



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

|  |  |  |  |
|--|--|--|--|
| Name of foundation<br>THE LANDMARK FOUNDATION  |  | <b>A Employer identification number</b><br><br>54-6038902  |  |
| Number and street (or P O box number if mail is not delivered to street address)<br>150 GRANBY STREET 19TH FLOOR   |  | <b>B Telephone number</b> (see instructions)<br><br>(757) 351-8838   |  |
| City or town, state or province, country, and ZIP or foreign postal code<br>NORFOLK, VA 23510  |  | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>  |  |
| <b>G</b> Check all that apply<br><div><input type="checkbox"/> Initial return<br/><input type="checkbox"/> Final return<br/><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity<br/><input type="checkbox"/> Amended return<br/><input type="checkbox"/> Name change</div> |  | <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/><br><b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |  |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation  |  | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>   |  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input type="checkbox"/> \$ 82,784,278   |  | <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>  |  |
| <b>J</b> Accounting method <input type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input checked="" type="checkbox"/> Other (specify) <u>MODIFIED CASH</u><br>(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) |
|---|--|------------------------------------|---------------------------|-------------------------|---|
| Revenue   | 1 Contributions, gifts, grants, etc , received (attach schedule)                                     |                                    |                           |                         |   |
|   | 2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B |                                    |                           |                         |   |
|   | 3 Interest on savings and temporary cash investments   |                                    |                           |                         |   |
|   | 4 Dividends and interest from securities. . . . .  | 2,057,937                          | 2,057,937                 |                         |   |
|   | 5a Gross rents . . . . .   |                                    |                           |                         |   |
|   | b Net rental income or (loss) _____  |                                    |                           |                         |   |
|   | 6a Net gain or (loss) from sale of assets not on line 10   | 3,267,959                          |                           |                         |   |
|   | b Gross sales price for all assets on line 6a<br>29,750,134  |                                    |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2) . . .   |                                    | 3,267,959                 |                         |   |
|   | 8 Net short-term capital gain . . . . .  |                                    |                           |                         |   |
|   | 9 Income modifications . . . . .   |                                    |                           |                         |   |
|   | 10a Gross sales less returns and allowances  |                                    |                           |                         |   |
|   | b Less Cost of goods sold . . . . .  |                                    |                           |                         |   |
|   | c Gross profit or (loss) (attach schedule) . . . . .   |                                    |                           |                         |   |
|   | 11 Other income (attach schedule) . . . . .  |                                    |                           |                         |   |
|   | 12 <b>Total.</b> Add lines 1 through 11 . . . . .  | 5,325,896                          | 5,325,896                 |                         |   |
| Operating and Administrative Expenses   | 13 Compensation of officers, directors, trustees, etc  | 0                                  | 0                         |                         | 0   |
|   | 14 Other employee salaries and wages . . . . .   |                                    |                           |                         |   |
|   | 15 Pension plans, employee benefits . . . . .  |                                    |                           |                         |   |
|   | 16a Legal fees (attach schedule) . . . . .   | 196,477                            | 44,538                    |                         | 44,563  |
|   | b Accounting fees (attach schedule) . . . . .  | 3,401                              | 1,701                     |                         | 1,700   |
|   | c Other professional fees (attach schedule) . . . . .  | 12,996                             | 0                         |                         | 12,996  |
|   | 17 Interest . . . . .  |                                    |                           |                         |   |
|   | 18 Taxes (attach schedule) (see instructions)  | 80,605                             | 42,605                    |                         | 0   |
|   | 19 Depreciation (attach schedule) and depletion . . .  |                                    |                           |                         |   |
|   | 20 Occupancy . . . . .   |                                    |                           |                         |   |
|   | 21 Travel, conferences, and meetings . . . . .   |                                    |                           |                         |   |
|   | 22 Printing and publications . . . . .   |                                    |                           |                         |   |
|   | 23 Other expenses (attach schedule) . . . . .  | 444,766                            | 444,580                   |                         | 186   |
|   | 24 <b>Total operating and administrative expenses.</b><br>Add lines 13 through 23 . . . . .          | 738,245                            | 533,424                   |                         | 59,445  |
|   | 25 Contributions, gifts, grants paid . . . . .   | 6,445,890                          |                           |                         | 6,445,890   |
|   | 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25                                      | 7,184,135                          | 533,424                   |                         | 6,505,335   |
|   | 27 Subtract line 26 from line 12   |                                    |                           |                         |   |
|   | a <b>Excess of revenue over expenses and disbursements</b>   | -1,858,239                         |                           |                         |   |
|   | b <b>Net investment income</b> (if negative, enter -0-)  |                                    | 4,792,472                 |                         |   |
|   | c <b>Adjusted net income</b> (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 . . . . .  | 6,419,230         | 2,613,623      | 2,613,623             |
|                             | 3   | Accounts receivable ▶ _____<br>Less allowance for doubtful accounts ▶ _____   |                   |                |                       |
|                             | 4   | Pledges receivable ▶ _____<br>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 schedule) ▶ _____<br>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) . . . . .   | 66,813,759        | 79,809,072     | 79,809,072            |
|                             | c   | Investments—corporate bonds (attach schedule). . . . .  |                   |                |                       |
|                             | 11  | Investments—land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____                                       |                   |                |                       |
|                             | 12  | Investments—mortgage loans . . . . .  |                   |                |                       |
|                             | 13  | Investments—other (attach schedule) . . . . .   | 245,810           | 292,449        | 292,449               |
|                             | 14  | Land, buildings, and equipment basis ▶ _____<br>Less accumulated depreciation (attach schedule) ▶ _____   |                   |                |                       |
| Liabilities                 | 15  | Other assets (describe ▶ _____)   | 29,200            | 69,134         | 69,134                |
|                             | 16  | <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)   | 73,507,999        | 82,784,278     | 82,784,278            |
|                             | 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) . . . . .   |                   |                |                       |
| Net Assets or Fund Balances | 22  | Other liabilities (describe ▶ _____)  |                   |                |                       |
|                             | 23  | <b>Total liabilities</b> (add lines 17 through 22) . . . . .  | 0                 | 0              |                       |
|                             |     | <b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |                   |                |                       |
|                             | 24  | Unrestricted . . . . .  | 73,507,999        | 82,784,278     |                       |
|                             | 25  | Temporarily restricted . . . . .  |                   |                |                       |
|                             | 26  | Permanently restricted . . . . .  |                   |                |                       |
|                             |     | <b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/><br><b>and complete lines 27 through 31.</b>                         |                   |                |                       |
|                             | 27  | Capital stock, trust principal, or current funds . . . . .  |                   |                |                       |
|                             | 28  | Paid-in or capital surplus, or land, bldg , and equipment fund  |                   |                |                       |
|                             | 29  | Retained earnings, accumulated income, endowment, or other funds  |                   |                |                       |
|                             | 30  | <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .  | 73,507,999        | 82,784,278     |                       |
|                             | 31  | <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .   | 73,507,999        | 82,784,278     |                       |

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 | 73,507,999 |
| 2 | Enter amount from Part I, line 27a . . . . .   | 2 | -1,858,239 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____   | 3 | 11,134,518 |
| 4 | Add lines 1, 2, and 3 . . . . .  | 4 | 82,784,278 |
| 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 | 82,784,278 |

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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo , day, yr ) | (d) Date sold<br>(mo , day, yr ) |
| 1 a   | PUBLICLY TRADED SECURITIES        | P  |                                      |                                  |
| b   | VANGUARD TOTAL STOCK MARKET INDEX | P  |                                      |                                  |
| c   | CEDAR ROCK K-1                    | P  |                                      |                                  |
| d   |                                   |  |                                      |                                  |
| e   |                                   |  |                                      |                                  |

|                       |  |   |  |
|-----------------------|--|---|--|
| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
| a 27,475,134          |  | 24,929,529                                      | 2,545,605                                    |
| b 2,275,000           |  | 1,474,783                                       | 800,217                                      |
| c                     |  | 77,863  | -77,863                                      |
| d                     |  |   |  |
| e                     |  |   |  |

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

|                          |                                      |   |  |
|--------------------------|--------------------------------------|---|--|
| (i) F M V as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col (i)<br>over col (j), if any | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |
| a                        |                                      |   | 2,545,605  |
| b                        |                                      |   | 800,217  |
| c                        |                                      |   | -77,863  |
| d                        |                                      |   |  |
| e                        |                                      |   |  |

|  |   |   |           |
|--|---|---|-----------|
| 2 Capital gain net income or (net capital loss)  | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 3,267,959 |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br><br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>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)<br>Base period years Calendar<br>year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2012   | 5,399,140                                | 71,072,150                                   | 0 075967  |
| 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  |

|  |   |            |
|--|---|------------|
| 2 Total of line 1, column (d). . . . .   | 2 | 0 294008   |
| 3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by<br>the number of years the foundation has been in existence if less than 5 years . . . .  | 3 | 0 058802   |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .  | 4 | 76,317,547 |
| 5 Multiply line 4 by line 3. . . . .   | 5 | 4,487,624  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .  | 6 | 47,925     |
| 7 Add lines 5 and 6. . . . .   | 7 | 4,535,549  |
| 8 Enter qualifying distributions from Part XII, line 4. . . . .<br>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<br>the Part VI instructions | 8 | 6,505,335  |

Part VI Excise 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   |    | 1      | 47,925 |
| 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 . . . . . |    |        |        |
| 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      | 47,925 |
| 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      | 47,925 |
| 6 Credits/Payments   |    |        |        |
| a 2013 estimated tax payments and 2012 overpayment credited to 2013  | 6a | 47,241 |        |
| b Exempt foreign organizations—tax withheld at source . . . . .  | 6b |        |        |
| c Tax paid with application for extension of time to file (Form 8868)  | 6c | 26,000 |        |
| d Backup withholding erroneously withheld . . . . .  | 6d |        |        |
| 7 Total credits and payments Add lines 6a through 6d. . . . .  |    | 7      | 73,241 |
| 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     | 25,316 |
| 11 Enter the amount of line 10 to be Credited to 2014 estimated tax  25,316 Refunded   |    | 11     | 0      |

Part VII-A Statements 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?  | 1a | Yes | 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)? . . . . .<br>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. | 1b |     | No |
| 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<br>(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? . . . . .<br>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? . . . . .<br>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<br>• By language in the governing instrument, or<br>• 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)<br>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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)?<br>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<br>Located at 150 GRANBY ST 19TH FLOOR NORFOLK VA ZIP+4 23510   |    |     |    |
| 15  | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.       |    |     |    |
|   |   | 15 |     |    |
| 16  | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | Yes | No |
| See 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)<br>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No<br>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>(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<br>(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.  | 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 2013?.  | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. 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 2013 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 2013.).  | 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 2013?   | 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))?

☒ 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)?

5b

No

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?

☐ Yes ☐ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

☐ Yes ☒ 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

Form 990-PF (2013)

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<br>11 BROADWAY SUITE 965<br>NEW YORK, NY 10004                                       | INVESTMENT MANAGEMENT | 194,211          |
| MORGAN LEWIS & BOCKIUS<br>1111 PENNSYLVANIA AVE NW<br>WASHINGTON, DC 20004                                       | LEGAL SERVICES        | 193,353          |
| 1607 CAPITAL PARTNERS<br>4991 LAKE BROOK DRIVE<br>GLEN ALLEN, VA 23060   | INVESTMENT MANAGEMENT | 118,746          |
| CARDINAL CAPITAL MANAGEMENT<br>ONE GREENWICH OFFICE PARK<br>GREENWICH, CT 06831                                  | INVESTMENT MANAGEMENT | 106,589          |
|  |                       |                  |
|  |                       |                  |
| 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 | 75,508,942 |
| b | Average of monthly cash balances. . . . .  | 1b | 1,970,801  |
| c | Fair market value of all other assets (see instructions). . . . .  | 1c | 0          |
| d | Total (add lines 1a, b, and c). . . . .  | 1d | 77,479,743 |
| 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  | 77,479,743 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 1,162,196  |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4                | 5  | 76,317,547 |
| 6 | Minimum investment return. Enter 5% of line 5. . . . .   | 6  | 3,815,877  |

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  | 3,815,877 |
| 2a | Tax on investment income for 2013 from Part VI, line 5. . . . .   | 2a | 47,925    |
| b  | Income tax for 2013 (This does not include the tax from Part VI ). . . . .                                | 2b |           |
| c  | Add lines 2a and 2b. . . . .  | 2c | 47,925    |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                             | 3  | 3,767,952 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .  | 4  | 0         |
| 5  | Add lines 3 and 4. . . . .  | 5  | 3,767,952 |
| 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  | 3,767,952 |

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 | 6,505,335 |
| 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  | 6,505,335 |
| 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  | 47,925    |
| 6  | Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .  | 6  | 6,457,410 |
| 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)<br>Corpus   | (b)<br>Years prior to 2012 | (c)<br>2012 | (d)<br>2013 |
|----|--|---|----------------------------|-------------|-------------|
| 1  |  | Distributable amount for 2013 from Part XI, line 7  |                            |             |             |
| 2  |  | Undistributed income, if any, as of the end of 2013   |                            |             |             |
| a  |  | Enter amount for 2012 only.   |                            |             |             |
| b  |  | Total for prior years 20____, 20____, 20____  |                            |             |             |
| 3  |  | Excess distributions carryover, if any, to 2013   |                            |             |             |
| a  |  | From 2008.  |                            |             |             |
| b  |  | From 2009.  |                            |             |             |
| c  |  | From 2010.  |                            |             |             |
| d  |  | From 2011.  |                            |             |             |
| e  |  | From 2012.  |                            |             |             |
| f  |  | Total of lines 3a through e.  |                            |             |             |
| 4  |  | Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 6,505,335  |                            |             |             |
| a  |  | Applied to 2012, but not more than line 2a  |                            |             |             |
| b  |  | Applied to undistributed income of prior years (Election required—see instructions).  |                            |             |             |
| c  |  | Treated as distributions out of corpus (Election required—see instructions).  |                            |             |             |
| d  |  | Applied to 2013 distributable amount.   |                            |             |             |
| e  |  | Remaining amount distributed out of corpus  |                            |             |             |
| 5  |  | Excess distributions carryover applied to 2013<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                      |                            |             |             |
| 6  |  | Enter the net total of each column as indicated below:  |                            |             |             |
| a  |  | Corpus Add lines 3f, 4c, and 4e Subtract line 5   |                            |             |             |
| b  |  | Prior years' undistributed income Subtract line 4b from line 2b.  |                            |             |             |
| 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. |                            |             |             |
| d  |  | Subtract line 6c from line 6b Taxable amount—see instructions.  |                            |             |             |
| e  |  | Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.  |                            |             |             |
| f  |  | Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.  |                            |             |             |
| 7  |  | Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).                                  |                            |             |             |
| 8  |  | Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).  |                            |             |             |
| 9  |  | Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.  |                            |             |             |
| 10 |  | Analysis of line 9  |                            |             |             |
| a  |  | Excess from 2009.   |                            |             |             |
| b  |  | Excess from 2010.   |                            |             |             |
| c  |  | Excess from 2011.   |                            |             |             |
| d  |  | Excess from 2012.   |                            |             |             |
| e  |  | Excess from 2013.   |                            |             |             |

Part XIV Private 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 2013, 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) 2013 | (b) 2012      | (c) 2011 | (d) 2010 |           |
|    |  |          |               |          |          |           |
| b  | 85% of line 2a   |          |               |          |          |           |
| c  | Qualifying distributions from Part XII, line 4 for each year listed.   |          |               |          |          |           |
| d  | Amounts included in line 2c not used directly for active conduct of exempt activities.   |          |               |          |          |           |
| e  | Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.                                     |          |               |          |          |           |
| 3  | Complete 3a, b, or c for the alternative test relied upon  |          |               |          |          |           |
| a  | "Assets" alternative test—enter  |          |               |          |          |           |
|    | (1) Value of all assets  |          |               |          |          |           |
|    | (2) Value of assets qualifying under section 4942(j)(3)(B)(i)  |          |               |          |          |           |
| b  | "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.                                 |          |               |          |          |           |
| c  | "Support" alternative test—enter   |          |               |          |          |           |
|    | (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). |          |               |          |          |           |
|    | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).                                      |          |               |          |          |           |
|    | (3) Largest amount of support from an exempt organization  |          |               |          |          |           |
|    | (4) Gross investment income  |          |               |          |          |           |

Part XV Supplementary Information (Complete this part only if the 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

Form 990-PF (2013)

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

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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


Form **990-PF** (2013)



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<br>2 00                        | 0   | 0   | 0                                     |
| 150 GRANBY ST 19TH FLOOR<br>NORFOLK,VA 23510 |   |   |   |                                       |
| FRANK BATTEN JR                              | PRESIDENT AND DIRECTOR<br>4 00                            | 0   | 0   | 0                                     |
| 150 GRANBY ST 19TH FLOOR<br>NORFOLK,VA 23510 |   |   |   |                                       |
| TERESA F BLEVINS                             | TREASURER<br>0 50   | 0   | 0   | 0                                     |
| 150 GRANBY ST 19TH FLOOR<br>NORFOLK,VA 23510 |   |   |   |                                       |
| GUY R FRIDDELL III                           | VICE PRESIDENT AND SECRETA<br>0 50                        | 0   | 0   | 0                                     |
| 150 GRANBY ST 19TH FLOOR<br>NORFOLK,VA 23510 |   |   |   |                                       |
| SUSAN S GOETZ                                | ASSISTANT SECRETARY<br>0 50                               | 0   | 0   | 0                                     |
| 150 GRANBY ST 19TH FLOOR<br>NORFOLK,VA 23510 |   |   |   |                                       |
| COLLEEN R PITTMAN                            | ASSISTANT SECRETARY<br>0 50                               | 0   | 0   | 0                                     |
| 150 GRANBY ST 19TH FLOOR<br>NORFOLK,VA 23510 |   |   |   |                                       |
| JACK ROSS                                    | DIRECTOR<br>0 50  | 0   | 0   | 0                                     |
| 150 GRANBY ST 19TH FLOOR<br>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)  |   |                                |                                  |           |
| <b>a</b> <i>Paid during the year</i>   |   |                                |                                  |           |
| ACCESS COLLEGE FOUNDATION<br>7300 NEWPORT AVE<br>NORFOLK,VA 23505  |   | PC                             | EDUCATIONAL PROGRAMS             | 1,000,000 |
| ADOPTION EXCHANGE 51 N<br>PECOS STE 110<br>LAS VEGAS,NV 89101  |   | PC                             | HUMAN SERVICES                   | 2,500     |
| ALZHEIMER'S ASSOCIATION<br>5190 SOUTH VALLEY VIEW<br>BOULEVARD<br>LAS VEGAS,NV 89118                                   |   | PC                             | HUMAN SERVICES                   | 2,500     |
| AMERICAN DIABETES<br>ASSOCIATION 5463 S DURANGO<br>DRIVE SUITE 100-A<br>LAS VEGAS,NV 89113                             |   | PC                             | HUMAN SERVICES                   | 2,500     |
| AMERICAN RED CROSS 1771 E<br>FLAMINGO ROAD SUITE 206B<br>LAS VEGAS,NV 89119  |   | PC                             | HUMAN SERVICES                   | 5,000     |
| APPLE RIDGE FARM INC 541 LUCK<br>AVENUE SUITE 304<br>ROANOKE,VA 24016  |   | PC                             | EDUCATIONAL PROGRAMS             | 1,500     |
| ARGONNE NATIONAL<br>LABORATORY PO BOX 87916<br>CAROL STREAM,IL 60188   |   | GOVERNMENT<br>ENTITY           | ENVIROMENTAL GRANTS              | 2,875,000 |
| BIG BROTHER BIG SISTERS OF<br>SOUTH NEVADA 2000 E<br>FLAMINGO RD<br>LAS VEGAS,NV 89119                                 |   | PC                             | HUMAN SERVICES                   | 1,500     |
| BOWER HIGH SCHOOL CLINIC<br>2756 N GREEN VALLEY PKWY STE<br>268<br>HENDERSON,NV 89014                                  |   | PC                             | HUMAN SERVICES                   | 5,000     |
| BOY SCOUTS OF AMERICA 1032<br>HEATHERWOOD DRIVE<br>VIRGINIA BEACH,VA 23455   |   | PC                             | HUMAN SERVICES                   | 500       |
| BOYS & GIRLS CLUBS OF<br>SOUTHEAST VIRGINIA 3415<br>AZALEA GARDEN ROAD<br>NORFOLK,VA 23513                             |   | PC                             | HUMAN SERVICES                   | 5,000     |
| BOYS TOWN NEVADA 821 NORTH<br>MOJAVE ROAD<br>LAS VEGAS,NV 89101  |   | PC                             | HUMAN SERVICES                   | 1,500     |
| CHESAPEAKE CARE FREE CLINIC<br>2145 S MILITARY HIGHWAY<br>CHESAPEAKE,VA 23320  |   | PC                             | HUMAN SERVICES                   | 2,500     |
| CHILDREN'S ADVOCACY<br>ALLIANCE 2101 SOUTH JONES<br>BLVD SUITE 100<br>LAS VEGAS,NV 89146                               |   | PC                             | HUMAN SERVICES                   | 2,500     |
| CHILDREN'S HOSPITAL OF THE<br>KING'S DAUGHTERS 601<br>CHILDRENS LANE<br>NORFOLK,VA 23507                               |   | PC                             | EDUCATION GRANTS                 | 100,000   |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 6,445,890 |




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

| Recipient   | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|---|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)   |   |                                |                                  |           |
| <b>a</b> Paid during the year   |   |                                |                                  |           |
| CHRISTOPHER NEWPORT UNIVERSITY 1 AVENUE OF THE ARTS NEWPORT NEWS,VA 23606                   |   | PC                             | EDUCATION GRANTS                 | 5,000     |
| CITIZENS COMMITTEE FOR FAIRNESS HONESTY & JUSTICE INC PO BOX 10100 VIRGINIA BEACH,VA 23450  |   | PC                             | HUMAN SERVICES                   | 5,000     |
| CLARK COUNTY PUBLIC EDUCATION FOUNDATION 4601 W BONAZA RD LAS VEGAS,NV 89107                |   | PC                             | EDUCATION GRANTS                 | 2,500     |
| COMMUNITY HIGH SCHOOL OF ARTS & ACADEMICS 302 CAMPBELL AVE SE ROANOKE,VA 24013              |   | PC                             | EDUCATIONAL GRANTS               | 1,000     |
| COURT APPOINTED SPECIAL ADVOCATES NEVADA 4045 S BUFFALO DR STE A 101-160 LAS VEGAS,NV 89109 |   | PC                             | HUMAN SERVICES                   | 2,500     |
| CRISPUS ATTUCKS CULTURAL CENTER INC PO BOX 1272 NORFOLK,VA 23501                            |   | PC                             | ARTS & MUSEUMS GRANTS            | 2,500     |
| EQUI-KIDS THERAPEUTIC RIDING PROGRAM 2626 HERITAGE PARK DRIVE VIRGINIA BEACH,VA 23456       |   | PC                             | HUMAN SERVICES                   | 500       |
| EVERYDAY BLESSINGS INC 13129 SAINT FRANCIS LANE THONOTOSASSA,FL 33592                       |   | PC                             | HUMAN SERVICES                   | 2,500     |
| EYE CARE 4 KIDS 3555 WEST RENO AVENUE SUITE F LAS VEGAS,NV 89118                            |   | PC                             | HUMAN SERVICES                   | 5,000     |
| FOR KIDS INC 840 WEST 38TH STREET NORFOLK,VA 23508  |   | PC                             | HUMAN SERVICES                   | 70,000    |
| FEEDING AMERICA SOUTHWEST VIRGINIA 1025 ELECTRIC ROAD SALEM,VA 24153                        |   | PC                             | HUMAN SERVICES                   | 1,000     |
| FIRST TEE OF HAMPTON ROADS YMCA 2400 TOURNAMENT DRIVE VIRGINIA BEACH,VA 23456               |   | PC                             | HUMAN SERVICES                   | 5,000     |
| FOOD FOR THOUGHT 3579 HWY 50 EAST 221 CARSON CITY,NV 89702                                  |   | PC                             | HUMAN SERVICES                   | 1,000     |
| FOODBANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK,VA 23604                      |   | PC                             | HUMAN SERVICES                   | 22,000    |
| FOUNDATION FOR POSITIVELY KIDS 3555 WEST RENO AVENUE SUITE F LAS VEGAS,NV 89118             |   | PC                             | HUMAN SERVICES                   | 5,000     |
| <b>Total . . . . . ▶ 3a</b>   |   |                                |                                  | 6,445,890 |


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

| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|--|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)  |   |                                |                                  |           |
| <b>a</b> Paid during the year  |   |                                |                                  |           |
| FRANKLIN COUNTY FAMILY YMCA<br>SMITH MOUNTAIN LAKE BRANCH<br>293 FIRSTWATCH DRIVE<br>MONETA,VA 24121 |   | PC                             | HUMAN SERVICES                   | 500       |
| FRIENDS OF THE ELDERLY 9534<br>20TH BAY STREET SUITE 10<br>NORFOLK,VA 235186232                      |   | PC                             | HUMAN SERVICES                   | 2,500     |
| FUTURE SMILES 3074 ARVILLE ST<br>LAS VEGAS,NV 89102  |   | PC                             | HUMAN SERVICES                   | 5,000     |
| GOODIE TWO SHOES<br>FOUNDATION 10620 SOUTHERN<br>HIGHLANDS PKWY<br>110-474<br>LAS VEGAS,NV 89141     |   | PC                             | HUMAN SERVICES                   | 10,000    |
| GRANDIN THEATRE FOUNDATION<br>INC 13010 GRADIN ROAD SW<br>ROANOKE,VA 24015                           |   | PC                             | ARTS & MUSEUMS                   | 250       |
| GRANT A GIFT AUTISM<br>FOUNDATION 72 N PECOS UNIT C<br>HENDERSON,NV 89074                            |   | PC                             | HUMAN SERVICES                   | 1,000     |
| HAMPTON ROADS COMMUNITY<br>FOUNDATION 101 W MAIN ST<br>4500<br>NORFOLK,VA 23510                      |   | PC                             | HUMAN SERVICES                   | 100,000   |
| HEAVEN CAN WAIT P O BOX<br>30158<br>LAS VEGAS,NV 89173   |   | PC                             | HUMAN SERVICES                   | 2,500     |
| HELP OF SOUTHERN NEVADA<br>1640 E PLAMINGO RD 100<br>LAS VEGAS,NV 89119                              |   | PC                             | HUMAN SERVICES                   | 2,500     |
| HOLLINS UNIVERSITY PO BOX<br>9625<br>ROANOKE,VA 24020  |   | PC                             | EDUCATION GRANTS                 | 10,000    |
| HUNTRIDGE TEEN CLINIC 2100<br>SOUTH MARYLAND<br>LAS VEGAS,NV 89104                                   |   | PC                             | HUMAN SERVICES                   | 5,000     |
| JUDEO - CHRISTIAN OUTREACH<br>CENTER 1053 VIRGINIA BEACH<br>BLVD<br>VIRGINIA BEACH,VA 23451          |   | PC                             | HUMAN SERVICES                   | 25,000    |
| LUKEMIA & LYMPHOMA SOCIETY<br>OF S NEVADA 6280 S VALLEY<br>VIEW BLVD STE 342<br>LAS VEGAS,NV 89118   |   | PC                             | HUMAN SERVICES                   | 1,200     |
| LYRIC COUNCIL INC 135 COLLEGE<br>AVE<br>BLACKSBURG,VA 24060  |   | PC                             | HUMAN SERVICES                   | 250       |
| METRO UNITED WAY 334 E<br>BROADWAY DEPT 52860 PO BOX<br>950148<br>LOUISVILLE,KY 40202                |   | PC                             | HUMAN SERVICES                   | 1,000     |
| <b>Total . . . . . ▶ 3a</b>  |   |                                |                                  | 6,445,890 |


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

| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|--|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)  |   |                                |                                  |           |
| <b>a</b> Paid during the year  |   |                                |                                  |           |
| NANSEMOND RIVER PRESERVATION ALLIANCE 8881 ECLIPSE DRIVE SUFFOLK,VA 23433  |   | PC                             | CONSERVATION SERVICES            | 2,500     |
| NATHAN ADELSON HOSPICE 4141 SWENSON ST LAS VEGAS,NV 89119  |   | PC                             | HUMAN SERVICES                   | 2,500     |
| NEVADA YOUTH ALLIANCE 7380 S EASTERN AVE STE 124 LAS VEGAS,NV 89123  |   | PC                             | ART & MUSEUM GRANTS              | 1,550     |
| NORTH CAROLINA STATE UNIVERSITY 2016 HARRIS HALL BOX 7302 RALEIGH,NC 27695   |   | PC                             | EDUCATIONAL GRANTS               | 5,000     |
| NSPCA 4800 W DEWEY DR LAS VEGAS,NV 89118   |   | PC                             | HUMAN SERVICES                   | 3,500     |
| ODU EDUCATIONAL FOUNDATION 4417 MONARCH WAY 4TH FLOOR NORFOLK,VA 23529   |   | PC                             | EDUCTIONAL GRANTS                | 50,000    |
| OPPORTUNITY VILLAGE 6300 W OAKLEY BLVD LAS VEGAS,NV 89146  |   | PC                             | HUMAN SERVICES                   | 2,500     |
| PRIME PLUS NORFOLK SENIOR CENTER 924 WEST 21ST NORFOLK,VA 23517  |   | PC                             | HUMAN SERVICES                   | 250       |
| PROJECT 150 8912 SPANISH RIDGES AVE 200 LAS VEGAS,NV 89148   |   | PC                             | HUMAN SERVICES                   | 2,500     |
| ROANOKE PUBLIC LIBRARY FOUNDATION 706 S JEFFERSON STREET ROANOKE,VA 24016  |   | PC                             | HUMAN SERVICES                   | 12,500    |
| ROANOKE SYMPHONY ORCHESTRA 541 LUCK AVENUE SUITE 200 ROANOKE,VA 24016  |   | PC                             | ARTS & MUSEUMS                   | 5,000     |
| RONALD MCDONALD HOUSE CHARITIES 2323 POTOSI ST LAS VEGAS,NV 89146  |   | PC                             | EDUCATION GRANTS                 | 2,500     |
| SAFE NEST 2915 W CHARLESTON BLVD STE 12 LAS VEGAS,NV 89102   |   | PC                             | HUMAN SERVICES                   | 1,000     |
| SAMARITAN HOUSE PO BOX 2400 226 VIRGINIA BEACH,VA 23450  |   | PC                             | HUMAN SERVICES                   | 50,000    |
| SCIENCE MUSEUM OF WESTERN VIRGINIA 4412 ELECTRIC ROAD ROANOKE,VA 24018   |   | PC                             | ARTS & MUSEUMS                   | 10,000    |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 6,445,890 |


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

| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|--|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)  |   |                                |                                  |           |
| <b>a</b> <i>Paid during the year</i>   |   |                                |                                  |           |
| SMART BEGINNINGS GREATER ROANOKE 325 CAMPBELL AVE SW ROANOKE,VA 24016  |   | PC                             | HUMAN SERVICES                   | 2,500     |
| SOUTHEASTERN VA AREAWIDE MODEL PROGRAM INC 6350 CENTER DRIVE SUITE 101 NORFOLK,VA 23502                                |   | PC                             | HUMAN SERVICES                   | 5,000     |
| ST THERESE CENTER HIV OUTREACH PANTRY 100 E LAKE MEAD DR HENDERSON,NV 89015  |   | PC                             | HUMAN SERVICES                   | 2,500     |
| STEPHAN FOSTER DRAMA ASSOCIATION INC PO BOX 546 BARDSTOWN,KY 40004   |   | PC                             | ARTS & MUSEUMS                   | 2,000     |
| SUNCOAST YMCACITRUS BRANCH 3909 N LECANTO HWY BEVERLY HILLS,FL 34465   |   | PC                             | HUMAN SERVICES                   | 50,000    |
| THE ANIMAL FOUNDATION 655 N MOJAVE RD LAS VEGAS,NV 89101   |   | PC                             | HUMAN SERVICES                   | 2,500     |
| THE CHILDREN'S FREE CLINIC OF S NEVADA 350 JUDSON AVE NORTH LAS VEGAS,NV 89030   |   | PC                             | HUMAN SERVICES                   | 5,000     |
| THE LAS VEGAS RESCUE MISSION 480 WEST BONANZA RD LAS VEGAS,NV 89106  |   | PC                             | HUMAN SERVICES                   | 2,500     |
| THE LAS VEGAS SPRINGS RESERVE 333 S VALLEY VIEW BLVD LAS VEGAS,NV 89107  |   | PC                             | HUMAN SERVICES                   | 2,000     |
| THE SALVATION ARMY 5513 RABY ROAD NORFOLK,VA 23502   |   | PC                             | HUMAN SERVICES                   | 1,003,000 |
| THREE SQUARE 4190 N PECOS ROAD LAS VEGAS,NV 89115  |   | PC                             | HUMAN SERVICES                   | 750       |
| TIDEWATER ARTS OUTREACH 809 BRANDON AVENUE SUITE 300 NORFOLK,VA 23517  |   | PC                             | ARTS & MUSEUMS                   | 2,500     |
| TIDEWATER COMMUNITY COLLEGE EDUCATIONAL FOUNDATION PO BOX 3575 NORFOLK,VA 23514  |   | PC                             | EDUCATIONAL GRANTS               | 1,000     |
| UMC FOUNDATION 1800 W CHARLESTON BOULEVARD LAS VEGAS,NV 89102  |   | PC                             | HUMAN SERVICES                   | 2,500     |
| UNION MISSION MINISTRIES 5100 EAST VIRGINIA BEACH BLVD NORFOLK,VA 23510  |   | PC                             | HUMAN SERVICES                   | 10,000    |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 6,445,890 |

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

| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|--|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)  |   |                                |                                  |           |
| <b>a</b> Paid during the year  |   |                                |                                  |           |
| UNITED WAY OF CENTRAL KENTUCKY 1111 N DIXIE AVENUE STE 9B ELIZABETHTOWN,KY 42701                                       |   | PC                             | HUMAN SERVICES                   | 10,000    |
| UNITED WAY OF CITRUS COUNTY 1205 NE 5TH STREET SUITE A CRYSTAL RIVER,FL 34429  |   | PC                             | HUMAN SERVICES                   | 3,000     |
| UNITED WAY OF ROANOKE VALLEY PO BOX 317 ROANOKE,NC 27375   |   | PC                             | HUMAN SERVICES                   | 51,000    |
| UNITED WAY OF SOUTH HAMPTON ROADS PO BOX 41069 NORFOLK,VA 235411069  |   | PC                             | HUMAN SERVICES                   | 386,004   |
| UNITED WAY OF SOUTHERN NEVADA 1660 E FLAMINGO ROAD LAS VEGAS,NV 89119  |   | PC                             | HUMAN SERVICES                   | 54,636    |
| UNIVERSITY OF VIRGINIA PO BOX 400160 CHARLOTTESVILLE,VA 22904  |   | PC                             | EDUCATIONAL PROGRAMS             | 10,000    |
| VIRGINIA DEPARTMENT OF HEALTH - CHESAPEAKE BABY CARE 748 BATTLEFIELD BLVD NORTH CHESAPEAKE,VA 23320                    |   | GOVERNMENT ENTITY              | HUMAN SERVICES                   | 300,000   |
| VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES 8010 RIDGE ROAD SUITE B RICHMOND,VA 23229                                 |   | PC                             | EDUCATIONAL PROGRAMS             | 45,000    |
| VIRGINIA PUBLIC ACCESS PROJECT 530 E MAIN ST STE 610 RICHMOND,VA 23219   |   | PC                             | HUMAN SERVICES                   | 1,000     |
| VIRGINIA STAGE COMPANY PO BOX 3770 NORFOLK,VA 23514  |   | PC                             | ARTS & MUSEUMS                   | 10,000    |
| VOLUNTEERS OF AMERICA INC 825 18TH STREET VIRGINIA BEACH,VA 23451  |   | PC                             | HUMAN SERVICES                   | 10,000    |
| WEST END CENTER FOR YOUTH PO BOX 4562 ROANOKE,VA 24015   |   | PC                             | HUMAN SERVICES                   | 1,000     |
| WESTERN VIRGINIA FOUNDATION FOR THE ARTS & SCIENCES ONE MARKET SQUARE SE 5TH FLOOR ROANOKE,VA 24011                    |   | PC                             | ARTS & MUSEUMS                   | 2,000     |
| YMCA OF ROANOKE VALLEY PO BOX 2130 ROANOKE,VA 24009  |   | PC                             | HUMAN SERVICES                   | 1,500     |
| YMCA OF SOUTHERN NEVADA 4141 MEADOWS LANE LAS VEGAS,NV 89107   |   | PC                             | HUMAN SERVICES                   | 1,000     |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 6,445,890 |

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

| Recipient  | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount    |
|--|---|--------------------------------|----------------------------------|-----------|
| Name and address (home or business)  |   |                                |                                  |           |
| <b>a</b> <i>Paid during the year</i>   |   |                                |                                  |           |
| YWCA OF SOUTH HAMPTON<br>ROADS 5215 COLLEY AVENUE<br>NORFOLK, VA 23508   |   | PC                             | HUMAN SERVICES                   | 10,000    |
| <b>Total . . . . .</b>  <b>3a</b> |   |                                |                                  | 6,445,890 |

## TY 2013 Accounting Fees Schedule

**Name:** THE LANDMARK FOUNDATION

**EIN:** 54-6038902

| Category                     | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|------------------------------|--------|--------------------------|------------------------|---|
| ACCOUNTING AND<br>AUDIT FEES | 3,401  | 1,701                    |                        | 1,700                                       |

**TY 2013 ExplnOfLegisPoliticalActvts****Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

**Explanation:** THE LANDMARK FOUNDATION IS A PARTY TO A COOPERATIVE RESEARCH AND DEVELOPMENT AGREEMENT ("CRADA") WITH THE U.S. DEPARTMENT OF ENERGY'S ARGONNE NATIONAL LABORATORY IN WHICH THE LANDMARK FOUNDATION AND THE U.S. DEPARTMENT OF ENERGY ARE JOINTLY FUNDING A RESEARCH PROJECT ON METHODS FOR TREATING NUCLEAR WASTE. THE LANDMARK FOUNDATION'S LOBBYING EXPENDITURES HAVE BEEN FOR THE PURPOSE OF INFORMING MEMBERS OF CONGRESS ABOUT THE PROJECT AND ABOUT THE IMPACT OF POTENTIAL LEGISLATION ON THE OUTCOME OF THE RESEARCH. THE LANDMARK FOUNDATION'S LOBBYING EXPENDITURES COMPLY WITH 26 CFR 53.4945-2(A)(3), WHICH STATES: (3) JOINTLY FUNDED PROJECTS. A PRIVATE FOUNDATION WILL NOT BE TREATED AS HAVING PAID OR INCURRED ANY AMOUNT TO ATTEMPT TO INFLUENCE LEGISLATION MERELY BECAUSE IT MAKES A GRANT TO ANOTHER ORGANIZATION UPON THE CONDITION THAT THE RECIPIENT OBTAIN A MATCHING SUPPORT APPROPRIATION FROM A GOVERNMENTAL BODY. IN ADDITION, A PRIVATE FOUNDATION WILL NOT BE TREATED AS HAVING MADE TAXABLE EXPENDITURES OF AMOUNTS PAID OR INCURRED IN CARRYING ON DISCUSSIONS WITH OFFICIALS OF GOVERNMENTAL BODIES PROVIDED THAT: (I) THE SUBJECT OF SUCH DISCUSSIONS IS A PROGRAM WHICH IS JOINTLY FUNDED BY THE FOUNDATION AND THE GOVERNMENT OR IS A NEW PROGRAM WHICH MAY BE JOINTLY FUNDED BY THE FOUNDATION AND THE GOVERNMENT, (II) THE DISCUSSIONS ARE UNDERTAKEN FOR THE PURPOSE OF EXCHANGING DATA AND INFORMATION ON THE SUBJECT MATTER OF THE PROGRAMS, AND (III) SUCH DISCUSSIONS ARE NOT UNDERTAKEN BY FOUNDATION MANAGERS IN ORDER TO MAKE ANY DIRECT ATTEMPT TO PERSUADE GOVERNMENTAL OFFICIALS OR EMPLOYEES TO TAKE PARTICULAR POSITIONS ON SPECIFIC LEGISLATIVE ISSUES OTHER THAN SUCH PROGRAM.



**TY 2013 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 | 79,809,072             | 79,809,072                    |

**TY 2013 Investments - Other Schedule****Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

| Category / Item               | Listed at Cost or<br>FMV | Book Value | End of Year Fair<br>Market Value |
|-------------------------------|--------------------------|------------|----------------------------------|
| OTHER INVESTMENTS             | FMV                      | 80,952     | 80,952                           |
| ACCRUED INCOME ON INVESTMENTS | FMV                      | 45,530     | 45,530                           |
| FIXED INCOME FUNDS            | FMV                      | 165,967    | 165,967                          |

**TY 2013 Legal Fees Schedule****Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

| Category               | Amount  | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|------------------------|---------|--------------------------|------------------------|---|
| STATE CORPORATION FEES | 25      | 0                        |                        | 25  |
| LEGAL FEES             | 196,452 | 44,538                   |                        | 44,538                                      |

TY 2013 Other Assets Schedule

**Name:** THE LANDMARK FOUNDATION

**EIN:** 54-6038902

| Description      | Beginning of Year -<br>Book Value | End of Year - Book<br>Value | End of Year - Fair<br>Market Value |
|------------------|-----------------------------------|-----------------------------|------------------------------------|
| DUE FROM BROKERS | 29,200                            | 69,134                      | 69,134                             |

**TY 2013 Other Expenses Schedule****Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

| Description                                | Revenue and Expenses<br>per Books | Net Investment<br>Income | Adjusted Net Income | Disbursements for<br>Charitable Purposes |
|--|-----------------------------------|--------------------------|---------------------|--|
| BANK SERVICE CHARGES                       | 186                               | 0                        |                     | 186                                      |
| INVESTMENT MANAGEMENT FEES                 | 246,742                           | 246,742                  |                     | 0  |
| CEDAR ROCK INVESTMENT<br>EXPENSES FROM K-1 | 197,838                           | 197,838                  |                     | 0  |

**TY 2013 Other Increases Schedule****Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

| Description                            | Amount     |
|--|------------|
| UNREALIZED GAINS/LOSSES ON INVESTMENTS | 10,823,081 |
| BOOK/TAX DIFFERENCES ON INVESTMENTS    | 311,437    |

**TY 2013 Other Professional Fees Schedule**

**Name:** THE LANDMARK FOUNDATION

**EIN:** 54-6038902

| Category                | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|-------------------------|--------|--------------------------|------------------------|---|
| ADMINISTRATIVE SERVICES | 12,996 | 0                        |                        | 12,996                                      |

**TY 2013 Taxes Schedule****Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

| Category      | Amount | Net Investment<br>Income | Adjusted Net<br>Income | Disbursements for<br>Charitable<br>Purposes |
|---------------|--------|--------------------------|------------------------|---|
| FOREIGN TAXES | 42,605 | 42,605                   |                        | 0   |
| EXCISE TAXES  | 38,000 | 0                        |                        | 0   |