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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation THE LANDMARK FOUNDATION		<b>A Employer identification number</b>  54-6038902	
Number and street (or P O box number if mail is not delivered to street address) 150 GRANBY STREET 19TH FLOOR		<b>B Telephone number</b> (see instructions)  (757) 351-8838	
City or town, state or province, country, and ZIP or foreign postal code NORFOLK, VA 23510		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <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 <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)▶\$ 81,391,056		<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 <input checked="" type="checkbox"/> Other (specify) <u>MODIFIED CASH</u> (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule) . . . . .				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B . . . . .				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	2,558,785	2,558,785		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	5,244,084			
	<b>b</b> Gross sales price for all assets on line 6a 38,477,127				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		5,244,084		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	7,802,869	7,802,869		
Operating and Administrative Expenses	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .	140,617	20,262		30,961
	<b>b</b> Accounting fees (attach schedule) . . . . .	1,625	813		812
	<b>c</b> Other professional fees (attach schedule) . . . . .	12,996	0		12,996
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions) . . . . .	115,599	47,599		0
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	521,104	520,430		674
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	791,941	589,104		45,443
	<b>25</b> Contributions, gifts, grants paid . . . . .	5,937,389			5,937,389
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	6,729,330	589,104		5,982,832
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	1,073,539			
	<b>b Net investment income</b> (if negative, enter -0-)		7,213,765		
<b>c 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 . . . . .	2,613,623	3,963,034	3,963,034
	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 schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	79,809,072	76,966,101	76,966,101
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	292,449	386,109	386,109
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	69,134	75,812	75,812	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	82,784,278	81,391,056	81,391,056	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22) . . . . .	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	82,784,278	81,391,056	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions) . . . . .	82,784,278	81,391,056	
	31	Total liabilities and net assets/fund balances (see instructions) . . . . .	82,784,278	81,391,056	

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 82,784,278
2	Enter amount from Part I, line 27a . . . . .	2 1,073,539
3	Other increases not included in line 2 (itemize) ▶ _____	3 363,660
4	Add lines 1, 2, and 3 . . . . .	4 84,221,477
5	Decreases not included in line 2 (itemize) ▶ _____	5 2,830,421
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 81,391,056

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1 a	PUBLICLY TRADED SECURITIES	P		
b	CEDAR ROCK K-1	P		
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 38,042,928		33,233,043	4,809,885
b 434,199			434,199
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0- ) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			4,809,885
b			434,199
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	5,244,084
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No  
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	6,457,410	76,317,547	0 084612
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

2	Total of line 1, column (d). . . . .	2	0 332163
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 066433
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. . . . .	4	81,861,164
5	Multiply line 4 by line 3. . . . .	5	5,438,283
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	72,138
7	Add lines 5 and 6. . . . .	7	5,510,421
8	Enter qualifying distributions from Part XII, line 4. . . . .	8	5,982,832

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 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			
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 . . . . .		172,138	
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-)		20	
3		Add lines 1 and 2. . . . .		372,138	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		40	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		572,138	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014	6a	68,316	
b		Exempt foreign organizations—tax withheld at source . . . . .	6b		
c		Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	37,000	
d		Backup withholding erroneously withheld . . . . .	6d		
7		Total credits and payments. Add lines 6a through 6d. . . . .		7105,316	
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. . . . .		1033,178	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax  33,178 Refunded		110	

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 Instructions for definition)? . . . . .		1b			No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.					
c		Did the foundation file Form 1120-POL for this year? . . . . .		1c			No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation  \$ 0 (2) On foundation managers  \$ 0					
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ 0					
2		Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .		2			No
		If "Yes," attach a detailed description of the activities.					
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? . . . . .		5			No
		If "Yes," attach the statement required by General Instruction T.					
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either					
		• By language in the governing instrument, or					
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .		6		Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. . . . .		7		Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions)  VA					
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b		Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		9			No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .		10			No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of CORPORATE OFFICERS Telephone no (757) 351-8838 Located at 150 GRANBY ST 19TH FLOOR NORFOLK VA ZIP+4 23510			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ). Yes No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years 20 , 20 , 20 , 20 Yes 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 ).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.).	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 2014?	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 4945(d)(4)(A)? (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

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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 11 BROADWAY SUITE 965 NEW YORK, NY 10004	INVESTMENT MANAGEMENT	221,601
1607 CAPITAL PARTNERS 4991 LAKE BROOK DRIVE GLEN ALLEN, VA 23060		
CARDINAL CAPITAL MANAGEMENT ONE GREENWICH OFFICE PARK GREENWICH, CT 06831	INVESTMENT MANAGEMENT	140,418
		113,627
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 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	81,083,625
b	Average of monthly cash balances. . . . .	1b	2,024,156
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	83,107,781
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	83,107,781
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	1,246,617
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	81,861,164
6	Minimum investment return. Enter 5% of line 5. . . . .	6	4,093,058

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	4,093,058
2a	Tax on investment income for 2014 from Part VI, line 5. . . . .	2a	72,138
b	Income tax for 2014 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	72,138
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	4,020,920
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	4,020,920
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	4,020,920

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	1a	5,982,832
b	Program-related investments—total from Part IX-B. . . . .	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required). . . . .	3a	
b	Cash distribution test (attach the required schedule). . . . .	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,982,832
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	72,138
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	5,910,694
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				4,020,920
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009. . . . .				
b From 2010. . . . .	874,801			
c From 2011. . . . .	1,200,951			
d From 2012. . . . .	1,907,028			
e From 2013. . . . .	2,737,383			
f Total of lines 3a through e. . . . .	6,720,163			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 5,982,832				
a Applied to 2013, 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 2014 distributable amount. . . . .				4,020,920
e Remaining amount distributed out of corpus	1,961,912			
5 Excess distributions carryover applied to 2014 (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	8,682,075			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 . . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). . . . .	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	8,682,075			
10 Analysis of line 9				
a Excess from 2010. . . .	874,801			
b Excess from 2011. . . .	1,200,951			
c Excess from 2012. . . .	1,907,028			
d Excess from 2013. . . .	2,737,383			
e Excess from 2014. . . .	1,961,912			

## Part XIV

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4942(j)(3) or 4942(j)(5)

3

## Part XV

## 1

## 2

Time	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
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Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	5,937,389
b Approved for future payment ACCESS COLLEGE FOUNDATION (ANNUAL SUPPORT) 7300 NEWPORT AVE NORFOLK, VA 23505		PC	EDUCATIONAL PROGRAMS	510,000
AN ACHIEVABLE DREAM VIRGINIA BEACH 912 SOUTH BIRDNECK ROAD VIRGINIA BEACH, VA 23451		PC	HUMAN SERVICES	400,000
VIRGINIA BEACH DEPARTMENT OF HEALTH 4452 CORPORATION LANE 200 VIRGINIA BEACH, VA 23462		GOVERNMENT ENTITY	HUMAN SERVICES	900,000
Total . . . . .			3b	1,810,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

<b>1</b> Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of				
<b>(1)</b> Cash.		<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets.		<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions				
<b>(1)</b> Sales of assets to a noncharitable exempt organization.		<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization.		<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets.		<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements.		<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees.		<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations.		<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</b> should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column <b>(d)</b> the value of the goods, other assets, or services received				

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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


<b>Sign Here</b>	*****	2015-11-04	*****	May the IRS discuss this return with the preparer shown below (see instr )? <input checked="" type="checkbox"/> <b>Yes</b> <input type="checkbox"/> <b>No</b>
	Signature of officer or trustee	Date	Title	

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

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation


(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD F BARRY III	VICE PRESIDENT AND DIRECTOR 2 00	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510				
FRANK BATTEN JR	PRESIDENT AND DIRECTOR 4 00	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510				
TERESA F BLEVINS	TREASURER 0 50	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510				
GUY R FRIDDELL III	VICE PRESIDENT AND SECRETARY 0 50	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510				
SUSAN S GOETZ	ASSISTANT SECRETARY 0 50	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510				
COLLEEN R PITTMAN	ASSISTANT SECRETARY 0 50	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510				
JACK ROSS	DIRECTOR 0 50	0	0	0
150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year				
300 STEWART AVE CORPORATION 300 STEWART AVENUE LAS VEGAS,NV 89101		PC	ARTS & MUSEUMS	2,500
ACCESS COLLEGE FOUNDATION 7300 NEWPORT AVE NORFOLK,VA 23505		PC	EDUCATIONAL PROGRAMS	1,000,000
ADOPTION EXCHANGE 51 N PECOS STE 110 LAS VEGAS,NV 89101		PC	HUMAN SERVICES	2,500
ALZHEIMER'S ASSOCIATION 5190 SOUTH VALLEY VIEW BOULEVARD LAS VEGAS,NV 89118		PC	HUMAN SERVICES	2,500
AMERICAN RED CROSS 1771 E FLAMINGO ROAD SUITE 206B LAS VEGAS,NV 89119		PC	HUMAN SERVICES	7,500
AN ACHIEVABLE DREAM VIRGINIA BEACH 912 SOUTH BIRDNECK ROAD VIRGINIA BEACH,VA 23451		PC	HUMAN SERVICES	100,000
ARGONNE NATIONAL LABORATORY PO BOX 87916 CAROL STREAM,IL 60188		GOVERNMENT ENTITY	ENVIROMENTAL GRANTS	2,125,000
BOYS & GIRLS CLUBS OF SOUTHERN NEVADA 2850 LINDELL ROAD LAS VEGAS,NV 89146		PC	HUMAN SERVICES	8,888
BOYS TOWN NEVADA 821 NORTH MOJAVE ROAD LAS VEGAS,NV 89101		PC	HUMAN SERVICES	2,500
CHESAPEAKE BAY FOUNDATION INC 3663 MARLIN BAY DR VIRGINIA BEACH,VA 23455		PC	ENVIROMENTAL SERVICES	100,000
CHILD & FAMILY SERVICES OF EASTERN VA INC 222 W 19TH STREET NORFOLK,VA 23517		PC	HUMAN SERVICES	10,000
CHILDREN'S ADVOCACY ALLIANCE 707 PARKWAY AVENUE CONWAY,AR 72034		PC	HUMAN SERVICES	2,500
CHILDREN'S HOSPITAL OF THE KING'S DAUGHTERS 601 CHILDRENS LANE NORFOLK,VA 23507		PC	HUMAN SERVICES	100,000
CLARK COUNTY MUSEUM GUILD 1830 S BOULDER HIGHWAY HENDERSON,NV 89002		PC	ARTS & MUSEUMS	2,500
COLLEGE OF CENTRAL FLORIDA FOUNDATION 3001 SW COLLEGE ROAD OCALA,FL 34474		PC	EDUCATIONAL GRANTS	500
<b>Total . . . . .</b>  <b>3a</b>				5,937,389




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				
COMMUNITY ALTERNATIVE MANAGEMENT GROUP INC 863 GLENROCK RD NORFOLK,VA 23502		PC	HUMAN SERVICES	10,000
COMMUNITY COUNSELING CENTER 4099 FOXWOOD DR 200 VIRGINIA BEACH,VA 23462		PC	HUMAN SERVICES	1,112
DISCOVERY CHILDREN'S MUSEUM 360 PROMENADE PLACE LAS VEGAS,NV 89106		PC	ARTS & MUSEUMS	2,500
EVERYDAY BLESSINGS INC 13129 SAINT FRANCIS LANE THONOTOSASSA,FL 33592		PC	HUMAN SERVICES	2,500
FOR KIDS INC 840 WEST 38TH STREET NORFOLK,VA 23508		PC	HUMAN SERVICES	60,000
FAMILY PROMISE OF LAS VEGAS 320 S 9TH STREET LAS VEGAS,NV 89101		PC	HUMAN SERVICES	2,500
FIRST NEVADA PO BOX 33565 LAS VEGAS,NV 89133		PC	HUMAN SERVICES	1,000
FOODBANK OF SOUTHEASTERN VIRGINIA 800 TIDEWATER DRIVE NORFOLK,VA 23604		PC	HUMAN SERVICES	10,000
FOUNDATION FOR AN INDEPENDENT TOMORROW - FIT 1931 STELLA LAKE STREET LAS VEGAS,NV 89106		PC	HUMAN SERVICES	2,500
FRIENDS OF THE ELDERLY 9534 20TH BAY STREET SUITE 10 NORFOLK,VA 235186232		PC	HUMAN SERVICES	2,500
GIRLS ON THE RUN LAS VEGAS 1405 REISLING COURT LAS VEGAS,NV 89144		PC	HUMAN SERVICES	3,000
HAMPTON ROADS COMMUNITY FOUNDATION 101 W MAIN ST 4500 NORFOLK,VA 23510		PC	HUMAN SERVICES	100,000
HEAVEN CAN WAIT P O BOX 30158 LAS VEGAS,NV 89173		PC	HUMAN SERVICES	2,500
HELP OF SOUTHERN NEVADA 1640 E FLAMINGO RD 100 LAS VEGAS,NV 89119		PC	HUMAN SERVICES	5,000
HOPE HOUSE FOUNDATION 801 BOUSH STREET 302 NORFOLK,VA 23510		PC	HUMAN SERVICES	5,000
<b>Total . . . . .</b>  <b>3a</b>				5,937,389

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>				
JUDEO - CHRISTIAN OUTREACH CENTER 1053 VIRGINIA BEACH BLVD VIRGINIA BEACH,VA 23451		PC	HUMAN SERVICES	25,000
JUNIOR ACHIEVEMENT 6325 CENTER DRIVE NORFOLK,VA 23502		PC	HUMAN SERVICES	2,500
LAS VEGAS - CLARK COUNTY LIBRARY DISTRICT FOUNDATION 121 W 1ST N STREET MESQUITE,NV 89027		PC	HUMAN SERVICES	3,000
LAS VEGAS NATURAL HISTORY MUSEUM 900 LAS VEGAS BLVD N LAS VEGAS,NV 89101		PC	ARTS & MUSEUEMS	2,500
LIVING GRACE HOME 1806 SOMERSBY WAY HENDERSON,NV 89014		PC	HUMAN SERVICES	2,500
MARCH OF DIMES 860 GREENBRIER 502 CHESAPEAKE,VA 23320		PC	HUMAN SERVICES	2,500
METRO UNITED WAY 405 E COURT AVE 3 JEFFERSONVILLE,IN 47130		PC	HUMAN SERVICES	1,000
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
NATIONAL ATOMIC TESTING MUSEUM 755 E FLAMINGO RD LAS VEGAS,NV 89119		PC	ARTS & MUSEUMS	2,500
NEVADA SENIOR SERVICES 1201 NEVADA STATE DR HENDERSON,NV 89002		PC	HUMAN SERVICES	2,500
NEVADA STATE MUSEUM & HISTORICAL SOCIETY 1605 N VIRGINIA STREET RENO,NV 89503		PC	ARTS & MUSEUMS	2,500
NORTH CAROLINA STATE UNIVERSITY 2016 HARRIS HALL BOX 7302 RALEIGH,NC 27695		PC	EDUCATIONAL GRANTS	5,000
OPPORTUNITY VILLAGE 6300 W OAKLEY BLVD LAS VEGAS,NV 89146		PC	HUMAN SERVICES	2,500
RONALD MCDONALD HOUSE CHARITIES 2323 POTOSI ST LAS VEGAS,NV 89146		PC	EDUCATION GRANTS	2,500
<b>Total . . . . .</b>			<b>3a</b>	5,937,389

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>				
SAMARITAN HOUSE PO BOX 2400 226 VIRGINIA BEACH,VA 23450		PC	HUMAN SERVICES	50,000
STATE OF NV DEPT OF CONSERVATION STATE PARKS 901 S STEWART STREET STE 1003 CARSON CITY,NV 89701		GOVERNMENT ENTITY	CONSERVATION SERVICES	2,500
THE 200 MEN FOUNDATION PO BOX 99013 NORFOLK,VA 23509		PC	HUMAN SERVICES	5,000
THE ANIMAL FOUNDATION 655 N MOJAVE RD LAS VEGAS,NV 89101		PC	HUMAN SERVICES	2,500
THE COLLEGE OF WILLIAM & MARY 200 STADIUM DR WILLIAMSBURG,VA 23186		PC	EDUCATIONAL GRANTS	10,000
THE FIRST TEE OF HAMPTON ROADS YMCA 2400 TOURNAMENT DRIVE VIRGINIA BEACH,VA 23456		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	5,500
THE NATURE CONSERVANCY 11332 BROWNSVILLE RD NASSAWADOX,VA 23413		PC	CONSERVATION	2,500
THE NEON MUSEUM 770 N LAS VEGAS BLVD LAS VEGAS,NV 89101		PC	ARTS & MUSEUMS	2,500
THE SALVATION ARMY 5513 RABY ROAD NORFOLK,VA 23502		PC	HUMAN SERVICES	1,000,000
THREE SQUARE 4190 N PECOS ROAD LAS VEGAS,NV 89115		PC	HUMAN SERVICES	2,500
TIDEWATER COMMUNITY COLLEGE EDUCATIONAL FOUNDATION 1428 CEDAR RD CHESAPEAKE,VA 23322		PC	EDUCATIONAL GRANTS	2,500
TRI-COUNTY KENTUCKY UNITED WAY 321 SOUTH 3RD STREET BARDSTOWN,KY 40004		PC	HUMAN SERVICES	2,782
UNITED WAY OF CENTRAL KENTUCKY 1111 N DIXIE AVENUE STE 9B ELIZABETHTOWN,KY 42701		PC	HUMAN SERVICES	10,000
<b>Total . . . . .</b>  <b>3a</b>				5,937,389

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>				
UNITED WAY OF NELSON COUNTY 321 S THIRD ST BARDSTOWN,KY 40004		PC	HUMAN SERVICES	1,586
UNITED WAY OF SOUTH HAMPTON ROADS PO BOX 41069 NORFOLK,VA 235411069		PC	HUMAN SERVICES	396,746
UNITED WAY OF SOUTHERN NEVADA 1660 E FLAMINGO ROAD LAS VEGAS,NV 89119		PC	HUMAN SERVICES	56,275
UNIVERSITY OF VIRGINIA PO BOX 400160 CHARLOTTESVILLE,VA 22904		PC	EDUCATIONAL PROGRAMS	5,000
UNLV FOUNDATION 4505 S MARYLAND PKWY LAS VEGAS,NV 89154		PC	EDUCATIONAL GRANTS	2,500
VIRGINIA BEACH COMMUNITY DEVELOPMENT CORPORATION 2400 POTTERS RD VIRGINIA BEACH,VA 23454		PC	HUMAN SERVICES	15,000
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
VOLUNTEERS OF AMERICA INC 825 18TH STREET VIRGINIA BEACH,VA 23451		PC	HUMAN SERVICES	10,000
YMCA OF SOUTH HAMPTON ROADS 312 WBUTE ST NORFOLK,VA 23510		PC	HUMAN SERVICES	250,000
YWCA OF SOUTH HAMPTON ROADS 5215 COLLEY AVENUE NORFOLK,VA 23508		PC	HUMAN SERVICES	10,000
<b>Total . . . . . ▶ 3a</b>				5,937,389

## TY 2014 Accounting Fees Schedule

**Name:** THE LANDMARK FOUNDATION

**EIN:** 54-6038902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND AUDIT FEES	1,625	813		812

**TY 2014 ExplanOfLegisPoliticalActvts**

**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 2014 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	76,966,101	76,966,101

## TY 2014 Investments - Other Schedule

**Name:** THE LANDMARK FOUNDATION

**EIN:** 54-6038902

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ACCRUED INCOME ON INVESTMENTS	FMV	207,114	207,114
FIXED INCOME FUNDS	FMV	178,995	178,995



TY 2014 Legal Fees Schedule

**Name:** THE LANDMARK FOUNDATION

**EIN:** 54-6038902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	140,617	20,262		30,961

TY 2014 Other Assets Schedule

**Name:** THE LANDMARK FOUNDATION

**EIN:** 54-6038902

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM BROKERS	69,134	75,812	75,812

TY 2014 Other Decreases Schedule

**Name:** THE LANDMARK FOUNDATION

**EIN:** 54-6038902

Description	Amount
UNREALIZED GAINS/LOSSES ON INVESTMENTS	2,830,421

**TY 2014 Other Expenses Schedule****Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	649	0		649
INVESTMENT MANAGEMENT FEES	294,389	294,389		0
CEDAR ROCK INVESTMENT EXPENSES FROM K-1	226,041	226,041		0
STATE CORPORATION FEES	25	0		25

TY 2014 Other Increases Schedule

**Name:** THE LANDMARK FOUNDATION

**EIN:** 54-6038902

Description	Amount
BOOK/TAX DIFFERENCES ON INVESTMENTS	363,660

## TY 2014 Other Professional Fees Schedule

**Name:** THE LANDMARK FOUNDATION

**EIN:** 54-6038902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE SERVICES	12,996	0		12,996

**TY 2014 Taxes Schedule****Name:** THE LANDMARK FOUNDATION**EIN:** 54-6038902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	47,599	47,599		0
EXCISE TAXES	68,000	0		0