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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

| | | |
|---|--|--|
| 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 | | B Telephone number 615-352-1568 |
| City or town, state, and ZIP code NASHVILLE, TN 37205 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,591,307. | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |
| J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | | |

| 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 | 348,775. | | N/A | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 150. | 150. | | STATEMENT 1 |
| | 4 Dividends and interest from securities | 88,443. | 88,443. | | STATEMENT 2 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -110,145. | | | |
| | b Gross sales price for all assets on line 6a | 448,228. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 Net short-term capital gain | | | | |
| Operating and Administrative Expenses | 9 Income modifications | | | | |
| | Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | 2,182. | 2,182. | | STATEMENT 3 |
| | 12 Total. Add lines 1 through 11 | 329,405. | 90,775. | | |
| | 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 | | | | |
| | c Other professional fees | | | | |
| | 17 Interest | | | | |
| | 18 Taxes | 11,408. | 408. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | | |
| 22 Printing and publications | | | | | |
| 23 Other expenses | 16,678. | 16,329. | | 0. | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 71,861. | 16,737. | | 0. | |
| 25 Contributions, gifts, grants paid | 335,300. | | | 335,300. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 407,161. | 16,737. | | 335,300. | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | -77,756. | | | | |
| b Net investment income (if negative, enter -0-) | | 74,038. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

| 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 | | 1,052,458. | 1,062,975. | 1,062,975. |
| | 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 6 | 2,602,579. | 2,514,306. | 2,528,332. |
| | c | Investments - corporate bonds | | | | |
| Liabilities | 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 ▶) | | | | |
| | 16 | Total assets (to be completed by all filers) | | 3,655,037. | 3,577,281. | 3,591,307. |
| | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| Net Assets or Fund Balances | 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. | |
| | | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | |
| | 24 | Unrestricted | | | | |
| | 25 | Temporarily restricted | | | | |
| | 26 | Permanently restricted | | | | |
| | | Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> | | | | |
| | 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 | | 3,655,037. | 3,577,281. | |
| | 30 | Total net assets or fund balances | | 3,655,037. | 3,577,281. | |
| | 31 | Total liabilities and net assets/fund balances | | 3,655,037. | 3,577,281. | |

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 | 3,655,037. |
| 2 | Enter amount from Part I, line 27a | 2 | -77,756. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 3,577,281. |
| 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 | 3,577,281. |

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 MORGAN STANLEY #B2-78332 - SEE ATTACHED | | | |
| b STATEMENT | P | | |
| c UBS #2L-00181 - SEE ATTACHED STATEMENT | P | | |
| d K-1 GAINS AND LOSSES | P | | |
| e CAPITAL GAINS DIVIDENDS | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a | | | |
| b 433,078. | | 543,310. | -110,232. |
| c 15,083. | | 13,729. | 1,354. |
| d | | 1,334. | -1,334. |
| e 67. | | | 67. |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---------------------------|--------------------------------------|---|---|
| a | | | |
| b | | | -110,232. |
| c | | | 1,354. |
| d | | | -1,334. |
| e | | | 67. |

| | | |
|---|---|-----------|
| 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 | -110,145. |
| 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 the 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)) |
|---|---------------------------------------|---|--|
| 2011 | 263,500. | 3,523,001. | .074794 |
| 2010 | 305,656. | 2,976,015. | .102706 |
| 2009 | 252,230. | 2,951,259. | .085465 |
| 2008 | 307,876. | 3,441,300. | .089465 |
| 2007 | 322,023. | 4,091,170. | .078712 |

| | | |
|---|---|------------|
| 2 Total of line 1, column (d) | 2 | .431142 |
| 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 | .086228 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 3,352,552. |
| 5 Multiply line 4 by line 3 | 5 | 289,084. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 740. |
| 7 Add lines 5 and 6 | 7 | 289,824. |
| 8 Enter qualifying distributions from Part XII, line 4 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. | 8 | 335,300. |

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | | 1 | 740. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 2 | 0. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | 3 | 740. |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 3 Add lines 1 and 2 | | 5 | 740. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | | |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | |
| 6 Credits/Payments: | | | |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 6,647. | |
| 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 | 6,647. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | | |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | | |
| 10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 5,907. | |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/> | 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? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0. | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities. | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV. | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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 | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

N/A

Part VII-A Statements Regarding Activities (continued)

| | | | | |
|----|---|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A | 13 | X | |
| 14 | The books are in care of ► ELIZABETH HEASTON 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 | | | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16 | Yes | No X |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

| | Yes | No |
|--|---|----|
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► | 1b | X |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) | 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) | N/A | 3b |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | | 4b |

Form 990-PF (2012)

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

6b

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

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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 HEASTON 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

Form 990-PF (2012)

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. |
| | 0. |
| Total. Add lines 1 through 3 | 0. |

Form 990-PF (2012)

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 | 2,345,203. |
| b | Average of monthly cash balances | 1b | 1,058,403. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 3,403,606. |
| 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 | 3,403,606. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 51,054. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 3,352,552. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 167,628. |

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 | 167,628. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 740. |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 740. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 166,888. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 166,888. |
| 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 | 166,888. |

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 | 335,300. |
| 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 | 335,300. |
| 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 | 740. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 334,560. |

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 2011 | (c) 2011 | (d) 2012 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 166,888. |
| 2 Undistributed income, if any, as of the end of 2012 | | | 0. | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012: | | | | |
| a From 2007 | 126,818. | | | |
| b From 2008 | 138,039. | | | |
| c From 2009 | 105,277. | | | |
| d From 2010 | 157,365. | | | |
| e From 2011 | 92,263. | | | |
| f Total of lines 3a through e | 619,762. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 335,300. | | | | |
| a Applied to 2011, but not more than line 2a | | | 0. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2012 distributable amount | | | | 166,888. |
| e Remaining amount distributed out of corpus | 168,412. | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).) | 0. | | | 0. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 788,174. | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | 0. | | |
| d Subtract line 6c from line 6b. Taxable amount - see instructions | | 0. | | |
| e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 0. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 0. | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 | 126,818. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 661,356. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2008 | 138,039. | | | |
| b Excess from 2009 | 105,277. | | | |
| c Excess from 2010 | 157,365. | | | |
| d Excess from 2011 | 92,263. | | | |
| e Excess from 2012 | 168,412. | | | |

Part XV Supplementary Information (continued)

| 3 Grants and Contributions Paid During the Year or Approved for Future Payment | | | | |
|--|---|--------------------------------|----------------------------------|----------|
| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
| Name and address (home or business) | | | | |
| <i>a Paid during the year</i> | | | | |
| SEE ATTACHED STATEMENT | NONE | PUBLIC | GENERAL FUNDING | |
| NASHVILLE, TN | | | | 335,300. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | 3a | 335,300. |
| <i>b Approved for future payment</i> | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| Total | | | 3b | 0. |

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)(3) 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. | | |

[illegible]

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


| b If "Yes," complete the following schedule. | | |
|--|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

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.

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)?
☒ Yes ☐ No

| | | | | | |
|---------------------------------------|--|---|---------|---|-----------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | S.L. PILSON |  | 11/7/13 | | 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, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

LDB FOUNDATION

Employer identification number

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 foundationCheck 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, total 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 total 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 Part I, 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. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

| | |
|----------------------|--------------------------------|
| Name of organization | Employer identification number |
| LDB FOUNDATION | 74-2829433 |

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|--|
| 1 | LINDA D. BROOKS 2440 PEACHTREE ROAD NW, APT 10 ATLANTA, GA 30305 | \$ 348,775. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

| | |
|----------------------|--------------------------------|
| Name of organization | Employer identification number |
| LDB FOUNDATION | 74-2829433 |

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

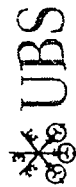
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |
| | | \$ | |

| | |
|----------------------|--------------------------------|
| Name of organization | Employer identification number |
| LDB FOUNDATION | 74-2829433 |

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total 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) ▶ \$

Use duplicate copies of Part III if additional space is needed.

| (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 |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |



Portfolio Management Program
December 2012

Account name: LDB FOUNDATION
Friendly account name: LDB Blend Fund
Account number: 2L 00179 01

Your Financial Advisor:
CONNELLY/MURPHY
212-821-7000/800-308-3140

LDB FOUNDATION

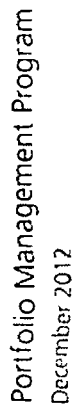
EIN: 74-2829433

990-PF, PART II, LINE 10B

Equities

| Trading | Number of shares | Purchase price: Average price per share (\$) | Client investment (\$) | Cost basis (\$) | Price per share on Dec 31 (\$) | Value on Dec 31 (\$) | Unrealized gain or loss (\$) | Investment holding return (%) |
|---------------------------------|------------------|--|------------------------|-----------------|--------------------------------|----------------------|------------------------------|-------------------------------|
| ISHARES INC NASDAQ CANADA INDEX | | | | | | | | |
| Symbol EW/C | | | | | | | | |
| Trade date May 9, 11 | 1 155 000 | 32 265 | 37 266.30 | 37 266.30 | 28.400 | 32,802.00 | -4,464.30 | 11 |
| YAI S&P 500 Current yield 2.09% | | | | | | | | |
| ISHARES TRUST CORE S&P MID-CAP | | | | | | | | |
| Symbol IHH | | | | | | | | |
| Trade date May 9 11 | 300 000 | 99 067 | 29,720.10 | 29,720.10 | 101.700 | 30,510.00 | 789.90 | 11 |
| YAI S&P 500 Current yield 1.43% | | | | | | | | |
| ISHARES TRUST CORE S&P | | | | | | | | |

continued next page



Your Financial Advisor:
CONKLIN/MURPHY
212-821-7030/800-308-3140

continued next page



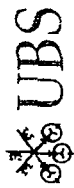
Account name: IDB FOUNDATION
Friendly account name: IDB Blend Equit
Account number: 2L 00179 01

Your Financial Advisor:
CONKLIN/MURPHY
212-821-7000/800-309-3140

Your assets • Equities • Closures

Mutual funds

continued next page



Portfolio Management Program
December 2012

Account name: IDR FOUNDATION
Friendly account name: IDR Bond Equit
Account number: 21 00179 01

Your Financial Advisor:
CONKLIN/WURPI/Y
212-821-7000/800-308 3140

Your assets • Equities • Mutual funds (continued)

| Holding | Trade date | Dec 9, 11 | Num. of shares | Purchase price/ Average price per share (\$) | Client Investment (\$) | Cost basis (\$) | Price per share on Dec 31 (\$) | Value on Dec 31 (\$) | Unrealized (tax) gain or loss (\$) | Investment Holding return (\$) | period |
|---------------------------------|------------|-----------|-------------------|--|---------------------------|---------------------|-----------------------------------|-------------------------|---------------------------------------|-----------------------------------|--------|
| FAI \$8.017 Current yield 2.44% | | | 91 409 | 18 770 | 1 715 75 | 1 715 75 | 20 900 | 1 910 45 | 194 70 | | LT |
| Security total | | | 15,689 168 | 21 205 | 332,693 73 | 332,693 73 | | 327,903 61 | -4,790 11 | | |
| Total | | | | | \$782,693.73 | \$782,693.73 | | \$810,956.90 | \$28,263.18 | \$28,263.17 | |

Your total assets

| | Value on Dec 31 (\$) | Percentage of your account | Cost basis (\$) | Estimated annual income (\$) | Unrealized gain or loss (\$) |
|--|----------------------|-------------------------------|---------------------|---------------------------------|---------------------------------|
| Cash and money balances | 169,845.25 | 9.90% | 169,845.25 | | |
| Closed end funds & exchange traded products | 676,835.95 | | 685,572.40 | 15,717.00 | -8,736.45 |
| Mutual funds | 810,956.90 | | 782,693.73 | 14,692.00 | 28,263.18 |
| Total equities | 1,487,792.85 | 86.71% | 1,468,266.13 | 30,409.00 | 19,526.73 |



Portfolio Management Program
December 2012

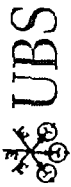
Account name: IDB FOUNDATION
Friendly account name: LDB Fixed Income
Account number: 2L 00180 01

Your Financial Advisor:
CONKLIN/MURPHY
212-821-7000/800 308-3140

Fixed income Mutual funds

| Fund | Number of shares | Purchase price/ Average price per share \$ | Client investment \$ | Cost basis \$ | Price per share on Dec 31 \$ | Value on Dec 31 \$ | Unrealized (gain or loss) \$ | Investment return \$ |
|--|------------------|--|----------------------|---------------|------------------------------|--------------------|------------------------------|----------------------|
| BLACKROCK STRATEGIC INCOME I | | | | | | | | |
| Symbol: BSIX | | | | | | | | |
| Trade date: May 12, 11 | 37,500.00 | 10.000 | 375,000.00 | 375,000.00 | 10.100 | 378,750.00 | 3,750.00 | 11 |
| FYI \$12.750 Current yield 3.37% | | | | | | | | |
| LEGG MASON RW GLOBAL OPPORTUNITIES BOND FUND CLASS I | | | | | | | | |
| Symbol: GOBIX | | | | | | | | |
| Trade date: May 12, 11 | 17,217.631 | 10.889 | 187,500.00 | 187,500.00 | 11.710 | 201,618.46 | 14,118.46 | 11 |
| Trade date: May 31, 11 | 34,154 | 11.020 | 376.38 | 376.38 | 11.710 | 399.94 | 23.56 | 11 |

continued next page



Portfolio Management Program
December 2012

Account name: IDB FOUNDATION
Friendly account name: IDB fixed income
Account number: 2L 00180 01

Your Financial Advisor:
CONKLIN/MURPHY
212-821-7000/800-308-3140

Your assets • Fixed income • Mutual funds (continued)

| Holdings | Number of shares | Purchase price/ Average price per share (\$) | Client investment (\$) | Cost basis (\$) | Price per share as Dec 31 (\$) | Value on Dec 31 (\$) | Unrealized gain or loss (\$) | Investment return (\$) | Holding period |
|--------------------------------|------------------|--|------------------------|---------------------|--------------------------------|----------------------|------------------------------|------------------------|----------------|
| Trade date Jun 15, 11 | 27 830 | 10 910 | 303 63 | 303 63 | 11 710 | 325 89 | 22 26 | | 11 |
| Trade date Jun 30, 11 | 56 529 | 10 860 | 613 91 | 613 91 | 11 710 | 661 95 | 48 04 | | 11 |
| Trade date Jul 29, 11 | 57 684 | 11 090 | 639 72 | 639 72 | 11 710 | 675 48 | 35 76 | | 11 |
| Trade date Aug 31, 11 | 57 289 | 11 280 | 646 22 | 646 22 | 11 710 | 670 85 | 24 63 | | 11 |
| Trade date Sep 30, 11 | 53 333 | 10 980 | 585 60 | 585 60 | 11 710 | 624 53 | 38 93 | | 11 |
| Trade date Oct 31, 11 | 44 271 | 11 180 | 494 95 | 494 95 | 11 710 | 518 41 | 23 45 | | 11 |
| AI \$5.809 Current yield 3.31% | | | | | | | | | |
| Security total | 17,548,721 | 10,893 | 191,150.41 | 191,160.41 | | 205,495.52 | 14,335.10 | 14,335.10 | |
| Total | | | \$566,160.41 | \$566,160.41 | | \$584,245.52 | \$18,085.10 | \$18,085.11 | |

Other

Mutual funds

| Holdings | Number of shares | Purchase price/ Average price per share (\$) | Client investment (\$) | Cost basis (\$) | Price per share as Dec 31 (\$) | Value on Dec 31 (\$) | Unrealized gain or loss (\$) | Investment return (\$) | Holding period |
|---------------------------------|------------------|--|------------------------|-----------------|--------------------------------|----------------------|------------------------------|------------------------|----------------|
| Trade date May 17, 11 | 13,636,364 | 13,749 | 187,500.00 | 187,500.00 | 13,960 | 190,363.64 | 2,863.64 | 2,863.64 | 11 |
| AI \$10.227 Current yield 5.37% | | | | | | | | | |

PRIMIPAL GLOBAL
DIVERSIFIED INCOME FUND

CLASS A

Symbol PCIBAX



ACCESS
December 2012

Account name: LDB FOUNDATION
Friendly account name: LDB Wentworth
Account number: 21 00181 01

Your Financial Advisor:
CONKLIN/MURPHY
212-821 7000/800 308 3140

Equities

Common stock

| Trading | Trade date | Number of shares | Purchase price / Average price per share (\$) | Cost basis (\$) | Price per share on Dec 31 (\$) | Value on Dec 31 (\$) | Unrealized gain or loss (\$) | Holding period |
|-------------------------------|------------|------------------|---|-----------------|--------------------------------|----------------------|------------------------------|----------------|
| ALLIANZ SE ADR | | | | | | | | |
| Symbol: AZSEY Exchange: OTC | | | | | | | | |
| FAI \$107 Current yield 3.10% | Nov 21, 12 | 250,000 | 12.330 | 3,082.50 | 13.820 | 3,455.00 | 372.50 | SI |
| AXA ADR | | | | | | | | |
| Symbol: AXAIY Exchange: OTC | | | | | | | | |
| FAI \$117 Current yield 4.01% | May 11, 11 | 125,000 | 21.440 | 2,680.00 | 18.220 | 2,277.50 | (402.50) | LI |
| Security total | Nov 21, 11 | 35,000 | 12.210 | 427.35 | 18.220 | 637.70 | 210.35 | LI |
| | | 160,000 | 19.421 | 3,107.35 | | 2,915.20 | (192.15) | |
| BASF SE SPON ADR | | | | | | | | |
| Symbol: BASIY Exchange: OTC | | | | | | | | |
| FAI \$145 Current yield 2.54% | May 11, 11 | 60,000 | 92.860 | 5,571.60 | 95.000 | 5,700.00 | 128.40 | LI |
| BBIP BRITN LTD SPON ADR | | | | | | | | |
| Symbol: BBIP Exchange: NYSE | | | | | | | | |
| FAI \$302 Current yield 2.85% | May 11, 11 | 125,000 | 95.545 | 11,943.21 | 78.420 | 9,807.50 | (2,140.71) | LI |
| Security total | Nov 21, 11 | 10,000 | 69.480 | 694.80 | 78.420 | 784.20 | 85.40 | LI |
| | | 135,000 | 93.615 | 12,638.01 | | 10,586.70 | (2,051.31) | |

continued next page



ACCESS
December 2012

Account name: IDB FOUNDATION
Friendly account name: IDB Wentworth
Account number: 21 00181 01

Your Financial Advisor:
CONKLIN/URPHY
212-821-7000/800-308-3140

Your assets • Equities • Common stock (continued)

| Investing | Trade date | Number of shares | Purchase price/ Average price per share (\$) | Cost basis (\$) | Price per share on Dec 31 (\$) | Value on Dec 31 (\$) | Unrealized gain or loss (\$) | Holding period |
|--|------------|------------------|--|-----------------|-----------------------------------|-------------------------|---------------------------------|-------------------|
| BRITISH AMERICAN TOBACCO PLC GB | | | | | | | | |
| SPON ADR | | | | | | | | |
| Symbol BII Exchange AMEX | May 11, 11 | 60 000 | 89 620 | 5,377 20 | 101 250 | 6,075 00 | 697 80 | 11 |
| FAI \$253 Current yield 4.16% | | | | | | | | |
| BROOKFIELD ASSET MGMT INC LTD | | | | | | | | |
| VFC SHS CIA | | | | | | | | |
| Symbol BAM Exchange NYSE | May 11, 11 | 60 000 | 33 210 | 1,992 60 | 36 650 | 2,199 00 | 206 40 | 11 |
| FAI \$39 Current yield 1.52% | Nov 21, 11 | 10 000 | 26 410 | 264 10 | 36 650 | 366 50 | 102 40 | 11 |
| Security total | | 70 000 | 32 239 | 2,256 70 | | 2,565 50 | 308 80 | |
| CANADIAN PAC RAILWAY LTD CAD | | | | | | | | |
| Symbol CP Exchange NYSE | | | | | | | | |
| FAI \$169 Current yield 1.39% | May 11, 11 | 120 000 | 64 983 | 7 797 97 | 101 620 | 12,194 40 | -1,356 43 | 11 |
| CAD Exchange rate 0.99570 | | | | | | | | |
| CANADIAN NAT RE SOURCES LTD CAD | | | | | | | | |
| Symbol CNQ Exchange NYSE | | | | | | | | |
| FAI \$97 Current yield 1.46% | May 11, 11 | 215 000 | 42 027 | 9,035 85 | 28 870 | 6,207 05 | -2 828 80 | 11 |
| CAD Exchange rate 0.99570 | Nov 21, 12 | 15 000 | 27 550 | 413 25 | 28 870 | 433 05 | 19 80 | 11 |
| Security total | | 230 000 | 41 083 | 9 449 10 | | 6,640 10 | 2,809 00 | |
| CORNAHL RAILWAY CO CAD | | | | | | | | |
| Symbol CRI Exchange NYSE | | | | | | | | |
| FAI \$121 Current yield 1.66% | May 11, 11 | 75 000 | 77 480 | 5,811 00 | 91 010 | 6,825 75 | 1,014 75 | 11 |
| CAD Exchange rate 0.99570 | Dec 4, 12 | 5 000 | 89 462 | 447 31 | 91 010 | 455 05 | 7 74 | 11 |
| Security total | | 80 000 | 78 229 | 6,258 31 | | 7 280 80 | 1,072 49 | |
| CORE LABORATORIES NV LUR | | | | | | | | |
| Symbol CLB Exchange NYSE | | | | | | | | |
| FAI \$22 Current yield 1.01% | May 11, 11 | 15 000 | 95 240 | 1,428 60 | 109 310 | 1,639 65 | 211 05 | 11 |
| LUR Exchange rate 0.75849 | Nov 21, 11 | 5 000 | 105 890 | 529 45 | 109 310 | 546 55 | 17 10 | 11 |
| Security total | | 20 000 | 97 903 | 1,958 05 | | 2,186 20 | 228 15 | |
| DICCEL PLC NEW GB SPON ADR | | | | | | | | |
| Symbol DIO Exchange NYSE | | | | | | | | |
| FAI \$166 Current yield 2.37% | May 11, 11 | 55 000 | 84 530 | 4,649 15 | 116 580 | 6,411 90 | 1 762 75 | 11 |

continued next page



ACCESS
December 2012

Account name: LDB FOUNDATION
Friendly account name: LDB Wentworth
Account number: 21 00181 01

Your Financial Advisor:
CONKLIN/MURPHY
212-821 7000/800 308 3140

Your assets • Equities • Common stock (continued)

| Security | Trade date | Quantity of shares | Purchase price/Average price per share \$ | Cost basis \$ | Price per share as of Dec 31 (\$) | Value on Dec 31 (\$) | Unrealized gain or loss \$ | Return in % |
|-----------------------|------------|--------------------|---|---------------|-----------------------------------|----------------------|----------------------------|-------------|
| Security total | | | | | | | | |
| FATON CORP PLC | Nov 21, 11 | 5,000 | 80.790 | 403.95 | 116.580 | 582.90 | 178.95 | 11 |
| Security total | | | | | | | | |
| FATON CORP PLC | Nov 21, 11 | 60,000 | 84.218 | 5,053.10 | | 6,994.80 | 1,941.70 | |
| Security total | | | | | | | | |
| FATON CORP PLC | Dec 3, 12 | 80,504 | 51.655 | 4,158.45 | 54.180 | 4,361.12 | 202.67 | 51 |
| FATON CORP PLC | Dec 3, 12 | 15,456 | 51.654 | 800.43 | 54.180 | 839.56 | 39.13 | 51 |
| FATON CORP PLC | Dec 20, 12 | 5,000 | 54.610 | 273.39 | 54.180 | 270.90 | -2.49 | 51 |
| Security total | | | | | | | | |
| FATON CORP PLC | May 11, 11 | 101,000 | 51.805 | 5,232.27 | | 5,472.18 | 239.91 | |
| Security total | | | | | | | | |
| FATON CORP PLC | May 11, 11 | 70,000 | 19.348 | 1,354.40 | 15.450 | 1,081.50 | 272.90 | 11 |
| Security total | | | | | | | | |
| FATON CORP PLC | May 11, 11 | 20,000 | 27.562 | 551.25 | 24.560 | 491.20 | -60.05 | 11 |
| Security total | | | | | | | | |
| FATON CORP PLC | May 11, 11 | 115,000 | 50.651 | 5,824.90 | 47.960 | 5,515.40 | -309.50 | 11 |
| FATON CORP PLC | Aug 16, 11 | 60,000 | 30.981 | 1,858.90 | 47.960 | 2,877.60 | 1,018.70 | 11 |
| Security total | | | | | | | | |
| FATON CORP PLC | May 11, 11 | 175,000 | 43.907 | 7,683.80 | | 8,393.00 | 709.20 | |
| Security total | | | | | | | | |
| FATON CORP PLC | May 11, 11 | 145,000 | 18.560 | 2,691.20 | 13.590 | 1,970.55 | -720.65 | 11 |
| FATON CORP PLC | Nov 21, 11 | 30,000 | 10.540 | 316.20 | 13.590 | 407.70 | 91.50 | 11 |
| Security total | | | | | | | | |
| FATON CORP PLC | May 11, 11 | 175,000 | 17.185 | 3,007.40 | | 2,378.25 | -629.15 | |
| Security total | | | | | | | | |
| FATON CORP PLC | May 11, 11 | 345,000 | 27.372 | 9,443.62 | 14.450 | 4,985.25 | -4,458.37 | 11 |
| FATON CORP PLC | Aug 16, 11 | 130,000 | 19.090 | 2,481.82 | 14.450 | 1,878.50 | -603.32 | 11 |
| FATON CORP PLC | Oct 4, 11 | 20,000 | 11.641 | 232.82 | 14.450 | 289.00 | 56.18 | 11 |
| Security total | | | | | | | | |
| FATON CORP PLC | Nov 21, 12 | 105,000 | 13.656 | 1,433.95 | 14.450 | 1,517.25 | 83.30 | 51 |

continued next page



ACCESS
(December 2012)

Account name: LDB FOUNDATION
Friendly account name: LDB Ventw:th
Account number: 21 00181 01

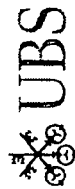
Your Financial Advisor:
CONKLIN/MURPHY
212-821-7000/800-308-3140

Your assets • Equities • Common stock (continued)

| Security | Trade date | Quantity | Par value of shares | Purchase price/average price per share (\$) | Cost basis (\$) | Price per share on Dec 31 (\$) | Value on Dec 31 (\$) | Unrealized gain or loss (\$) | Holding period |
|-------------------------------------|------------|----------|---------------------|---|-----------------|--------------------------------|----------------------|------------------------------|----------------|
| Security total | | | 600 000 | 22 654 | 13 592 21 | | 8 670 00 | -4 922 21 | |
| NI SILF S.A. SPONSORED ADR | | | | | | | | | |
| REPSIG REG SHS SWITZ ADR | | | | | | | | | |
| Symbol: REPSIG Exchange: OTC | | | | | | | | | |
| LAI \$248 Current yield: 2.72% | May 11, 11 | 140 000 | | 61 190 | 8 566 60 | 55 170 | 9 123 80 | 557 20 | LI |
| MOBIL CORP CH | | | | | | | | | |
| Symbol: MOBIL Exchange: NYSE | | | | | | | | | |
| LAI \$165 Current yield: 1.55% | May 11, 11 | 300 000 | | 40 205 | 12 061 77 | 34 820 | 10 446 00 | -1 615 77 | LI |
| CIP Exchange rate: 0.91535 | Aug 16, 11 | 5 000 | | 31 630 | 158 15 | 34 820 | 174 10 | 15 95 | LI |
| Security total | | | 305 000 | 40 065 | 12 219 92 | | 10 620 10 | -1 599 82 | |
| NOVARTIS AG SPON ADR | | | | | | | | | |
| Symbol: NOV Exchange: NYSE | | | | | | | | | |
| LAI \$147 Current yield: 3.32% | May 11, 11 | 55 000 | | 60 490 | 3 931 85 | 63 300 | 4 114 50 | 182 65 | LI |
| | Nov 21, 11 | 5 000 | | 53 750 | 268 75 | 63 300 | 316 50 | 47 75 | LI |
| Security total | | | 70 000 | 60 009 | 4 200 60 | | 4 431 00 | 230 40 | |
| PATHEON LTD ORD | | | | | | | | | |
| Symbol: PAT Exchange: NYSE | | | | | | | | | |
| LAI \$87 Current yield: 3.09% | May 11, 11 | 35 000 | | 79 150 | 2 770 25 | 80 490 | 2 817 15 | 46 90 | LI |
| POLARIS CORP SASR INC CANADA | | | | | | | | | |
| CAD | | | | | | | | | |
| Symbol: POL Exchange: NYSE | | | | | | | | | |
| LAI \$185 Current yield: 2.07% | May 11, 11 | 160 000 | | 53 178 | 10 103 95 | 40 690 | 7 731 10 | -2 372 85 | LI |
| CAD Exchange rate: 0.95570 | Nov 21, 11 | 10 000 | | 42 290 | 422 90 | 40 690 | 406 90 | 16 00 | LI |
| | Nov 21, 12 | 20 000 | | 38 341 | 766 83 | 40 690 | 813 80 | 46 97 | SI |
| Security total | | | 220 000 | 51 335 | 11 293 68 | | 8 951 80 | -2 341 88 | |
| RO HINTO PLC SPON ADR | | | | | | | | | |
| Symbol: RO Exchange: NYSE | | | | | | | | | |
| LAI \$331 Current yield: 2.85% | May 11, 11 | 155 000 | | 68 784 | 10 661 63 | 58 090 | 9 003 95 | -1 657 68 | LI |
| | Nov 21, 11 | 25 000 | | 48 410 | 1 210 25 | 58 090 | 1 457 25 | 247 00 | LI |
| | Dec 14, 12 | 20 000 | | 51 417 | 1 088 35 | 58 090 | 1 161 80 | 73 45 | SI |
| Security total | | | 200 000 | 64 801 | 12 960 23 | | 11 618 00 | -1 342 23 | |

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ACCESS
December 2012

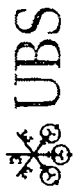
Account name: LDB FOUNDATION
Friendly account name: LDB Wentworth
Account number: 2L 00181 01

Your Financial Advisor:
CONKLIN/MURPHY
212-821-7000/800-308-3140

Your assets • Equities • Common stock (continued)

| Symbol | Trade date | Number of shares | Purchase price/ Average price per share (\$) | Cost basis (\$) | Price per share on Dec 31 (\$) | Value on Dec 31 (\$) | Unrealized gain or loss (\$) | Holding period |
|--|------------|------------------|--|-----------------|-----------------------------------|-------------------------|---------------------------------|-------------------|
| SCHUMBERGER LTD NYSE | | | | | | | | |
| Symbol: SCH | May 11, 11 | 115,000 | 82.603 | 9,499.45 | 69.298 | 7,969.27 | 1,530.18 | 11 |
| Current yield: 1.59% | Nov 21, 11 | 20,000 | 69.380 | 1,387.60 | 69.298 | 1,385.96 | 1.64 | 11 |
| Security total | | 135,000 | 80.645 | 10,887.05 | | 9,355.23 | 1,531.82 | |
| SUNCOR ENERGY INC NYSE | | | | | | | | |
| Symbol: SU | May 11, 11 | 295,000 | 41.397 | 12,212.20 | 32.980 | 9,729.10 | -2,483.10 | 11 |
| Current yield: 1.59% | Nov 21, 11 | 20,000 | 29.530 | 590.60 | 32.980 | 659.60 | 69.00 | 11 |
| Security total | | 315,000 | 40.644 | 12,802.80 | | 10,388.70 | 2,484.10 | |
| TAIPEI POWER ELECTRIC CORP NYSE | | | | | | | | |
| Symbol: TPC | May 11, 11 | 130,000 | 21.357 | 2,776.50 | 11.330 | 1,472.90 | -1,303.60 | 11 |
| Current yield: 2.48% | Nov 21, 11 | 15,000 | 12.520 | 187.80 | 11.330 | 169.95 | -17.85 | 11 |
| Security total | | 145,000 | 21.357 | 2,964.30 | | 1,642.85 | -1,321.45 | |
| TECH RESOURCES LTD NYSE | | | | | | | | |
| Symbol: TRS | Dec 14, 12 | 60,000 | 35.890 | 2,153.45 | 36.350 | 2,181.00 | 27.55 | 12 |
| Current yield: 1.82% | | | | | | | | |
| Symbol: TRS | May 11, 11 | 210,000 | 47.947 | 10,068.98 | 41.920 | 8,803.20 | -1,265.78 | 11 |
| Current yield: 1.82% | Nov 21, 11 | 25,000 | 32.910 | 822.75 | 41.920 | 1,048.00 | 225.25 | 11 |
| Security total | | 235,000 | 46.348 | 10,891.73 | | 9,851.20 | -1,040.53 | |
| TRIPLEX ENERGY LTD NYSE | | | | | | | | |
| Symbol: TRX | May 11, 11 | 185,000 | 67.189 | 12,430.11 | 44.660 | 8,262.10 | -4,168.01 | 11 |
| Current yield: 0.9153% | Nov 21, 11 | 20,000 | 44.980 | 899.60 | 44.660 | 893.20 | -6.40 | 11 |

continued next page



ACCESS
December 2012

Account name: IDB FOUNDATION
Friendly account name: IDB Wentworth
Account number: 21 00181 01

Your Financial Advisor:
CORINNA MURPHY
212-821-7000/800-308-3140

Your assets • Equities • Common stock (continued)

| Reporting | Trade date | Number of shares | Purchase price / Average price per share (\$) | Cost basis (\$) | Price per share on Dec 31 (\$) | Value on Dec 31 (\$) | Unrealized gain or loss (\$) | Reporting period |
|----------------------------------|------------|------------------|---|-----------------|--------------------------------|----------------------|------------------------------|------------------|
| Security total | | 205,000 | 65.023 | 13,329.71 | | 9,155.30 | 4,174.41 | |
| UBI OVER NY 5HS NEW | | | | | | | | |
| RETHIRANDS SPON SPON ADR | | | | | | | | |
| Symbol UBI Exchange NYSE | | | | | | | | |
| Est \$151 Current yield 2.72% | | | | | | | | |
| VALE SA SP SPON ADR | May 11, 11 | 145,000 | 32.975 | 4,781.43 | 38.300 | 5,553.50 | 772.07 | 11 |
| Symbol VALE Exchange NYSE | | | | | | | | |
| Est \$1.44 Current yield 1.48% | May 11, 11 | 370,000 | 30.560 | 9,779.20 | 20.960 | 6,707.20 | -3,072.00 | 11 |
| WEATHERFORD INTL LTD CH | Nov 21, 12 | 80,000 | 17.247 | 1,379.81 | 20.960 | 1,676.80 | 296.99 | 51 |
| Symbol WFT Exchange NYSE | | | | | | | | |
| Est \$1.77 Current yield 0.91535 | May 11, 11 | 605,000 | 19.931 | 12,058.44 | 11.190 | 6,769.95 | -5,288.49 | 11 |
| Security total | Nov 21, 12 | 190,000 | 9.577 | 1,819.63 | 11.190 | 2,126.10 | 306.47 | 51 |
| YARA INTL ASA SPON ADR | | | | | | | | |
| Symbol YARIY Exchange OTC | | | | | | | | |
| Est \$1.10 Current yield 2.01% | May 11, 11 | 850,000 | 17.228 | 14,643.67 | | 9,511.50 | -5,132.17 | |
| Security total | | | | | | | | |
| YARA INTL ASA SPON ADR | | | | | | | | |
| Symbol YARIY Exchange OTC | | | | | | | | |
| Est \$1.10 Current yield 2.01% | May 11, 11 | 10,000 | 54.780 | 547.80 | 49.740 | 497.40 | 50.40 | 11 |
| Total | | | | \$230,748.15 | | \$207,785.51 | -\$22,962.64 | |

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

74-2829433

2012 Grants Paid

| Donee | 2011 Contribution | Foundation Status | Purpose of Grant | City and State |
|---------------------------------------|----------------------|----------------------|------------------|----------------|
| Alive Hospice | 1,000 | Public | General Funding | Nashville, TN |
| Briarwood - Brookwood Community | 10,000 | Public | General Funding | Brookshire, TX |
| Christ Presbyterian | 5,000 | Public | General Funding | Nashville, TN |
| First Presbyterian | 15,000 | Public | General Funding | Nashville, TN |
| Mental Health Assn of Mid TN | 5,000 | Public | General Funding | Nashville, TN |
| Pace Academy | 190,000 | Public | General Funding | Atlanta, GA |
| Gary Brukardt Foundation | 500 | Public | General Funding | Nashville, TN |
| Juvenile Diabetes Research Foundation | 10,000 | Public | General Funding | Nashville, TN |
| Centerstone Foundation | 5,000 | Public | General Funding | Nashville, TN |
| Peachtree Presbyterian Church | 1,000 | Public | General Funding | Atlanta, GA |
| Vanderbilt Diabetes Center | 89,300 | Public | General Funding | Nashville, TN |
| Vanderbilt Kennedy Center | 3,500 | Public | General Funding | Nashville, TN |
| | <u>335,300</u> | | | |

Morgan Stanley

Private Wealth Management

A division of Morgan Stanley Smith Barney

REALIZED GAIN/(LOSS) SUMMARY

Tax Year 2012

LDB FOUNDATION *EQUITIES*

Account Number: 0B2 783328

This Realized Gain and Loss Summary is being provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley cannot provide you with tax advice. Although Morgan Stanley is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Realized Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley, including securities purchased elsewhere and later transferred to Morgan Stanley, cost basis information may not be provided. To correct any information supplied by Morgan Stanley, please inform your Private Wealth Advisor, to add cost basis information, you should inform your Private Wealth Advisor. Please note that although Morgan Stanley makes every effort to adjust the cost basis for such securities' capital changes, it does not adjust the cost basis for all events.

Short Term

| DESCRIPTION | CUSIP | QUANTITY | DATE ACQUIRED | DATE SOLD | PROCEEDS | COST | REALIZED GAIN/(LOSS) |
|-------------------------------|-----------|----------|---------------|------------|--------------|--------------|----------------------|
| NUVEEN TRADEWINDS GLB ALL CPI | 67065W761 | 258.787 | 12/30/2011 | 04/11/2012 | \$8,112.55 | \$6,283.36 | \$1,829.19 |
| NUVEEN TRADEWINDS GLB ALL CPI | 67065W761 | 407.079 | 12/16/2011 | 04/11/2012 | \$9,615.21 | \$9,989.73 | \$(374.52) |
| NUVEEN TRADEWINDS GLB ALL CPI | 67065W761 | 743.324 | 12/16/2011 | 04/11/2012 | \$17,557.31 | \$18,241.17 | \$(683.86) |
| NUVEEN TRADEWINDS GLB ALL CPI | 67065W761 | 16.926 | 05/09/2011 | 04/11/2012 | \$399,792.45 | \$508,795.98 | \$(109,003.53) |
| Total Short Term | | | | | \$433,077.52 | | \$110,232.72 |

Account Number 2L 00181 01
Your Financial Advisor or Contact
CONKLIN/MURPHY
212-821-7000/800-308-3140

UBS Financial Services Inc.

2012 Informational Statement

E350110000000700000190-X

Proceeds from Broker Transactions

Short-term transactions for covered securities; included in Line 2a.

| Security description (Line 8) Symbol (Line 1a) CUSIP Activity type | Quantity / face value (Line 1c) | Original cost basis (\$) | Date acquired (Line 1b) | Date of sale / exchange (Line 1a) | Sale amount (Line 2a) (\$) | Cost or other basis (Line 3) (\$) | Wash sale loss disallowed (Line 5) (\$) | Federal income tax withheld (Line 4) (\$) | Gain/Loss (\$) |
|---|---------------------------------------|-----------------------------|-------------------------------|--|-------------------------------|--------------------------------------|---|---|----------------|
| EATON CORP PLC Symbol ETN CUSIP G29183103 Cash in Lieu | 0.8488 | | 12/03/12 | 12/03/12 | 43.50 | 43.84 | 0.34 | | 0.00 |
| UBS AG REGS ORD CHF Symbol UBS CUSIP HB9231338 Sell | 50.0000 | | 11/21/11 | 11/21/12 | 767.62 | 558.34 | | | 209.28 |
| Total | 50.8488 | | | | \$811.12 | \$602.18 | \$0.34 | | \$209.28 |

Long-term transactions for covered securities; included in Line 2a.

| Security description (Line 8) Symbol (Line 1a) CUSIP Activity type | Quantity / face value (Line 1c) | Original cost basis (\$) | Date acquired (Line 1b) | Date of sale / exchange (Line 1a) | Sale amount (Line 2a) (\$) | Cost or other basis (Line 3) (\$) | Wash sale loss disallowed (Line 5) (\$) | Federal income tax withheld (Line 4) (\$) | Gain/Loss (\$) |
|---|---------------------------------------|-----------------------------|-------------------------------|--|-------------------------------|--------------------------------------|---|---|----------------|
| COOPER INDUSTRIES PLC NEW *MERGER EFF 12/12 *CL A CUSIP G24140108 Exchange | 105.0000 | | 05/11/11 | 12/03/12 | 8,313.04 | 6,729.69 | | | 1,583.35 |
| Exchange | 20.0000 | | 08/16/11 | 12/03/12 | 1,583.43 | 958.11 | | | 625.32 |
| Sub Total | 125.0000 | | | | 9,896.47 | 7,687.80 | | | 2,208.67 |
| UBS AG REGS ORD CHF Symbol UBS CUSIP HB9231338 Sell | 285.0000 | | 05/11/11 | 11/21/12 | 4,375.45 | 5,439.65 | | | (1,064.20) |
| Total | 410.0000 | | | | \$14,271.92 | \$13,127.45 | | | \$1,144.47 |
| Total | | | | | \$15,083.04 | | | | |

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

| SOURCE | AMOUNT |
|--|--------|
| INTEREST - MONEY FUNDS | 150. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 150. |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| CAPITAL GAIN DISTRIBUTIONS | 67. | 67. | 0. |
| DIVIDENDS | 88,443. | 0. | 88,443. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 88,510. | 67. | 88,443. |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---|-----------------------------|-----------------------------------|-------------------------------|
| K-1 - SEC 1256 CONTRACTS AND STRADDLES | 2,149. | 2,149. | |
| MISCELLANEOUS INCOME | 33. | 33. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 2,182. | 2,182. | |

FORM 990-PF TAXES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES | 408. | 408. | | 0. |
| TAX EXPENSE | 11,000. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 11,408. | 408. | | 0. |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 5 |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| BANK FEES | 349. | 0. | | 0. | |
| K-1 INVESTMENT FEES | 497. | 497. | | 0. | |
| INVESTMENT FEES | 15,814. | 15,814. | | 0. | |
| ADR FEES | 18. | 18. | | 0. | |
| TO FORM 990-PF, PG 1, LN 23 | 16,678. | 16,329. | | 0. | |

| FORM 990-PF | CORPORATE STOCK | | STATEMENT | 6 |
|---|-----------------|--|----------------------|---|
| DESCRIPTION | BOOK VALUE | | FAIR MARKET VALUE | |
| UBS-SEE ATTACHED STATEMENT | 2,452,675. | | 2,470,188. | |
| POWERSHARES DB CMDTY IDX | 61,631. | | 58,144. | |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 2,514,306. | | 2,528,332. | |

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

| | | |
|---|--|---|
| Type or print File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions | Employer identification number (EIN) or |
| | LDB FOUNDATION | 74-2829433 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. | Social security number (SSN) |
| | 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)

04

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------|-------------|
| Form 990 or Form 990-EZ | 01 | | |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720 (individual) | 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 |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

ELIZABETH HEASTON

- The books are in the care of ☒ 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.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

7 State in detail why you need the extension

TAXPAYER NEEDS ADDITIONAL TIME TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

| | | | |
|--|----|----|--------|
| 8a 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 | 8a | \$ | 1,600. |
| 8b 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 and any amount paid previously with Form 8868. | 8b | \$ | 6,647. |
| 8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 8c | \$ | 0. |

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☐

Title ☐

Date ☐

Form 8868 (Rev. 1-2013)