Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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 | Room/suite:

B Telephone number: 615-352-1568

City or town, state or province, country, and ZIP or foreign postal code: NASHVILLE, TN 37205

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [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) ▶$ 3,777,989.

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	43,775.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19.	19.		STATEMENT 1
	4 Dividends and interest from securities	79,676.	79,676.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	110,877.			
	b Gross sales price for all assets on line 6a 3,655,155.				
	7 Capital gain net income (from Part IV, line 2)		110,877.		
	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	-1,492.	-1,492.		STATEMENT 3
	12 Total. Add lines 1 through 11	232,855.	189,080.		
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 4	7,520.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	1,327.	1,327.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	25,951.	25,159.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	78,573.	26,486.		0.
	25 Contributions, gifts, grants paid	155,000.			155,000.
	26 Total expenses and disbursements. Add lines 24 and 25	233,573.	26,486.		155,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-718.			
	b Net investment income (if negative, enter -0-)		162,594.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,062,975.	143,095.	143,095.
	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 ▶			
Assets	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 8	2,514,306.	2,916,133.	3,079,769.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	0.	508,513.	555,125.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,577,281.	3,567,741.	3,777,989.
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 ▶ ☒ 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	3,577,281.	3,567,741.	
	30 Total net assets or fund balances	3,577,281.	3,567,741.	
	31 Total liabilities and net assets/fund balances	3,577,281.	3,567,741.	

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	3,577,281.
2	Enter amount from Part I, line 27a	2	-718.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,576,563.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	8,822.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,567,741.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	3,655,155.		3,544,278.	110,877.

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				
c				
d				
e				110,877.

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	110,877.
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))
2012	334,560.	3,352,552.	.099793
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

2 **Total** of line 1, column (d)	2	.452223
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	.090445
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,894,920.
5 Multiply line 4 by line 3	5	352,276.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,626.
7 Add lines 5 and 6	7	353,902.
8 Enter qualifying distributions from Part XII, line 4	8	155,000.

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 ▶ ☐ and enter 1% of Part I, line 27b		1	3,252.
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	3,252.
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	3,252.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 5,907.		
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	5,907.
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	2,655.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 2,655.	**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 the 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 2013 or the taxable year beginning in 2013 (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

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

		Line	Yes	No
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?	13	X	

Website address ▶ N/A

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

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See 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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	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 2013?		4b		X

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

			Yes	No
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 2440 PEACHTREE RD NW, UNIT 10 ATLANTA, GA 30305	PRES/DIRECTOR 2.00	0.	0.	0.
DANIEL A. BROOKS 31 BARKSDALE DR ATLANTA, GA 30309	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

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	2,805,005.
b	Average of monthly cash balances			1b	594,103.
c	Fair market value of all other assets			1c	555,125.
d	Total (add lines 1a, b, and c)			1d	3,954,233.
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	3,954,233.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	59,313.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,894,920.
6	**Minimum investment return.** Enter 5% of line 5			6	194,746.

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	194,746.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,252.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,252.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	191,494.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	191,494.
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	191,494.

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	155,000.
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	155,000.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	155,000.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				191,494.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 138,039.				
b From 2009 105,277.				
c From 2010 157,365.				
d From 2011 92,263.				
e From 2012 168,412.				
f Total of lines 3a through e	661,356.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 155,000.				
a Applied to 2012, 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 2013 distributable amount				155,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	36,494.			36,494.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	624,862.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	101,545.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	523,317.			
10 Analysis of line 9:				
a Excess from 2009 105,277.				
b Excess from 2010 157,365.				
c Excess from 2011 92,263.				
d Excess from 2012 168,412.				
e Excess from 2013				

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 2013, 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) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(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 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 ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT NASHVILLE, TN	NONE	PUBLIC	GENERAL FUNDING	155,000.
Total			▶ 3a	155,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

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10-10-13

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	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	19.	
4 Dividends and interest from securities			14	79,676.	
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			18	-1,492.	
8 Gain or (loss) from sales of assets other than inventory			18	110,877.	
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.		189,080.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 189,080.

(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) is based on all information of which preparer has any knowledge

Elizabeth Heaston 11/12/14 DIRECTOR

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
S.L. PILSON		11/10/14		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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www irs gov/form990 ·

OMB No 1545-0047

2013

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, 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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	$ 43,775.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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
		$	
(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	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

(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

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	UBS #00179	P		
b	UBS #00181	P		
c	CHARLES SCHWAB #2665	P		
d	POWERSHARES DB CMDTY	D		
e	CHARLES SCHWAB #5847	P		
f	CHARLES SCHWAB #7843	P		
g	K-1 GAINS AND LOSSES	P		
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	361,429.		366,107.	-4,678.
b	88.		88.	0.
c	3,154,724.		3,058,477.	96,247.
d	52,925.		51,254.	1,671.
e	52,515.		46,659.	5,856.
f	20,245.		18,353.	1,892.
g			3,340.	-3,340.
h	13,229.			13,229.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-4,678.
b				0.
c				96,247.
d				1,671.
e				5,856.
f				1,892.
g				-3,340.
h				13,229.
i				
j				
k				
l				
m				
n				
o				

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	110,877.
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

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05-01-13

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

2013 Grants Paid

Donee	2013 Contribution	Foundation Status	Purpose of Grant	City and State
Brookwood Community	11,000	Public	General Funding	Brookshire, TX
Closer to Home	1,000	Public	General Funding	Calgary, Alberta
Georgia High School Cycling	10,000	Public	General Funding	Thomaston, GA
First Presbyterian	500	Public	General Funding	Nashville, TN
Mental Health Assn of Mid TN	16,000	Public	General Funding	Nashville, TN
Pace Academy	50,000	Public	General Funding	Atlanta, GA
Just People Inc	10,000	Public	General Funding	Norcross, GA
Monterey Church of Christ	500	Public	General Funding	Lubbock, TX
NICA / GA High School	10,000	Public	General Funding	Thomaston, GA
Juvenile Diabetes Research Foundation	10,000	Public	General Funding	Nashville, TN
Centerstone Foundation	10,000	Public	General Funding	Nashville, TN
Peachtree Presbyterian Church	11,000	Public	General Funding	Atlanta, GA
The Way	10,000	Public	General Funding	Pegram, TN
Wounded Warrior Project	5,000	Public	General Funding	Jacksonville, FL
	155,000			

Proceeds from Broker Transactions

Long-term transactions for noncovered securities, included in Box 2a

Activity type	Quantity / face value (Box 1e)	Original cost basis ($)	Date acquired (Box 1b)	Date of sale / exchange (Box 1a)	Sale amount (Box 2a) ($)	Cost or other basis (Box 3) ($)	Wash sale loss disallowed (Box 5) ($)	Federal income tax withheld (Box 4) ($)	Loss not allowed (Box 2b)	Gain/Loss ($)
Description (Box 8) ISHARES MSCI CANADA ETF					*CUSIP* 464286509		*Symbol (Box 1d)* EWC			
Sell	**1,155.0000**		05/09/11	01/31/13	**33,467.61**	**37,266.30**				**(3,798.69)**
Description (Box 8) ISHARES S&P 500 GROWTH ETF					*CUSIP* 464287309		*Symbol (Box 1d)* IVW			
Sell	**310.0000**		05/09/11	01/31/13	**24,442.02**	**21,709.42**				**2,732.60**
Description (Box 8) ISHARES S&P 500 VALUE ETF					*CUSIP* 464287408		*Symbol (Box 1d)* IVE			
Sell	**975.0000**		05/09/11	01/31/13	**68,987.27**	**61,947.21**				**7,040.06**
Description (Box 8) POWERSHARES QQQ TRUST ETF SER 1					*CUSIP* 73935A104		*Symbol (Box 1d)* QQQ			
Sell	**160.0000**		05/09/11	01/31/13	**10,709.06**	**9,340.08**				**1,368.98**
Description (Box 8) VANGUARD FTSE ALL WO X-US SC					*CUSIP* 922042718		*Symbol (Box 1d)* VSS			
Sell	**360.0000**		05/09/11	01/31/13	**33,675.67**	**37,347.84**				**(3,672.17)**
Description (Box 8) VANGUARD FTSE EMERGING MARKETS ETF					*CUSIP* 922042858		*Symbol (Box 1d)* VWO			
Sell	**1,070.0000**		05/09/11	01/31/13	**47,692.58**	**51,931.38**				**(4,238.80)**
Description (Box 8) VANGUARD FTSE EUROPE ETF					*CUSIP* 922042874		*Symbol (Box 1d)* VGK			
Sell	**1,815.0000**		05/09/11	01/31/13	**92,384.89**	**97,021.18**				**(4,636.29)**

continued next page

Proceeds from Broker Transactions (continued)

Long-term transactions for noncovered securities, included in Box 2a. (continued)

Activity type	*Quantity / face value (Box 1e)*	*Original cost basis ($)*	*Date acquired (Box 1b)*	*Date of sale / exchange (Box 1a)*	*Sale amount (Box 2a) ($)*	*Cost or other basis (Box 3) ($)*	*Wash sale loss disallowed (Box 5) ($)*	*Federal income tax withheld (Box 4) ($)*	*Loss not allowed (Box 2b)*	*Gain/Loss ($)*
Description (Box 8) VANGUARD FTSE PAC ETF						*CUSIP* 922042866	*Symbol (Box 1d)*·VPL			
Sell	**655.0000**		05/09/11	01/31/13	**36,083.14**	**37,221.29**				**(1,138.15)**
Description (Box 8) VANGUARD REIT ETF						*CUSIP* 922908553	*Symbol (Box 1d)* VNQ			
Sell	**205.0000**		05/09/11	01/31/13	**13,986.86**	**12,321.87**				**1,664.99**
Total	**6,705.0000**				**$361,429.10**	**$366,106.57**				**$(4,677.47)**
Total					**$361,429.10**					

UBS Financial Services Inc.
1000 Harbor Boulevard
Weehawken, NJ 07086-6790
Federal ID 13-2638166

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

Payer:
LDB FOUNDATION
2440 PEACHTREE ROAD NW
UNIT 10
ATLANTA GA 30305-4123

2013 Informational Statement

Account Number: 2L 00181 01
Tax Identification Number: 74-2829433

Proceeds from Broker Transactions

Short-term transactions for noncovered securities, included in Box 2a.

Activity type	*Quantity / face value (Box 1e)*	*Original cost basis ($)*	*Date acquired (Box 1b)*	*Date of sale / exchange (Box 1a)*	*Sale amount (Box 2a) ($)*	*Cost or other basis (Box 3) ($)*	*Wash sale loss disallowed (Box 5) ($)*	*Federal income tax withheld (Box 4) ($)*	*Loss not allowed (Box 2b)*	*Gain/Loss ($)*
Description (Box 8) BROOKFIELD PPTY PARTNERS LP MLP					*CUSIP* G16249107	*Symbol (Box 1d)* BPY				
Cash in Lieu	0 0180		04/15/13	04/15/13	0 40	0 39				0 01 **
Sell	3 4260		04/15/13	04/16/13	75 31	74 89				0 42 **
Sell	0 5740		04/15/13	04/16/13	12 62	12 55				0 07 **
Sub Total	**4.0180**				**88.33**	**87.83**				**0.50**
Total	**4 0180**				**$88.33**	**$87.83**				**$0.50**
Total					**$88.33**					

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method. High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALLIANZ SE ADR FSPONSORED ADR 1 ADR REP 1/· AZSEY	250.0000	11/21/12	06/26/13	$3,585.99	$3,082.50	$503.49
Security Subtotal				**$3,585.99**	**$3,082.50**	**$503.49**
BLACKROCK EMRG MKT LONG SHORT EQTY INV A: BLSAX	9,496.6760	02/21/13	06/26/13	$100,474.83	$100,000.00	$474.83
Security Subtotal				**$100,474.83**	**$100,000.00**	**$474.83**
BLACKROCK GLBL LONG SHORT CREDIT A: BGCAX	9,419.8740	multiple	06/26/13	$99,379.67	$100,039.32	($659.65)
Security Subtotal				**$99,379.67**	**$100,039.32**	**($659.65)**
BLACKROCK STRAT INCM OPPTY PORT INSTL BSIIX	40.3780	05/31/13	06/26/13	$402.55	$412.26	($9.71)
Security Subtotal				**$402.55**	**$412.26**	**($9.71)**
BROOKFIELD MORTGAGE OPP BOI	2.0000	03/25/13	06/26/13	$35.86	$40.00	($4.14)
BROOKFIELD MORTGAGE OPP· BOI	50.0000	03/25/13	06/26/13	$895 92	$1,000.00	($104.08)
BROOKFIELD MORTGAGE OPP· BOI	50 0000	03/25/13	06/26/13	$897.42	$1,000.00	($102.58)
BROOKFIELD MORTGAGE OPP: BOI	100.0000	03/25/13	06/26/13	$1,795.25	$2,000.00	($204.75)

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1A1703-002306 267208

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BROOKFIELD MORTGAGE OPP: BOI	200.0000	03/25/13	06/26/13	$3,590.50	$4,000.00	($409.50)
BROOKFIELD MORTGAGE OPP: BOI	200.0000	03/25/13	06/26/13	$3,590.50	$4,000.00	($409.50)
BROOKFIELD MORTGAGE OPP· BOI	200.0000	03/25/13	06/26/13	$3,590.50	$4,000.00	($409.50)
BROOKFIELD MORTGAGE OPP: BOI	500.0000	03/25/13	06/26/13	$8,976.24	$10,000.00	($1,023 76)
BROOKFIELD MORTGAGE OPP· BOI	600.0000	03/25/13	06/26/13	$10,751.69	$12,000.00	($1,248.31)
BROOKFIELD MORTGAGE OPP· BOI	1,243 0000	03/25/13	06/26/13	$22,314.95	$24,860.00	($2,545.05)
BROOKFIELD MORTGAGE OPP· BOI	1,855.0000	03/25/13	06/26/13	$33,238.81	$37,100.00	($3,861.19)
BROOKFIELD MORTGAGE OPP BOI	2,500.0000	03/25/13	06/26/13	$44,816.24	$50,000.00	($5,183 76)
Security Subtotal				**$134,493.88**	**$150,000.00**	**($15,506.12)**
CANADIAN NATL RY CO F: CNI	5.0000	12/04/12	06/26/13	$484.43	$447.31	$37.12
Security Subtotal				**$484.43**	**$447.31**	**$37.12**
CANADIAN NATURAL RES F· CNQ	15.0000	11/21/12	06/26/13	$422.14	$413.25	$8.89
Security Subtotal				**$422.14**	**$413.25**	**$8.89**
EATON CORP PLC F ETN	15.4958	12/03/12	06/26/13	$986.19	$800.43	$185.76

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
EATON CORP PLC F. ETN	80 5042	12/03/12	06/26/13	$5,123 47	$4,158.45	$965.02
EATON CORP PLC F. ETN	0.8488	12/20/12	06/26/13	$54.02	$46.69	$7.33
EATON CORP PLC F: ETN	4.1512	12/20/12	06/26/13	$264.19	$226.70	$37.49
Security Subtotal				**$6,427.87**	**$5,232.27**	**$1,195.60**
INVESCO CONV SECURITIES FD CL Y CNSDX	104.6880	06/20/13	07/17/13	$2,434.91	$2,343.96	$90.95
Security Subtotal				**$2,434.91**	**$2,343.96**	**$90.95**
ISHARES CORE S&P ETF MIDCAP: IJH	820.0000	01/31/13	07/17/13	$100,015.30	$89,574.63	$10,440.67
Security Subtotal				**$100,015.30**	**$89,574.63**	**$10,440.67**
ISHARES CORE S&P ETF SMALLCAP: IJR	630.0000	01/31/13	07/17/13	$60,806.13	$52,119.84	$8,686.29
Security Subtotal				**$60,806.13**	**$52,119.84**	**$8,686.29**
ISHARES MSCI ETF EMERGING MKTS MINIMUM VOLATILITY I: EEMV	965.0000	01/31/13	06/26/13	$53,979.93	$58,777.53	($4,797.60)
Security Subtotal				**$53,979.93**	**$58,777.53**	**($4,797.60)**
LEGG MASON BW GLOBAL OPPTY BD FD I: GOBIX	190.3490	multiple	06/26/13	$2,078.39	$2,144.14	($65 75)
Security Subtotal				**$2,078.39**	**$2,144.14**	**($65.75)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
NABORS INDUSTRIES LTD F: NBR	105.0000	11/21/12	06/26/13	$1,642.92	$1,433.95	$208.97
Security Subtotal				**$1,642.92**	**$1,433.95**	**$208.97**
NEUBERGER BERMAN LONG SHORT FD A. NLSAX	8,741.2590	02/21/13	06/26/13	$102,447.56	$100,000.00	$2,447.56
Security Subtotal				**$102,447.56**	**$100,000.00**	**$2,447.56**
POTASH CORP SASK INC F. POT	20.0000	11/21/12	06/26/13	$779.01	$766.83	$12.18
Security Subtotal				**$779.01**	**$766.83**	**$12.18**
PRINCIPAL GLOBAL DIVERSE INCM A PGBAX	47 9140	05/31/13	06/26/13	$662.65	$681.82	($19 17)
Security Subtotal				**$662.65**	**$681.82**	**($19.17)**
RIDGEWORTH SEIX FLOAT RATE HIGH INC I: SAMBX	17,146.0180	multiple	12/13/13	$155,000.00	$155,171.47	($170.58)
Security Subtotal				**$155,000.00**	**$155,171.47**	**($170.58)**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method· High Cost

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
RIO TINTO PLC SPON ADR FSPONSORED ADR 1 ADR REPS 1. RIO	20.0000	12/14/12	06/26/13	$813.13	$1,088.35	($275.22)
Security Subtotal				**$813.13**	**$1,088.35**	**($275.22)**
TALISMAN ENERGY INC F: TLM	55.0000	11/21/12	06/26/13	$635.04	$604.70	$30.34
Security Subtotal				**$635.04**	**$604.70**	**$30.34**
TECK RESOURCES LTD CL BF· TCK	60.0000	12/14/12	06/26/13	$1,249 89	$2,153.45	($903.56)
Security Subtotal				**$1,249.89**	**$2,153.45**	**($903.56)**
VALE SA ADR FSPONSORED ADR 1 ADR REP 1 VALE	80.0000	11/21/12	06/26/13	$1,040.75	$1,379.81	($339.06)
Security Subtotal				**$1,040.75**	**$1,379.81**	**($339.06)**
VANGUARD FTSE ETF DEVELOPED MARKETS VEA	4,355.0000	01/31/13	06/26/13	$153,332.29	$159,436.55	($6,104 26)
Security Subtotal				**$153,332.29**	**$159,436.55**	**($6,104.26)**
WEATHERFORD INTL LTD F: WFT	190.0000	11/21/12	06/26/13	$2,565.23	$1,819.63	$745 60
Security Subtotal				**$2,565.23**	**$1,819.63**	**$745.60**
Total Short-Term						

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
A X A SPONSORED ADR FSPONSORED ADR 1 ADR REP 1· AXAHY	25.0000	05/11/11	06/26/13	$488.59	$536.00	($47.41)
A X A SPONSORED ADR FSPONSORED ADR 1 ADR REP 1 AXAHY	100.0000	05/11/11	06/26/13	$1,952.38	$2,144.00	($191 62)
A X A SPONSORED ADR FSPONSORED ADR 1 ADR REP 1 AXAHY	35.0000	11/21/11	06/26/13	$684.03	$427.35	$256.68
Security Subtotal				**$3,125.00**	**$3,107.35**	**$17.65**
BASF SE ADR FSPONSORED ADR 1 ADR REPS 1 BASFY	60.0000	05/11/11	06/26/13	$5,413.76	$5,571.60	($157.84)
Security Subtotal				**$5,413.76**	**$5,571.60**	**($157.84)**
BHP BILLITON LTD ADR FSPONSORED ADR 1 ADR REP 2. BHP	125.0000	05/11/11	06/26/13	$7,213.33	$11,943.21	($4,729.88)
BHP BILLITON LTD ADR FSPONSORED ADR 1 ADR REP 2 BHP	10.0000	11/21/11	06/26/13	$577.07	$694.80	($117.73)
Security Subtotal				**$7,790.40**	**$12,638.01**	**($4,847.61)**
BLACKROCK STRAT INCM OPPTY PORT INSTL BSIIX	37,500.0000	05/12/11	06/26/13	$373,855.02	$374,282.54 t	($427.52)
Security Subtotal				**$373,855.02**	**$374,282.54**	**($427.52)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BRIT AMER TOBACCO ADR FSPONSORED ADR 1 ADR REPS 2· BTI	60 0000	05/11/11	06/26/13	$6,245.94	$5,377.20	$868.74
Security Subtotal				**$6,245.94**	**$5,377.20**	**$868.74**
BROOKFIELD ASSET MGMT FD VTG SHS CL A: BAM	60.0000	05/11/11	06/26/13	$2,130.15	$1,992.60	$137.55
BROOKFIELD ASSET MGMT FD VTG SHS CL A: BAM	10.0000	11/21/11	06/26/13	$355.03	$264.10	$90.93
Security Subtotal				**$2,485.18**	**$2,256.70**	**$228.48**
CANADIAN NATL RY CO F: CNI	75.0000	05/11/11	06/26/13	$7,266.48	$5,811.00	$1,455.48
Security Subtotal				**$7,266.48**	**$5,811.00**	**$1,455.48**
CANADIAN NATURAL RES F CNQ	215.0000	05/11/11	06/26/13	$6,050.66	$9,035.85	($2,985.19)
Security Subtotal				**$6,050.66**	**$9,035.85**	**($2,985.19)**
CANADIAN PAC RAILWAY F· CP	20.0000	05/11/11	06/26/13	$2,413.51	$1,299.66	$1,113 85
CANADIAN PAC RAILWAY F: CP	100.0000	05/11/11	06/26/13	$12,069.33	$6,498.31	$5,571.02
Security Subtotal				**$14,482.84**	**$7,797.97**	**$6,684.87**
CORE LABORATORIES N V F CLB	15.0000	05/11/11	06/26/13	$2,256.76	$1,428.60	$828.16

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CORE LABORATORIES N V F. CLB	5 0000	11/21/11	06/26/13	$752.26	$529.45	$222.81
Security Subtotal				**$3,009.02**	**$1,958.05**	**$1,050.97**
DIAGEO PLC NEW ADR FSPONSORED ADR 1 ADR REPS 4 DEO	55.0000	05/11/11	06/26/13	$6,312.30	$4,649.15	$1,663.15
DIAGEO PLC NEW ADR FSPONSORED ADR 1 ADR REPS 4 DEO	5.0000	11/21/11	06/26/13	$573 84	$403.95	$169 89
Security Subtotal				**$6,886.14**	**$5,053.10**	**$1,833.04**
ENSIGN ENERGY SVCS INC F· ESVIF	70.0000	05/11/11	06/26/13	$1,070.34	$1,354.40	($284.06)
Security Subtotal				**$1,070.34**	**$1,354.40**	**($284.06)**
FINNING INTL INC F: FINGF	20.0000	05/11/11	06/26/13	$401.60	$551 25	($149.65)
Security Subtotal				**$401.60**	**$551.25**	**($149.65)**
FIRST EAGLE OVERSEAS FUND CL I· SGOIX	21,603.4570	06/07/12	07/17/13	$509,389.52	$450,000.00	$59,389.52
Security Subtotal				**$509,389.52**	**$450,000.00**	**$59,389.52**
INGERSOLL RAND CL A NEWFIRELAND: IR	115.0000	05/11/11	06/26/13	$6,278.99	$5,806.50	$472.49
INGERSOLL RAND CL A NEWFIRELAND· IR	60.0000	08/16/11	06/26/13	$3,275.99	$1,849.30	$1,426.69
Security Subtotal				**$9,554.98**	**$7,655.80**	**$1,899.18**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
INVESCO CONV SECURITIES FD CL Y· CNSDX	15,689.1680	multiple	07/17/13	$364,910 18	$332,693.73 t	$32,216.45
Security Subtotal				**$364,910.18**	**$332,693.73**	**$32,216.45**
ISHARES CORE S&P ETF MIDCAP IJH	300.0000	05/09/11	07/17/13	$36,590 97	$29,720.10 t	$6,870.87
Security Subtotal				**$36,590.97**	**$29,720.10**	**$6,870.87**
ISHARES CORE S&P ETF SMALLCAP· IJR	405.0000	05/09/11	07/17/13	$39,089.66	$29,694.76 t	$9,394.90
Security Subtotal				**$39,089.66**	**$29,694.76**	**$9,394.90**
ISHARES S&P 500 GROWTH S&P 500 GROWTH IVW	970.0000	05/09/11	07/17/13	$85,702.64	$67,929.49 t	$17,773.15
Security Subtotal				**$85,702.64**	**$67,929.49**	**$17,773.15**
ISHARES S&P 500 VALUE S&P 500 VALUE: IVE	100.0000	05/09/11	07/17/13	$7,939.90	$6,353.56 t	$1,586.34
ISHARES S&P 500 VALUE S&P 500 VALUE: IVE	100.0000	05/09/11	07/17/13	$7,939.90	$6,353 56 t	$1,586.34
ISHARES S&P 500 VALUE S&P 500 VALUE IVE	100 0000	05/09/11	07/17/13	$7,939 90	$6,353.56 t	$1,586 34

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

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2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ISHARES S&P 500 VALUE S&P 500 VALUE: IVE	135.0000	05/09/11	07/17/13	$10,718.88	$8,577.31 t	$2,141.57
Security Subtotal				**$34,538.58**	**$27,637.99**	**$6,900.59**
LEGG MASON BW GLOBAL OPPTY BD FD I: GOBIX	17,548.7210	multiple	06/26/13	$191,612.25	$191,160.41 t	$451 84
Security Subtotal				**$191,612.25**	**$191,160.41**	**$451.84**
MANULIFE FINANCIAL CORPF. MFC	145.0000	05/11/11	06/26/13	$2,312.83	$2,691.20	($378.37)
MANULIFE FINANCIAL CORPF· MFC	30.0000	11/21/11	06/26/13	$478.52	$316.20	$162.32
Security Subtotal				**$2,791.35**	**$3,007.40**	**($216.05)**
NABORS INDUSTRIES LTD F NBR	345.0000	05/11/11	06/26/13	$5,398 15	$9,443.62	($4,045.47)
NABORS INDUSTRIES LTD F NBR	130 0000	08/16/11	06/26/13	$2,034.09	$2,481.82	($447.73)
NABORS INDUSTRIES LTD F: NBR	20.0000	10/04/11	06/26/13	$312.93	$232.82	$80 11
Security Subtotal				**$7,745.17**	**$12,158.26**	**($4,413.09)**
NESTLE S A REG B ADR F1 ADR REPS 1 ORD NSRGY	140.0000	05/11/11	06/26/13	$9,044.69	$8,566.60	$478.09
Security Subtotal				**$9,044.69**	**$8,566.60**	**$478.09**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1A1703-002306 267217

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method. High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
NOBLE CORP F NE	300.0000	05/11/11	06/26/13	$11,079.60	$12,061.77	($982.17)
NOBLE CORP F NE	5.0000	08/16/11	06/26/13	$184.66	$158.15	$26.51
Security Subtotal				**$11,264.26**	**$12,219.92**	**($955.66)**
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1. NVS	65.0000	05/11/11	06/26/13	$4,513 08	$3,931.85	$581.23
NOVARTIS A G SPON ADR FSPONSORED ADR 1 ADR REP 1 NVS	5 0000	11/21/11	06/26/13	$347.16	$268.75	$78.41
Security Subtotal				**$4,860.24**	**$4,200.60**	**$659.64**
PARTNERRE LTD F: PRE	35.0000	05/11/11	06/26/13	$3,065.93	$2,770.25	$295 68
Security Subtotal				**$3,065.93**	**$2,770.25**	**$295.68**
POTASH CORP SASK INC F: POT	190.0000	05/11/11	06/26/13	$7,400.62	$10,103.95	($2,703.33)
POTASH CORP SASK INC F: POT	10.0000	11/21/11	06/26/13	$389.51	$422.90	($33.39)
Security Subtotal				**$7,790.13**	**$10,526.85**	**($2,736.72)**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
POWERSHS QQQ TRUST SER 1 QQQ	605.0000	05/09/11	07/17/13	$45,734 30	$35,317 18 t	$10,417 12
Security Subtotal				**$45,734.30**	**$35,317.18**	**$10,417.12**
PRINCIPAL GLOBAL DIVERSE INCM A PGBAX	13,636.3640	05/12/11	06/26/13	$188,590.91	$187,500.00 t	$1,090.91
Security Subtotal				**$188,590.91**	**$187,500.00**	**$1,090.91**
RIO TINTO PLC SPON ADR FSPONSORED ADR 1 ADR REPS 1. RIO	155.0000	05/11/11	06/26/13	$6,301.77	$10,661.63	($4,359.86)
RIO TINTO PLC SPON ADR FSPONSORED ADR 1 ADR REPS 1 RIO	25.0000	11/21/11	06/26/13	$1,016.41	$1,210.25	($193.84)
Security Subtotal				**$7,318.18**	**$11,871.88**	**($4,553.70)**
SCHLUMBERGER LTD F: SLB	115.0000	05/11/11	06/26/13	$8,265.79	$9,499.45	($1,233 66)
SCHLUMBERGER LTD F· SLB	20.0000	11/21/11	06/26/13	$1,437.53	$1,387.60	$49.93
Security Subtotal				**$9,703.32**	**$10,887.05**	**($1,183.73)**
SUNCOR ENERGY INC NEW F· SU	295.0000	05/11/11	06/26/13	$8,502.81	$12,212.20	($3,709.39)
SUNCOR ENERGY INC NEW F. SU	20.0000	11/21/11	06/26/13	$576.46	$590.60	($14.14)
Security Subtotal				**$9,079.27**	**$12,802.80**	**($3,723.53)**

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1A1703-002306 267219

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
TALISMAN ENERGY INC F. TLM	30.0000	05/11/11	06/26/13	$346.38	$640.73	($294.35)
TALISMAN ENERGY INC F· TLM	100 0000	05/11/11	06/26/13	$1,154.90	$2,135.77	($980.87)
TALISMAN ENERGY INC F. TLM	15.0000	11/21/11	06/26/13	$173.19	$187.80	($14.61)
Security Subtotal				**$1,674.47**	**$2,964.30**	**($1,289.83)**
TENARIS S A ADR FSPONSORED ADR 1 ADR REP 2: TS	210.0000	05/11/11	06/26/13	$8,287.70	$10,068.98	($1,781.28)
TENARIS S A ADR FSPONSORED ADR 1 ADR REP 2· TS	25.0000	11/21/11	06/26/13	$986.63	$822.75	$163 88
Security Subtotal				**$9,274.33**	**$10,891.73**	**($1,617.40)**
TRANSOCEAN INC NEW F RIG	185.0000	05/11/11	06/26/13	$8,862.89	$12,430.11	($3,567.22)
TRANSOCEAN INC NEW F. RIG	20.0000	11/21/11	06/26/13	$958.15	$899.60	$58.55
Security Subtotal				**$9,821.04**	**$13,329.71**	**($3,508.67)**
UNILEVER N V NY SHS NEWFN Y REGISTRY SHARES 1 NEW YORK S· UN	145 0000	05/11/11	06/26/13	$5,609 99	$4,781.43	$828.56
Security Subtotal				**$5,609.99**	**$4,781.43**	**$828.56**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1A1703-002306 267220

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
VALE SA ADR FSPONSORED ADR 1 ADR REP 1: VALE	320.0000	05/11/11	06/26/13	$4,163.01	$9,779.20	($5,616.19)
Security Subtotal				**$4,163.01**	**$9,779.20**	**($5,616.19)**
VANGUARD FTSE EMERGING MARKETS ETF· VWO	1,995.0000	05/09/11	06/26/13	$75,185.28	$96,825.33 t	($21,640.05)
Security Subtotal				**$75,185.28**	**$96,825.33**	**($21,640.05)**
VANGUARD REIT. VNQ	535.0000	05/09/11	06/26/13	$36,189.59	$32,157.07 t	$4,032.52
Security Subtotal				**$36,189.59**	**$32,157.07**	**$4,032.52**
WEATHERFORD INTL LTD F· WFT	605.0000	05/11/11	06/26/13	$8,168.25	$12,058.44	($3,890.19)
WEATHERFORD INTL LTD F: WFT	55.0000	11/21/11	06/26/13	$742.57	$765.60	($23.03)
Security Subtotal				**$8,910.82**	**$12,824.04**	**($3,913.22)**

G000023060910

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1A1703-002306 267221

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: High Cost

Long-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
YARA INTL ASA ADR FSPONSORED ADR 1 ADR REPS 1 YARIY	10.0000	05/11/11	06/26/13	$385.94	$547.80	($161.86)
Security Subtotal				**$385.94**	**$547.80**	**($161.86)**
Total Long-Term						
Total Realized Gain or (Loss)				**$3,154,724.35**	**$3,058,476.92**	**$96,247.43**

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report

CG1A1703-002306 267222

Charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
LDB FOUNDATION
MGR: THE LONDON CO

Account Number
6313-5847

Report Period
June 25 - December 31, 2013

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CORNING INC: GLW	1,640.0000	07/01/13	08/20/13	$23,727.34	$23,835.36	($108.02)
Security Subtotal				**$23,727.34**	**$23,835.36**	**($108.02)**
LORILLARD INC LO	350.0000	07/01/13	11/12/13	$18,110.65	$15,549.38	$2,561.27
Security Subtotal				**$18,110.65**	**$15,549.38**	**$2,561.27**
STURM RUGER & CO INC RGR	150.0000	07/01/13	12/30/13	$10,676.77	$7,274.05	$3,402.72
Security Subtotal				**$10,676.77**	**$7,274.05**	**$3,402.72**
Total Short-Term				**$52,514.76**	**$46,658.79**	**$5,855.97**
Total Realized Gain or (Loss)				**$52,514.76**	**$46,658.79**	**$5,855.97**

CG1A1703-002305 267202

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
LDB FOUNDATION
MGR: BROAD RUN INVESTMENT MGMT

Account Number 2917-7843

Report Period July 18 - December 31, 2013.

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: High Cost

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
GAMING & LEISURE PPTYS. GLPI	446.0000	07/19/13	11/22/13	$20,245 21	$18,353.13	$1,892 08
Security Subtotal				**$20,245.21**	**$18,353.13**	**$1,892.08**
Total Short-Term				**$20,245.21**	**$18,353.13**	**$1,892.08**
Total Realized Gain or (Loss)				**$20,245.21**	**$18,353.13**	**$1,892.08**

CG1A1703-002305 267198

LDB FOUNDATION
EIN: 74-2829433
990-PF, PART II, LINE 10B

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
ANGEL OAK MULTI STRATEGY ◊ INCM FD INSTL SYMBOL ANGIX	26,846.5010	12.0100	322,426.48	15%	11 84	317,934 77	4,491 71
RIDGEWORTH SEIX FLOAT ◊ RATE HIGH INC I SYMBOL SAMBX	17,680 9490	9.0600	160,189.40	7%	9.05	160,001.83	187.57
Total Bond Funds	44,527 4500		482,615.88	22%		477,936.60	4,679.28

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Mutual Funds (continued)

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
GOTHAM ABSOLUTE RETURN ◊ INST SYMBOL GARIX	23,537 1770	12 9400	304,571.07	14%	12 22	287,612 61	16,958 46
IVA WORLDWIDE FD CL I ◊ SYMBOL IVWIX	26,682.6000	17 8200	475,483.93	21%	17.44	465,376.21	10,107 72
MAINSTAY MARKETFIELD FD ◊ CL I SYMBOL MFLDX	19,865.5360	18.5200	367,909.73	17%	17.12	340,041 99	27,867.74
STONE RIDGE REINSURANCE ◊ RISK PREM INTERVAL SYMBOL SRRIX	15,500.0000	9.9900	154,845.00	7%	10 00	155,020 00	(175 00)
WELLS FARGO ADVTG ABSLT ◊ RETURN INSTL SYMBOL WABIX	32,117 8330	11.1700	358,756.19	16%	10 93	351,190 83	7,565 36
Total Equity Funds	117,703.1460		1,661,565.92	75%		1,599,241.64	62,324.28
Total Mutual Funds	162,230.5960		2,144,181.80	97%		2,077,178.24	67,003.56
			FMV			Book Value	

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities

Equities	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ALBEMARLE CORP	**730.0000**	**63.3900**	**46,274.70**	**8%**	**38.65**	**1.51%**	**700.80**
SYMBOL ALB	730 0000	63 3370	46,236.05	07/01/13	38 65	183	Short-Term
							Accrued Dividend: 175.20
ATWOOD OCEANICS INC	**530.0000**	**53.3900**	**28,296.70**	**5%**	**445.47**	**0.00%**	**0.00**
SYMBOL ATW	530.0000	52.5494	27,851.23	07/01/13	445.47	183	Short-Term
BERKSHIRE HATHAWAY B NEW	**510.0000**	**118.5600**	**60,465.60**	**11%**	**2,483.93**	**0.00%**	**0.00**
CLASS B	510 0000	113 6895	57,981.67	07/01/13	2,483 93	183	Short-Term
SYMBOL BRKB							

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
BLACKROCK INC	**140.0000**	**316.4700**	**44,305.80**	**8%**	**7,769.94**	**2.12%**	**940.80**
SYMBOL BLK	140 0000	260 9704	36,535.86	07/01/13	7,769 94	183	Short-Term
CABELAS INC	**570.0000**	**66.6600**	**37,996.20**	**7%**	**478.57**	**0.00%**	**0.00**
SYMBOL CAB	570 0000	65 8204	37,517 63	07/01/13	478 57	183	Short-Term
CARNIVAL CORP NEW F	**740.0000**	**40.1700**	**29,725.80**	**5%**	**3,973.29**	**2.48%**	**740.00**
PAIRED STK	740 0000	34.8006	25,752.51	07/01/13	3,973.29	183	Short-Term
SPECIAL VTG TR							
SYMBOL CCL							
DOLLAR TREE INC	**400.0000**	**56.4200**	**22,568.00**	**4%**	**1,752.17**	**0.00%**	**0.00**
SYMBOL DLTR	400.0000	52 0395	20,815 83	08/20/13	1,752.17	133	Short-Term
E M C CORP MASS	**620.0000**	**25.1500**	**15,593.00**	**3%**	**805.11**	**1.59%**	**248.00**
SYMBOL EMC	620.0000	23 8514	14,787.89	07/01/13	805.11	183	Short-Term
HERSHEY COMPANY	**300.0000**	**97.2300**	**29,169.00**	**5%**	**2,121.65**	**1.99%**	**582.00**
SYMBOL HSY	300.0000	90 1578	27,047.35	07/01/13	2,121.65	183	Short-Term
INTL BUSINESS MACHINES	**200.0000**	**187.5700**	**37,514.00**	**7%**	**(121.16)**	**2.02%**	**760.00**
SYMBOL IBM	100 0000	193 1765	19,317 65	07/01/13	(560.65)	183	Short-Term
	100.0000	183.1751	18,317.51	11/12/13	439.49	49	Short-Term
Cost Basis			*37,635.16*				
LORILLARD INC	**350.0000**	**50.6800**	**17,738.00**	**3%**	**2,188.63**	**4.34%**	**770.00**
SYMBOL LO	350.0000	44.4267	15,549.37	07/01/13	2,188.63	183	Short-Term
NEWMARKET CORPORATION	**200.0000**	**334.1500**	**66,830.00**	**12%**	**13,053.73**	**1.07%**	**720.00**
SYMBOL NEU	200 0000	268 8813	53,776 27	07/01/13	13,053 73	183	Short-Term
							Accrued Dividend: 220.00

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
OLD DOMINION FREIGHT LNS	**400.0000**	**53.0200**	**21,208.00**	**4%**	**4,066.25**	**0.00%**	**0.00**
SYMBOL ODFL	400.0000	42.8543	17,141.75	07/01/13	4,066 25	183	Short-Term
STURM RUGER & CO INC	**550.0000**	**73.0900**	**40,199.50**	**7%**	**13,527.98**	**3.17%**	**1,276.00**
SYMBOL RGR	550 0000	48 4936	26,671 52	07/01/13	13,527.98	183	Short-Term
WELLS FARGO & CO NEW	**1,220.0000**	**45.4000**	**55,388.00**	**10%**	**4,251.29**	**2.64%**	**1,464.00**
SYMBOL WFC	1,220.0000	41 9153	51,136.71	07/01/13	4,251.29	183	Short-Term
Total Equities	**7,460.0000**		FMV **553,272.30**	**99%**	**56,835.50**		**8,201.60**
		Total Cost Basis	496,436.80 Book Value				

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Investment Detail - Equities

Equities		Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	% of Account Assets Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
A O N PLC	**F**	**281.0000**	**83.8900**	**23,573.09**	**6%**	**4,687.68**	**0.83%**	**196.70**
CLASS A		281 0000	67.2078	18,885.41	07/19/13	4,687.68	165	Short-Term
SYMBOL AON								

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
AMERICAN WOODMARK CORP	**222.0000**	**39.5300**	**8,775.66**	**2%**	**221.93**	**0.00%**	**0.00**
SYMBOL AMWD	222 0000	38 5303	8,553.73	07/19/13	221 93	165	Short-Term
BALLY TECHNOLOGIES INC	**344.0000**	**78.4500**	**26,986.80**	**7%**	**2,878.59**	**0.00%**	**0.00**
SYMBOL BYI	344.0000	70 0820	24,108 21	07/19/13	2,878 59	165	Short-Term
CARMAX INC	**575.0000**	**47.0200**	**27,036.50**	**7%**	**(519.15)**	**0.00%**	**0.00**
SYMBOL KMX	575.0000	47 9228	27,555.65	07/19/13	(519.15)	165	Short-Term
DIAMOND HILL INVT GP NEW	**34.0000**	**118.3400**	**4,023.56**	**1%**	**615.29**	**0.00%**	**0.00**
SYMBOL DHIL	34.0000	100 2432	3,408.27	07/19/13	615.29	165	Short-Term
DICKS SPORTING GOODS INC	**243.0000**	**58.1000**	**14,118.30**	**4%**	**1,768.87**	**0.86%**	**121.50**
SYMBOL DKS	243 0000	50 8206	12,349 43	07/19/13	1,768.87	165	Short-Term
ENCORE CAPITAL GROUP INC	**334.0000**	**50.2600**	**16,786.84**	**4%**	**5,127.97**	**0.00%**	**0.00**
SYMBOL ECPG	334.0000	34.9067	11,658.87	07/19/13	5,127.97	165	Short-Term
GAMING & LEISURE PPTYS	**371.0000**	**50.8100**	**18,850.51**	**5%**	**290.31**	**0.00%**	**0.00**
SYMBOL GLPI	371 0000	50 0274	18,560 20	12/17/13	290.31	14	Short-Term
GOOGLE INC CLASS A	**18.0000**	**1,120.7100**	**20,172.78**	**5%**	**4,318.45**	**0.00%**	**0.00**
SYMBOL GOOG	18.0000	880 7961	15,854 33	07/19/13	4,318.45	165	Short-Term
MARKEL CORP	**50.0000**	**580.3500**	**29,017.50**	**8%**	**1,789.60**	**0.00%**	**0.00**
HOLDING COMPANY	50.0000	544 5580	27,227.90	07/19/13	1,789.60	165	Short-Term
SYMBOL MKL							
MARLIN BUSINESS SVCS CP	**221.0000**	**25.2000**	**5,569.20**	**1%**	**410.95**	**1.74%**	**97.24**
SYMBOL MRLN	221.0000	23.3404	5,158.25	07/19/13	410.95	165	Short-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
MICROS SYSTEMS INC	**265.0000**	**57.3700**	**15,203.05**	**4%**	**2,841.12**	**0.00%**	**0.00**
SYMBOL· MCRS	265 0000	46.6487	12,361 93	07/19/13	2,841 12	165	Short-Term
MISTRAS GROUP INC	**379.0000**	**20.8800**	**7,913.52**	**2%**	**392.04**	**0.00%**	**0.00**
SYMBOL MG	379 0000	19 8455	7,521.48	11/25/13	392 04	36	Short-Term
NEWS CORP NEW CL A	**178.0000**	**18.0200**	**3,207.56**	**<1%**	**466.31**	**0.00%**	**0.00**
SYMBOL. NWSA	178.0000	15.4002	2,741.25	07/19/13	466.31	165	Short-Term
O REILLY AUTOMOTIVE NEW	**235.0000**	**128.7100**	**30,246.85**	**8%**	**2,570.20**	**0.00%**	**0.00**
SYMBOL ORLY	235 0000	117 7729	27,676 65	07/19/13	2,570.20	165	Short-Term
PENN NATIONAL GAMING	**446.0000**	**14.3300**	**6,391.18**	**2%**	**1,030.82**	**0.00%**	**0.00**
SYMBOL PENN	446 0000	12 0187	5,360 36	07/19/13	1,030.82	165	Short-Term
ROADRUNNER TRANSPORT SYS	**289.0000**	**26.9500**	**7,788.55**	**2%**	**(851.67)**	**0.00%**	**0.00**
SYMBOL RRTS	289 0000	29 8969	8,640.22	07/19/13	(851.67)	165	Short-Term
ROWE T PRICE GROUP INC	**88.0000**	**83.7700**	**7,371.76**	**2%**	**498.81**	**1.81%**	**133.76**
SYMBOL TROW	88.0000	78.1017	6,872.95	07/19/13	498.81	165	Short-Term
SCHEIN HENRY INC	**56.0000**	**114.2600**	**6,398.56**	**2%**	**618.25**	**0.00%**	**0.00**
SYMBOL HSIC	56 0000	103 2198	5,780.31	07/19/13	618.25	165	Short-Term
SIMPSON MANUFACTURING CO	**271.0000**	**36.7300**	**9,953.83**	**3%**	**1,316.78**	**1.36%**	**135.50**
SYMBOL SSD	271.0000	31.8710	8,637.05	07/19/13	1,316.78	165	Short-Term
THE CHARLES SCHWAB CORP	**803.0000**	**26.0000**	**20,878.00**	**5%**	**3,742.67**	**0.92%**	**192.72**
SYMBOL SCHW	803 0000	21 3391	17,135.33	07/19/13	3,742.67	165	Short-Term
UTI WORLDWIDE INC F	**203.0000**	**17.5600**	**3,564.68**	**<1%**	**127.06**	**0.34%**	**12.18**
SYMBOL· UTIW	203 0000	16.9340	3,437.62	07/19/13	127.06	165	Short-Term

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.

Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share		Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
WORLD FUEL SERVICES CORP	**359.0000**	**43.1600**		**15,494.44**	**4%**	**614.99**	**0.34%**	**53.85**
SYMBOL INT	359 0000	41 4469		14,879 45	07/19/13	614 99	165	Short-Term
								Accrued Dividend: 13.46
21ST CENT FOX CL A	**667.0000**	**35.1700**		**23,458.39**	**6%**	**2,942.52**	**0.71%**	**166.75**
SYMBOL FOXA	667.0000	30 7584		20,515 87	07/19/13	2,942 52	165	Short-Term
Total Equities	**6,932.0000**		FMV	**352,781.11**	**91%**	**37,900.39**		**1,110.20**
		Total Cost Basis:		***314,880.72***	Book Value			

Investment Detail - Other Assets

Other Assets	Quantity / Units Purchased	Market Price / Cost Per Share		Market Value / Cost Basis	% of Account Assets / Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
AMERICAN TOWER CORP	**370.0000**	**79.8200**		**29,533.40**	**8%**	**1,895.81**		
REIT	370.0000	74.6961		27,637 59	07/19/13	1,895.81	165	Short-Term
SYMBOL. AMT								
Total Other Assets	**370.0000**		FMV	**29,533.40**	**8%**	**1,895.81**		
		Total Cost Basis:		***27,637.59***	Book Value			

Total Book Value - $2,916,133.35
Total Fair Market Value - $3,079,768 61

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST - MONEY FUNDS	19.	19.	
TOTAL TO PART I, LINE 3	19.	19.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CAPITAL GAIN DISTRIBUTIONS	13,229.	13,229.	0.	0.	
DIVIDENDS	79,676.	0.	79,676.	79,676.	
TO PART I, LINE 4	92,905.	13,229.	79,676.	79,676.	

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	-1,223.	-1,223.	
MISCELLANEOUS INCOME	-269.	-269.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1,492.	-1,492.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,520.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,520.	0.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,327.	1,327.		0.
TO FORM 990-PF, PG 1, LN 18	1,327.	1,327.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	792.	0.		0.
K-1 INVESTMENT FEES	4,150.	4,150.		0.
INVESTMENT FEES	20,997.	20,997.		0.
ADR FEES	12.	12.		0.
TO FORM 990-PF, PG 1, LN 23	25,951.	25,159.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
BOOK-TAX DIFFERENCE ON SALE OF DONATED SECURITIES	8,822.
TOTAL TO FORM 990-PF, PART III, LINE 5	8,822.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB-SEE ATTACHED STATEMENT	2,916,133.	3,079,769.
POWERSHARES DB CMDTY IDX	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,916,133.	3,079,769.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARATHON FOCUS FUND	COST	508,513.	555,125.
TOTAL TO FORM 990-PF, PART II, LINE 13		508,513.	555,125.