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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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
THE LANDMARK FOUNDATION

A Employer identification number
54-6038902

Number and street (or P O box number if mail is not delivered to street address)
150 GRANBY STREET 19TH FLOOR

Room/suite

B Telephone number (see instructions)
(757) 351-8838

City or town, state or province, country, and ZIP or foreign postal code
NORFOLK, VA 23510

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 78,743,446

J Accounting method ☐ Cash ☐ Accrual ☑ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis.)

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

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

	Line	Description	(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 ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	2,283,841	2,283,841		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,288,160			
	b	Gross sales price for all assets on line 6a 22,379,180				
	7	Capital gain net income (from Part IV, line 2)		2,288,160		
	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	**Total.** Add lines 1 through 11	4,572,001	4,572,001		
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)	173,811	0		3,420
	b	Accounting fees (attach schedule)	42,208	21,104		21,104
	c	Other professional fees (attach schedule)	12,996	0		12,996
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	131,222	47,222		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	492,774	490,553		2,221
	24	**Total operating and administrative expenses.** Add lines 13 through 23	853,011	558,879		39,741
	25	Contributions, gifts, grants paid	2,898,527			2,898,527
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,751,538	558,879		2,938,268
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	820,463			
	b	**Net investment income** (if negative, enter -0-)		4,013,122		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	3,963,034	2,996,321	2,996,321
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)	76,966,101	75,269,899	75,269,899
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)	386,109	309,291	309,291
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	75,812	167,935	167,935
16	**Total assets**(to be completed by all filers—see the instructions Also, see page 1, item I)	81,391,056	78,743,446	78,743,446
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** ▶ ☑ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	81,391,056	78,743,446	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ **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)	81,391,056	78,743,446	
31	**Total liabilities and net assets/fund balances**(see instructions)	81,391,056	78,743,446	

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	81,391,056
2	Enter amount from Part I, line 27a	2	820,463
3	Other increases not included in line 2 (itemize) ▶	3	525,889
4	Add lines 1, 2, and 3	4	82,737,408
5	Decreases not included in line 2 (itemize) ▶	5	3,993,962
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	78,743,446

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	21,979,159		20,091,020	1,888,139
b	400,021			400,021
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				1,888,139
b				400,021
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	2,288,160
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))
2014	5,910,694	81,861,164	0 072204
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

2	**Total** of line 1, column (d)	2	0 366022
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 073204
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	79,890,926
5	Multiply line 4 by line 3	5	5,848,335
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	40,131
7	Add lines 5 and 6	7	5,888,466
8	Enter qualifying distributions from Part XII, line 4	8	2,938,268

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	80,262
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	80,262
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	80,262
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	90,178		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	36,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	126,178
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶			10	45,916
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 45,916 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	Yes	
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? . . . . . *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation* .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (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 |

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all**years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015.)*.	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 2015?	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

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	238,737
1607 CAPITAL PARTNERS 4991 LAKE BROOK DRIVE GLEN ALLEN, VA 23060	INVESTMENT MANAGEMENT	139,628
CARDINAL CAPITAL MANAGEMENT ONE GREENWICH OFFICE PARK GREENWICH, CT 06831	INVESTMENT MANAGEMENT	70,935

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	78,946,943
b	Average of monthly cash balances	1b	2,160,596
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	81,107,539
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	81,107,539
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,216,613
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	79,890,926
6	**Minimum investment return.** Enter 5% of line 5	6	3,994,546

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	3,994,546
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 80,262		
b	Income tax for 2015 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	80,262
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,914,284
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	3,914,284
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	3,914,284

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	2,938,268
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	2,938,268
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,938,268

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 2014	(c) 2014	(d) 2015
1	Distributable amount for 2015 from Part XI, line 7					3,914,284
2	Undistributed income, if any, as of the end of 2015					
a	Enter amount for 2014 only.				0	
b	Total for prior years 20___ , 20___ , 20___			0		
3	Excess distributions carryover, if any, to 2015					
a	From 2010.	874,801				
b	From 2011.	1,200,951				
c	From 2012.	1,907,028				
d	From 2013.	2,737,383				
e	From 2014.	1,961,912				
f	**Total** of lines 3a through e.		8,682,075			
4	Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 2,938,268					
a	Applied to 2014, 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 2015 distributable amount.					2,938,268
e	Remaining amount distributed out of corpus		0			
5	Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		976,016			976,016
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		7,706,059			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions) . . .		0			
9	**Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		7,706,059			
10	Analysis of line 9					
a	Excess from 2011. . . .	1,099,736				
b	Excess from 2012. . . .	1,907,028				
c	Excess from 2013. . . .	2,737,383				
d	Excess from 2014. . . .	1,961,912				
e	Excess from 2015. . . .					

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 2015, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the 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 or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				2,898,527
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	2,283,841	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,288,160	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		4,572,001	0

13 Total. Add line 12, columns (b), (d), and (e) . . . **13** 4,572,001

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2016-08-17	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
MARK A NELSON				P00358004

Firm's name ▶ CAVANAUGH NELSON PLC

Firm's EIN ▶ 54-1967771

Firm's address ▶ 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 150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510	VICE PRESIDENT AND DIRECTO 2 00	0	0	0
FRANK BATTEN JR 150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510	PRESIDENT AND DIRECTOR 4 00	0	0	0
TERESA F BLEVINS 150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510	TREASURER 0 50	0	0	0
GUY R FRIDDELL III 150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510	VICE PRESIDENT AND SECRETA 0 50	0	0	0
SUSAN S GOETZ 150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510	ASSISTANT SECRETARY 0 50	0	0	0
COLLEEN R PITTMAN 150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510	ASSISTANT SECRETARY 0 50	0	0	0
JACK ROSS 150 GRANBY ST 19TH FLOOR NORFOLK, VA 23510	DIRECTOR 0 50	0	0	0

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ACCESS COLLEGE FOUNDATION 7300 NEWPORT AVE NORFOLK, VA 23505		PC	EDUCATIONAL PROGRAMS	1,170,000
AMERICAN RED CROSS 611 W BRAMBLETON AVE NORFOLK, VA 23510		PC	HUMAN SERVICES	5,000
BON SECOURS DEPAUL HEALTH FOUNDATION 150 KINGSLEY LANE NORFOLK, VA 23505		PC	HUMAN SERVICES	30,000
CHILD & FAMILY SERVICES OF EASTERN VA INC 222 W 19TH STREET NORFOLK, VA 23517		PC	HUMAN SERVICES	10,000
CHILDREN'S HOSPITAL OF THE KING'S DAUGHTERS 601 CHILDRENS LANE NORFOLK, VA 23507		PC	HUMAN SERVICES	150,000
COLLEGE OF CENTRAL FLORIDA FOUNDATION 3001 SW COLLEGE ROAD OCALA, FL 34474		PC	EDUCATIONAL GRANTS	1,000
COMMUNITY ALTERNATIVE MANAGEMENT GROUP INC 863 GLENROCK RD NORFOLK, VA 23502		PC	HUMAN SERVICES	25,000
ELIZABETH RIVER PROJECT 475 WATER STREET PORTSMOUTH, VA 23704		PC	EDUCATION	2,500
EVERYDAY BLESSINGS INC 13129 SAINT FRANCIS LANE THONOTOSASSA, FL 33592		PC	HUMAN SERVICES	5,000
FORKIDS INC 4200 COLLEY AVE SUITE A NORFOLK, VA 23508		PC	HUMAN SERVICES	50,000
FRIENDS OF THE ELDERLY 3420 CLUB HOUSE ROAD VIRGINIA BEACH, VA 23452		PC	HUMAN SERVICES	2,500
HOPE HOUSE FOUNDATION 801 BOUSH STREET 302 NORFOLK, VA 23510		PC	HUMAN SERVICES	55,000
JUDEO - CHRISTIAN OUTREACH CENTER 1053 VIRGINIA BEACH BLVD VIRGINIA BEACH, VA 23451		PC	HUMAN SERVICES	50,000
JUNIOR ACHIEVEMENT 6325 CENTER DRIVE NORFOLK, VA 23502		PC	HUMAN SERVICES	2,500
METRO UNITED WAY 334 E BROADWAY LOUISVILLE, KY 40202		PC	HUMAN SERVICES	1,000
Total . . . . ▶ **3a**				2,898,527

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NANSEMOND RIVER PRESERVATION ALLIANCE 8881 ECLIPSE DRIVE SUFFOLK,VA 23433		PC	CONSERVATION SERVICES	2,500
NORTH CAROLINA STATE UNIVERSITY 2016 HARRIS HALL BOX 7302 RALEIGH,NC 27695		PC	EDUCATIONAL GRANTS	5,000
SAMARITAN HOUSE PO BOX 2400 226 VIRGINIA BEACH,VA 23450		PC	HUMAN SERVICES	50,000
SOUTHEASTERN VA AREAWIDE MODEL PROGRAM INC 6350 CENTER DRIVE STE 101 NORFOLK,VA 23502		PC	HUMAN SERVICES	5,000
STEPHEN FOSTER DRAMA ASSOCIATION INC 411 E STEPHEN FOSTER AVE BARDSTOWN,KY 40004		PC	ARTS & MUSEUMS	2,000
THE COLLEGE OF WILLIAM & MARY 104 JAMESTOWN ROAD WILLIAMSBURG,VA 23185		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 SALVATION ARMY 5525 RABY ROAD NORFOLK,VA 23502		PC	HUMAN SERVICES	50,000
TIDEWATER ARTS OUTREACH 809 BRANDON AVE 300 NORFOLK,VA 23517		PC	HUMAN SERVICES	2,500
UNITED WAY OF CENTRAL KENTUCKY 1111 N DIXIE AVENUE STE 9B ELIZABETHTOWN,KY 42701		PC	HUMAN SERVICES	20,000
UNITED WAY OF CITRUS COUNTY 1205 NE 5TH ST CRYSTAL RIVER,FL 34429		PC	HUMAN SERVICES	3,000
UNITED WAY OF SOUTH HAMPTON ROADS PO BOX 41069 NORFOLK,VA 235411069		PC	HUMAN SERVICES	524,027
UNITED WAY OF SOUTHERN NEVADA 5830 W FLAMINGO ROAD LAS VEGAS,NV 89103		PC	HUMAN SERVICES	10,000
UNIVERSITY OF VIRGINIA PO BOX 400204 CHARLOTTESVILLE,VA 22904		PC	EDUCATIONAL PROGRAMS	5,000
VIRGINIA BEACH DEPARTMENT OF PUBLIC HEALTH 4452 CORPORATION LANE 200 VIRGINIA BEACH,VA 23462		GOVERNMENT ENTITY	HUMAN SERVICES	300,000
Total . . . . ▶ **3a**				2,898,527

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
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
Total . . . . ▶ **3a**				2,898,527

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TY 2015 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	42,208	21,104		21,104

TY 2015 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 2015 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	75,269,899	75,269,899

TY 2015 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	146,892	146,892
FIXED INCOME FUNDS	FMV	162,399	162,399

TY 2015 Legal Fees Schedule

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	173,811	0		3,420

TY 2015 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	75,812	167,935	167,935

TY 2015 Other Decreases Schedule

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

Description	Amount
UNREALIZED GAINS/LOSSES ON INVESTMENTS	3,993,962

TY 2015 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	776	0		776
INVESTMENT MANAGEMENT FEES	247,530	247,530		0
CEDAR ROCK INVESTMENT EXPENSES FROM K-1	243,023	243,023		0
OTHER EXPENSES	1,445	0		1,445

TY 2015 Other Increases Schedule

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

Description	Amount
BOOK/TAX DIFFERENCES ON INVESTMENTS	525,889

TY 2015 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 2015 Taxes Schedule

Name: THE LANDMARK FOUNDATION

EIN: 54-6038902

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	47,222	47,222		0
EXCISE TAXES	84,000	0		0