EXTENDED TO AUGUST 17, 2015

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

2014

Open to Public Inspection

For calendar year 2014 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) | Room/suite

5004 HILL PLACE DRIVE

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)* ▶$ 3,743,686.

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	49,012.		N/A	
2 Check ▶ ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	227.	227.		STATEMENT 1
4 Dividends and interest from securities	82,178.	82,178.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	174,311.			
b Gross sales price for all assets on line 6a 2,133,116.				
7 Capital gain net income (from Part IV, line 2)		174,311.		
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	-438.	-438.		STATEMENT 3
12 **Total.** Add lines 1 through 11	305,290.	256,278.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	49,012.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	7,082.	0.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 5	894.	269.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	40,084.	39,772.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	97,072.	40,041.		0.
25 Contributions, gifts, grants paid	188,000.			188,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	285,072.	40,041.		188,000.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	20,218.			
b **Net investment income** (if negative, enter -0-)		216,237.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	143,095.	256,942.	256,942.
	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 7	2,916,133.	2,819,044.	2,932,840.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	508,513.	511,973.	553,904.
	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)	3,567,741.	3,587,959.	3,743,686.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,567,741.	3,587,959.	
	30 **Total net assets or fund balances**	3,567,741.	3,587,959.	
	31 **Total liabilities and net assets/fund balances**	3,567,741.	3,587,959.	

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	3,567,741.
2	Enter amount from Part I, line 27a	2	20,218.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,587,959.
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	3,587,959.

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	2,133,116.		1,958,805.	174,311.

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				174,311.

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** 174,311.

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))
2013	155,000.	3,894,920.	.039795
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

2	Total of line 1, column (d)	2	.402553
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	.080511
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,125,113.
5	Multiply line 4 by line 3	5	332,117.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,162.
7	Add lines 5 and 6	7	334,279.
8	Enter qualifying distributions from Part XII, line 4	8	188,000.

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	4,325.
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	4,325.
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	4,325.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a 3,280.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 4,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	7,280.
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	2,955.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	2,955. 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)? *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.*	1b		X
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 2014 or the taxable year beginning in 2014 (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)*

			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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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.

			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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)* 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 2014?	4b		X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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 (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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	49,012.	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	3,236,018.
b	Average of monthly cash balances	1b	398,010.
c	Fair market value of all other assets	1c	553,904.
d	**Total** (add lines 1a, b, and c)	1d	4,187,932.
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	4,187,932.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,819.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,125,113.
6	**Minimum investment return.** Enter 5% of line 5	6	206,256.

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	206,256.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 4,325.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	4,325.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	201,931.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	201,931.
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	201,931.

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	188,000.
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	188,000.
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	188,000.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				201,931.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 105,277.				
b From 2010 157,365.				
c From 2011 92,263.				
d From 2012 168,412.				
e From 2013				
f Total of lines 3a through e	523,317.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 188,000.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				188,000.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	13,931.			13,931.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	509,386.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	91,346.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	418,040.			
10 Analysis of line 9:				
a Excess from 2010 157,365.				
b Excess from 2011 92,263.				
c Excess from 2012 168,412.				
d Excess from 2013				
e Excess from 2014				

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 2014, 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	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number 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	188,000.
Total			▶ **3a**	188,000.
b *Approved for future payment* NONE				
Total			▶ **3b**	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513 or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	227.	
4 Dividends and interest from securities			14	82,178.	
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			14	-438.	
8 Gain or (loss) from sales of assets other than inventory			18	174,311.	
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.		256,278.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 256,278.

(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

		Line	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

Linda D. Brooks | 8-13-15 | 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	S.L. PILSON	08/07/15		P00964990

Firm's name ▶ LBMC, PC | 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

2014

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 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, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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	$ 49,012.	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: LDB FOUNDATION

Employer identification number: 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: LDB FOUNDATION

Employer identification number: 74-2829433

Part III *Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. 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 info 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

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

2014 Grants Paid

Donee		2013 Contribution	Foundation Status	Purpose of Grant	City and State
Arizona High School Cycling League	$	1,000.00	Public	General Funding	Scottsdale, AZ
Bill Maness Good Samartin Scholarship Fund	$	1,000 00	Public	General Funding	Atlanta, GA
Centerstone Foundation	$	5,500 00	Public	General Funding	Nashville, TN
Ellijay Mountain Bike Assoc	$	3,000 00	Public	General Funding	Ellijay GA
Georgia High School Cycling	$	50,500 00	Public	General Funding	Thomaston, GA
Greenprints Alliance	$	1,000 00	Public	General Funding	Woodstock, GA
Just People Inc	$	14,000 00	Public	General Funding	Norcross, GA
Mental Health Assn of Mid TN	$	5,000.00	Public	General Funding	Nashville, TN
Pace Academy	$	92,000.00	Public	General Funding	Atlanta, GA
Peachtree Presbyterian Church	$	14,000 00	Public	General Funding	Atlanta, GA
Women's Resource Center	$	1,000 00	Public	General Funding	Decatur, GA
		188,000			

charles SCHWAB

Schwab One® Account of
LDB FOUNDATION

Account Number
6537-2665

Report Period
January 1 - December 31, 2014

2014 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)
ANGEL OAK MULTI STRATEGY INCM FD INSTL: ANGIX	1,110.3610	multiple	07/29/14	$13,655.83	$13,435.18	$220.65
Security Subtotal				**$13,655.83**	**$13,435.18**	**$220.65**
GOTHAM ABSOLUTE RETURN INST GARIX	997.8330	multiple	07/29/14	$13,718.51	$12,612.61	$1,105.90
Security Subtotal				**$13,718.51**	**$12,612.61**	**$1,105.90**
MAINSTAY MARKETFIELD FD CL I· MFLDX	2.3280	12/04/13	07/29/14	$41.14	$41.99	($0.85)
Security Subtotal				**$41.14**	**$41.99**	**($0.85)**
RIDGEWORTH SEIX FLOAT RATE HIGH INC I· SAMBX	396.5430	multiple	07/29/14	$3,588.72	$3,595.96	($5.41)
RIDGEWORTH SEIX FLOAT RATE HIGH INC I SAMBX	256.2200	multiple	12/05/14	$2,270.11	$2,304.11	($34 00)
Security Subtotal				**$5,858.83**	**$5,900.07**	**($39.41)**
WELLS FARGO ADVTG ABSLT RETURN INSTL· WABIX	8,992.8060	multiple	03/21/14	$99,980.00	$98,419.64	$1,560 36
Security Subtotal				**$99,980.00**	**$98,419.64**	**$1,560.36**
Total Short-Term				**$133,254.31**	**$130,409.49**	**$2,846.65**

2014 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)
ANGEL OAK MULTI STRATEGY INCM FD INSTL· ANGIX	12,655.6610	07/17/13	07/29/14	$155,646 24	$149,852.70	$5,793.54
Security Subtotal				**$155,646.24**	**$149,852.70**	**$5,793.54**
GOTHAM ABSOLUTE RETURN INST: GARIX	10,770.7560	07/17/13	07/29/14	$148,079.58	$131,412.78	$16,666.80
Security Subtotal				**$148,079.58**	**$131,412.78**	**$16,666.80**
IVA WORLDWIDE FD CL I· IVWIX	8,498.1410	07/17/13	07/30/14	$160,000.00	$148,214 24	$11,785 76
Security Subtotal				**$160,000.00**	**$148,214.24**	**$11,785.76**
MAINSTAY MARKETFIELD FD CL I MFLDX	19,863.2080	multiple	07/29/14	$350,982 88	$340,000.00	$10,982 88
Security Subtotal				**$350,982.88**	**$340,000.00**	**$10,982.88**
RIDGEWORTH SEIX FLOAT RATE HIGH INC I SAMBX	8,627.9690	07/24/13	07/29/14	$78,083.11	$78,083 12	($0.01)
RIDGEWORTH SEIX FLOAT RATE HIGH INC I SAMBX	8,963.8830	multiple	12/05/14	$79,420.00	$81,110.60	($1,690.60)
Security Subtotal				**$157,503.11**	**$159,193.72**	**($1,690.61)**
WELLS FARGO ADVTG ABSLT RETURN INSTL· WABIX	11,562 5140	07/17/13	07/29/14	$134,220.78	$126,385.60	$7,835 18

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Schwab One® Account of
LDB FOUNDATION

Account Number
6537-2665

Report Period
January 1 - December 31, 2014

2014 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)
WELLS FARGO ADVTG ABSLT RETURN INSTL WABIX	11,562 5130	07/17/13	12/05/14	$132,139.52	$126,385.59	$5,753.93
Security Subtotal				**$266,360.30**	**$252,771.19**	**$13,589.11**
Total Long-Term				**$1,238,572.11**	**$1,181,444.63**	**$57,127.48**
Total Realized Gain or (Loss)				**$1,371,826.42**	**$1,311,854.12**	**$59,974.13**

Schwab has provided realized gain/loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings See Terms and Conditions
Option Customers: Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options

2014 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)
BERKSHIRE HATHAWAY B NEWCLASS B BRKB	90.0000	07/01/13	06/03/14	$11,403.41	$10,232.06	$1,171.35
Security Subtotal				**$11,403.41**	**$10,232.06**	**$1,171.35**
DOLLAR TREE INC DLTR	210.0000	06/03/14	12/05/14	$14,443.96	$11,339.56	$3,104 40
Security Subtotal				**$14,443.96**	**$11,339.56**	**$3,104.40**
LILLY ELI & COMPANY LLY	420.0000	07/23/14	12/05/14	$30,223.16	$26,978.11	$3,245.05
Security Subtotal				**$30,223.16**	**$26,978.11**	**$3,245.05**
NEWMARKET CORPORATION· NEU	30.0000	07/01/13	06/03/14	$11,699.18	$8,066.44	$3,632 74
NEWMARKET CORPORATION: NEU	78.0000	07/01/13	06/17/14	$30,021.08	$20,972.75	$9,048.33
Security Subtotal				**$41,720.26**	**$29,039.19**	**$12,681.07**
PULTEGROUP INC PHM	960.0000	01/31/14	12/05/14	$20,809.53	$19,822.46	$987.07
Security Subtotal				**$20,809.53**	**$19,822.46**	**$987.07**
SMITH & WESSON HLDG CORP SWHC	550.0000	12/30/13	12/05/14	$5,247.68	$7,377.21	($2,129.53)
SMITH & WESSON HLDG CORP SWHC	700.0000	01/08/14	12/05/14	$6,678 86	$9,984.03	($3,305.17)
Security Subtotal				**$11,926.54**	**$17,361.24**	**($5,434.70)**

charles SCHWAB

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

Account Number
6313-5847

Report Period
January 1 - December 31, 2014

2014 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)
STURM RUGER & CO INC RGR	145.0000	07/01/13	01/08/14	$11,395.04	$7,031.58	$4,363.46
STURM RUGER & CO INC· RGR	255.0000	07/01/13	06/09/14	$15,604.27	$12,365.89	$3,238.38
Security Subtotal				**$26,999.31**	**$19,397.47**	**$7,601.84**
TREDEGAR CORPORATION TG	410.0000	06/09/14	12/05/14	$7,481.62	$9,358.87	($1,877.25)
Security Subtotal				**$7,481.62**	**$9,358.87**	**($1,877.25)**
U S G CORPORATION NEW. USG	480 0000	06/17/14	12/05/14	$13,910.31	$14,704.51	($794.20)
Security Subtotal				**$13,910.31**	**$14,704.51**	**($794.20)**
WELLS FARGO & CO NEW· WFC	620 0000	07/01/13	01/31/14	$28,234.43	$25,987 51	$2,246.92
Security Subtotal				**$28,234.43**	**$25,987.51**	**$2,246.92**
Total Short-Term				**$207,152.53**	**$184,220.98**	**$22,931.55**

Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALBEMARLE CORP· ALB	380.0000	07/01/13	12/05/14	$24,006.86	$24,068.08	($61.22)
Security Subtotal				**$24,006.86**	**$24,068.08**	**($61.22)**

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2014 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)
ATWOOD OCEANICS INC: ATW	330.0000	07/01/13	12/05/14	$9,991.08	$17,341.33	($7,350.25)
Security Subtotal				**$9,991.08**	**$17,341.33**	**($7,350.25)**
BERKSHIRE HATHAWAY B NEWCLASS B BRKB	90.0000	07/01/13	10/30/14	$12,527.78	$10,232.06	$2,295 72
BERKSHIRE HATHAWAY B NEWCLASS B BRKB	160.0000	07/01/13	12/05/14	$24,069.46	$18,190.33	$5,879.13
Security Subtotal				**$36,597.24**	**$28,422.39**	**$8,174.85**
BLACKROCK INC BLK	70.0000	07/01/13	12/05/14	$25,400.97	$18,267.93	$7,133.04
Security Subtotal				**$25,400.97**	**$18,267.93**	**$7,133.04**
CABELAS INC. CAB	570.0000	07/01/13	07/23/14	$32,118.73	$37,517 63	($5,398.90)
Security Subtotal				**$32,118.73**	**$37,517.63**	**($5,398.90)**
CARNIVAL CORP NEW FPAIRED STK SPECIAL VTG. CCL	380.0000	07/01/13	12/05/14	$16,784.02	$13,224.26	$3,559.76
Security Subtotal				**$16,784.02**	**$13,224.26**	**$3,559.76**
DOLLAR TREE INC. DLTR	60.0000	08/20/13	12/05/14	$4,126.84	$3,122.37	$1,004.47
Security Subtotal				**$4,126.84**	**$3,122.37**	**$1,004.47**

2014 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)
E M C CORP MASS EMC	320.0000	07/01/13	12/05/14	$9,696.57	$7,632.46	$2,064 11
Security Subtotal				**$9,696.57**	**$7,632.46**	**$2,064.11**
HERSHEY COMPANY HSY	300.0000	07/01/13	10/17/14	$27,546.46	$27,047.35	$499.11
Security Subtotal				**$27,546.46**	**$27,047.35**	**$499.11**
INTL BUSINESS MACHINES IBM	100.0000	07/01/13	12/05/14	$16,304.97	$19,317.65	($3,012.68)
Security Subtotal				**$16,304.97**	**$19,317.65**	**($3,012.68)**
LORILLARD INC: LO	180.0000	07/01/13	12/05/14	$11,464.41	$7,996 82	$3,467.59
Security Subtotal				**$11,464.41**	**$7,996.82**	**$3,467.59**
NEWMARKET CORPORATION NEU	50.0000	07/01/13	12/05/14	$19,945.45	$13,444.07	$6,501 38
Security Subtotal				**$19,945.45**	**$13,444.07**	**$6,501.38**
OLD DOMINION FREIGHT LNS ODFL	200 0000	07/01/13	12/05/14	$16,063.05	$8,570.88	$7,492.17
Security Subtotal				**$16,063.05**	**$8,570.88**	**$7,492.17**

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

Account Number
6313-5847

Report Period
January 1 - December 31, 2014

2014 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)
WELLS FARGO & CO NEW. WFC	300.0000	07/01/13	12/05/14	$16,532.56	$12,574.60	$3,957.96
Security Subtotal				**$16,532.56**	**$12,574.60**	**$3,957.96**
Total Long-Term				**$266,579.21**	**$238,547.82**	**$28,031.39**
Total Realized Gain or (Loss)				**$473,731.74**	**$422,768.80**	**$50,962.94**

Schwab has provided realized gain/loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings See Terms and Conditions
Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options

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

Account Number
2917-7843

Report Period
January 1 - December 31, 2014

2014 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)
AMERICAN WOODMARK CORP. AMWD	32 0000	10/28/14	12/05/14	$1,280.75	$1,266.65	$14.10
Security Subtotal				**$1,280.75**	**$1,266.65**	**$14.10**
BROOKFIELD ASSET MGMT FD VTG SHS CL A BAM	108.0000	09/24/14	12/05/14	$5,351 29	$5,039.03	$312 26
Security Subtotal				**$5,351.29**	**$5,039.03**	**$312.26**
DIAMOND HILL INVT GP NEW· DHIL	27.0000	05/07/14	12/05/14	$3,579.54	$3,210 67	$368.87
Security Subtotal				**$3,579.54**	**$3,210.67**	**$368.87**
ENCORE CAPITAL GROUP INC. ECPG	79.0000	06/24/14	12/05/14	$3,199.60	$3,582.78	$0.00
ENCORE CAPITAL GROUP INC. ECPG	53.0000	11/26/14	12/05/14	$2,146.57	$2,303.37	($156.80)
Security Subtotal				**$5,346.17**	**$5,886.15**	**($156.80)**
GAMING & LEISURE PPTYS· GLPI	54.0000	12/17/13	12/05/14	$1,618.11	$2,701 48	($1,083 37)
GAMING & LEISURE PPTYS GLPI	100.0000	12/17/13	12/05/14	$2,996.51	$5,002.75	($2,006.24)
GAMING & LEISURE PPTYS. GLPI	100.0000	12/17/13	12/05/14	$2,996.50	$5,002.75	($2,006.25)
Security Subtotal				**$7,611.12**	**$12,706.98**	**($5,095.86)**

2014 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)
MICROS SYSTEMS INC: MCRS	265.0000	07/19/13	06/23/14	$18,002.70	$12,361.93	$5,640 77
Security Subtotal				**$18,002.70**	**$12,361.93**	**$5,640.77**
NEWS CORP NEW CL A: NWSA	178.0000	07/19/13	01/09/14	$3,077.88	$2,741.25	$336.63
Security Subtotal				**$3,077.88**	**$2,741.25**	**$336.63**
PENN NATIONAL GAMING: PENN	446.0000	07/19/13	01/09/14	$5,833.66	$5,360.36	$473.30
Security Subtotal				**$5,833.66**	**$5,360.36**	**$473.30**
SIMPSON MANUFACTURING CO: SSD	178.0000	07/19/13	05/06/14	$5,828.71	$5,673.04	$155.67
SIMPSON MANUFACTURING CO SSD	93.0000	07/19/13	05/21/14	$2,961.87	$2,964.01	($2.14)
Security Subtotal				**$8,790.58**	**$8,637.05**	**$153.53**
UTI WORLDWIDE INC F. UTIW	203.0000	07/19/13	03/17/14	$2,357.16	$3,437.62	($1,080.46)
Security Subtotal				**$2,357.16**	**$3,437.62**	**($1,080.46)**
WORLD FUEL SERVICES CORP INT	43.0000	09/05/14	12/05/14	$2,017.29	$1,842.83	$174.46
Security Subtotal				**$2,017.29**	**$1,842.83**	**$174.46**
Total Short-Term				**$63,248.14**	**$62,490.52**	**$1,140.80**
			Disallowed Loss		**- 383.18**	
					62,107.34	

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

Account Number
2917-7843

Report Period
January 1 - December 31, 2014

2014 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 O N PLC FCLASS A· AON	90.0000	07/19/13	12/05/14	$8,594.05	$6,048.71	$2,545.34
Security Subtotal				**$8,594.05**	**$6,048.71**	**$2,545.34**
AMERICAN TOWER CORP REIT· AMT	129.0000	07/19/13	12/05/14	$13,018.73	$9,635.81	$3,382.92
Security Subtotal				**$13,018.73**	**$9,635.81**	**$3,382.92**
AMERICAN WOODMARK CORP AMWD	34.0000	07/19/13	12/05/14	$1,360.80	$1,310.03	$50.77
Security Subtotal				**$1,360.80**	**$1,310.03**	**$50.77**
BALLY TECHNOLOGIES INC BYI	344.0000	07/19/13	08/04/14	$26,862 19	$24,108.21	$2,753.98
Security Subtotal				**$26,862.19**	**$24,108.21**	**$2,753.98**
CARMAX INC. KMX	161 0000	07/19/13	12/05/14	$9,431.24	$7,715 58	$1,715 66
Security Subtotal				**$9,431.24**	**$7,715.58**	**$1,715.66**
DICKS SPORTING GOODS INC. DKS	98.0000	07/19/13	12/05/14	$4,729.35	$4,980.43	($251.08)
Security Subtotal				**$4,729.35**	**$4,980.43**	**($251.08)**
GOOGLE INC CLASS A VTG VOTING SHARES. GOOGL	7.0000	07/19/13	12/05/14	$3,730.03	$3,087.72	$642 31
Security Subtotal				**$3,730.03**	**$3,087.72**	**$642.31**

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

Account Number
2917-7843

Report Period
January 1 - December 31, 2014

2014 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)
MARKEL CORP HOLDING COMPANY MKL	15.0000	07/19/13	12/05/14	$10,423.49	$8,168.37	$2,255.12
Security Subtotal				**$10,423.49**	**$8,168.37**	**$2,255.12**
MARLIN BUSINESS SVCS CP MRLN	121.0000	07/19/13	12/05/14	$2,246.56	$2,824.20	$0 00
Security Subtotal				**$2,246.56**	**$2,824.20**	**$0.00**
MISTRAS GROUP INC· MG	24 0000	11/25/13	12/05/14	$402.18	$476.29	($74 11)
Security Subtotal				**$402.18**	**$476.29**	**($74.11)**
O REILLY AUTOMOTIVE NEW ORLY	6.0000	07/19/13	12/05/14	$1,125.38	$706.64	$418 74
O REILLY AUTOMOTIVE NEW. ORLY	100.0000	07/19/13	12/05/14	$18,757.15	$11,777.30	$6,979.85
Security Subtotal				**$19,882.53**	**$12,483.94**	**$7,398.59**
ROWE T PRICE GROUP INC: TROW	88.0000	07/19/13	09/25/14	$6,941.83	$6,872.95	$68.88
Security Subtotal				**$6,941.83**	**$6,872.95**	**$68.88**
SCHEIN HENRY INC HSIC	18.0000	07/19/13	12/05/14	$2,469.08	$1,857.96	$611 12
Security Subtotal				**$2,469.08**	**$1,857.96**	**$611.12**
THE CHARLES SCHWAB CORP SCHW	97.0000	07/19/13	12/05/14	$2,912.94	$2,069.90	$843.04

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

Account Number
2917-7843

Report Period
January 1 - December 31, 2014

2014 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)
THE CHARLES SCHWAB CORP SCHW	100.0000	07/19/13	12/05/14	$3,003.02	$2,133.91	$869 11
THE CHARLES SCHWAB CORP: SCHW	100.0000	07/19/13	12/05/14	$3,003.01	$2,133.91	$869.10
Security Subtotal				**$8,918.97**	**$6,337.72**	**$2,581.25**
WORLD FUEL SERVICES CORP· INT	79.0000	07/19/13	12/05/14	$3,706.17	$3,274.31	$431.86
Security Subtotal				**$3,706.17**	**$3,274.31**	**$431.86**
21ST CENT FOX CL A FOXA	140.0000	07/19/13	12/05/14	$5,263.47	$4,306.18	$957.29
Security Subtotal				**$5,263.47**	**$4,306.18**	**$957.29**
Total Long-Term			**Disallowed Loss**	**$127,980.67**	**$103,488.41** **- 577.64** **102,910.77**	**$25,069.90**
Total Realized Gain or (Loss)			**Disallowed Loss**	**$191,228.81**	**$165,978.93** **- 960.82** **165,018.11**	**$26,210.70**

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Schwab One® Account of
LDB FOUNDATION

Account Number
9910-0181

Report Period
January 1 - December 31, 2014

2014 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)
ISHARES TR MSCI EAFE ETF EFA	894.0000	08/04/14	12/01/14	$57,125.51	$59,164.04	($2,038.53)
Security Subtotal				**$57,125.51**	**$59,164.04**	**($2,038.53)**
Total Short-Term				**$57,125.51**	**$59,164.04**	**($2,038.53)**
Total Realized Gain or (Loss)				**$57,125.51**	**$59,164.04**	**($2,038.53)**

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Option Customers Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options

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

Account Number
6537-2665

Statement Period
December 1-31, 2014

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
BLACKSTONE/GSO SR FLOAT	**4,800.0000**	**16.7400**	**80,352.00**	**5%**	**(1,576.65)**	**6.45%**	**5,184.00**
SYMBOL BSL	100 0000	17 0599	1,705 99	12/05/14	(31 99)	26	Short-Term
	100 0000	17 0612	1,706 12	12/05/14	(32 12)	26	Short-Term
	100 0000	17 0709	1,707.09	12/05/14	(33.09)	26	Short-Term
	100.0000	17.0709	1,707 09	12/05/14	(33.09)	26	Short-Term
	100 0000	17.0709	1,707 09	12/05/14	(33 09)	26	Short-Term
	100 0000	17 0709	1,707 09	12/05/14	(33 09)	26	Short-Term
	100 0000	17.0709	1,707.09	12/05/14	(33 09)	26	Short-Term
	100 0000	17.0709	1,707 09	12/05/14	(33 09)	26	Short-Term
	100 0000	17.0709	1,707 09	12/05/14	(33 09)	26	Short-Term
	100 0000	17 0709	1,707 09	12/05/14	(33 09)	26	Short-Term
	100 0000	17 0709	1,707 09	12/05/14	(33 09)	26	Short-Term
	100 0000	17.0709	1,707 09	12/05/14	(33.09)	26	Short-Term
	100 0000	17 0709	1,707.09	12/05/14	(33 09)	26	Short-Term
	100 0000	17 0709	1,707 09	12/05/14	(33 09)	26	Short-Term
	100 0000	17 0709	1,707 09	12/05/14	(33 09)	26	Short-Term
	100 0000	17 0709	1,707.09	12/05/14	(33 09)	26	Short-Term
	100 0000	17.0709	1,707.09	12/05/14	(33.09)	26	Short-Term
	100 0000	17 0709	1,707.09	12/05/14	(33 09)	26	Short-Term
	100 0000	17.0709	1,707 09	12/05/14	(33 09)	26	Short-Term
	100 0000	17 0709	1,707.09	12/05/14	(33.09)	26	Short-Term
	100 0000	17.0709	1,707.09	12/05/14	(33.09)	26	Short-Term
	100.0000	17.0809	1,708.09	12/05/14	(34.09)	26	Short-Term
	100 0000	17.0809	1,708 09	12/05/14	(34 09)	26	Short-Term

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 (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
BLACKSTONE/GSO SR FLOAT	200 0000	17.0598	3,411 97	12/05/14	(63.97)	26	Short-Term
	200 0000	17 0808	3,416.17	12/05/14	(68 17)	26	Short-Term
	200.0000	17.0808	3,416.17	12/05/14	(68.17)	26	Short-Term
	1,900 0000	17 0638	32,421 34	12/05/14	(615 34)	26	Short-Term
Cost Basis			*81,928 65*				
Total Equities	4,800.0000		80,352.00 FMV	5%	(1,576.65)		5,184.00
		Total Cost Basis:	*81,928.65* Book Value				

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	14,147.8590	12.0600	170,623.18	10%	11.86	167,622 26	3,000 92
Total Bond Funds	14,147.8590		170,623.18	10%		167,622.26	3,000.92

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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 - 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	11,975.4770	13 9000	166,459.13	10%	12.25	146,448 49	20,010 64
IVA WORLDWIDE FD CL I ◊ SYMBOL. IVWIX	14,149 8650	17 4700	247,198.14	15%	17.43	246,687.65	510.49
STONE RIDGE REINSURANCE ◊ RISK PREM INTERVAL SYMBOL SRRIX	24,282.6530	10.1700	246,954.58	15%	10 06	244,271.75	2,682 83
T ROWE PRICE CAP APPR FD ◊ SYMBOL PRWCX	5,137 2550	26 1300	134,236.47	8%	25.50	131,020.00	3,216 47
Total Equity Funds	55,545.2500		794,848.32	49%		768,427.89	26,420.43
Total Mutual Funds	69,693.1090		965,471.50	59%		936,050.15	29,421.35
			FMV			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)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ISHARES CORE S&P ETF	**1,369.0000**	**206.8700**	**283,205.03**	**17%**	**(3,743.58)**	**2.13%**	**6,041.22**
S&P 500 INDEX SYMBOL IVV	1,369 0000	209.6045	286,948 61	12/05/14	(3,743.58)	26	Short-Term

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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Schwab One® Account of
LDB FOUNDATION

Account Number
6537-2665

Statement Period
December 1-31, 2014

Investment Detail - Other Assets (continued)

Other Assets (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
ISHARES TR CORE HIGH	1,659.0000	76.5400	126,979.86	8%	(1,004.35)	3.47%	4,414.48
DIVIDEND ETF	1,659 0000	77 1453	127,984.21	12/11/14	(1,004.35)	20	Short-Term
SYMBOL HDV							
Total Other Assets	3,028.0000		410,184.89 FMV	25%	(4,747.93)		10,455.70
		Total Cost Basis:	414,932.82 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	**350.0000**	**60.1300**	**21,045.50**	**7%**	**(1,122.47)**	**1.82%**	**385.00**
SYMBOL ALB	350 0000	63.3370	22,167 97	07/01/13	(1,122.47)	548	Long-Term
							Accrued Dividend: 96.25
ATWOOD OCEANICS INC	**330.0000**	**28.3700**	**9,362.10**	**3%**	**(6,522.37)**	**N/A**	**N/A**
SYMBOL ATW	200 0000	52 5495	10,509 90	07/01/13	(4,835 90)	548	Long-Term
	130.0000	41 3428	5,374.57	10/17/14	(1,686.47)	75	Short-Term
Cost Basis			*15,884.47*				
BERKSHIRE HATHAWAY B NEW	**170.0000**	**150.1500**	**25,525.50**	**9%**	**6,198.28**	**N/A**	**N/A**
CLASS B	170 0000	113.6895	19,327 22	07/01/13	6,198 28	548	Long-Term
SYMBOL BRKB							

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 (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	**70.0000**	**357.5600**	**25,029.20**	**8%**	**6,761.27**	**2.15%**	**540.40**
SYMBOL BLK	70 0000	260.9704	18,267.93	07/01/13	6,761.27	548	Long-Term
CARNIVAL CORP NEW F	**360.0000**	**45.3300**	**16,318.80**	**6%**	**3,790.55**	**2.20%**	**360.00**
PAIRED STK	360 0000	34 8006	12,528.25	07/01/13	3,790.55	548	Long-Term
SPECIAL VTG TR							
SYMBOL CCL							
DOLLAR TREE INC	**340.0000**	**70.3800**	**23,929.20**	**8%**	**6,235.74**	**N/A**	**N/A**
SYMBOL DLTR	340 0000	52 0395	17,693 46	08/20/13	6,235.74	498	Long-Term
E M C CORP MASS	**300.0000**	**29.7400**	**8,922.00**	**3%**	**1,766.57**	**1.54%**	**138.00**
SYMBOL EMC	300 0000	23 8514	7,155 43	07/01/13	1,766.57	548	Long-Term
INTL BUSINESS MACHINES	**100.0000**	**160.4400**	**16,044.00**	**5%**	**(2,273.51)**	**2.74%**	**440.00**
SYMBOL IBM	100 0000	183 1751	18,317.51	11/12/13	(2,273 51)	414	Long-Term
LILLY ELI & COMPANY	**420.0000**	**68.9900**	**28,975.80**	**10%**	**2,629.57**	**2.84%**	**823.20**
SYMBOL LLY	80 0000	64 2336	5,138 69	07/23/14	380 51	161	Short-Term
	340 0000	62.3751	21,207 54	10/17/14	2,249 06	75	Short-Term
Cost Basis			*26,346 23*				
LORILLARD INC	**170.0000**	**62.9400**	**10,699.80**	**4%**	**3,147.25**	**3.90%**	**418.20**
SYMBOL LO	170 0000	44.4267	7,552 55	07/01/13	3,147 25	548	Long-Term
NEWMARKET CORPORATION	**42.0000**	**403.5300**	**16,948.26**	**6%**	**5,655.25**	**1.09%**	**184.80**
SYMBOL NEU	42 0000	268 8811	11,293 01	07/01/13	5,655 25	548	Long-Term
							Accrued Dividend: 58.80
OLD DOMINION FREIGHT LNS	**200.0000**	**77.6400**	**15,528.00**	**5%**	**6,957.13**	**N/A**	**N/A**
SYMBOL ODFL	200 0000	42.8543	8,570.87	07/01/13	6,957 13	548	Long-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
PULTEGROUP INC	**960.0000**	**21.4600**	**20,601.60**	**7%**	**1,248.36**	**0.93%**	**192.00**
SYMBOL PHM	390 0000	20.6484	8,052 88	01/31/14	316.52	334	Short-Term
	570 0000	19.8251	11,300 36	06/03/14	931 84	211	Short-Term
Cost Basis			*19,353.24*				***Accrued Dividend: 76.80***
SMITH & WESSON HLDG CORP	**1,250.0000**	**9.4700**	**11,837.50**	**4%**	**(1,520.12)**	**N/A**	**N/A**
SYMBOL· SWHC	250 0000	13 4130	3,353 27	12/30/13	(985 77)	366	Long-Term
	1,000 0000	10 0043	10,004 35	10/30/14	(534.35)	62	Short-Term
Cost Basis			*13,357.62*				
TREDEGAR CORPORATION	**410.0000**	**22.4900**	**9,220.90**	**3%**	**(137.97)**	**1.60%**	**147.60**
SYMBOL TG	410 0000	22 8265	9,358.87	06/09/14	(137 97)	205	Short-Term
							Accrued Dividend: 36.90
U S G CORPORATION NEW	**470.0000**	**27.9900**	**13,155.30**	**4%**	**(1,242.87)**	**N/A**	**N/A**
SYMBOL· USG	470.0000	30 6344	14,398 17	06/17/14	(1,242 87)	197	Short-Term
WELLS FARGO & CO NEW	**300.0000**	**54.8200**	**16,446.00**	**6%**	**3,871.40**	**2.55%**	**420.00**
SYMBOL WFC	300.0000	41.9153	12,574.60	07/01/13	3,871 40	548	Long-Term
Total Equities	6,242.0000		FMV 289,589.46	98%	35,442.06		4,049.20
		Total Cost Basis:	254,147.40	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	**191.0000**	**94.8300**	**18,112.53**	**6%**	**5,275.83**	**1.05%**	**191.00**
CLASS A	191 0000	67 2078	12,836 70	07/19/13	5,275 83	530	Long-Term
SYMBOL AON							
AMERICAN WOODMARK CORP	**188.0000**	**40.4400**	**7,602.72**	**2%**	**359.02**	**N/A**	**N/A**
SYMBOL AMWD	188 0000	38 5303	7,243 70	07/19/13	359.02	530	Long-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
BROOKFIELD ASSET MGMT F	**309.0000**	**50.1300**	**15,490.17**	**5%**	**1,931.38**	**1.27%**	**197.76**
D VTG SHS CL A	93.0000	40 8346	3,797.62	03/31/14	864 47	275	Short-Term
SYMBOL BAM	88 0000	43.0565	3,788 98	06/24/14	622 46	190	Short-Term
	128.0000	46.6577	5,972.19	09/24/14	444.45	98	Short-Term
Cost Basis			*13,558.79*				
CARMAX INC	**414.0000**	**66.5800**	**27,564.12**	**9%**	**7,724.05**	**N/A**	**N/A**
SYMBOL KMX	414 0000	47 9228	19,840.07	07/19/13	7,724 05	530	Long-Term
DIAMOND HILL INVT GP NEW	**68.0000**	**138.0400**	**9,386.72**	**3%**	**1,935.39**	**N/A**	**N/A**
SYMBOL DHIL	34.0000	100 2432	3,408 27	07/19/13	1,285 09	530	Long-Term
	34 0000	118.9135	4,043.06	05/07/14	650 30	238	Short-Term
Cost Basis			*7,451 33*				
DICKS SPORTING GOODS INC	**251.0000**	**49.6500**	**12,462.15**	**4%**	**474.02**	**1.00%**	**125.50**
SYMBOL DKS	145 0000	50.8206	7,369 00	07/19/13	(169 75)	530	Long-Term
	50 0000	42 8840	2,144 20	05/21/14	338 30	224	Short-Term
	56 0000	44.1951	2,474.93	06/24/14	305 47	190	Short-Term
Cost Basis			*11,988.13*				
ENCORE CAPITAL GROUP INC	**489.0000**	**44.4000**	**21,711.60**	**7%**	**2,933.28**	**N/A**	**N/A**
SYMBOL ECPG	334 0000	34 9067	11,658 87	07/19/13	3,170 73	530	Long-Term
	79 0000	48 3101	3,816 50	06/24/14	(308 90)	190	Short-Term
	76 0000	43 4598	3,302.95	11/26/14	71 45	35	Short-Term
Cost Basis			*18,778.32*				
GOOGLE INC CL C NON VTG	**18.0000**	**526.4000**	**9,475.20**	**3%**	**1,560.72**	**N/A**	**N/A**
NON VOTING SHARES	18 0000	439.6933	7,914.48	07/19/13	1,560.72	530	Long-Term
SYMBOL GOOG							

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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
GOOGLE INC CLASS A VTG	**11.0000**	**530.6600**	**5,837.26**	**2%**	**985.13**	**N/A**	**N/A**
VOTING SHARES	11 0000	441 1027	4,852.13	07/19/13	985.13	530	Long-Term
SYMBOL GOOGL							
MARKEL CORP	**35.0000**	**682.8400**	**23,899.40**	**8%**	**4,839.87**	**N/A**	**N/A**
HOLDING COMPANY	35.0000	544.5580	19,059.53	07/19/13	4,839.87	530	Long-Term
SYMBOL MKL							
MARLIN BUSINESS SVCS CP	**632.0000**	**20.5300**	**12,974.96**	**4%**	**(165.06)**	**2.43%**	**316.00**
SYMBOL MRLN	100.0000	23.3405	2,334.05	07/19/13	(281.05)	530	Long-Term
	121.0000	24 6586	2,983 70	08/06/13	(499.57)	512	Long-Term
	7.0000	17.9700	125.79	06/25/14	17 92	189	Short-Term
	215.0000	18 2953	3,933 51	07/08/14	480 44	176	Short-Term
	31 0000	19.8848	616.43	12/23/14	20.00	8	Short-Term
	158 0000	19.9148	3,146 54	12/23/14	97 20	8	Short-Term
Cost Basis			*13,140.02*				
MISTRAS GROUP INC	**355.0000**	**18.3300**	**6,507.15**	**2%**	**(538.04)**	**N/A**	**N/A**
SYMBOL MG	355.0000	19.8456	7,045.19	11/25/13	(538 04)	401	Long-Term
O REILLY AUTOMOTIVE NEW	**129.0000**	**192.6200**	**24,847.98**	**8%**	**9,655.27**	**N/A**	**N/A**
SYMBOL ORLY	129.0000	117.7729	15,192.71	07/19/13	9,655 27	530	Long-Term
ROADRUNNER TRANSPORT SYS	**289.0000**	**23.3500**	**6,748.15**	**2%**	**(1,892.07)**	**N/A**	**N/A**
SYMBOL RRTS	289 0000	29 8969	8,640.22	07/19/13	(1,892.07)	530	Long-Term
SCHEIN HENRY INC	**38.0000**	**136.1500**	**5,173.70**	**2%**	**1,251.35**	**N/A**	**N/A**
SYMBOL HSIC	38 0000	103 2197	3,922 35	07/19/13	1,251 35	530	Long-Term
THE CHARLES SCHWAB CORP	**506.0000**	**30.1900**	**15,276.14**	**5%**	**4,478.53**	**0.79%**	**121.44**
SYMBOL SCHW	506 0000	21 3391	10,797 61	07/19/13	4,478 53	530	Long-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
WORLD FUEL SERVICES CORP	**280.0000**	**46.9300**	**13,140.40**	**4%**	**1,535.26**	**0.31%**	**42.00**
SYMBOL INT	280.0000	41 4469	11,605.14	07/19/13	1,535.26	530	Long-Term
							Accrued Dividend: 10.50
21ST CENT FOX CL A	**527.0000**	**38.4050**	**20,239.44**	**7%**	**4,029.75**	**0.65%**	**131.75**
SYMBOL FOXA	527.0000	30.7584	16,209 69	07/19/13	4,029 75	530	Long-Term
Total Equities	**4,730.0000**		FMV **256,449.79**	**82%**	**46,373.68**		**1,125.45**
		Total Cost Basis:	**210,076.11** 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)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
AMERICAN TOWER CORP	**241.0000**	**98.8500**	**23,822.85**	**8%**	**5,821.07**	**1.45%**	**347.04**
REIT	241 0000	74 6961	18,001 78	07/19/13	5,821 07	530	Long-Term
SYMBOL AMT							***Accrued Dividend: 91.58***

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Investment Detail - Other Assets (continued)

Other Assets (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
GAMING & LEISURE PPTYS	**455.0000**	**29.3400**	**13,349.70**	**4%**	**(4,927.84)**	**7.08%**	**946.40**
SYMBOL GLPI	114 0000	38.2162 r	4,356 65		(1,011 89)		Short-Term
	117 0000	50 0275	5,853 22	12/17/13	(2,420 44)	379	Long-Term
	22.0000	37.7963	831 52	01/09/14	(186.04)	356	Short-Term
	113 0000	37 8700	4,279 31	01/10/14	(963.89)	355	Short-Term
	89 0000	33 2229	2,956.84	06/24/14	(345 58)	190	Short-Term
Cost Basis			*18,277 54*				
Total Other Assets	696.0000	FMV	37,172.55	12%	893.23		1,293.44
		Total Cost Basis:	36,279.32	Book Value			

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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 - Mutual Funds

Equity Funds	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
BECK MACK AND OLIVER ◊ PARTNERS FD SYMBOL BMPEX	5,245 6190	13 0000	68,193 05	7%	14.68	77,008 93	(8,815 88)

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	% of Account Assets	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
GABELLI FOCUS FIVE FUND ◊ I SYMBOL GWSIX	4,467 0050	14.6300	65,352.28	7%	15 72	70,220 92	(4,868 64)
GOTHAM ENHANCED RETURN ◊ FD INST SYMBOL GENIX	10,353 0030	12 7700	132,207.85	14%	12.76	132,081 39	126 46
IVA WORLDWIDE FD CL I ◊ SYMBOL· IVWIX	5,041.5150	17.4700	88,075 27	9%	17.44	87,904 13	171.14
T ROWE PRICE CAP APPR FD ◊ SYMBOL PRWCX	3,904 4350	26.1300	102,022.89	11%	26 99	105,392 72	(3,369 83)
Total Equity Funds	29,011.5770		455,851.34	49%		472,608.09	(16,756.75)
Total Mutual Funds	29,011.5770		455,851.34	49%		472,608.09	(16,756.75)
			FMV			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)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
ISHARES CORE S&P ETF	**913.0000**	**144.8000**	**132,202.40**	**14%**	**8,009.02**	**1.84%**	**2,435.90**
MIDCAP SYMBOL IJH	913 0000	136 0277	124,193 38	08/04/14	8,009 02	149	Short-Term
ISHARES CORE S&P ETF	**781.0000**	**206.8700**	**161,565.47**	**17%**	**10,271.35**	**2.13%**	**3,446.45**
S&P 500 INDEX SYMBOL IVV	781 0000	193 7184	151,294.12	08/04/14	10,271 35	149	Short-Term

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Investment Detail - Other Assets (continued)

Other Assets (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
POWERSHS QQQ TRUST SER 1	**856.0000**	**103.2500**	**88,382.00**	**9%**	**7,276.47**	**1.49%**	**1,324.44**
SYMBOL QQQ	856.0000	94.7494	81,105.53	08/04/14	7,276.47	149	Short-Term
VANGUARD WHITEHALL FUNDS	**809.0000**	**68.7500**	**55,618.75**	**6%**	**(809.94)**	**3.26%**	**1,818.63**
HIGH DIVIDEND YIELD	809 0000	69 7511	56,428.69	12/01/14	(809 94)	30	Short-Term
SYMBOL. VYM							
Total Other Assets	**3,359.0000**	FMV	**437,768.62**	**47%**	**24,746.90**		**9,025.42**
		Total Cost Basis:	*413,021.72*	Book Value			

Total Book Value - $2,819,044 26
Total Fair Market Value - $2,932,840 15

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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	227.	227.	
TOTAL TO PART I, LINE 3	227.	227.	

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	27,468.	27,468.	0.	0.	
DIVIDENDS	82,178.	0.	82,178.	82,178.	
TO PART I, LINE 4	109,646.	27,468.	82,178.	82,178.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MARATHON FOCUS FUND	-438.	-438.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-438.	-438.	

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	7,082.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	7,082.	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	269.	269.		0.
TAX EXPENSE	625.	0.		0.
TO FORM 990-PF, PG 1, LN 18	894.	269.		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	312.	0.		0.
K-1 INVESTMENT FEES	11,100.	11,100.		0.
INVESTMENT FEES	28,672.	28,672.		0.
TO FORM 990-PF, PG 1, LN 23	40,084.	39,772.		0.

FORM 990-PF — CORPORATE STOCK — STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHWAB-SEE ATTACHED STATEMENT	2,819,044.	2,932,840.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,819,044.	2,932,840.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MARATHON FOCUS FUND	COST	511,973.	553,904.
TOTAL TO FORM 990-PF, PART II, LINE 13		511,973.	553,904.

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	K-1 GAINS AND LOSSES	P		
b	CHARLES SCHWAB #2665	P		
c	CHARLES SCHWAB #5847	P		
d	CHARLES SCHWAB #7843	P		
e	CHARLES SCHWAB #0181	P		
f	CAPITAL GAINS DIVIDENDS			
g				
h				
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	11,735.			11,735.
b	1,371,826.		1,311,854.	59,972.
c	473,732.		422,769.	50,963.
d	191,229.		165,018.	26,211.
e	57,126.		59,164.	-2,038.
f	27,468.			27,468.
g				
h				
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				11,735.
b				59,972.
c				50,963.
d				26,211.
e				-2,038.
f				27,468.
g				
h				
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	174,311.
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

423591
05-01-14

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868* .

OMB No. 1545-1709

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

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

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

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

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

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

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

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

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2014 or
▶ [ ] tax year beginning ______ , and ending ______

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 7,280.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 3,280.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 4,000.

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