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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2010

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

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

Name of foundation	A Employer identification number
BROOKFIELD, INC.	54-0638415
Number and street (or P O box number if mail is not delivered to street address) / Room/suite: P.O. BOX 5004	B Telephone number: 804-266-7631
City or town, state, and ZIP code: GLEN ALLEN, VA 23058	C If exemption application is pending, check here ▶ ☐
	D 1. Foreign organizations, check here ▶ ☐
	2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: ☒ 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) ▶$ 7,390,533.	J Accounting method: ☐ Cash ☒ 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	12,051.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	153,036.	153,036.	153,036.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	71,911.			
	b Gross sales price for all assets on line 6a 1,621,158.				
	7 Capital gain net income (from Part IV, line 2)		71,911.		
	8 Net short-term capital gain			46,754.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	481,865.	0.	481,865.	STATEMENT 2
	12 **Total** Add lines 1 through 11	718,863.	224,947.	681,655.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	75,625.	15,125.	75,625.	0.
	14 Other employee salaries and wages	567,297.	0.	44,307.	534,626.
	15 Pension plans, employee benefits	71,430.	0.	71,430.	0.
	16a Legal fees STMT 3	1,460.	0.	1,460.	0.
	b Accounting fees STMT 4	21,175.	0.	21,175.	0.
	c Other professional fees STMT 5	37,595.	29,586.	37,595.	0.
	17 Interest				
	18 Taxes STMT 6	54,454.	2,873.	54,454.	0.
	19 Depreciation and depletion	48,091.	0.	48,091.	
	20 Occupancy	66,002.	0.	66,002.	0.
	21 Travel, conferences, and meetings	1,937.	0.	1,937.	0.
	22 Printing and publications				
	23 Other expenses STMT 7	107,660.	287.	107,660.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,052,726.	47,871.	529,736.	534,626.
	25 Contributions, gifts, grants paid	1,000.			1,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,053,726.	47,871.	529,736.	535,626.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-334,863.			
	b **Net investment income** (if negative, enter -0-)		177,076.		
	c **Adjusted net income** (if negative, enter -0-)			151,919.	

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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	79,900.	41,400.	41,400.
	2 Savings and temporary cash investments	360,376.	315,787.	315,787.
	3 Accounts receivable ▶ 87,024.			
	Less: allowance for doubtful accounts ▶	100,179.	87,024.	87,024.
	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	11,117.	8,653.	8,653.
	10a Investments - U.S. and state government obligations STMT 9	950,298.	849,306.	849,306.
	b Investments - corporate stock STMT 10	3,610,416.	3,984,519.	3,984,519.
	c Investments - corporate bonds STMT 11	835,112.	987,114.	987,114.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 12	855,738.	785,459.	785,459.
	14 Land, buildings, and equipment: basis ▶ 1,206,513.			
	Less accumulated depreciation ▶ 875,242.	376,249.	331,271.	331,271.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	7,179,385.	7,390,533.	7,390,533.
Liabilities	17 Accounts payable and accrued expenses	42,770.	31,134.	
	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)	42,770.	31,134.	
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	7,136,615.	7,359,399.	
	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**	7,136,615.	7,359,399.	
	31 **Total liabilities and net assets/fund balances**	7,179,385.	7,390,533.	

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	7,136,615.
2	Enter amount from Part I, line 27a	2	-334,863.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	557,647.
4	Add lines 1, 2, and 3	4	7,359,399.
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	7,359,399.

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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 & CO. SCHEDULE ATTACHED	P	VARIOUS	/ /10
b	DAVENPORT & CO. SCHEDULE ATTACHED	P	VARIOUS	/ /10
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	371,617.		324,863.	46,754.
b	1,249,541.		1,224,384.	25,157.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				46,754.
b				25,157.
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	71,911.
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	46,754.

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))
2009			
2008			
2007			
2006			
2005			

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 2010 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	2010 estimated tax payments and 2009 overpayment credited to 2010 — 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 2011 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)? *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) ▶ 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ BROOKFIELDGROUPHOME.ORG

14 The books are in care of ▶ THE ORGANIZATION C/O THE TREASURER Telephone no. ▶804-819-2128

Located at ▶P.O. BOX 5004, GLEN ALLEN, VA ZIP+4 ▶23058

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		X

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 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 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶_____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶_____, _____, _____, _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		75,625.	2,384.	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
LINDA B. MAJOR	MARKETING AND ADMISSIONS DIRECTOR			
C/O THE ORGANIZATION	40.00	66,538.	1,777.	0.
SUZANNE M. CHRISTOPHER	CLINICAL DIRECTOR			
C/O THE ORGANIZATION	40.00	58,003.	1,775.	0.
DEBORAH A. PRYOR	PROGRAM DIRECTOR			
C/O THE ORGANIZATION	40.00	53,018.	1,693.	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 SEE STATEMENT 14	1,053,726.
2 SEE STATEMENT 15	0.
3 SEE STATEMENT 16	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.

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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	6,303,629.
b	Average of monthly cash balances	1b	238,416.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,542,045.
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	6,542,045.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	98,131.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,443,914.
6	**Minimum investment return.** Enter 5% of line 5	6	322,196.

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 2010 from Part VI, line 5	2a			
b	Income tax for 2010. (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	535,626.
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	535,626.
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	535,626.

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)

N/A

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years: _____, _____, _____				
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ _____				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2010 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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)

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	Tax year (a) 2010	Prior 3 years (b) 2009	(c) 2008	(d) 2007	(e) Total
	151,919.	0.	0.	50,035.	201,954.
b 85% of line 2a	129,131.	0.	0.	42,530.	171,661.
c Qualifying distributions from Part XII, line 4 for each year listed	535,626.	315,088.	208,271.	0.	1,058,985.
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	535,626.	315,088.	208,271.	0.	1,058,985.
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	214,797.	198,334.	236,759.	254,759.	904,649.
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)	565,828.	684,972.	727,616.	936,430.	2,914,846.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)	433,190.	626,273.	696,956.	936,430.	2,692,849.
(3) Largest amount of support from an exempt organization	132,638.	58,699.	23,520.	169,887.	384,744.
(4) Gross investment income	153,036.	159,488.	157,001.	1,023,524.	1,493,049.

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				
VALENTINE RICHMOND HISTORY CENTER 1015 EAST CLAY STREET RICHMOND, VA 23219	NONE	PUBLIC CHARITY	TRIBUTE GIFT	1,000.
Total			▶ 3a	1,000.
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		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a FEES					132,638.
b MEDICARE/MEDICAID PMTS					217,052.
c					
d					
e					
f					
g Fees and contracts from government agencies					132,175.
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	153,036.	
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	71,911.	
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.		224,947.	481,865.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	706,812.

(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

Thomas P. Bean — Signature of officer or trustee — Date 10/21/11 — TREASURER — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
BARBARA EBERT	Barbara Ebert	10/19/11		

Firm's name ▶ MARTIN, DOLAN & HOLTON, LTD. — Firm's EIN ▶

Firm's address ▶ 4435 WATERFRONT DRIVE, SUITE 200 GLEN ALLEN, VA 23060 — Phone no. (804)346-9595

Form **990-PF** (2010)

023622
04-26-11

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

BROOKFIELD, INC.

Employer identification number

54-0638415

Organization type (check one)

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization: BROOKFIELD, INC.

Employer identification number: 54-0638415

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CONTRIBUTIONS UNDER $5000 EACH DONOR DETAIL C/O BROOKFIELD INC. RICHMOND, VA 23059	$ 7,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	ESTATE OF GEORGE LUMSDEN BANK OF AMERICA, TRUSTEE U/W OF G.P.LUMSDEN DEC'D RICHMOND, VA 23261	$ 5,051.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
BROOKFIELD, INC.	54-0638415

Part II Noncash Property (see instructions)

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

Name of organization	Employer identification number
BROOKFIELD, INC.	54-0638415

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

DAVENPORT
& COMPANY LLC
EST 1863 • MEMBER NYSE • FINRA • SIPC

REALIZED GAINS AND LOSSES
BROOKFIELD INCORPORATED ATTN TIMOTHY M READING
1786-4095-RE22-DAM-I-Y
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
05-20-09	02-03-10	410 000	Amazon com Inc	32,856 50		47,996 25	15,139 75	
04-18-07	02-03-10	1,080 000	Allergan Inc	63,584 68		60,964 79		(2,619 89)
11-19-96	02-24-10	350 000	Berkshire Hathaway Inc De Cl B New	10,677 74		27,773 55		17,095 81
09-14-06	03-03-10	60 000	Apple Inc	4,468 18		12,487 37		8,019 19
04-30-08	03-03-10	675 000	Nokia Corp Spon Adr	20,360 50		9,310 63		(11,049 87)
12-07-05	03-03-10	1,960 000	Nokia Corp Spon Adr	35,129 67		27 035 30		(8,094 37)
02-16-05	04-14-10	655 000	United Parcel Service Inc Cl B	51,347 55		42 702 85		(8,644 70)
06-27-07	04-14-10	350 000	United Parcel Service Inc Cl B	25,455 25		22,818 32		(2,636 93)
09-10-08	04-21-10	850 000	Diageo Plc New Sponsored Adr	62,783 21		59,600 57		(3 182 64)
06-24-09	04-28-10	1,850 000	Carnival Corp Paired Ctfl Com Carnivl Crp	48,023 60		76,801 64	28,778 04	
01-28-09	04-30-10	250 000	Abbott Laboratories	13,651 70		12,785 11		(866 59)
02-18-09	04-30-10	175 000	Nike Inc Class B	7,533 93		13,452 53		5,918 60
05-12-04	04-30-10	165 000	United Technologies Corp	6,849 81		12,559 46		5,709 65
11-19-08	05-04-10	175 000	Caterpillar Inc	6,198 94		11,627 14		5,428 20
01-14-09	05-13-10	175 000	Occidental Petroleum Corp	9,597 67		14,679 26		5,081 59
09-17-08	05-13-10	180 000	Exxon Mobil Corp	13,695 71		11,659 80		(2,035 91)
12-10-08	05-13-10	37 000	Cme Group Inc Class A	8,238 39		12,111 70		3,873 31
01-28-10	05-26-10	26,086 957	Fedl Home Loan Bank Bond B/e 3 000% Due 08-25-15	25,982 61	4 31	26,086 95	100 03	
09-17-09	06-16-10	2,150 000	Yahoo Inc	37,727 34		33,076 33	(4,651 01)	
03-03-10	06-16-10	1,325 000	Yahoo Inc	20,997 54		20,384 25	(613 29)	
05-16-07	06-16-10	1,400 000	Omnicom Group Inc	72,450 77		53,774 90		(18,675 87)
09-26-07	06-18-10	240 000	Jpmorgan Chase & Company	11,095 06		9.228 64		(1,866 42)
06-03-09	06-18-10	150 000	Mcdonalds Corp	9,123 54		10,486 82		1,363 28
05-27-09	06-25-10	50,000 000	Bp Capital Markets P L Cgtd Note B/e 3 625% Due 05-08-14	49,603 50	79 46	41,237 50		(8,445 46)
04-27-05	06-30-10	1,700 000	Bb&t Corp	66,137 14		45,296 92		(20,840 22)
12-10-08	06-30-10	525 000	Potash Corp Of Saskatchewan In	34,540 38		46,385 54		11 845 16
08-14-09	07-23-10	250 000	Qualcomm Inc	11,484 85		9 692 34	(1,792 51)	
06-25-08	07-23-10	275 000	Wal-mart Stores Inc	16,044 13		14,183 20		(1,860 93)
10-14-09	08-02-10	125 000	Novo Nordisk As Adr	8,156 11		10,988 20	2,832 09	
01-20-95	08-11-10	1,720 000	Walgreen Company	9,851 30		47,696 68		37,845 38
02-18-09	08-25-10	800 000	Nike Inc Class B	34,440 80		55.193 63		20,752 83
01-28-10	08-25-10	73,913 043	Fedl Home Loan Bank Bond B/e 3 000% Due 08-25-15	73,617 39	24 67	73,913 04	270 98	
06-06-07	09-01-10	3,360 000	Oracle Corp	64,891 34		75,004 68		10,113 34
09-09-09	09-15-10	100,000 000	Fedl Farm Credit Bank Bond B/e 3 080% Due 09-15-14	100,000 00	0 00	100,000 00		0 00
06-10-09	10-06-10	925 000	Nextera Energy Inc	51,036 78		50,361 89		(674 89)
03-03-10	10-06-10	300 000	Nextera Energy Inc	14,243 95		16,333 58	2,089 63	
10-14-09	10-20-10	185 000	Novo Nordisk As Adr	12,071 05		18,515 65		6,444 60
01-28-09	11-10-10	900 000	Abbott Laboratories	49,146 12		44,596 32		(4,549 80)
02-03-10	11-16-10	200 000	Becton Dickinson & Company	15,340 68		15,309 74	(30 94)	
04-14-04	11-16-10	200 000	Colgate-palmolive Company	10,915 94		15,342 82		4,426 88

The information contained herein is based upon data obtained from sources believed to be reliable and in some cases the client, however such data is not guaranteed as to its accuracy or completeness and is for informational purposes only Please note that some securities, notably mutual funds and real estate investment trust may revise the classification of prior distributions late in the tax preparation season Should this occur the cost basis information above would need to be adjusted, thereby affecting your gain/loss Unless other wise instructed by you, Davenport will use its usual and customary method for establishing the cost basis for security sales in your account This method generally assigns the highest available cost basis to a security sale as opposed to the first-in, first-out (FIFO) method Please be advised that 12/31/89 in the open Date column is a default date indicating missing cost basis and acquisition date thus, the totals are incomplete

DAVENPORT
& COMPANY LLC
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REALIZED GAINS AND LOSSES
BROOKFIELD INCORPORATED ATTN TIMOTHY M READING
1786-4095-RE22-DAM-I-Y
From 01-01-10 Through 12-31-10

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
11-05-08	11-24-10	300 000	Price T Rowe Group Inc	12,534 36		17,718 14		5,183 78
06-26-08	11-24-10	375 000	Albemarle Corp	16 143 94		20,363 64		4,219 70
10-16-08	11-24-10	25 000	Markel Corp	7,413 75		8,900 10		1,486 35
06-26-08	12-08-10	435 000	Albemarle Corp	18,726 97		23,685 89		4,958 92
12-13-07	12-10-10	3,536 068	Thornburg Invt Tr ¬ Intl Value Fd Cl I	120,120 23		100,000 00		(20,120 23)
03-10-10	12-21-10	50 000	Autozone Inc	8,430 71		13,582 77	5,152 06	
11-10-10	12-21-10	300 000	Eog Resources Inc	27,972 32		27,451 57	(520 75)	
12-13-07	12-29-10	3,486 750	Thornburg Invt Tr ¬ Intl Value Fd Cl I	118,444 89		100,000 00		(18,444 89)
TOTAL GAINS							54,362 57	159,766 58
TOTAL LOSSES							(7,608 50)	(134,609 62)
				1,549,138 52	108 45	1,621,158 00	46,754 07	25,156 96
TOTAL REALIZED GAIN/LOSS		71,911 03				✓		
CAPITAL GAIN DISTRIBUTIONS								
	12-20-10		Rowe T Price Intl Fds ¬ Emerging Markets S				2,427 16	
TOTAL DISTRIBUTIONS		2,427 16					2,427 16	0 00
							49,181.23	**25,156.96**
TOTAL GAIN/LOSS		74,338 19						
Portfolio Fees Incurred		29,585 97						

✓ 1099-B

The information contained herein is based upon data obtained from sources believed to be reliable and in some cases the client however such data is not guaranteed as to its accuracy or completeness and is for informational purposes only Please note that some securities, notably mutual funds and real estate investment trust may revise the classification of prior distributions late in the tax preparation season Should this occur, the cost basis information above would need to be adjusted, thereby affecting your gain/loss Unless otherwise instructed by you Davenport will use its usual and customary method for establishing the cost basis for security sales in your account This method generally assigns the highest available cost basis to a security sale as opposed to the first-in, first-out (FIFO) method Please be advised that 12/31/89 in the open Date column is a default date indicating missing cost basis and acquisition date thus the totals are incomplete

BROOKFIELD, INC. [860]
Depreciation Expense
Federal
01/01/2010 - 12/31/2010

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	8,810.33	0 00	3,524 13	12,334 46
146		2008 GMC 12 Passenger Van	3/12/2008	SL / N/A	5 0000	28,911 50	10,600 88	0 00	5,782.30	16,383 18
Subtotal· AUTOS AND TRUCKS						83,277.16	56,156.21	0.00	9,306.43	65,462.64
Less dispositions and exchanges·						0 00	0 00	0 00	0 00	0 00
Net for· AUTOS AND TRUCKS						83,277.16	56,156.21	0 00	9,306.43	65,462.64
BUILDING										
1		BUILDING	7/1/1969	SL / N/A	40 0000	325,084 00	325,084 00	0 00	0 00	325,084 00
2		ARCHITECT'S FEES	7/1/1969	SL / N/A	40 0000	22,451 00	22,451 00	0 00	0 00	22,451 00
Subtotal· BUILDING						347,535.00	347,535 00	0.00	0 00	347,535.00
Less dispositions and exchanges:						0 00	0 00	0 00	0 00	0 00
Net for: BUILDING						347,535 00	347,535 00	0.00	0.00	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 COTTAG	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	12,660 00	0 00	0 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	9,418 94	0 00	991 47	10,410 41
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	200 00	0 00	0 00	200.00
144	S	COUNTERTIP & SINKS (3 split)	12/4/2002	SL / N/A	7 0000	350 00	350 00	0 00	0 00	350.00
74		BOILER	10/10/2003	SL / N/A	15 0000	74,489 00	31,037 06	0 00	4,965 93	36,002 99

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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	54,544 38	0 00	9,090 73	63,635 11
79		MISCELLANEOUS	1/16/2004	SL / N/A	5 0000	1,635 00	1,607 75	0 00	0 00	1,607 75
96		REIMBURSEMENT DEQ - FUEL TA	2/27/2004	SL / N/A	15 0000	-7,810 00	-3,037 24	0 00	-520 67	-3,557 91
84		CHILLED WATER PIPE	3/26/2004	SL / N/A	20 0000	23,610 00	6,787 88	0 00	1,180 50	7,968 38
85		REMOLDING BUILDING	3/26/2004	SL / N/A	20 0000	3,363 00	966 86	0 00	168 15	1,135 01
86		RENOVATION OF COTTAGE 3	4/5/2004	SL / N/A	5 0000	463 00	463 00	0 00	0 00	463 00
89		WATER HEATER	10/4/2004	SL / N/A	7 0000	6,800 00	5,100 01	0 00	971 43	6,071 44
90		ARCHITECT'S FEES REMODLING	11/30/2004	SL / N/A	20 0000	4,292 00	1,090 88	0 00	214 60	1,305 48
91		REMODEL BUILDING	12/15/2004	SL / N/A	20 0000	34,261 00	8,708 00	0 00	1,713 05	10,421 05
92		CHILLED WATER PIPE LABOR	12/17/2004	SL / N/A	20 0000	3,874.00	968 50	0 00	193 70	1,162 20
93		REMODELING BUILDING	12/30/2004	SL / N/A	20.0000	13,204 00	3,301 00	0 00	660 20	3,961 20
94		WHEELCHAIR AXCESS RENOVAT	12/30/2004	SL / N/A	20 0000	6,111.00	1,527 75	0 00	305.55	1,833.30
95		REPLACE MOTOR	12/31/2004	SL / N/A	5 0000	2,830 00	2,830 00	0 00	0 00	2,830 00
116		Stoker - Landscaping Project	1/3/2005	SL / N/A	15 0000	3,458 08	1,152 70	0 00	230 54	1,383 24
98		FAN COIL	5/23/2005	SL / N/A	15.0000	18,788 00	5,740 76	0 00	1,252 53	6,993 29
99		DRIVEWAY	5/24/2005	SL / N/A	20 0000	23,938 27	5,485 84	0 00	1,196.91	6,682 75
124		ROOFTOP EXHAUST FAN & SCRE	3/30/2006	SL / N/A	15 0000	627 00	156 75	0 00	41 80	198 55
128		CIRCULTOR PUMP FOR COOLIN	4/21/2006	SL / N/A	15 0000	402.87	98 49	0 00	26.86	125 35
125		FAN COIL UNITS	6/7/2006	SL / N/A	15 0000	15,250.00	3,643 07	0 00	1,016.67	4,659 74
120		ACCESS DOOR COTTAGE 1	12/13/2006	SL / N/A	20 0000	136 00	20 97	0 00	6 80	27 77
126		EXHAUST FANS INSTALLED ON F	12/18/2006	SL / N/A	15 0000	1,560.00	312 00	0 00	104 00	416 00
135		LIGHTING FIXTURES	8/1/2007	SL / N/A	7 0000	3,325 00	1,147 92	0 00	475 00	1,622 92
133		CABINETS- COTTAGES	10/2/2007	SL / N/A	7 0000	7,484 45	2,405 72	0 00	1,069 21	3,474 93
134		RENOVATION TO COTTAGES - VA	11/1/2007	SL / N/A	39 0000	8,070.40	448 35	0.00	206 93	655 28
142		LANDSCAPING PROJECT	11/8/2007	SL / N/A	15.0000	5,347 89	772 48	0 00	356 53	1,129 01
132		RENOVATIONS - CONTRACTORS	12/1/2007	SL / N/A	39 0000	14,068.30	751 52	0 00	360 73	1,112 25
155		Cabinets	1/14/2008	SL / N/A	39.0000	224.00	11.48	0.00	5 74	17 22
147		Kitchen Remodeling	2/21/2008	SL / N/A	39.0000	1,712.50	80.50	0 00	43 91	124 41
148		Bathroom Remodeling	4/24/2008	SL / N/A	39 0000	581 90	24 87	0 00	14 92	39.79
158		HARRIS MECHANICAL 50180/501	3/8/2010	SL / N/A	7 0000	864.87	0 00	0 00	102 96	102.96
159		HARIS MECHANICAL SERVICE 5(	5/25/2010	SL / N/A	7 0000	316.34	0 00	0 00	26 36	26 36
160		HARRIS MECHANICAL 50531	11/22/2010	SL / N/A	7 0000	400.00	0 00	0 00	4 76	4 76
161		HARRIS MECHANICAL 50550	12/6/2010	SL / N/A	7.0000	1,115.04	0 00	0.00	13 27	13 27
Subtotal· BUILDING IMPROVEMENTS						599,146.91	320,689.19	0.00	26,491.07	347,180 26
Less dispositions and exchanges:						0 00	0 00	0 00	0 00	0 00
Net for· BUILDING IMPROVEMENTS						599,146.91	320,689.19	0.00	26,491.07	347,180.26
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 I	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	514 47	0 00	77.53	592 00
76		OAK CABINETS	12/9/2003	SL / N/A	7 0000	668.00	580 53	0 00	87 47	668 00
77		FURNIISHINGS COTTAGE 3	12/16/2003	SL / N/A	7 0000	3,845 00	3,295 74	0 00	549 26	3,845 00

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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										
102		SPEEDQUEEN GAS TUMBLER	2/18/2005	SL / N/A	7 0000	4,934.00	3,406 82	0 00	704 86	4,111 68
119		STOVE FOR COTTAGE 3	3/17/2006	SL / N/A	5 0000	479 90	359 93	0 00	95 98	455 91
121		ADOLESCENT MODULES	5/11/2006	SL / N/A	5 0000	554 75	406 82	0 00	110 95	517 77
129		REFRIGERATOR	11/21/2006	SL / N/A	5 0000	459 01	283 05	0 00	91 80	374 85
122		FREEZER	12/13/2006	SL / N/A	5 0000	664 00	409 47	0 00	132 80	542 27
130		MATTRESSES FOR COTTAGES	12/22/2006	SL / N/A	5 0000	976 28	585 78	0 00	195 26	781 04
136		FURNISHINGS FOR COTTAGES	3/7/2007	SL / N/A	5 0000	25,196 59	14,278 07	0 00	5,039 32	19,317 39
137		APPLIANCES - COTTAGES	9/24/2007	SYD / N/A	5 0000	2,595 83	1,687 30	0 00	475 90	2,163 20
138		CARPETING FOR COTTAGES	11/21/2007	SL / N/A	15 0000	10,636 00	1,477 23	0 00	709 07	2,186 30
139		APPLIANCES FOR COTTAGE	12/31/2007	SL / N/A	5 0000	757 80	303 12	0 00	151 56	454 68
149		26" LCD Combo	11/7/2008	SL / N/A	5 0000	478 00	111 53	0 00	95 60	207 13
150		26" LCD Combo	11/7/2008	SL / N/A	5 0000	478 00	111 53	0 00	95 60	207 13
Subtotal FURNITURE & EQUIP CHILDCARE						60,529.16	35,025.39	0 00	8,612.96	43,638.35
Less dispositions and exchanges:						0 00	0 00	0 00	0 00	0 00
Net for FURNITURE & EQUIP CHILDCARE						60,529.16	35,025.39	0.00	8,612 96	43,638.35
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	1,255 00	0 00	0 00	1,255 00
71		DESK	9/16/2002	SL / N/A	7 0000	150 00	150 00	0 00	0 00	150 00
64		TELEPHONE & INSTALLATION	10/9/2002	SL / N/A	7 0000	437 00	437 00	0 00	0 00	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	561 00	0 00	0 00	561 00
68		LOVESEAT & CHAIRS	12/23/2002	SL / N/A	7 0000	982 00	982 00	0 00	0 00	982 00
80		COMPUTER	1/19/2004	SL / N/A	5 0000	498 00	498.00	0 00	0.00	498 00
81		HP COMPUTERS & PRINTERS (2)	2/20/2004	SL / N/A	5.0000	674 00	674 00	0 00	0.00	674 00

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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										
82		UPGRADE & EXPAND COMPUTEI	2/27/2004	SL / N/A	5 0000	1,141.00	1,141 00	0 00	0 00	1,141.00
83		SINK RENOVATION LABOR	3/12/2004	SL / N/A	7.0000	225.00	187 48	0 00	32 14	219 62
87		UPGRADE OF COMPUTER SYSTI	9/3/2004	SL / N/A	5.0000	383.00	383 00	0 00	0.00	383.00
88		UPGRADE OF COMPUTER SYSTI	9/24/2004	SL / N/A	5 0000	510.00	510 00	0 00	0 00	510 00
100		HP PRINTER	2/22/2005	SL / N/A	5 0000	274.98	265 83	0 00	9 15	274 98
101		EQUIPMENT	4/25/2005	SL / N/A	7 0000	418 65	279 11	0 00	59 81	338.92
115		Server (costs) - Compumentor	7/22/2005	SL / N/A	5 0000	374.00	330.37	0 00	43 63	374 00
109		Server, etc (Fluent Network)	7/28/2005	SL / N/A	5 0000	2,450 00	2,164.17	0 00	285 83	2,450 00
110		Notebook computer (Fluent Netwo	7/28/2005	SL / N/A	5.0000	979.92	865 58	0 00	114 34	979 92
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	275 33	0 00	55 07	330 40
117		Insurance refund - Server	10/28/2005	SL / N/A	5 0000	-2,579.92	-2,149 92	0 00	-430 00	-2,579 92
105		Office furniture	10/29/2005	SL / N/A	7 0000	584.28	347 79	0 00	83 47	431 26
113		Computer Equipment - Smart Buy	10/31/2005	SL / N/A	5 0000	1,009 78	841.50	0 00	168 28	1,009 78
106		Filing cabinets (2)	11/2/2005	SL / N/A	7 0000	279 98	166 67	0 00	40 00	206 67
108		Office equipment	11/14/2005	SL / N/A	7 0000	609.91	363 04	0 00	87 13	450 17
111		Equipment	11/14/2005	SL / N/A	7 0000	448 96	267 25	0 00	64 14	331.39
112		Computer Equipment - Acerpower	11/30/2005	SL / N/A	5 0000	475 00	387 92	0 00	87 08	475 00
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	312 00	0 00	77 99	389 99
127		RIDING LAWN MOWER	3/30/2006	SL / N/A	5 0000	3,900 00	2,925 00	0 00	780 00	3,705 00
123		COMPUTER EQUIPMENT	12/28/2006	SL / N/A	5 0000	2,896 00	1,737 60	0 00	579 20	2,316 80
131		COMPUTER EQUIPMENT	5/23/2007	SL / N/A	5 0000	4,864 12	2,513 12	0 00	972 82	3,485 94
140		FURNISHINGS	7/25/2007	SL / N/A	5 0000	1,596 00	771 40	0 00	319 20	1,090 60
153		Mirror, Bar Stools, and Backsplash	2/26/2008	SL / N/A	15 0000	361 66	44 20	0 00	24 11	68 31
152		Wall Paintings & Mirrors Etc	6/23/2008	SL / N/A	15 0000	399 88	39 99	0 00	26 66	66 65
151		Backpack Blower	11/11/2008	SL / N/A	5 0000	419 95	97 99	0 00	83 99	181 98
154		Water Cooler	12/10/2008	SL / N/A	5 0000	329 00	71 28	0 00	65 80	137 08
156		PURCHASE NW MARTIN & BROS	4/15/2010	SL / N/A	5 0000	275 86	0 00	0 00	41 38	41 38
157		PURCHASE COMMERCIAL LAUN	8/30/2010	SL / N/A	5 0000	111.00	0 00	0 00	7 40	7 40
Subtotal: FURNITURE & EQUIPMENT						76,067.25	67,747 55	0 00	3,678 62	71,426.17
Less dispositions and exchanges.						0 00	0 00	0 00	0.00	0 00
Net for FURNITURE & EQUIPMENT						76,067.25	67,747.55	0 00	3,678.62	71,426.17
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

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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)
Net for Unassigned						0 00	0.00	0.00	0.00	0.00
Subtotal.						1,206,513.48	827,153.34	0.00	48,089.08	875,242.42
Less dispositions and exchanges						0 00	0.00	0 00	0 00	0.00
Grand Totals:						1,206,513.48	827,153.34	0 00	48,089.08	875,242.42

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DAVENPORT & COMPANY	153,036.	0.	153,036.
TOTAL TO FM 990-PF, PART I, LN 4	153,036.	0.	153,036.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEES	132,638.	0.	132,638.
MEDICARE/MEDICAID PMTS	217,052.	0.	217,052.
FEES FROM GOVERNMENT AGENCIES	132,175.	0.	132,175.
TOTAL TO FORM 990-PF, PART I, LINE 11	481,865.	0.	481,865.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	1,460.	0.	1,460.	0.
TO FM 990-PF, PG 1, LN 16A	1,460.	0.	1,460.	0.

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	21,175.	0.	21,175.	0.
TO FORM 990-PF, PG 1, LN 16B	21,175.	0.	21,175.	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	29,586.	29,586.	29,586.	0.
PAYROLL FEES	2,516.	0.	2,516.	0.
RETIREMENT CUSTODIAL FEES	2,719.	0.	2,719.	0.
MISCELLANESUS	2,774.	0.	2,774.	0.
TO FORM 990-PF, PG 1, LN 16C	37,595.	29,586.	37,595.	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	2,873.	2,873.	2,873.	0.
PAYROLL TAXES	51,581.	0.	51,581.	0.
TO FORM 990-PF, PG 1, LN 18	54,454.	2,873.	54,454.	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	9,145.	0.	9,145.	0.
PRE-EMPLOYMENT SCREENING	1,827.	0.	1,827.	0.
OFFICE EXPENSE	11,463.	0.	11,463.	0.
TELEPHONE	9,002.	0.	9,002.	0.
STAFF DEVELOPMENT	9,228.	0.	9,228.	0.
MARKETING AND PROMOTION	8,938.	0.	8,938.	0.
BOARD EXPENSE	1,148.	287.	1,148.	0.
PROGRAM DEVELOPMENT	2,817.	0.	2,817.	0.
FOOD	17,258.	0.	17,258.	0.
CLOTHING	3,349.	0.	3,349.	0.
RECREATION	7,041.	0.	7,041.	0.
COTTAGE SUPPLIES	3,331.	0.	3,331.	0.
SCHOOL SUPPLIES	1,780.	0.	1,780.	0.
VOCATIONAL/ALLOWANCE	1,526.	0.	1,526.	0.
GAS AND MILEAGE	3,577.	0.	3,577.	0.

CULTURAL ENRICHMENT	1,875.	0.	1,875.	0.
GRADE INCENTIVES	2,007.	0.	2,007.	0.
PERSONAL GROWTH & HYGIENE	4,385.	0.	4,385.	0.
MISCELLANEOUS	30.	0.	30.	0.
VEHICLE MAINTENANCE	4,887.	0.	4,887.	0.
PROGRAM SUPPLIES	1,104.	0.	1,104.	0.
BANK CHARGES	119.	0.	119.	0.
CHILD CARE	1,823.	0.	1,823.	0.
TO FORM 990-PF, PG 1, LN 23	107,660.	287.	107,660.	0.

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

DESCRIPTION	AMOUNT
UNREALIZED APPRECIATION OF INVESTMENTS	557,647.
TOTAL TO FORM 990-PF, PART III, LINE 3	557,647.

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		849,306.	849,306.
TOTAL U.S. GOVERNMENT OBLIGATIONS			849,306.	849,306.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			849,306.	849,306.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	3,984,519.	3,984,519.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,984,519.	3,984,519.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	987,114.	987,114.
TOTAL TO FORM 990-PF, PART II, LINE 10C	987,114.	987,114.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	FMV	785,459.	785,459.
TOTAL TO FORM 990-PF, PART II, LINE 13		785,459.	785,459.

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.
JANINE S. DAVILA 4212 SEMINARY AVE RICHMOND, VA 23227	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.
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	TREASURER 5.00	0.	0.	0.
TAYLOR BELL 1701 HANOVER AVENUE RICHMOND, VA 23220	DIRECTOR 0.00	0.	0.	0.
MAUREEN S. MAUCK 2111 KEITH LANE MIDLOTHIAN, VA 23113	DIRECTOR 0.00	0.	0.	0.
MARJORIE L. COOKE 3809 SEMINARY AVENUE RICHMOND, VA 23227	DIRECTOR 0.00	0.	0.	0.
MALCOLM H. HINES 4200 PARK AVENUE RICHMOND, VA 23221	DIRECTOR 0.00	0.	0.	0.
TIMOTHY M. READING 10187 BROOK ROAD GLEN ALLEN, VA 23059	EXECUTIVE DIRECTOR 40.00	75,625.	2,384.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		75,625.	2,384.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 14

ACTIVITY ONE

SUPERVISED RESIDENTIAL PROGRAMS DEVELOP INDEPENDENT LIVING SKILLS AND RESPONSIBLE PRO-SOCIAL BEHAVIOR. TWO COTTAGES HOUSED 6 GIRLS AND YOUNG WOMEN AGE 12 TO 20. EXPENSES SHOWN HERE ARE FOR ALL FOUR ACTIVITIES DESCRIBED IN THIS SECTION.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	1,053,726.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 15

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. NOTE: EXPENSE SHOWN FOR PROGRAM ONE COVERS ALL ACTIVITIES.

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

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 16

ACTIVITY THREE

RECREATIONAL AND CULTURAL ACTIVITIES ARE PLANNED FOR RESIDENTS, INCLUDING REQUIRED POSITIVE YOUTH DEVELOPMENT ACTIVITIES. NOTE: EXPENSE SHOWN FOR PROGRAM ONE COVERS ALL ACTIVITIES.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	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

2010

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 instructions)	1	500,000.
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	2,000,000.
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 2009 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 2011. 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	47,100.

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 2010	17	991.
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 2010 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 2010 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	48,091.
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	

Part V **Listed Property** (Include automobiles, certain other vehicles, 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 2010 tax year:					
43 Amortization of costs that began before your 2010 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

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

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

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

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, 2011

5 For calendar year 2010 , or other tax year beginning _____ , and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED IN ORDER TO OBTAIN INFORMATION NEEDED TO PREPARE A COMPLETE AND ACCURATE TAX 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, 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 ▶ [signature] Title ▶ CPA Date ▶ 8/4/11