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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation: LDB FOUNDATION

A Employer identification number: 74-2829433

Number and street (or P O box number if mail is not delivered to street address): 5004 HILL PLACE DRIVE | Room/suite

B Telephone number: 615-352-1568

City or town, state, and ZIP code: NASHVILLE, TN 37205

C If exemption application is pending, check here ▶☐

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

H Check type of organization: [X] 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) ▶$ 3,742,101.

J Accounting method: ☐ Cash [X] Accrual
☐ Other (specify)
(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))

		(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	900,601.		N/A	
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,265.	3,265.		STATEMENT 1
	4 Dividends and interest from securities	22,245.	22,245.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7.			
	b Gross sales price for all assets on line 6a 7.				
	7 Capital gain net income (from Part IV, line 2)		7.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	926,118.	25,517.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	43,775.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	4,590.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	241.	0.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	48,606.	0.		0.
	25 Contributions, gifts, grants paid	305,911.			305,911.
	26 **Total expenses and disbursements** Add lines 24 and 25	354,517.	0.		305,911.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	571,601.			
	b **Net investment income** (if negative, enter -0-)		25,517.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end of-year amounts only

		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	1,900,671.	1,615,158.	1,615,158.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 5	1,436,040.	2,292,866.	2,125,501.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 6)	1,154.	1,442.	1,442.
	16 **Total assets** (to be completed by all filers)	3,337,865.	3,909,466.	3,742,101.
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			
	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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,337,865.	3,909,466.	
	30 **Total net assets or fund balances**	3,337,865.	3,909,466.	
	31 **Total liabilities and net assets/fund balances**	3,337,865.	3,909,466.	

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	3,337,865.
2	Enter amount from Part I, line 27a	2	571,601.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,909,466.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,909,466.

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.)
1a	STANLEY BLACK & DECKER INC - CASH IN LIEU	P	VARIOUS	03/15/10
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7.			7.
b				
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				7.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 7.

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) / If (loss), enter -0- in Part I, line 8 } 3 N/A

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))
2009	252,230.	2,951,259.	.085465
2008	307,876.	3,441,300.	.089465
2007	322,023.	4,091,170.	.078712
2006	238,811.	3,945,936.	.060521
2005	267,430.	3,743,967.	.071430

2	Total of line 1, column (d)	2 .385593
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 .077119
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4 2,976,015.
5	Multiply line 4 by line 3	5 229,507.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6 255.
7	Add lines 5 and 6	7 229,762.
8	Enter qualifying distributions from Part XII, line 4	8 305,911.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

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 ▶ [X] and enter 1% of Part I, line 27b		1	255.
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	255.
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	255.
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 815.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	815.
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	560.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 560. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either. • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
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	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TN, TX			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ELIZABETH JACKSON Telephone no ▶615-352-1568

Located at ▶5004 HILL PLACE, NASHVILLE, TN ZIP+4 ▶37205

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 N/A

		Yes	No
16 At any time during calendar year 2010, 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		X
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

		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 page 22 of the instructions)?	1b		X
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 2010?	1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
If "Yes," list the years ▶ _____, _____, _____, _____			
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.) N/A	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 ▶ _____, _____, _____, _____			
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 2010 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 2010)* N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ 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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ 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		X
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?	N/A	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.

(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
LINDA D. BROOKS 5004 HILL PLACE DRIVE NASHVILLE, TN 37205	PRES/DIRECTOR 2.00	0.	0.	0.
DANIEL A. BROOKS 5004 HILL PLACE DRIVE NASHVILLE, TN 37205	VP/DIRECTOR 1.00	0.	0.	0.
E. ASHLEY BROOKS WHITAKER 5004 HILL PLACE DRIVE NASHVILLE, TN 37205	DIRECTOR 20.00	43,775.	0.	0.
ELIZABETH JACKSON 5004 HILL PLACE DRIVE NASHVILLE, TN 37205	SECRETARY/TREASURER 2.00	0.	0.	0.

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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 N/A	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments. See instructions. 3 NONE	0.
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	1,218,007.
b	Average of monthly cash balances		1b	1,803,328.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,021,335.
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	3,021,335.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	45,320.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,976,015.
6	**Minimum investment return.** Enter 5% of line 5		6	148,801.

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	148,801.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 255.		
b	Income tax for 2010. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	255.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	148,546.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	148,546.
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	148,546.

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	305,911.
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	305,911.
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	5	255.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	305,656.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				148,546.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 84,122.				
b From 2006 48,424.				
c From 2007 126,818.				
d From 2008 138,039.				
e From 2009 105,277.				
f **Total** of lines 3a through e	502,680.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 305,911.				
a Applied to 2009, 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 2010 distributable amount				148,546.
e Remaining amount distributed out of corpus	157,365.			
5 Excess distributions carryover applied to 2010 (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	660,045.			
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 2009 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	84,122.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	575,923.			
10 Analysis of line 9				
a Excess from 2006 48,424.				
b Excess from 2007 126,818.				
c Excess from 2008 138,039.				
d Excess from 2009 105,277.				
e Excess from 2010 157,365.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
2 a 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 foundation had $5,000 or more in assets at any time during the year-see the 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).)

NONE

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.

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient 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 ATTACHED STATEMENT NASHVILLE, TN	NONE	PUBLIC	GENERAL FUNDING	305,911.
Total			▶ 3a	305,911.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,265.	
4 Dividends and interest from securities			14	22,245.	
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	7.	
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.		25,517.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	25,517.

(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)
N/A	

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)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

Sign Here

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

Signature of officer or trustee: Elizabeth A. Jackson Date: 8/8/11 Title: Secretary

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
S.L. PILSON		8/5/11		P00964990

Firm's name ▶ LATTIMORE BLACK MORGAN & CAIN, P.C. Firm's EIN ▶ 62-1199757

Firm's address ▶ P.O. BOX 1869 BRENTWOOD, TN 37024-1869 Phone no (615)377-4600

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization	**Employer identification number**
LDB FOUNDATION	74-2829433

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990 EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990 EZ, or 990 PF)

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

023451 12-23-10

Name of organization: LDB FOUNDATION

Employer identification number: 74-2829433

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LINDA D. BROOKS 5004 HILL PLACE DRIVE NASHVILLE, TN 37205	$ 43,775.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	LINDA D. BROOKS 5004 HILL PLACE DRIVE NASHVILLE, TN 37205	$ 856,826.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization: LDB FOUNDATION

Employer identification number: 74-2829433

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ISHARES 3,470 SHARES, POWERSHARES 4,418 SHARES, SPDR S&P 500 4,280 SHARES	$ 856,826.	12/22/10
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: LDB FOUNDATION

Employer identification number: 74-2829433

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990 T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization	Employer identification number
	LDB FOUNDATION	74-2829433
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O. box, see instructions 5004 HILL PLACE DRIVE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions NASHVILLE, TN 37205	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ELIZABETH JACKSON 5004 HILL PLACE, NASHVILLE, TN - 37205
  Telephone No ▶ 615-352-1568 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011, to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990 BL, 990 PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 510.
b	If this application is for Form 990 PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 815.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2011)

023841
01-03-11

COPY

LDB Foundation **74-2829433**
Form 990-PF, Part XV, Line 3a

2010 Grants Paid

Donee	2010 Contribution	Foundation Status	Purpose of Grant
All About Women	500	Public	General Funding
American Heart Association	1,828	Public	General Funding
Books from Birth of Middle Tenn.	3,100	Public	General Funding
Brookwood Community	83,465	Public	General Funding
Centenary United Methodist Church	500	Public	General Funding
Centerstone	25,000	Public	General Funding
Christ Presbyterian	16,018	Public	General Funding
First Presbyterian	10,000	Public	General Funding
First United Methodist Church	500	Public	General Funding
Homework Hotline	500	Public	General Funding
Hospital Hospitality House	5,000	Public	General Funding
Magdalene	1,000	Public	General Funding
Mental Health Assn of Mid TN	1,000	Public	General Funding
Minnie Pearl Cancer Foundation	650	Public	General Funding
Nashville Hope Center	5,000	Public	General Funding
Nashville Symphony	2,000	Public	General Funding
Pace Academy	10,000	Public	General Funding
Park Center	1,000	Public	General Funding
Saint Luke's Church	1,000	Public	General Funding
Saddle Up	1,000	Public	General Funding
Salvation Army	1,000	Public	General Funding
Scleroderma Foundation	500	Public	General Funding
Siloam Family Health Center	30,000	Public	General Funding
Silver Star Families of America	1,000	Public	General Funding
The Kennedy Center	1,000	Public	General Funding
The Nashville Choir	1,850	Public	General Funding
The Miami Project	1,000	Public	General Funding
Vanderbilt Diabetes Center	75,000	Public	General Funding
Vanderbilt Univ School of Med	25,000	Public	General Funding
Vine Street Christian Church	500	Public	General Funding
	305,911		

LDB FOUNDATION
990-PF, Part II, Line 10B:
Morgan Stanley - Corporate Stock

74-2829433
12/31/2010

Symbol	Security Description	Shares	Total Cost	Current Market Value
AA	ALCOA INC COM	225	7,700 14	3,462 75
AAPL	APPLE INC	295	26,112 80	95,155 20
ABC	AMERISOURCEBERGEN CORP	450	10,090 50	15,354 00
ABT	ABBOTT LABS NPV	300	16,905 08	14,373 00
ACL	ALCON INC	150	11,267 70	24,510 00
AIG	AMERICAN INTERNATIONAL GROUP I C OM STK	40	43,966 79	2,304 80
ALL	ALLSTATE CORP COM	325	16,809 15	10,361 00
ALV	AUTOLIV INC COM	75	4,227 26	5,920 50
AMX	AMERICA MOVIL SAB DE CV	130	7,799 85	7,454 20
AOL	AOL INC	21	623 11	497 91
APD	AIR PRODS & CHEMS INC COM	135	12,242 64	12,278 25
ASH	ASHLAND INC COM	85	3,714 50	4,323 10
BAC	BANK OF AMERICA CORP	617	34,234 22	8,230 78
BAX	BAXTER INTERNATIONAL INC USD1 COM	65	4,062 31	3,290 30
BDX	BECTON DICKINSON & CO COM	35	2,968 20	2,958 20
BEN	FRANKLIN RES INC COM	200	17,381 34	22,242 00
BHI	BAKER HUGHES INC	65	5,533 71	3,716 05
BP	BP PLC ADRC SPONS ADR	340	25,140 00	15,017 80
BRCM	BROADCOM CORP CLASS A COM STK	300	6,470 43	13,065 00
C	CITIGROUP INC	800	24,119 44	3,784 00
CAH	CARDINAL HEALTH INC COM	225	8,771 94	8,619 75
CAM	CAMERON INTL CORP COM	130	6,167 00	6,594 90
CAT	CATERPILLAR INC COM	90	6,341 70	8,429 40
CBS	CBS CORP NEW CL B COM STK	425	10,945 00	8,096 25
CELG	CELGENE CORP	325	20,190 05	19,220 50
CFN	CAREFUSION CP	112	3,363 64	2,878 40
CL	COLGATE PALMOLIVE CO COM	105	7,060 02	8,438 85
CME	CME GROUP INC	70	36,731 66	22,522 50
COP	CONOCOPHILLIPS	500	34,196 01	34,050 00
COST	COSTCO WHOLESALE CORP COM STK	175	11,742 06	12,636.75
CSCO	CISCO SYSTEMS INC	1,145	30,719 21	23,163 35
CVX	CHEVRON CORPORATION	325	16,955 69	29,656 25
DB	DEUTSCHE BANK AG COM	135	15,990 54	7,026 75
DE	DEERE & CO COM	195	14,899 91	16,194 75
DIS	WALT DISNEY CO (HOLDING COMPANY)	70	2,173 05	2,625 70
DOW	DOW CHEMICAL CORP COM STK	275	12,079 00	9,388 50
EFA	ISHARES TR MSCI EAFE IDX	3,470	200,062 85	202,023 40
EMR	EMERSON ELEC CO COM	70	3,421.72	4,001 90
EOG	EOG RESOURCES INC COM STK	165	14,052 00	15,082 65
FLEX	FLEXTRONICS INTERNATIONAL LTD	967	18,932 36	7,590 95
FLR	FLUOR CORP	140	9,181 50	9,276 40
FNF	FIDELITY NATIONAL FINANCIAL CL A	175	4,630 50	2,394 00
FTR	FRONTIER COMMUNICATIONS CO	114	1,075 15	1109 22
FWLT	FOSTER WHEELER LTD	55	4,236 10	1,898 60
GCI	GANNETT INC COM	275	8,373 53	4,149 75
GE	GENERAL ELEC CO	450	14,475 07	8,230 50
GILD	GILEAD SCIENCES INC	600	17,378 50	21,744 00
GNW	GENWORTH FINANCIAL INC	350	11,181 41	4,599 00
GOOG	GOOGLE	100	38,077 96	59,397 00
GS	GOLDMAN SACHS GROUP INC	75	13,520 25	12,612 00
HIG	HARTFORD FINANCIAL SERVICES GRO UP INC COM	120	8,707 97	3,178 80
HON	HONEYWELL INTERNATIONA L INC COM STK	425	24,255 84	22,593 00
HPQ	HEWLETT PACKARD CO USD1	800	31,000 00	33,680 00
JCP	PENNEY(J C) CO INC USD 50 COM STK	125	5,893 24	4,038 75
JPM	JPMORGAN CHASE & CO	600	24,406 63	25,452 00
KBH	KB HOME	100	4,419 00	1,349 00
KO	COCA COLA CO 25	130	7,979 31	8,550 10
KSS	KOHLS CORP COM	90	5,140 96	4,890 60

M	MACYS INC	450	19,410 51	11,385 00
MCD	MCDONALDS CORP COM	45	1,743 73	3,454 20
MCK	MCKESSON CORP COM	175	10,209 50	12,316 50
MET	METLIFE INC COMM STOCK	278	14,432 60	12,354 32
MHS	MEDCOHEALTH SOLUTIONS INC	450	18,685 30	27,571 50
MO	ALTRIA GROUP INC	400	6,804 25	9,848 00
MON	MONSANTO COMPANY COM STK	250	13,306 84	17,410 00
MRK	MERCK & CO	250	10,374 94	9,010 00
MRO	MARATHON OIL CORP COM	200	10,364 00	7,406 00
MS	MORGAN STANLEY & CO COM	375	23,157 16	10,203 75
MSFT	MICROSOFT CORP USD 0 01	295	9,057 25	8,233 45
MT	ARCELOR MITTAL N V ROTTERDAM C L A ADR	120	5,589 60	4,575 60
MTLQQ	MOTORS LIQ CO	350	12,177 95	31 85
NKE	NIKE INC CL B COM STK	60	4,065 65	5,125 20
NOC	NORTHROP GRUMMAN CORP (FORMERLYNORTHROP CORP)	140	10,885 13	9,069 20
NOK	NOKIA CORP ADR SHRS EACH REPSTG 1 A SHARE	325	12,107 25	3,354 00
NOV	NATIONAL-OILWELL VARCO INC COM	75	5,516 70	5,043 75
NVDA	NVIDIA CORP COM STK	700	20,111 96	10,780 00
NYX	NYSE EURONEXT INC CO	130	9,048 45	3,897 40
PEP	PEPSICO INC	175	12,319 72	11,432 75
PFE	PFIZER INC	1,600	40,402 61	28,016 00
PG	PROCTER & GAMBLE CO	65	4,144 18	4,181 45
PH	PARKER HANNIFIN CORP COM	55	3,942 07	4,746 50
PM	PHILIP MORRIS INTL	293	10,501 53	17,149 29
R	RYDER SYSTEM INC	60	4,276 31	3,158 40
RDSa	ROYAL DUTCH SH A	225	16,674 00	15,025 50
RGA	REINSURANCE GROUP AMER INC CL A	34	1,403 10	1,826 14
RIG	TRANSOCEAN LTD	46	6,998 56	3,197 46
RIMM	RESEARCH IN MOTION LTD	275	28,980 95	15,985 75
RIO	RIO TINTO PLC SPONS ADR	20	2,757 75	1,433 20
RSG	REPUBLIC SERVICES INC COM	157	3,925 10	4,688 02
S	SPRINT NEXTEL CORP	1,700	21,958 25	7,191 00
SANM	SANMINA-SCI CORP	100	4,265 83	1,148 00
SLB	SCHLUMBERGER LTD 0 01 (CURACAO)	325	24,146 58	27,137 50
SPY	SPDR S&P 500 ETF TRUST	4,280	537,632 20	538,210 00
SVU	SUPERVALUE INC USD C OM	300	10,294 80	2,889 00
SWK	STANLEY BLACK & DECKER INC	121	8,059 42	8,091 27
T	AT&T INC ISIN US00206R1023	800	32,338 96	23,504 00
TECD	TECH DATA CORP	95	3,961 56	4,181 90
TEVA	TEVA PHARM	425	19,441 91	22,155 25
TGT	TARGET CORP COM STK	40	2,288 40	2,405 20
TM	TOYOTA MTR CORP COM STK	75	7,431 75	5,897 25
TOT	TOTAL S A. ADR	75	5,590 19	4,011 00
TRV	TRAVELERS COS INC	270	13,600 90	15,041 70
TSN	TYSON FOODS INC CL A	225	4,005 00	3,874 50
TWC	TIME WRNR CBL	58	3,012 29	3,829 74
TWX	TIME WARNER INC	233	8,519 30	7,495 61
TXT	TEXTRON INC COM	175	11,163 41	4,137 00
TYC	TYCO INTERNATIONAL LTD	106	5,280 74	4,392 64
UNP	UNION PACIFIC CORP	42	2,885 82	3,891 72
VMW	VMWARE INC -CL A	75	5,088 75	6,668 25
VOD	VODAFONE GP PLC ADS NEW	500	15,279 00	13,220 00
VZ	VERIZON COMMUNICATIONS COM STK	475	15,950 26	16,995 50
WDC	WESTERN DIGITAL CORP COM	175	6,177 50	5,932 50
WFC	WELLS FARGO COMPANY	74	10,488 50	2,293 26
WFR	MEMC ELECTR MATERIALS INC COM	175	13,174 73	1,970 50
WMT	WAL MART STORES INC	60	3,045 29	3,235 80
XL	XL GROUP PUBLIC LIMITED COMPANY	75	5,227 00	1,636 50
XOM	EXXON MOBIL CORP	425	27,007 23	31,076 00
YUM	YUM! BRANDS INC	75	2,947 15	3,678 75
TOTAL	**LDB FOUNDATION - Morgan Stanley - Corporate Stock**		**2,173,734.87**	**2,003,784.58**

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST - MONEY FUNDS	3,265.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,265.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	22,245.	0.	22,245.
TOTAL TO FM 990-PF, PART I, LN 4	22,245.	0.	22,245.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,590.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,590.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	241.	0.		0.
TO FORM 990-PF, PG 1, LN 23	241.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY-SEE ATTACHED STATEMENT	2,173,735.	2,003,785.
POWERSHARES DB CMDTY IDX	119,131.	121,716.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,292,866.	2,125,501.

FORM 990-PF OTHER ASSETS STATEMENT 6

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INCOME RECEIVABLE	1,154.	1,442.	1,442.
TO FORM 990-PF, PART II, LINE 15	1,154.	1,442.	1,442.