	<u>\$ 12,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING TAX PREPARATION	\$ 12,000.	\$ 12,000.		
Total	<u>\$ 12,000.</u>	<u>\$ 12,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMMISSIONER OF ACCOUNTS	\$ 3,816.	\$ 3,816.		
Total	<u>\$ 3,816.</u>	<u>\$ 3,816.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAXES	\$ 1,313.	\$ 1,313.		
FOREIGN TAX WITHHELD	2,904.	2,904.		
REAL ESTATE TAX	8.	8.		
Total	<u>\$ 4,225.</u>	<u>\$ 4,225.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

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Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
INSURANCE	\$ 250.	\$ 250.		
MISCELLANEOUS ADMIN. EXPENSES	297.	297.		
Total	\$ 547.	\$ 547.	\$ 0.	\$ 0.

Statement 6
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Land	\$ 2,500.		\$ 2,500.	\$ 2,500.
Total	\$ 2,500.	\$ 0.	\$ 2,500.	\$ 2,500.

Statement 7
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	1400 SHS DEMASTER BLENDERS	Purchased	2/01/2006	10/03/2012
2	241 SHS FRONTIER COMMUNICATIONS	Purchased	8/08/2000	10/03/2012
3	280 SHS HILLSHIRE BRANDS	Purchased	2/01/2006	10/03/2012
4	632 SHS HEWLETT PACKARD	Purchased	5/04/1999	10/03/2012
5	1000 SHS LEXMARK INTL INC	Purchased	9/28/2000	10/03/2012
6	1000 SHS MICROSOFT CORP	Purchased	4/04/2008	10/03/2012
7	168 SHS TIME WARNER CABLE INC	Purchased	3/30/2009	10/03/2012
8	666 SHS TIME WARNER INC NEW	Purchased	5/04/1999	10/03/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	16,625.		14,726.	1,899.				\$ 1,899.
2	1,104.		2,576.	-1,472.				-1,472.
3	7,287.		7,382.	-95.				-95.
4	10,601.		23,283.	-12,682.				-12,682.
5	22,219.		42,389.	-20,170.				-20,170.
6	29,516.		40,139.	-10,623.				-10,623.
7	15,713.		26,989.	-11,276.				-11,276.
8	29,565.		76,254.	-46,689.				-46,689.
							Total	\$ -101,108.

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Statement 8
Form 990-PF, Part VII-A, Line 10
Substantial Contributors During the Tax Year

Name of Substantial Contributor Address of Substantial Contributor

LLOYD B GEE FAMILY TRUST

4132 INNSLAKE DRIVE
 GLEN ALLEN, VA 23060

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name: LEE P. MARTIN, JR.

Care Of:

Street Address: 4132 INNSLAKE DRIVE

City, State, Zip Code: GLEN ALLEN, VA 23060

Telephone:

E-Mail Address:

Form and Content: WRITTEN REQUEST, ENCLOSE LETTER OR BROCHURE, OUTLINING ACTIVITIES.

Submission Deadlines: NONE

Restrictions on Awards: NONE

Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
HEART OF VIRGINIA COUNCIL BSA 4105 FITZHUGH AVENUE RICHMOND, VA 23230	NONE	N/A	GENERAL CONTRIBUTION TO OPERATING FUND	\$ 3,000.
CHESTERFIELD CO. HIST SOC. P. O. BOX 40 CHESTERFIELD, VA 23832	NONE	N/A	GENERAL CONTRIBUTION TO OPERATING FUND	1,500.
VCU/MCV DIV. OF NEUROSURG 401 NORTH 12TH STREET RICHMOND, VA 23219	NONE	N/A	NEUROSURGICAL RESEARCH	115,000.
UCLA DIV. OF NEUROSURGERY CENTER OF HEALTH SCIENCES LOS ANGELES, CA 90024	NONE	N/A	NEUROSURGICAL RESEARCH	75,000.

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
JACKSON FEILD HOME 2800 PATTERSON AVE RICHMOND, VA 23221	NONE	N/A	CONTRIBUTION TO GENERAL OPERATING ACCOUNT	\$ 12,500.
RICHMOND HOUSE 2750 STRATFORD ROAD RICHMOND, VA 23225	NONE	N/A	GENERAL CONTRIBUTION TO OPERATING FUND	2,500.
ELK HILL FARM, INC. P.O. BOX 99 GOOCHLAND, VA 23063	NONE	N/A	OPERATING FUND	15,000.
GOOD NEIGHBOR VILLAGE, INC 8825 BUFFIN ROAD RICHMOND, VA 23231	NONE	N/A	GENERAL CONTRIBUTION TO OPERATING FUND	15,000.
VA GOLF ASSN FDN YOUTH PGM 600 FOUNDERS BRIDGE BLVD MIDLOTHIAN, VA 23113	NONE	N/A	CAMP SCHOLARSHIPS	20,000.
CHAPLAIN SRVC OF CHURCHES VA 2317 WESTWOOD AVENUE SUITE 103 RICHMOND, VA 23230	NONE	N/A	OPERATING FUND	4,000.
WESTMINSTER CANTERBURY FDN 1600 WESTBROOK AVENUE RICHMOND, VA 23227	NONE	N/A	FELLOWSHIP FUND	5,000.
NORTHSTAR ACADEMY 8055 SHRADER ROAD RICHMOND, VA 23229	NONE	N/A	GENERAL OPERATING FUND	4,000.
COMFORT ZONE CAMP 4906 CUTSHAW AVENUE 2ND FLOOR RICHMOND, VA 23230	NONE	N/A	GENERAL OPERATING FUND	5,000.
CHALLENGE DISCOVERY PROJECTS 1503 SANTA ROSA ROAD STE 211 RICHMOND, VA 23229	NONE	N/A	GENERAL OPERATING FUND	20,000.
VA INST OF PASTORAL CARE 2000 BREMO RD STE 105 RICHMOND, VA 23226	NONE	N/A	GENERAL OPERATING FUND	5,000.

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Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
RICHMOND POLICE ATH LEAGUE 1365 OVERBROOK ROAD RICHMOND, VA 23220	NONE	N/A	GENERAL OPERATING FUND	\$ 5,000.
HEALTH WAGON, INC P. O. BOX 709 CLINTWOOD, VA 24228	NONE	N/A	REMOTE AREA MEDICAL - WISE	20,000.
ST. ANDREW'S SCHOOL 227 SOUTH CHERRY ST. RICHMOND, VA 23220	NONE	N/A	GENERAL OPERATING ACCOUNT	17,500.
FRIENDS ASSOCIATION FOR CHILDREN 1004 ST. JOHN STREET RICHMOND, VA 23220	NONE	N/A	GENERAL OPERATING ACCOUNT	5,000.
AMERICAN CANCER SOCIETY 4240 PARK PLACE COURT GLEN ALLEN, VA 23060	NONE		GENERAL OPERATING FUND	22,500.
THOROUGHbred RETIREMENT FDN P.O. BOX 111 CROZIER, VA 23039	NONE	N/A	GENERAL FUND	5,000.

Total \$ 377,500.

LIND LAWRENCE FOUNDATION

ASSETS - SEPTEMBER 30, 2013

<u>COMMON STOCKS</u>	<u>FAIR</u>	
	<u>BOOK VALUE</u>	<u>MARKET VALUE</u>
Abbott Labs 1,000 Units	19,690 79	33,190 00
Abbvie, Inc 1,000 Units	21,352.30	44,730.00
American International Group 75 Units	100,206 29	3,647 25
American International Warrants 40 Units	651 58	758.00
Automatic Data Processing 4,000 Units	33,217.62	289,520 00
BP Amoco PLC Sponsrd. ADR 900 Units	17,483 74	37,827 00
Bank of America Corporation 1,500 Units	70,526 34	20,700 00
Bank of New York Mellon Corp 4,000 Units	43,233.55	120,760 00
AT&T Inc. 2,650 Units	27,564 68	89,623 00
Berkshire Hathaway, Inc New Class B 2500 Units	88,919 83	283,775 00
Bristol Myers Squibb Company 2,000 Units	28,486 25	92,560 00
Broadridge Financial Solutions 1000 Units	3,556.00	31,750 00
Chevron Corporation 4,000 Units	88,120 97	486,000 00
Cisco Systems, Inc 1,000 Units	28,504 25	23,431 00
Coca Cola Company 2,000 Units	63,509.03	75,760 00
Comcast Corp New CL A 3,200 Units	61,412 88	144,368 02

LIND LAWRENCE FOUNDATION

ASSETS - SEPTEMBER 30, 2013

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
Conoco Phillips 934 Units	17,259 23	64,922.34
Deutsche Telekom AG ADR 1,500 Units	23,906.99	21,900 00
Duke Energy Corporation 1,354 Units	60,470 46	90,420 12
Emerson Electric Company 600 Units	29,200 75	38,820 00
Exxon Mobil Corporation 6,000 Units	74,585 90	516,240 00
Frontier Communications Corp 480 Units	2,627 97	2,006 40
General Electric 5,000 Units	45,772 04	119,450.00
Hanesbrands, Inc. 175 Units	3,901 54	10,904.25
Hospira Corporation 100 Units	2,722 00	3,922 00
Illinois Tool Works, Inc 400 Units	23,914 32	30,508 00
Johnson & Johnson 3,000 Units	86,230 69	260,070 00
Kimberly Clark Corporation 500 Units	31,718 83	47,110 00
Kraft Food Group Inc 500 Units	17,140 73	26,240 00
Lilly Eli & Company 1,000 Units	68,974 02	50,330 00
Merck & Company, Inc. 2,000 Units	30,150 87	95,218 00
Microsoft Corporation 3,000 Units	99,371 39	99,840 00
Mondelez International 1,500 Units	31,707 18	47,131 50

LIND LAWRENCE FOUNDATION

ASSETS - SEPTEMBER 30, 2013

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
Nucor Corporation 800 Units	23,941 08	39,216 00
Oracle Corporation 5,000 Units	19,191 54	165,850 00
Pepsico, Inc. 2,000 Units	28,522 02	159,000 00
Pfizer Inc 2,000 Units	60,352 65	57,450 00
Phillips 66 467 Units	5,129 18	27,001 94
Procter Gamble 4,535 Units	136,583.21	342,800 65
Royal Dutch Shell PLC Spons ADR 5,500 Units	111,293 09	361,240.00
Schlumberger, Ltd. 4,000 Units	66,445 48	353,440 00
Spectra Energy Corporation 1,315 Units	26,482 00	45,012.45
Transocean Inc. New 405 Units	9,502 58	18,022 50
United Technologies 300 Units	23,495 11	32,346 00
Verizon Communications 3,000 Units	71,677.13	140,025 00
Vodafone Group PLC Spon ADR 2,187 Units	9,723 35	76,938 66
Wal-Mart Stores, Inc 500 Units	29,029 06	36,980 00
Wells Fargo & Co 2,796 Units	165,177 42	115,530 72
	<u>2,132,635.91</u>	<u>5,274,285.80</u>

LIND LAWRENCE FOUNDATION

ASSETS - SEPTEMBER 30, 2013

	BOOK VALUE	FAIR MARKET VALUE
<u>MUTUAL FUNDS</u>		
TIFF Multi-Asset Fund 135776.412 Units	2,017,113.64	2,310,914.53
TIFF Short Term Fund 1196.069 Units	11,716.02	11,841.08
	<u>2,028,829.66</u>	<u>2,322,755.61</u>