Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: BROOKFIELD, INC.

Number and street (or P O box number if mail is not delivered to street address): 10187 BROOK ROAD | Room/suite

City or town, state, and ZIP code: GLEN ALLEN, VA 23059

A Employer identification number: 54-0638415

B Telephone number: 804-266-7631

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

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

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

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 7,179,386.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

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	3,657.			
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8.	8.	8.	STATEMENT 1
	4 Dividends and interest from securities	159,480.	159,480.	159,480.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-133,098.			
	b Gross sales price for all assets on line 6a 1,470,587.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	681,315.	0.	681,315.	STATEMENT 3
	12 Total. Add lines 1 through 11	711,362.	159,488.	840,803.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	77,614.	0.	62,091.	15,523.
	14 Other employee salaries and wages	661,462.	0.	574,156.	87,306.
	15 Pension plans, employee benefits	78,328.	0.	70,495.	7,833.
	16a Legal fees				
	b Accounting fees STMT 4	17,315.	0.	17,315.	0.
	c Other professional fees STMT 5	35,368.	28,046.	7,322.	0.
	17 Interest				
	18 Taxes STMT 6	61,999.	1,962.	60,037.	0.
	19 Depreciation and depletion	54,427.	0.	54,427.	
	20 Occupancy	70,523.	0.	0.	69,229.
	21 Travel, conferences, and meetings	738.	0.	0.	738.
	22 Printing and publications				
	23 Other expenses STMT 7	133,444.	210.	0.	134,459.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,191,218.	30,218.	845,843.	315,088.
	25 Contributions, gifts, grants paid				
	26 **Total expenses and disbursements** Add lines 24 and 25	1,191,218.	30,218.	845,843.	315,088.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-479,856.			
	b **Net investment income** (if negative, enter -0-)		129,270.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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		39,834.	79,900.	79,900.
2 Savings and temporary cash investments		590,174.	360,376.	360,376.
3 Accounts receivable ▶	100,179.			
Less: allowance for doubtful accounts ▶		85,616.	100,179.	100,179.
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		11,382.	11,117.	11,117.
10a Investments - U.S. and state government obligations	STMT 9	1,564,365.	950,298.	950,298.
b Investments - corporate stock	STMT 10	2,777,267.	3,610,416.	3,610,416.
c Investments - corporate bonds	STMT 11	588,079.	835,112.	835,112.
11 Investments - land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 12	471,319.	855,738.	855,738.
14 Land, buildings, and equipment: basis ▶	1,203,430.			
Less accumulated depreciation ▶	827,181.	430,677.	376,249.	376,250.
15 Other assets (describe ▶)				
16 **Total assets** (to be completed by all filers)		6,558,713.	7,179,385.	7,179,386.
Liabilities 17 Accounts payable and accrued expenses		37,585.	42,770.	
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)		37,585.	42,770.	
Net Assets or Fund Balances **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**				
24 Unrestricted		6,521,128.	7,136,615.	
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 **Total net assets or fund balances**		6,521,128.	7,136,615.	
31 **Total liabilities and net assets/fund balances**		6,558,713.	7,179,385.	

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	6,521,128.
2 Enter amount from Part I, line 27a		2	-479,856.
3 Other increases not included in line 2 (itemize) ▶	SEE STATEMENT 8	3	1,095,343.
4 Add lines 1, 2, and 3		4	7,136,615.
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	7,136,615.

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	DAVENPORT & COMPANY - SCHEDULE ATTACHED		VARIOUS	/ /09
b	DAVENPORT & COMPANY - SCHEDULE ATTACHED		VARIOUS	/ /09
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	643,046.		687,292.	-44,246.
b	827,541.		916,393.	-88,852.
c				
d				
e				

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				-44,246.
b				-88,852.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** -133,098.

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** -44,246.

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.) N/A

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008			
2007			
2006			
2005			
2004			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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 ▶ [X] and enter "N/A" on line 1. Date of ruling or determination letter: 08/18/86 (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	N/A
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	
3	Add lines 1 and 2		3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
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	0.
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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			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 acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ BROOKFIELDGROUPHOME.ORG

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ 804-266-7631

Located at ▶ 10187 BROOK ROAD, GLEN ALLEN, VA ZIP+4 ▶ 23059

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

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? N/A	1b		
	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ 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 2009 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 2009.)* 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 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		77,614.	2,315.	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
SUZANNE CHRISTOPHER C/O THE ORGANIZATION	CLINICAL DIRECTOR 40.00	54,689.	1,675.	0.
DEBORAH PRYOR C/O THE ORGANIZATION	PROGRAM DIRECTOR 40.00	50,697.	1,614.	0.

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 SUPERVISED RESIDENTIAL PROGRAMS DEVELOP INDEPENDENT LIVING SKILLS AND RESPONSIBLE PRO-SOCIAL BEHAVIOR. TWO COTTAGES HOUSED 20 GIRLS AND YOUNG WOMEN AGE 12 TO 20.	1,191,218.
2 SEE STATEMENT 14	0.
3 RECREATIONAL AND CULTURAL ACTIVITIES ARE PLANNED FOR RESIDENTS, INCLUDING REQUIRED POSITIVE YOUTH DEVELOPMENT ACTIVITIES.	0.
4 VOCATIONAL DEVELOPMENT PROGRAMS TEACH BASIC EMPLOYMENT SKILLS. NOTE: EXPENSE SHOWN FOR PROGRAM ONE COVERS ALL ACTIVITIES.	0.

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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,664,168.
b	Average of monthly cash balances	1b	376,458.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,040,626.
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	6,040,626.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	90,609.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,950,017.
6	**Minimum investment return**. Enter 5% of line 5	6	297,501.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ [X] and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

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	315,088.
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	315,088.
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	315,088.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ N/A				
a Applied to 2008, 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 2009 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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 2009, enter the date of the ruling ▶ 01/27/83

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

	Tax year (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(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	0.	0.	50,035.	84,441.	134,476.
b 85% of line 2a	0.	0.	42,530.	71,775.	114,305.
c Qualifying distributions from Part XII, line 4 for each year listed	315,088.	208,271.	0.	0.	523,359.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	315,088.	208,271.	0.	0.	523,359.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	198,334.	236,759.	254,759.	230,447.	920,299.
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)	684,972.	727,616.	936,430.	873,969.	3,222,987.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	626,273.	696,956.	936,430.	873,969.	3,133,628.
(3) Largest amount of support from an exempt organization	58,699.	23,520.	169,887.	124,849.	376,955.
(4) Gross investment income	159,488.	157,001.	1,023,524.	632,030.	1,972,043.

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
NONE				
Total			▶ 3a	0.
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 FEES					50,794.
b MEDICARE/MEDICAID PMTS					396,531.
c					
d					
e					
f					
g Fees and contracts from government agencies					233,990.
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8.	
4 Dividends and interest from securities			14	159,480.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-133,098.	
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.		26,390.	681,315.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 707,705.

(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).
1A,G	BROOKFIELD, INC. PROVIDES RESIDENTIAL CARE FOR FEMALE ADOLESCENTS WHO FOR VARIOUS REASONS CANNOT LIVE AT HOME. FEES ARE COLLECTED FROM AGENCIES WHICH PLACE THE CHILDREN AT BROOKFIELD. THE FEES COVER ROOM AND BOARD AND THE COSTS OF THERAPEUTIC PROGRAMS TO PREPARE THE CHILDREN FOR INDEPENDENT LIVING AS ADULTS.

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Timothy M Bleading 11/5/10 Executive Director

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	B... E...	Date 11/2/10	Check if self-employed ☐
Preparer's identifying number	P00574306		
Firm's name (or yours if self-employed), address, and ZIP code	MARTIN, DOLAN & HOLTON, LTD. 4435 WATERFRONT DRIVE, SUITE 200 GLEN ALLEN, VA 23060	EIN ▶	
		Phone no.	(804)346-9595

Form **990-PF** (2009)

923822
02-02-10

DAVENPORT
& COMPANY LLC

EST. 1863 • MEMBER: NYSE • FINRA • SIPC

901 East Cary Street, 11th Floor • Richmond VA 23219

10137 5069 697

BROOKFIELD INCORPORATED

ATTN TIMOTHY M READING

2009 SUPPLEMENTAL INFORMATION

ORIGINAL 02/19/2010

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FEDERAL ID NO 54-1835842

SUPPLEMENTAL INFORMATION AS OF 12/31 - COST BASIS TRANSACTIONS
FOR TAX YEAR 2009

THE FOLLOWING IS BEING PROVIDED FOR YOUR INFORMATION ONLY AND WILL NOT BE FURNISHED TO THE INTERNAL REVENUE SERVICE.
DAVENPORT STRIVES TO PROVIDE RELIABLE AND ACCURATE COST BASIS INFORMATION TO OUR CUSTOMERS, WHICH MAY INCLUDE INFORMATION RECEIVED FROM OUR CLIENTS OR THEIR PRIOR FIRM. BECAUSE THERE ARE EVENTS WHICH MAY NECESSITATE ADJUSTMENTS, DAVENPORT CANNOT GUARANTEE THE ACCURACY OF THE COST BASIS INFORMATION SHOWN HERE. EVENTS WHICH MAY NECESSITATE AN ADJUSTMENT TO COST BASIS AND/OR GAIN OR LOSS CALCULATIONS INCLUDE, BUT ARE NOT LIMITED TO: ACCRETION, AMORTIZATION, PRINCIPAL PAYMENTS, AND/OR CAPITAL CHANGES. THE COST BASIS INFORMATION PROVIDED HEREIN IS FOR INFORMATIONAL PURPOSES ONLY. PLEASE CONSULT WITH YOUR TAX ADVISOR REGARDING YOUR PARTICULAR SITUATION. PLEASE BE ADVISED THAT 12/31/89 IN THE DATE ACQUIRED COLUMN IS A DEFAULT DATE INDICATING MISSING COST BASIS AND ACQUISITION DATE.

SHORT TERM GAIN(LOSS)

QUANTITY	DESCRIPTION	DATE ACQUIRED	DATE SOLD	PROCEEDS	ORIGINAL COST BASIS	ADJUSTED COST BASIS	GAIN/(LOSS)
2,775 00	ALTRIA GROUP INC CUSIP 02209S103	10/01/08	06/03/09	$47,012 28	$55,305 47		($8,293 19)
2,775.00	**CUSIP: TOTAL**			**$47,012.28**	**$55,305.47**		**($8,293.19)**
215 00	AMAZON COM INC CUSIP 023135106	05/20/09	11/25/09	$28,478 21	$17,229 63		$11,248 58
215.00	**CUSIP: TOTAL**			**$28,478.21**	**$17,229.63**		**$11,248.58**
1,050 00	BOEING COMPANY CUSIP 097023105	06/24/09	11/18/09	$54,580 85	$45,465 95		$9,114 90
1,050.00	**CUSIP: TOTAL**			**$54,580.85**	**$45,465.95**		**$9,114.90**
450 00	CATERPILLAR INC CUSIP 149123101	11/19/08	08/14/09	$20,551 38	$15,940 13		$4,611 25
450.00	**CUSIP: TOTAL**			**$20,551.38**	**$15,940.13**		**$4,611.25**
575 00	CHINA MOBILE LTD ADR CUSIP 16941M109	10/29/08	08/14/09	$32,079 69	$23,207 61		$8,872 08
575.00	**CUSIP: TOTAL**			**$32,079.69**	**$23,207.61**		**$8,872.08**
275 00	EXXON MOBIL CORP CUSIP 30231G102	09/17/08	01/14/09	$21,073 12	$20,924 01		$149 11
275.00	**CUSIP. TOTAL**			**$21,073.12**	**$20,924.01**		**$149.11**
150,000 00	FHLMC MTN 4 0 050613 CUSIP 3128X7QP2	12/30/08	11/06/09	$150,000 00	$153,637 50		($3,637 50)
150,000.00	**CUSIP· TOTAL**			**$150,000.00**	**$153,637.50**		**($3,637.50)**
150,000 00	FHLB BOND 4 0 042213 CUSIP 3133XQL34	03/31/08	02/12/09	$150,000 00	$150,187 50		($187 50)
150,000.00	**CUSIP: TOTAL**			**$150,000.00**	**$150,187.50**		**($187.50)**
600 00	FORTUNE BRANDS INC CUSIP 349631101	04/02/08	02/18/09	$17,389 76	$43,916 26		($26,526 50)
350 00	FORTUNE BRANDS INC CUSIP 349631101	05/14/08	02/18/09	$10,144 03	$24,984 61		($14,840 58)
950.00	**CUSIP: TOTAL**			**$27,533.79**	**$68,900.87**		**($41,367.08)**
825 00	OWENS & MINOR INC HLDGS CUSIP 690732102	11/19/08	10/27/09	$32,527 17	$32,460 45		$66 72

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& COMPANY LLC
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10138 5069 697
BROOKFIELD INCORPORATED
ATTN TIMOTHY M READING

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TAXPAYER ID 54-0638415

FEDERAL ID NO 54-1835842

SHORT TERM GAIN(LOSS)

QUANTITY	DESCRIPTION	DATE ACQUIRED	DATE SOLD	PROCEEDS	ORIGINAL COST BASIS	ADJUSTED COST BASIS	GAIN/(LOSS)
300 00	OWENS & MINOR INC HLDGS CUSIP 690732102	04/22/09	10/27/09	$11,828 07	$10,531 84		$1,296 23
1,125.00	**CUSIP. TOTAL**			**$44,355.24**	**$42,992.29**		**$1,362.95**
950 00	SUNTRUST BANKS INC CUSIP 867914103	09/17/08	01/26/09	$14,138 49	$45,424 82		($31,286 33)
950.00	**CUSIP: TOTAL**			**$14,138.49**	**$45,424.82**		**($31,286.33)**
725 00	TOYOTA MTR CORP SPON ADR CUSIP 892331307	03/25/09	05/13/09	$53,243 07	$48,076 06		$5,167 01
725.00	**CUSIP: TOTAL**			**$53,243.07**	**$48,076.06**		**$5,167.01**
	TOTAL	S/T		643046.12	687291.84		<44245.72>

LONG TERM GAIN/(LOSS)

QUANTITY	DESCRIPTION	DATE ACQUIRED	DATE SOLD	PROCEEDS	ORIGINAL COST BASIS	ADJUSTED COST BASIS	GAIN/(LOSS)
125.00	APPLE INC CUSIP 037833100	09/14/06	11/16/09	$25,900 58	$9,308 71		$16,591 87
125.00	**CUSIP. TOTAL**			**$25,900.58**	**$9,308.71**		**$16,591.87**
1,320 00	BANK OF AMERICA CORP CUSIP 060505104	02/08/07	01/21/09	$7,143 92	$70,371 04		($63,227 12)
1,320.00	**CUSIP: TOTAL**			**$7,143.92**	**$70,371.04**		**($63,227.12)**
1,400 00	CAPITAL ONE FINL CORP CUSIP 14040H105	06/03/97	01/29/09	$24,669 82	$15,228 92		$9,440 90
1,400.00	**CUSIP. TOTAL**			**$24,669.82**	**$15,228.92**		**$9,440.90**
515 00	CHINA MOBILE LTD ADR CUSIP 16941M109	04/25/07	08/14/09	$28,732 24	$24,403 06		$4,329 18
375 00	CHINA MOBILE LTD ADR CUSIP 16941M109	07/09/08	08/14/09	$20,921 53	$25,222 49		($4,300 96)
890.00	**CUSIP. TOTAL**			**$49,653.77**	**$49,625.55**		**$28.22**
350 00	COLGATEPALMOLIVE COMPANY CUSIP 194162103	04/14/04	10/14/09	$27,444 55	$19,102 90		$8,341 65
350.00	**CUSIP TOTAL**			**$27,444.55**	**$19,102.90**		**$8,341.65**
100,000 00	FHLMC MTN 4 0 042809 CUSIP 3128X12C0	05/26/04	04/28/09	$100,000 00	$98,150 00		$1,850 00
100,000.00	**CUSIP: TOTAL**			**$100,000.00**	**$98,150.00**		**$1,850.00**
75,000 00	FFCB BOND 5 5 052914 CUSIP 31331XZQ8	05/16/07	05/29/09	$75,000 00	$75,112 50		($112 50)
75,000.00	**CUSIP. TOTAL**			**$75,000.00**	**$75,112.50**		**($112.50)**
100,000 00	FFCB BOND 4 1 070711 CUSIP 31331Y2T6	06/30/08	07/08/09	$100,000 00	$100,150 00		($150 00)
100,000.00	**CUSIP: TOTAL**			**$100,000.00**	**$100,150.00**		**($150.00)**
100,000 00	FHLB BOND 4 93 060514 CUSIP 3133XRFP0	05/30/08	06/05/09	$100,000 00	$100,150 00		($150 00)

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

SOURCE	AMOUNT
BANK INTEREST	8.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DAVENPORT & COMPANY	159,480.	0.	159,480.
TOTAL TO FM 990-PF, PART I, LN 4	159,480.	0.	159,480.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEES	50,794.	0.	50,794.
MEDICARE/MEDICAID PMTS	396,531.	0.	396,531.
FEES FROM GOVERNMENT AGENCIES	233,990.	0.	233,990.
TOTAL TO FORM 990-PF, PART I, LINE 11	681,315.	0.	681,315.

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, AUDIT & TAX PREPARATION	17,315.	0.	17,315.	0.
TO FORM 990-PF, PG 1, LN 16B	17,315.	0.	17,315.	0.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	28,046.	28,046.	0.	0.
PAYROLL FEES	2,541.	0.	2,541.	0.
RETIREMENT CUSTODIAL FEES	2,738.	0.	2,738.	0.
MISCELLANESUS	2,043.	0.	2,043.	0.
TO FORM 990-PF, PG 1, LN 16C	35,368.	28,046.	7,322.	0.

FORM 990-PF | TAXES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD AT SOURCE	1,962.	1,962.	0.	0.
PAYROLL TAXES	60,037.	0.	60,037.	0.
TO FORM 990-PF, PG 1, LN 18	61,999.	1,962.	60,037.	0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BUSINESS INSURANCE	8,975.	0.	0.	8,716.
PRE-EMPLOYMENT SCREENING	2,376.	0.	0.	2,376.
OFFICE EXPENSE	14,677.	0.	0.	15,422.
POSTAGE	1,098.	0.	0.	1,098.
BANK FEES	808.	0.	0.	808.
TELEPHONE	9,767.	0.	0.	9,767.
STAFF DEVELOPMENT	7,626.	0.	0.	7,643.
MARKETING AND PROMOTION	14,552.	0.	0.	14,591.
BOARD EXPENSE	838.	210.	0.	628.
PROGRAM DEVELOPMENT	3,285.	0.	0.	3,285.
FOOD	27,832.	0.	0.	27,844.
CLOTHING	3,935.	0.	0.	4,030.
RECREATION	6,486.	0.	0.	6,438.
COTTAGE SUPPLIES	5,488.	0.	0.	5,236.
SCHOOL SUPPLIES	3,426.	0.	0.	3,370.

VOCATIONAL/ALLOWANCE	3,292.	0.	0.	3,292.
GAS AND MILEAGE	5,829.	0.	0.	5,968.
CULTURAL ENRICHMENT	4,073.	0.	0.	4,351.
GRADE INCENTIVES	2,896.	0.	0.	3,283.
PERSONAL GROWTH & HYGIENE	2,851.	0.	0.	2,851.
MISCELLANEOUS	573.	0.	0.	361.
VEHICLE MAINTENANCE	2,761.	0.	0.	3,101.
TO FORM 990-PF, PG 1, LN 23	133,444.	210.	0.	134,459.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION OF INVESTMENTS	1,095,343.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,095,343.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	X		950,298.	950,298.
TOTAL U.S. GOVERNMENT OBLIGATIONS			950,298.	950,298.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			950,298.	950,298.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	3,610,416.	3,610,416.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,610,416.	3,610,416.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	835,112.	835,112.
TOTAL TO FORM 990-PF, PART II, LINE 10C	835,112.	835,112.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	FMV	855,738.	855,738.
TOTAL TO FORM 990-PF, PART II, LINE 13		855,738.	855,738.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
R.L. TERRELL WILLIAMS C/O BB&T INSURANCE SERVICES, P.O. BOX 17370 RICHMOND, VA 23226	PRESIDENT 5.00	0.	0.	0.
CICELY M. POWELL 2234 MONUMENT AVENUE RICHMOND, VA 23220	VICE- PRESIDENT 5.00	0.	0.	0.
CRIT T. RICHARDSON 1887 SHEPPARD TOWN ROAD CROZIER, VA 23039	SECRETARY 5.00	0.	0.	0.
D.SCOTT NYSTROM 1609 WILMINGTON AVENUE RICHMOND, VA 23227	TREASURER 5.00	0.	0.	0.

GARNETT R. HALL, JR. 303 ST. DAVID'S LANE RICHMOND, VA 23221	DIRECTOR 0.00	0.	0.	0.
CRYSTAL P. SMITH 10336 EVERGREEN SPRING PLACE RALEIGH, NC 27614	DIRECTOR 0.00	0.	0.	0.
JANINE S. DAVILA 209 N. 25TH ST. RICHMOND, VA 23223	DIRECTOR 0.00	0.	0.	0.
TAYLOR B. FALLS 1701 HANOVER AVE RICHMOND, VA 23220	DIRECTOR 0.00	0.	0.	0.
KATHERINE M. HOTTINGER 5014 WEST FRANKLIN STREET RICHMOND, VA 23226	DIRECTOR 0.00	0.	0.	0.
JANE R. FIELDS 1905 HICKORYRIDGE ROAD RICHMOND, VA 23238	DIRECTOR 0.00	0.	0.	0.
MARY T. SHEPPARD 708 WEST DRIVE CIRCLE RICHMOND, VA 23229	DIRECTOR 0.00	0.	0.	0.
ROBYN TYER 4308 CAMBRIDGE ROAD RICHMOND, VA 23221	DIRECTOR 0.00	0.	0.	0.
CAROLINE F. WINSTON 1228 WESTMINSTER AVENUE RICHMOND, VA 23227	DIRECTOR 0.00	0.	0.	0.
DOUGLAS M. NABHAN C/O WILLIAMS MULLEN RICHMOND, VA 23218	DIRECTOR 0.00	0.	0.	0.
THOMAS R. BEAN C/O DOMINION RESOURCES RICHMOND, VA 23219	DIRECTOR 0.00	0.	0.	0.
TIMOTHY M. READING 10187 BROOK ROAD GLEN ALLEN, VA 23059	EXECUTIVE DIRECTOR 40.00	77,614.	2,315.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		77,614.	2,315.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 14

ACTIVITY TWO

PSYCHOLOGICAL AND SOCIAL SERVICES INCLUDE INDIVIDUAL, GROUP, & FAMILY PSYCHOTHERAPY;A FULL-TIME YOUTH COUNSELOR ADVOCATE; & TRAINED STAFF ON CALL 24 HRS A DAY FOR CRISIS INTERVENTION,

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	0.

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990PF
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2009

Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
BROOKFIELD, INC.	FORM 990-PF PAGE 1	54-0638415

Part I Election To Expense Certain Property Under Section 179 **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7			
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7			8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8			9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562			10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5			11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11			12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ▶	13			

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V.*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs.		S/L	
h	Residential rental property	/		27 5 yrs.	MM	S/L	
		/		27.5 yrs	MM	S/L	
i	Nonresidential real property	/		39 yrs	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs		S/L	
c	40-year	/		40 yrs	MM	S/L	

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28			21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr.			22	54,427.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23			

916251 11-04-09 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2009)

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles***)**

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year					
43 Amortization of costs that began before your 2009 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

BROOKFIELD, INC. [860]
Depreciation Expense
Federal

01/01/2009 - 12/31/2009

System No.	S	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Beg. Accum. Depreciation/ (Sec. 179)	Sec. 179/ Bonus/ (Cur Yr. Only)	Current Depreciation	Total Depreciation/ (Sec. 179)
AUTOS AND TRUCKS										
61		1999 CHEVORLET VAN	4/1/1999	SL / N/A	5.0000	20,775.00	20,775.00	0.00	0.00	20,775.00
72		FORD TAURUS 2003	10/9/2003	SL / N/A	5.0000	15,970.00	15,970.00	0.00	0.00	15,970.00
141		DODGE GRAND CARAVAN - 2006	6/27/2007	SL / N/A	5.0000	17,620.66	5,286.20	0.00	3,524.13	8,810.33
146		2008 GMC 12 Passenger Van	3/12/2008	SL / N/A	5.0000	28,911.50	4,818.58	0.00	5,782.30	10,600.88
Subtotal: AUTOS AND TRUCKS						83,277.16	46,849.78	0.00	9,306.43	56,156.21
Less dispositions and exchanges:						0.00	0.00	0.00	0.00	0.00
Net for: AUTOS AND TRUCKS						83,277.16	46,849.78	0.00	9,306.43	56,156.21
BUILDING										
1		BUILDING	7/1/1969	SL / N/A	40.0000	325,084.00	321,020.45	0.00	4,063.55	325,084.00
2		ARCHITECT'S FEES	7/1/1969	SL / N/A	40.0000	22,451.00	22,170.56	0.00	280.44	22,451.00
Subtotal: BUILDING						347,535.00	343,191.01	0.00	4,343.99	347,535.00
Less dispositions and exchanges:						0.00	0.00	0.00	0.00	0.00
Net for: BUILDING						347,535.00	343,191.01	0.00	4,343.99	347,535.00
BUILDING IMPROVEMENTS										
12		MEMORIAL GARDEN	2/28/1969	SL / N/A	20.0000	4,598.00	4,598.00	0.00	0.00	4,598.00
9		WATER STORAGE TNAK	7/1/1969	SL / N/A	20.0000	1,092.00	1,092.00	0.00	0.00	1,092.00
10		SEPTIC TANK	7/1/1969	SL / N/A	20.0000	5,535.00	5,535.00	0.00	0.00	5,535.00
11		SHRUBS	7/1/1969	SL / N/A	20.0000	2,391.00	2,391.00	0.00	0.00	2,391.00
13		PAINTING & PLASTERING	7/1/1974	SL / N/A	20.0000	3,733.00	3,733.00	0.00	0.00	3,733.00
38		CONCRETE BASE FOR TRASH BI	12/22/1974	SL / N/A	5.0000	230.00	230.00	0.00	0.00	230.00
14		ARCHITECT'S FEE REMODLING	7/14/1976	SL / N/A	20.0000	8,580.00	8,580.00	0.00	0.00	8,580.00
15		REMODLING BUILDING	8/1/1976	SL / N/A	20.0000	73,020.00	73,020.00	0.00	0.00	73,020.00
16		ARCHITECT'S FEES REMODLING	7/1/1977	SL / N/A	20.0000	3,143.00	3,143.00	0.00	0.00	3,143.00
17		BUILDING REMODLING	7/1/1977	SL / N/A	20.0000	33,558.00	33,558.00	0.00	0.00	33,558.00
18		WOODSTOVE	12/1/1979	SL / N/A	5.0000	425.00	425.00	0.00	0.00	425.00
19		ACOUSTICAL CEILING	11/1/1982	SL / N/A	15.0000	363.00	363.00	0.00	0.00	363.00
20		SHOWER STALL - BOYS COTTAC	11/1/1982	SL / N/A	15.0000	1,120.00	1,120.00	0.00	0.00	1,120.00
21		PINE FRONT DOOR	6/1/1984	SL / N/A	5.0000	604.00	604.00	0.00	0.00	604.00
22		NEW SEPTIC DRAIN FIELDS	10/1/1985	SL / N/A	15.0000	8,778.00	8,778.00	0.00	0.00	8,778.00
23		CHEMICAL FIRE SYSTEM - KITCH	12/1/1985	SL / N/A	5.0000	1,206.00	1,206.00	0.00	0.00	1,206.00
24		DOOR ALARM	8/1/1993	SL / N/A	5.0000	500.00	500.00	0.00	0.00	500.00
3		CONNECTION TO HENRICO CTY	9/1/1994	SL / FM	15.0000	12,660.00	12,238.00	0.00	422.00	12,660.00
25		KITCHEN ACCOUSTICAL CEILINC	9/1/1995	SL / N/A	5.0000	675.00	675.00	0.00	0.00	675.00
4		NATURAL GAS HOOKUP	9/1/1996	SL / FM	7.0000	2,372.00	2,372.00	0.00	0.00	2,372.00
5		HOT WATER HEATER-AMERICAN	3/1/1997	SL / FM	5.0000	3,461.00	3,461.00	0.00	0.00	3,461.00
6		SEPTIC PUMP	5/1/1997	SL / FM	5.0000	1,767.00	1,767.00	0.00	0.00	1,767.00
7		VINYL FLOORING & BASEBOARD	6/1/2000	MSL / HY	15.0000	14,872.00	8,427.48	0.00	991.46	9,418.94
8		ACCOUSTICAL CEILING HALLWA	6/1/2000	MSL / HY	5.0000	2,308.00	2,308.00	0.00	0.00	2,308.00
35		CARPET - OFFICE	8/1/2000	MSL / HY	5.0000	452.00	452.00	0.00	0.00	452.00
70		ENTERTAINMENT CENTER	12/4/2002	SL / N/A	7.0000	200.00	173.80	0.00	26.20	200.00
144	S	COUNTERTIP & SINKS (3 split)	12/4/2002	SL / N/A	7.0000	350.00	304.17	0.00	45.83	350.00
74		BOILER	10/10/2003	SL / N/A	15.0000	74,489.00	26,071.13	0.00	4,965.93	31,037.06

BROOKFIELD, INC. [860]

Depreciation Expense

Federal

01/01/2009 - 12/31/2009

System No	S	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Beg. Accum. Depreciation/ (Sec. 179)	Sec. 179/ Bonus/ (Cur. Yr. Only)	Current Depreciation	Total Depreciation/ (Sec. 179)
BUILDING IMPROVEMENTS										
73		ROOF	12/19/2003	SL / N/A	15 0000	136,361.00	45,453 65	0 00	9,090 73	54,544 38
79		MISCELLANEOUS	1/16/2004	SL / N/A	5 0000	1,635 00	1,607.75	0 00	27.25	1,635 00
96		REIMBURSEMENT DEQ · FUEL T/	2/27/2004	SL / N/A	15 0000	-7,810 00	-2,516 57	0 00	520 67	-3,037 24
84		CHILLED WATER PIPE	3/26/2004	SL / N/A	20 0000	23,610 00	5,607 38	0 00	1,180 50	6,787.88
85		REMOLDING BUILDING	3/26/2004	SL / N/A	20 0000	3,363 00	798 71	0 00	168 15	966 86
86		RENOVATION OF COTTAGE 3	4/5/2004	SL / N/A	5 0000	463 00	439 85	0 00	23.15	463 00
89		WATER HEATER	10/4/2004	SL / N/A	7 0000	6,800 00	4,128 58	0 00	971 43	5,100 01
90		ARCHITECT'S FEES REMODLING	11/30/2004	SL / N/A	20.0000	4,292.00	876 28	0 00	214 60	1,090 88
91		REMODEL BUILDING	12/15/2004	SL / N/A	20 0000	34,261 00	6,994 95	0 00	1,713 05	8,708 00
92		CHILLED WATER PIPE LABOR	12/17/2004	SL / N/A	20.0000	3,874 00	774 80	0 00	193.70	968 50
93		REMODELING BUILDING	12/30/2004	SL / N/A	20 0000	13,204.00	2,640.80	0 00	660 20	3,301 00
94		WHEELCHAIR AXCESS RENOVA1	12/30/2004	SL / N/A	20.0000	6,111.00	1,222 20	0 00	305 55	1,527 75
95		REPLACE MOTOR	12/31/2004	SL / N/A	5.0000	2,830 00	2,264 00	0 00	566.00	2,830 00
116		Stoker · Landscaping Project	1/3/2005	SL / N/A	15.0000	3,458.08	922.16	0 00	230 54	1,152 70
98		FAN COIL	5/23/2005	SL / N/A	15.0000	18,788.00	4,488 23	0 00	1,252.53	5,740 76
99		DRIVEWAY	5/24/2005	SL / N/A	20 0000	23,938.27	4,288.93	0.00	1,196.91	5,485.84
124		ROOFTOP EXHAUST FAN & SCRI	3/30/2006	SL / N/A	15.0000	627.00	114.95	0 00	41 80	156.75
128		CIRCULTOR PUMP FOR COOLIN	4/21/2006	SL / N/A	15.0000	402.87	71.63	0 00	26 86	98 49
125		FAN COIL UNITS	6/7/2006	SL / N/A	15.0000	15,250.00	2,626.40	0.00	1,016 67	3,643 07
120		ACCESS DOOR COTTAGE 1	12/13/2006	SL / N/A	20.0000	136 00	14 17	0.00	6 80	20.97
126		EXHAUST FANS INSTALLED ON I	12/18/2006	SL / N/A	15.0000	1,560.00	208 00	0 00	104 00	312 00
135		LIGHTING FIXTURES	8/1/2007	SL / N/A	7.0000	3,325.00	672.92	0.00	475 00	1,147 92
133		CABINETS- COTTAGES	10/2/2007	SL / N/A	7.0000	7,484.45	1,336.51	0.00	1,069 21	2,405.72
134		RENOVATION TO COTTAGES · V/	11/1/2007	SL / N/A	39.0000	8,070.40	241 42	0 00	206 93	448 35
142		LANDSCAPING PROJECT	11/8/2007	SL / N/A	15.0000	5,347 89	415.95	0.00	356 53	772.48
132		RENOVATIONS · CONTRACTORS	12/1/2007	SL / N/A	39.0000	14,068.30	390 79	0.00	360 73	751.52
155		Cabinets	1/14/2008	SL / N/A	39.0000	224.00	5 74	0 00	5 74	11 48
147		Kitchen Remodeling	2/21/2008	SL / N/A	39.0000	1,712 50	36 59	0.00	43.91	80 50
148		Bathroom Remodeling	4/24/2008	SL / N/A	39.0000	581 90	9 95	0 00	14 92	24.87
Subtotal: BUILDING IMPROVEMENTS						596,450.66	293,262.30	0.00	27,454 14	320,716.44
Less dispositions and exchanges:						0.00	0 00	0.00	0.00	0.00
Net for: BUILDING IMPROVEMENTS						596,450.66	293,262.30	0.00	27,454.14	320,716.44
FURNITURE & EQUIP CHILDCARE										
59		JVC 19" COLOR TV	2/1/1992	SL / N/A	5.0000	300.00	300 00	0 00	0.00	300.00
52		FURNITURE · GOODWOOD	8/1/2000	SL / FM	5 0000	2,504.00	2,504.00	0.00	0 00	2,504 00
53		AREA RUGS (2) DONATED BY K	8/1/2000	SL / N/A	5.0000	1,350.00	1,350.00	0.00	0.00	1,350.00
62		WATER COOLERS (3)	1/4/2001	SL / N/A	5.0000	3,060.00	3,060.00	0 00	0 00	3,060 00
75	S	Cottage III REFRIGERATOR	11/26/2003	SL / N/A	7.0000	592.00	429.90	0 00	84 57	514 47
76		OAK CABINETS	12/9/2003	SL / N/A	7.0000	668.00	485 10	0.00	95 43	580.53
77		FURNIISHINGS COTTAGE 3	12/16/2003	SL / N/A	7.0000	3,845 00	2,746.45	0 00	549 29	3,295.74
102		SPEEDQUEEN GAS TUMBLER	2/18/2005	SL / N/A	7.0000	4,934.00	2,701 96	0 00	704 86	3,406 82
119		STOVE FOR COTTAGE 3	3/17/2006	SL / N/A	5.0000	479.90	263.95	0 00	95.98	359.93
121		ADOLESCENT MODULES	5/11/2006	SL / N/A	5 0000	554.75	295.87	0 00	110 95	406 82
129		REFRIGERATOR	11/21/2006	SL / N/A	5.0000	459 01	191.25	0.00	91 80	283.05

BROOKFIELD, INC. [860]

Depreciation Expense

Federal

01/01/2009 - 12/31/2009

System No.	S	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Beg. Accum. Depreciation/ (Sec. 179)	Sec. 179/ Bonus/ (Cur. Yr. Only)	Current Depreciation	Total Depreciation/ (Sec. 179)
FURNITURE & EQUIP CHILDCARE										
122		FREEZER	12/13/2006	SL / N/A	5.0000	664.00	276 67	0.00	132.80	409.47
130		MATTRESSES FOR COTTAGES	12/22/2006	SL / N/A	5.0000	976 28	390 52	0 00	195.26	585.78
136		FURNISHINGS FOR COTTAGES	3/7/2007	SL / N/A	5.0000	25,196.59	9,238 75	0 00	5,039.32	14,278.07
137		APPLIANCES - COTTAGES	9/24/2007	SYD / N/A	5.0000	2,595.83	1,038.34	0 00	648.96	1,687.30
138		CARPETING FOR COTTAGES	11/21/2007	SL / N/A	15.0000	10,636.00	768 16	0.00	709 07	1,477.23
139		APPLIANCES FOR COTTAGE	12/31/2007	SL / N/A	5.0000	757.80	151.56	0 00	151.56	303.12
149		26" LCD Combo	11/7/2008	SL / N/A	5 0000	478.00	15.93	0.00	95 60	111 53
150		26" LCD Combo	11/7/2008	SL / N/A	5 0000	478.00	15.93	0.00	95.60	111 53
Subtotal: FURNITURE & EQUIP CHILDCARE						60,529.16	26,224.34	0 00	8,801.05	35,025.39
Less dispositions and exchanges:						0.00	0 00	0 00	0.00	0.00
Net for: FURNITURE & EQUIP CHILDCARE						60,529.16	26,224.34	0.00	8,801.05	35,025 39
FURNITURE & EQUIPMENT										
37		PING PONG TABLE	12/12/1974	SL / N/A	5 0000	76 00	76 00	0 00	0.00	76 00
39		FURNITURE & FIXTURES	11/4/1978	SL / N/A	5.0000	3,264 00	3,264.00	0 00	0 00	3,264.00
40		FLOOR BUFFER	12/1/1983	SL / N/A	5.0000	450.00	450.00	0.00	0.00	450 00
41		FURTNITURE - PROGRAM DIREC	5/1/1984	SL / N/A	5 0000	5,311.00	5,311.00	0.00	0 00	5,311 00
44		STEEL PICNIC TABLES (2)	4/1/1985	SL / N/A	5.0000	450.00	450.00	0.00	0.00	450 00
45		INDUSTRIAL CLOTHES WASHER	8/1/1986	SL / N/A	5 0000	800.00	800.00	0 00	0 00	800.00
46		DIRECTOR'S OFFICE (SUSAN ME	12/1/1987	SL / N/A	7.0000	11,986 00	11,986 00	0 00	0.00	11,986 00
47		ICE MAKER	9/1/1989	SL / N/A	5.0000	776 00	776 00	0.00	0 00	776 00
48		DISPLAY EXHIBIT BOARD	9/1/1989	SL / N/A	7.0000	422.00	422.00	0.00	0 00	422 00
50		SWI 140 TYPEWRITER	7/1/1993	SL / N/A	5.0000	504.00	504.00	0 00	0 00	504.00
26		CREDENZA - MORTON MEEKS &	7/1/1996	SL / N/A	7.0000	704 00	704 00	0 00	0.00	704 00
27		CHEST - MORTON MARKS & SON	7/1/1996	SL / N/A	7 0000	314 00	314 00	0 00	0 00	314 00
28		CARPET	7/1/1996	SL / N/A	7 0000	710.00	710.00	0.00	0 00	710 00
29		TABLE & CHAIRS - D&J ANTIQUE	7/1/1996	SL / N/A	7.0000	355.00	355 00	0 00	0.00	355 00
31		HOT POINT REFRIGERATOR	3/1/1998	SL / N/A	5.0000	430 00	430 00	0 00	0 00	430 00
32		TELEPHONE SYSTEM	6/1/2000	MSL / HY	7.0000	4,685.00	4,685 00	0 00	0.00	4,685 00
34		OFFICE DESK - FRONT OFFICE	7/1/2000	MSL / HY	5 0000	550.00	550 00	0 00	0 00	550 00
36		COMPUTERS (7) & PRINTERS (5)	7/1/2000	SL / N/A	5.0000	9,864.00	9,864 00	0 00	0 00	9,864 00
33		WASHERS (2)	9/1/2000	MSL / HY	5.0000	3,720 00	3,720 00	0.00	0 00	3,720 00
63		FURNITURE	6/19/2002	SL / N/A	7 0000	1,255.00	1,165 39	0 00	89 61	1,255 00
71		DESK	9/16/2002	SL / N/A	7.0000	150.00	133 94	0 00	16 06	150 00
64		TELEPHONE & INSTALLATION	10/9/2002	SL / N/A	7.0000	437.00	390 19	0.00	46 81	437.00
65		COMPAQ	10/11/2002	SL / N/A	5.0000	1,159.00	1,159 00	0.00	0 00	1,159.00
66		PRINTER	11/25/2002	SL / N/A	5 0000	773 00	773.00	0 00	0 00	773 00
67		FURNITURE	11/26/2002	SL / N/A	7.0000	561.00	487 52	0 00	73.48	561 00
68		LOVESEAT & CHAIRS	12/23/2002	SL / N/A	7.0000	982 00	841.74	0.00	140 26	982 00
80		COMPUTER	1/19/2004	SL / N/A	5.0000	498.00	489 70	0 00	8 30	498 00
81		HP COMPUTERS & PRINTERS (2)	2/20/2004	SL / N/A	5 0000	674 00	651 53	0 00	22 47	674 00
82		UPGRADE & EXPAND COMPUTEI	2/27/2004	SL / N/A	5 0000	1,141.00	1,102 97	0.00	38 03	1,141 00
83		SINK RENOVATION LABOR	3/12/2004	SL / N/A	7.0000	225.00	155.34	0 00	32.14	187.48
87		UPGRADE OF COMPUTER SYSTI	9/3/2004	SL / N/A	5.0000	383.00	331.93	0 00	51 07	383 00
88		UPGRADE OF COMPUTER SYSTI	9/24/2004	SL / N/A	5.0000	510.00	433 50	0.00	76 50	510.00

BROOKFIELD, INC. [860]
Depreciation Expense
Federal

01/01/2009 - 12/31/2009

System No	S	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Beg. Accum. Depreciation/ (Sec. 179)	Sec. 179/ Bonus/ (Cur. Yr. Only)	Current Depreciation	Total Depreciation/ (Sec. 179)
FURNITURE & EQUIPMENT										
100		HP PRINTER	2/22/2005	SL / N/A	5.0000	274.98	210.83	0.00	55.00	265.83
101		EQUIPMENT	4/25/2005	SL / N/A	7.0000	418.65	219.30	0.00	59.81	279.11
115		Server (costs) - Compumentor	7/22/2005	SL / N/A	5.0000	374.00	255.57	0.00	74.80	330.37
109		Server, etc (Fluent Network)	7/28/2005	SL / N/A	5.0000	2,450.00	1,674.17	0.00	490.00	2,164.17
110		Notebook computer (Fluent Netwc	7/28/2005	SL / N/A	5.0000	979.92	669.60	0.00	195.98	865.58
104		Peachtree software	10/25/2005	SL / N/A	3.0000	519.85	519.85	0.00	0.00	519.85
103		Telephone equipment	10/26/2005	SL / N/A	5.0000	330.40	209.25	0.00	66.08	275.33
117		Insurance refund - Server	10/28/2005	SL / N/A	5.0000	-2,579.92	-1,633.94	0.00	-515.98	-2,149.92
105		Office furniture	10/29/2005	SL / N/A	7.0000	584.28	264.32	0.00	83.47	347.79
113		Computer Equipment - Smart Buy	10/31/2005	SL / N/A	5.0000	1,009.78	639.54	0.00	201.96	841.50
106		Filing cabinets (2)	11/2/2005	SL / N/A	7.0000	279.98	126.67	0.00	40.00	166.67
108		Office equipment	11/14/2005	SL / N/A	7.0000	609.91	275.91	0.00	87.13	363.04
111		Equipment	11/14/2005	SL / N/A	7.0000	448.96	203.11	0.00	64.14	267.25
112		Computer Equipment - Acerpower	11/30/2005	SL / N/A	5.0000	475.00	292.92	0.00	95.00	387.92
114		Software (Best Buy)	11/30/2005	SL / N/A	3.0000	229.00	229.00	0.00	0.00	229.00
118		Furnishings - Purchase Big Lots VI	12/29/2005	SL / N/A	5.0000	389.99	234.00	0.00	78.00	312.00
127		RIDING LAWN MOWER	3/30/2006	SL / N/A	5.0000	3,900.00	2,145.00	0.00	780.00	2,925.00
123		COMPUTER EQUIPMENT	12/28/2006	SL / N/A	5.0000	2,896.00	1,158.40	0.00	579.20	1,737.60
131		COMPUTER EQUIPMENT	5/23/2007	SL / N/A	5.0000	4,864.12	1,540.30	0.00	972.82	2,513.12
140		FURNISHINGS	7/25/2007	SL / N/A	5.0000	1,596.00	452.20	0.00	319.20	771.40
153		Mirror, Bar Stools, and Backsplasl	2/26/2008	SL / N/A	15.0000	361.66	20.09	0.00	24.11	44.20
152		Wall Paintings & Mirrors Etc	6/23/2008	SL / N/A	15.0000	399.88	13.33	0.00	26.66	39.99
151		Backpack Blower	11/11/2008	SL / N/A	5.0000	419.95	14.00	0.00	83.99	97.99
154		Water Cooler	12/10/2008	SL / N/A	5.0000	329.00	5.48	0.00	65.80	71.28
Subtotal: FURNITURE & EQUIPMENT						75,680.39	63,225.65	0.00	4,521.90	67,747.55
Less dispositions and exchanges:						0.00	0.00	0.00	0.00	0.00
Net for FURNITURE & EQUIPMENT						75,680.39	63,225.65	0.00	4,521.90	67,747.55
LAND										
78		LAND	7/1/1969	No Calc / N/A	0.0000	39,958.00	0.00	0.00	0.00	0.00
Subtotal: LAND						39,958.00	0.00	0.00	0.00	0.00
Less dispositions and exchanges:						0.00	0.00	0.00	0.00	0.00
Net for: LAND						39,958.00	0.00	0.00	0.00	0.00
Unassigned										
107				/	0.0000	0.00	0.00	0.00	0.00	0.00
Subtotal: Unassigned						0.00	0.00	0.00	0.00	0.00
Less dispositions and exchanges:						0.00	0.00	0.00	0.00	0.00
Net for: Unassigned						0.00	0.00	0.00	0.00	0.00

BROOKFIELD, INC. [860]

Depreciation Expense

Federal

01/01/2009 - 12/31/2009

System No.	S	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Beg. Accum. Depreciation/ (Sec. 179)	Sec. 179/ Bonus/ (Cur. Yr. Only)	Current Depreciation	Total Depreciation/ (Sec. 179)
Subtotal:						1,203,430.37	772,753.08	0.00	54,427.51	827,180.59
Less dispositions and exchanges:						0.00	0 00	0 00	0.00	0 00
Grand Totals:						1,203,430.37	772,753.08	0.00	54,427.51	827,180.59

Form 8868
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

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

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

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

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	BROOKFIELD, INC.	54-0638415
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions. MARTIN, DOLAN & HOLTON, LTD 4435 WATERFRONT DR, SUITE 200	
	City, town or post office, state, and ZIP code For a foreign address, see instructions GLEN ALLEN, VA 23060	

Check type of return to be filed(file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ THE ORGANIZATION 10187 BROOK ROAD - GLEN ALLEN, VA 23059
  Telephone No ▶ 804-266-7631 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 will cover

1 I request an automatic 3 month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 16, 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______, and ending ______

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

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

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

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

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

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

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

Type or print	Name of Exempt Organization: BROOKFIELD, INC.	**Employer identification number**: 54-0638415
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P.O box, see instructions: 10187 BROOK ROAD	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions: GLEN ALLEN, VA 23059	

Check type of return to be filed (File a separate application for each return)

[ ] Form 990 [ ] Form 990 EZ [ ] Form 990-T (sec 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990 BL [X] Form 990 PF [ ] Form 990 T (trust other than above) [ ] Form 4720 [ ] Form 6069

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

- The books are in the care of ▶ THE ORGANIZATION 10187 BROOK ROAD - GLEN ALLEN, VA 23059

Telephone No ▶ 804-266-7631 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ____, and ending ____

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED IN ORDER TO OBTAIN INFORMATION FROM A THIRD PARTY WHICH IS NEEDED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 0.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0.

Signature and Verification

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

Signature ▶ Title ▶ CPA Date ▶ 8/2/10

923832
05-26-09