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

2011

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

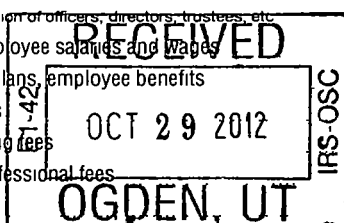
For calendar year 2011 or tax year beginning

, and ending

Name of foundation BROOKFIELD, INC. C/O DOUGLAS NABHAN - WILLIAMS MULLEN		A Employer identification number 54-0638415
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 1320	Room/suite	B Telephone number 804-783-6484
City or town, state, and ZIP code RICHMOND, VA 23218-1320		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ 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) \$ 8,498,866.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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	8,836.			
	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	139,389.	139,389.	139,389.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	136,541.			
	b Gross sales price for all assets on line 6a	2,751,275.			
	7 Capital gain net income (from Part IV, line 2)		140,065.		
	8 Net short-term capital gain			42,339.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	94,526.	14,673.	94,526.		
12 Total. Add lines 1 through 11	379,292.	294,127.	276,254.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	88,209.	0.	0.	88,209.
	14 Other employee salaries and wages	220,385.	0.	51,301.	169,084.
	15 Pension plans, employee benefits	19,376.	0.	0.	19,376.
	16a Legal fees	11,235.	0.	0.	11,235.
	b Accounting fees	14,736.	0.	0.	14,736.
	c Other professional fees	37,063.	30,809.	30,809.	6,254.
	17 Interest				
	18 Taxes	27,066.	1,410.	1,410.	25,656.
	19 Depreciation and depletion	39,588.	11,036.	39,588.	
	20 Occupancy	46,960.	0.	0.	46,960.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	36,157.	709.	709.	35,448.
	24 Total operating and administrative expenses. Add lines 13 through 23	540,775.	43,964.	123,817.	416,958.
	25 Contributions, gifts, grants paid	0.			0.
26 Total expenses and disbursements. Add lines 24 and 25	540,775.	43,964.	123,817.	416,958.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-161,483.				
b Net investment income (if negative, enter -0-)		250,163.			
c Adjusted net income (if negative, enter -0-)			152,437.		

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BROOKFIELD, INC.

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C/O DOUGLAS NABHAN - WILLIAMS MULLEN

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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	41,400.	16,926.	16,926.
	2	Savings and temporary cash investments	315,787.	150,066.	150,066.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶	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	8,653.		
	10a	Investments - U.S. and state government obligations STMT 9	849,306.	337,391.	337,391.
	b	Investments - corporate stock STMT 10	3,984,519.	3,702,690.	3,702,690.
	c	Investments - corporate bonds STMT 11	987,114.	1,941,053.	1,941,053.
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 12	785,459.	585,740.	585,740.
	14	Land, buildings, and equipment: basis ▶ 986,640.			
		Less accumulated depreciation ▶ 721,202.	331,271.	265,438.	1,700,000.
	15	Other assets (describe ▶ STATEMENT 13)	0.	65,000.	65,000.
	16	Total assets (to be completed by all filers)	7,390,533.	7,064,304.	8,498,866.
	17	Accounts payable and accrued expenses	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 ▶ STATEMENT 14)	0.	69,167.	
	23	Total liabilities (add lines 17 through 22)	31,134.	69,167.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒			
		and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted	7,359,399.	6,995,137.	
	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	7,359,399.	6,995,137.	
	31	Total liabilities and net assets/fund balances	7,390,533.	7,064,304.	

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	7,359,399.
2	Enter amount from Part I, line 27a	2	-161,483.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	7,197,916.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN (LOSS) ON INVESTMENTS	5	202,779.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,995,137.

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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	VARIOUS
b DAVENPORT & CO. SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
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 928,440.		886,101.	42,339.
b 1,800,085.		1,702,359.	97,726.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			42,339.
b			97,726.
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	140,065.
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	42,339.

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))
2010			
2009			
2008			
2007			
2006			

- 2** Total of line 1, column (d)
- 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
- 4** Enter the net value of noncharitable-use assets for 2011 from Part X, line 5
- 5** Multiply line 4 by line 3
- 6** Enter 1% of net investment income (1% of Part I, line 27b)
- 7** Add lines 5 and 6
- 8** Enter qualifying distributions from Part XII, line 4

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

2	
3	
4	
5	
6	
7	
8	

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☒ and enter "N/A" on line 1. Date of ruling or determination letter: <u>08/18/86</u> (attach copy of letter if necessary-see instructions)		1	N/A
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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 2011 estimated tax payments and 2010 overpayment credited to 2011	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 2012 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ <u>0.</u> (2) On foundation managers. ☐ \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ <u>0.</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>VA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>THE ORGANIZATION, C/O THE TREASURER</u> Telephone no. ► <u>804-819-2128</u> Located at ► <u>P.O. BOX 1320, RICHMOND, VA</u> ZIP+4 ► <u>23218-1320</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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 2011?	1b	
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)).	1c	X
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ►	2b	
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	
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	3b	
b	If "Yes," did it have excess business holdings in 2011 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 2011.)	4a	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	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 2011?		

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

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 15		88,209.	1,293.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
SEE STATEMENT 16	496,811.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 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	6,736,015.
b	Average of monthly cash balances	1b	126,484.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,862,499.
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	6,862,499.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	102,937.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,759,562.
6	Minimum investment return. Enter 5% of line 5	6	337,978.

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (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	416,958.
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	416,958.
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	416,958.

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.

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Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$				
a Applied to 2010, 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 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
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 2006 not applied on line 5 or line 7				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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 ☒ 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	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
152,437.	151,919.	0.	0.	304,356.
129,571.	129,131.	0.	0.	258,703.
416,958.	535,626.	315,088.	208,271.	1,475,943.
0.	0.	0.	0.	0.
416,958.	535,626.	315,088.	208,271.	1,475,943.
225,319.	214,797.	198,334.	236,759.	875,209.
	565,828.	684,972.	727,616.	1,978,416.
	433,190.	626,273.	696,956.	1,756,419.
	132,638.	58,699.	23,520.	214,857.
	153,036.	159,488.	157,001.	469,525.

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number 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:

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
				21,235.
				21,576.
				37,042.
		14	139,389.	
		18	140,065.	-3,524.
				14,673.
	0.		279,454.	91,002.
				370,456.

Part XVII

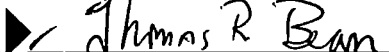
Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | 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. | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	 Signature of officer or trustee	10/22/12 Date	TREASURER Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	BARBARA A EBERT		10/16/12		P00574306
	Firm's name ▶ MARTIN, DOLAN & HOLTON, LTD.			Firm's EIN ▶ 54-1065763	
	Firm's address ▶ 4435 WATERFRONT DRIVE, SUITE 200 GLEN ALLEN, VA 23060			Phone no. (804) 346-9595	

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2011

Name of the organization

BROOKFIELD, INC.

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

BROOKFIELD, INC.

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

Employer identification number

54-0638415

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF GEORGE LUMSDEN BANK OF AMERICA, TRUSTEE U/W OF G.P.LUMSDEN DEC'D RICHMOND, VA 23261	\$ 5,407.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	CONTRIBUTIONS UNDER \$5000 EACH DONOR DETAIL C/O BROOKFIELD INC. RICHMOND, VA 23059	\$ 3,428.	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)
		\$	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

BROOKFIELD, INC.

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

Employer identification number

54-0638415

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

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

Name of organization

BROOKFIELD, INC.

Employer identification number

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

54-0638415

Part III

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

BROOKFIELD, INC. [860]

Depreciation Expense

Federal

01/01/2011 - 12/31/2011

System No.	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Sec. 179 Bonus	Beg. Accum. Depreciation/ (Sec. 179)	Current Depreciation/ (Sec. 179)	Total Depreciation/ (Sec. 179)
AUTOS AND TRUCKS									
61	1999 CHEVORLET VAN	04/01/99	SL / N/A	5,000	20,775.00	0.00	20,775.00	0.00	20,775.00
72	FORD TAURUS 2003	10/09/03	SL / N/A	5,000	15,970.00	0.00	15,970.00	0.00	15,970.00
141	DODGE GRAND CARAVAN - 2006	06/27/07	SL / N/A	5,000	17,620.66	0.00	12,334.46	2,643.10	14,977.56
146	2008 GMC 12 Passenger Van	03/12/08	SL / N/A	5,000	28,911.50	0.00	16,383.18	4,336.73	20,719.91
Subtotal: AUTOS AND TRUCKS									
					83,277.16	0.00	65,462.64	6,979.83	72,442.47
Less dispositions and exchanges:									
					83,277.16	0.00	65,462.64	0.00	72,442.47
Net for: AUTOS AND TRUCKS									
					0.00	0.00	0.00	6,979.83	0.00
BUILDING									
1	BUILDING	07/01/69	SL / N/A	40,000	325,084.00	0.00	325,084.00	0.00	325,084.00
2	ARCHITECT'S FEES	07/01/69	SL / N/A	40,000	22,451.00	0.00	22,451.00	0.00	22,451.00
Subtotal: BUILDING									
					347,535.00	0.00	347,535.00	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	0.00	347,535.00	0.00	347,535.00
BUILDING IMPROVEMENTS									
3	CONNECTION TO HENRICO CTY WATER	09/01/94	SL / FM	15,000	12,660.00	0.00	12,660.00	0.00	12,660.00
4	NATURAL GAS HOOKUP	09/01/96	SL / FM	7,000	2,372.00	0.00	2,372.00	0.00	2,372.00
5	HOT WATER HEATER-AMERICAN 100 GAL	03/01/97	SL / FM	5,000	3,461.00	0.00	3,461.00	0.00	3,461.00
6	SEPTIC PUMP	05/01/97	SL / FM	5,000	1,767.00	0.00	1,767.00	0.00	1,767.00
7	VINYL FLOORING & BASEBOARD	06/01/00	MSL / HY	15,000	14,872.00	0.00	10,410.41	991.46	11,401.87
8	ACCOUSTICAL CEILING HALLWAY	06/01/00	MSL / HY	5,000	2,308.00	0.00	2,308.00	0.00	2,308.00
9	WATER STORAGE TNAK	07/01/69	SL / N/A	20,000	1,092.00	0.00	1,092.00	0.00	1,092.00
10	SEPTIC TANK	07/01/69	SL / N/A	20,000	5,535.00	0.00	5,535.00	0.00	5,535.00
11	SHRUBS	07/01/69	SL / N/A	20,000	2,391.00	0.00	2,391.00	0.00	2,391.00
12	MEMORIAL GARDEN	02/28/69	SL / N/A	20,000	4,598.00	0.00	4,598.00	0.00	4,598.00
13	PAINING & PLASTERING	07/01/74	SL / N/A	20,000	3,733.00	0.00	3,733.00	0.00	3,733.00
14	ARCHITECT'S FEE REMODLING	07/14/76	SL / N/A	20,000	8,580.00	0.00	8,580.00	0.00	8,580.00
15	REMODLING BUILDING	08/01/76	SL / N/A	20,000	73,020.00	0.00	73,020.00	0.00	73,020.00
16	ARCHITECT'S FEES REMODLING	07/01/77	SL / N/A	20,000	3,143.00	0.00	3,143.00	0.00	3,143.00
17	BUILDING REMODLING	07/01/77	SL / N/A	20,000	33,558.00	0.00	33,558.00	0.00	33,558.00
18	WOODSTOVE	12/01/79	SL / N/A	5,000	425.00	0.00	425.00	0.00	425.00
19	ACOUSTICAL CEILING	11/01/82	SL / N/A	15,000	363.00	0.00	363.00	0.00	363.00
20	SHOWER STALL - BOYS COTTAGE	11/01/82	SL / N/A	15,000	1,120.00	0.00	1,120.00	0.00	1,120.00
21	PINE FRONT DOOR	06/01/84	SL / N/A	5,000	604.00	0.00	604.00	0.00	604.00
22	NEW SEPTIC DRAIN FIELDS	10/01/85	SL / N/A	15,000	8,778.00	0.00	8,778.00	0.00	8,778.00
23	CHEMICAL FIRE SYSTEM - KITCHEN	12/01/85	SL / N/A	5,000	1,206.00	0.00	1,206.00	0.00	1,206.00
24	DOOR ALARM	08/01/93	SL / N/A	5,000	500.00	0.00	500.00	0.00	500.00
25	KITCHEN ACCOUSTICAL CEILING	09/01/95	SL / N/A	5,000	675.00	0.00	675.00	0.00	675.00
35	CARPET - OFFICE	08/01/00	MSL / HY	5,000	452.00	0.00	452.00	0.00	452.00
38	CONCRETE BASE FOR TRASH BIN	12/22/74	SL / N/A	5,000	230.00	0.00	230.00	0.00	230.00
70	ENTERTAINMENT CENTER	12/04/02	SL / N/A	7,000	200.00	0.00	200.00	0.00	200.00
73	ROOF	12/19/03	SL / N/A	15,000	136,635.11	0.00	63,635.11	9,090.73	72,725.84
74	BOILER	10/10/03	SL / N/A	15,000	74,489.00	0.00	36,002.99	4,965.93	40,968.92

BROOKFIELD, INC. [860] Depreciation Expense

Federal

01/01/2011 - 12/31/2011

Syste m No.	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Sec. 179/ Bonus	Beg. Accum. Depreciation/ (Sec. 179)	Current Depreciation/ (Sec. 179)	Total Depreciation/ (Sec. 179)
BUILDING IMPROVEMENTS									
79	MISCELLANEOUS	01/16/04	SL / N/A	5.0000	1,635.00	0.00	1,607.75	0.00	1,607.75
84	CHILLED WATER PIPE	03/26/04	SL / N/A	20.0000	23,610.00	0.00	7,968.38	1,180.50	9,148.88
85	REMODELING BUILDING	03/26/04	SL / N/A	20.0000	3,363.00	0.00	1,135.01	168.15	1,303.16
86	RENOVATION OF COTTAGE 3	04/05/04	SL / N/A	5.0000	463.00	0.00	463.00	0.00	463.00
89	WATER HEATER	10/04/04	SL / N/A	7.0000	6,800.00	0.00	6,071.44	728.56	6,800.00
90	ARCHITECT'S FEES REMODLING	11/30/04	SL / N/A	20.0000	4,292.00	0.00	1,305.48	214.60	1,520.08
91	REMODEL BUILDING	12/15/04	SL / N/A	20.0000	34,261.00	0.00	10,421.05	1,713.05	12,134.10
92	CHILLED WATER PIPE LABOR	12/17/04	SL / N/A	20.0000	3,874.00	0.00	1,162.20	193.70	1,355.90
93	REMODELING BUILDING	12/30/04	SL / N/A	20.0000	13,204.00	0.00	3,961.20	660.20	4,621.40
94	WHEELCHAIR ACCESS RENOVATION	12/30/04	SL / N/A	20.0000	6,111.00	0.00	1,833.30	305.55	2,138.85
95	REPLACE MOTOR	12/31/04	SL / N/A	5.0000	2,830.00	0.00	2,830.00	0.00	2,830.00
96	REIMBURSEMENT DEQ - FUEL TANK REMO'	02/27/04	SL / N/A	15.0000	-7,810.00	0.00	-3,557.91	-520.67	-4,078.58
98	FAN COIL	05/23/05	SL / N/A	15.0000	18,788.00	0.00	6,993.29	1,252.53	8,245.82
99	DRIVEWAY	05/24/05	SL / N/A	20.0000	23,938.27	0.00	6,682.75	1,196.91	7,879.66
116	Stoker - Landscaping Project	01/03/05	SL / N/A	15.0000	3,458.08	0.00	1,383.24	230.54	1,613.78
120	ACCESS DOOR COTTAGE 1	12/13/06	SL / N/A	20.0000	136.00	0.00	27.77	6.80	34.57
124	ROOFTOP EXHAUST FAN & SCREEN	03/30/06	SL / N/A	15.0000	627.00	0.00	198.55	41.80	240.35
125	FAN COIL UNITS	06/07/06	SL / N/A	15.0000	15,250.00	0.00	4,659.74	1,016.67	5,676.41
126	EXHAUST FANS INSTALLED ON ROOF	12/18/06	SL / N/A	15.0000	1,560.00	0.00	416.00	104.00	520.00
128	CIRCULATOR PUMP FOR COOLING SYSTEM	04/21/06	SL / N/A	15.0000	402.87	0.00	125.35	26.86	152.21
132	RENOVATIONS - CONTRACTORS FEES	12/01/07	SL / N/A	39.0000	14,068.30	0.00	1,112.25	360.73	1,472.98
133	CABINETS- COTTAGES	10/02/07	SL / N/A	7.0000	7,484.45	0.00	3,474.93	1,069.21	4,544.14
134	RENOVATION TO COTTAGES - VARIOUS ITE	11/01/07	SL / N/A	39.0000	8,070.40	0.00	655.28	206.93	862.21
135	LIGHTING FIXTURES	08/01/07	SL / N/A	7.0000	3,325.00	0.00	1,622.92	475.00	2,097.92
142	COUNTERTIP & SINKS (3 split)	11/08/07	SL / N/A	15.0000	5,347.89	0.00	1,129.01	356.53	1,485.54
144	Kitchen Remodeling	12/04/02	SL / N/A	7.0000	350.00	0.00	350.00	0.00	350.00
147	Bathroom Remodeling	02/21/08	SL / N/A	39.0000	1,712.50	0.00	124.41	43.91	168.32
148	Cabinets	04/24/08	SL / N/A	39.0000	581.90	0.00	39.79	14.92	54.71
155	HARRIS MECHANICAL 50180/50182	01/14/08	SL / N/A	39.0000	224.00	0.00	17.22	5.74	22.96
158	HARRIS MECHANICAL SERVICE 50297	03/08/10	SL / N/A	7.0000	864.87	0.00	102.96	123.55	226.51
159	HARRIS MECHANICAL 50531	05/25/10	SL / N/A	7.0000	316.34	0.00	26.36	45.19	71.55
160	HARRIS MECHANICAL 50550	11/22/10	SL / N/A	7.0000	400.00	0.00	4.76	57.14	61.90
161	HARRIS MECHANICAL 50550	12/06/10	SL / N/A	7.0000	1,115.04	0.00	13.27	159.29	172.56
Subtotal: BUILDING IMPROVEMENTS					599,146.91	0.00	347,180.26	26,486.01	373,666.27
Less dispositions and exchanges:					0.00	0.00	0.00	0.00	0.00
Net for: BUILDING IMPROVEMENTS					599,146.91	0.00	347,180.26	26,486.01	373,666.27
FURNITURE & EQUIP. CHILDCARE									
52	FURNITURE - GOODWOOD	08/01/00	SL / FM	5.0000	2,504.00	0.00	2,504.00	0.00	2,504.00
53	AREA RUGS (2) DONATED BY K. POWELL	08/01/00	SL / N/A	5.0000	1,350.00	0.00	1,350.00	0.00	1,350.00
59	JVC 19" COLOR TV	02/01/92	SL / N/A	5.0000	300.00	0.00	300.00	0.00	300.00
62	WATER COOLERS (3)	01/04/01	SL / N/A	5.0000	3,060.00	0.00	3,060.00	0.00	3,060.00
75	Cottage III REFRIGERATOR	11/26/03	SL / N/A	7.0000	592.00	0.00	592.00	0.00	592.00
76	OAK CABINETS	12/09/03	SL / N/A	7.0000	668.00	0.00	668.00	0.00	668.00

BROOKFIELD, INC. [860]

Depreciation Expense

Federal

01/01/2011 - 12/31/2011

System No.	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Sec. 179 / Bonus	Beg. Accum. Depreciation / (Sec. 179)	Current Depreciation / (Sec. 179)	Total Depreciation / (Sec. 179)
FURNITURE & EQUIP CHILDCARE									
77	FURNISHINGS COTTAGE 3	12/16/03	SL / N/A	7.0000	3,845.00	0.00	3,845.00	0.00	3,845.00
102	SPEEDQUEEN GAS TUMBLER	02/18/05	SL / N/A	7.0000	4,934.00	0.00	4,111.68	411.17	4,522.85
119	STOVE FOR COTTAGE 3	03/17/06	SL / N/A	5.0000	479.90	0.00	455.91	23.99	479.90
121	ADOLESCENT MODULES	05/11/06	SL / N/A	5.0000	554.75	0.00	517.77	36.98	554.75
122	FREEZER	12/13/06	SL / N/A	5.0000	664.00	0.00	542.27	77.46	619.73
129	REFRIGERATOR	11/21/06	SL / N/A	5.0000	459.01	0.00	374.85	53.55	428.40
130	MATTRESSES FOR COTTAGES	12/22/06	SL / N/A	5.0000	976.28	0.00	781.04	113.89	894.93
136	FURNISHINGS FOR COTTAGES	03/07/07	SL / N/A	5.0000	25,196.59	0.00	19,317.39	2,939.60	22,256.99
137	APPLIANCES - COTTAGES	09/24/07	SYD / N/A	5.0000	2,595.83	0.00	2,163.20	173.06	2,336.26
138	CARPETING FOR COTTAGES	11/21/07	SL / N/A	15.0000	10,636.00	0.00	2,186.30	413.62	2,599.92
139	APPLIANCES FOR COTTAGE	12/31/07	SL / N/A	5.0000	757.80	0.00	454.68	88.41	543.09
149	26" LCD Combo	11/07/08	SL / N/A	5.0000	478.00	0.00	207.13	55.77	262.90
150	26" LCD Combo	11/07/08	SL / N/A	5.0000	478.00	0.00	207.13	55.77	262.90
Subtotal: FURNITURE & EQUIP CHILDCARE					60,529.16	0.00	43,638.35	4,443.27	48,081.62
Less dispositions and exchanges:					60,529.16	0.00	43,638.35	0.00	48,081.62
Net for: FURNITURE & EQUIP CHILDCARE					0.00	0.00	0.00	4,443.27	0.00
FURNITURE & EQUIPMENT									
26	CREDENZA - MORTON MEEKS & SONS	07/01/96	SL / N/A	7.0000	704.00	0.00	704.00	0.00	704.00
27	CHEST - MORTON MARKS & SONS	07/01/96	SL / N/A	7.0000	314.00	0.00	314.00	0.00	314.00
28	CARPET	07/01/96	SL / N/A	7.0000	710.00	0.00	710.00	0.00	710.00
29	TABLE & CHAIRS - D&J ANTIQUES	07/01/96	SL / N/A	7.0000	355.00	0.00	355.00	0.00	355.00
31	HOT POINT REFRIGERATOR	03/01/98	SL / N/A	5.0000	430.00	0.00	430.00	0.00	430.00
32	TELEPHONE SYSTEM	06/01/00	MSL / HY	7.0000	4,685.00	0.00	4,685.00	0.00	4,685.00
33	WASHERS (2)	09/01/00	MSL / HY	5.0000	3,720.00	0.00	3,720.00	0.00	3,720.00
34	OFFICE DESK - FRONT OFFICE	07/01/00	MSL / HY	5.0000	550.00	0.00	550.00	0.00	550.00
36	COMPUTERS (7) & PRINTERS (5)	07/01/00	SL / N/A	5.0000	9,864.00	0.00	9,864.00	0.00	9,864.00
37	PING PONG TABLE	12/12/74	SL / N/A	5.0000	76.00	0.00	76.00	0.00	76.00
39	FURNITURE & FIXTURES	11/04/78	SL / N/A	5.0000	3,264.00	0.00	3,264.00	0.00	3,264.00
40	FLOOR BUFFER	12/01/83	SL / N/A	5.0000	450.00	0.00	450.00	0.00	450.00
41	FURNITURE - PROGRAM DIRECTOR'S OFF	05/01/84	SL / N/A	5.0000	5,311.00	0.00	5,311.00	0.00	5,311.00
44	STEEL PICNIC TABLES (2)	04/01/85	SL / N/A	5.0000	450.00	0.00	450.00	0.00	450.00
45	INDUSTRIAL CLOTHES WASHER	08/01/86	SL / N/A	5.0000	800.00	0.00	800.00	0.00	800.00
46	DIRECTOR'S OFFICE (SUSAN MEYER DESIG	12/01/87	SL / N/A	7.0000	11,986.00	0.00	11,986.00	0.00	11,986.00
47	ICE MAKER	09/01/89	SL / N/A	5.0000	776.00	0.00	776.00	0.00	776.00
48	DISPLAY EXHIBIT BOARD	09/01/89	SL / N/A	7.0000	422.00	0.00	422.00	0.00	422.00
50	SWI 140 TYPEWRITER	07/01/93	SL / N/A	5.0000	504.00	0.00	504.00	0.00	504.00
63	FURNITURE	06/19/02	SL / N/A	7.0000	1,255.00	0.00	1,255.00	0.00	1,255.00
64	TELEPHONE & INSTALLATION	10/09/02	SL / N/A	7.0000	437.00	0.00	437.00	0.00	437.00
65	COMPAQ	10/11/02	SL / N/A	5.0000	1,159.00	0.00	1,159.00	0.00	1,159.00
66	PRINTER	11/25/02	SL / N/A	5.0000	773.00	0.00	773.00	0.00	773.00
67	FURNITURE	11/26/02	SL / N/A	7.0000	561.00	0.00	561.00	0.00	561.00
68	LOVESEAT & CHAIRS	12/23/02	SL / N/A	7.0000	982.00	0.00	982.00	0.00	982.00
71	DESK	09/16/02	SL / N/A	7.0000	150.00	0.00	150.00	0.00	150.00

BROOKFIELD, INC. [860] Depreciation Expense

Federal

01/01/2011 - 12/31/2011

System No.	Description	Date in Service	Method / Conv.	Life	Cost / Other Basis	Sec. 179/ Bonus	Beg. Accum. Depreciation/ (Sec. 179)	Current Depreciation/ (Sec. 179)	Total Depreciation/ (Sec. 179)
FURNITURE & EQUIPMENT									
80	COMPUTER	01/19/04	SL / N/A	5.0000	498.00	0.00	498.00	0.00	498.00
81	HP COMPUTERS & PRINTERS (2)	02/20/04	SL / N/A	5.0000	674.00	0.00	674.00	0.00	674.00
82	UPGRADE & EXPAND COMPUTER NETWORK	02/27/04	SL / N/A	5.0000	1,141.00	0.00	1,141.00	0.00	1,141.00
83	SINK RENOVATION LABOR	03/12/04	SL / N/A	7.0000	225.00	0.00	219.62	5.38	225.00
87	UPGRADE OF COMPUTER SYSTEM	09/03/04	SL / N/A	5.0000	383.00	0.00	383.00	0.00	383.00
88	UPGRADE OF COMPUTER SYSTEM	09/24/04	SL / N/A	5.0000	510.00	0.00	510.00	0.00	510.00
100	HP PRINTER	02/22/05	SL / N/A	5.0000	274.98	0.00	274.98	0.00	274.98
101	EQUIPMENT	04/25/05	SL / N/A	7.0000	418.65	0.00	338.92	34.89	373.81
103	Telephone equipment	10/26/05	SL / N/A	5.0000	330.40	0.00	330.40	0.00	330.40
104	Peachtree software	10/25/05	SL / N/A	3.0000	519.85	0.00	519.85	0.00	519.85
105	Office furniture	10/29/05	SL / N/A	7.0000	584.28	0.00	431.26	48.69	479.95
106	Filing cabinets (2)	11/02/05	SL / N/A	7.0000	279.98	0.00	206.67	23.33	230.00
108	Office equipment	11/14/05	SL / N/A	7.0000	609.91	0.00	450.17	50.83	501.00
109	Server, etc (Fluent Network)	07/28/05	SL / N/A	5.0000	2,450.00	0.00	2,450.00	0.00	2,450.00
110	Notebook computer (Fluent Network)	07/28/05	SL / N/A	5.0000	979.92	0.00	979.92	0.00	979.92
111	Equipment	11/14/05	SL / N/A	7.0000	448.96	0.00	331.39	37.41	368.80
112	Computer Equipment - Acerpower S260	11/30/05	SL / N/A	5.0000	475.00	0.00	475.00	0.00	475.00
113	Computer Equipment - Smart Buy NX6110	10/31/05	SL / N/A	5.0000	1,009.78	0.00	1,009.78	0.00	1,009.78
114	Software (Best Buy)	11/30/05	SL / N/A	3.0000	229.00	0.00	229.00	0.00	229.00
115	Server (costs) - Compumotor	07/22/05	SL / N/A	5.0000	374.00	0.00	374.00	0.00	374.00
117	Insurance refund - Server	10/28/05	SL / N/A	5.0000	2,579.92	0.00	2,579.92	0.00	2,579.92
118	Furnishings - Purchase Big Lots VISA	12/29/05	SL / N/A	5.0000	389.99	0.00	389.99	0.00	389.99
123	COMPUTER EQUIPMENT	12/28/06	SL / N/A	5.0000	2,896.00	0.00	2,316.80	337.87	2,654.67
127	RIDING LAWN MOWER	03/30/06	SL / N/A	5.0000	3,900.00	0.00	3,705.00	195.00	3,900.00
131	COMPUTER EQUIPMENT	05/23/07	SL / N/A	5.0000	4,864.12	0.00	3,485.94	567.48	4,053.42
140	FURNISHINGS	07/25/07	SL / N/A	5.0000	1,596.00	0.00	1,090.60	186.20	1,276.80
151	Backpack Blower	11/11/08	SL / N/A	5.0000	419.95	0.00	181.98	48.99	230.97
152	Wall Paintings & Mirrors Etc.	06/23/08	SL / N/A	15.0000	399.88	0.00	66.65	15.55	82.20
153	Mirror, Bar Stools, and Backsplash	02/26/08	SL / N/A	15.0000	361.66	0.00	68.31	14.06	82.37
154	Water Cooler	12/10/08	SL / N/A	5.0000	329.00	0.00	137.08	38.38	175.46
156	PURCHASE NW MARTIN & BROS.	04/15/10	SL / N/A	5.0000	275.86	0.00	41.38	32.18	73.56
157	PURCHASE COMMERCIAL LAUNDRY	08/30/10	SL / N/A	5.0000	111.00	0.00	7.40	12.95	20.35
Subtotal:							71,426.17	1,649.19	73,075.36
Less dispositions and exchanges:							71,426.17	0.00	73,075.36
Net for: FURNITURE & EQUIPMENT							0.00	1,649.19	0.00
LAND									
78	LAND	07/01/69	No Calc / N/A	0.0000	39,958.00	0.00	0.00	0.00	0.00
Subtotal: LAND							0.00	0.00	0.00
Less dispositions and exchanges:							0.00	0.00	0.00
Net for: LAND							39,958.00	0.00	0.00

BROOKFIELD, INC. [860]
Depreciation Expense

Federal

01/01/2011 - 12/31/2011

Syste m No.	Description	Date In Service	Method / Conv.	Life	Cost / Other Basis	Sec. 179/ Bonus	Beg. Accum. Depreciation/ (Sec. 179)	Current Depreciation/ (Sec. 179)	Total Depreciation/ (Sec. 179)
					1,206,513.48	0.00	875,242.42	39,558.30	914,800.72
	Less dispositions and exchanges				219,873.57	0.00	180,527.16	0.00	193,599.45
	Grand Totals:				986,639.91	0.00	694,715.26	39,558.30	721,201.27

REALIZED GAINS AND LOSSES
 BROOKFIELD INCORPORATED ATTN TIMOTHY M READING
 1786-4095-RE22-DAM-I-Y
 From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
06-30-10	01-05-11	1,135 000	Barrick Gold Corp	52,037 37		57,197 13	5,159 76	
03-10-10	01-12-11	275 000	Autozone Inc	46,368 90		68,927 65	22,558 75	
04-14-04	01-12-11	650 000	Colgate-palmolive Company	35,476 80		50,744 81		15,268 00
11-30-06	01-21-11	150,000 000	U S Treasury Note 4 500% Due 11-30-11	150,468 75	(380 89)	155,179 19		5,091 33
01-17-08	02-07-11	150,000 000	Fedl Home Loan Bank Bond B/e 3 375% Due 02-27-13	149,806 50	111 63	157,430 70		7,512 57
06-27-07	02-07-11	150,000 000	U S Treasury Note 4 875% Due 06-30-12	149,647 13	245 67	158,981 92		9,089 12
03-31-08	02-18-11	150,000 000	Fedl Natl Mtg Assn Benchmark Notes B/e 4 375% Due 09-15-12	158,381 10	(5,291 89)	158,432 85		5,343 64
06-18-08	02-22-11	100,000 000	Cisco Systems Inc Senior Note B/e 5 250% Due 02-22-11	103,141 00	(3,141 00)	100,000 00		0 00
12-15-05	03-09-11	100,000 000	Du Pont E I Demours & Comedium Term Note 4 750% Due 11-15-12	98,120 00	1,358 24	106,099 00		6,620 76
08-14-07	03-22-11	100,000 000	Johnson & Johnson Note 5 150% Due 08-15-12	100,394 00	(273 36)	106,082 00		5,961 36
07-23-10	03-22-11	100,000 000	Teva Pharmaceutical Finance Ii Bv Senior Note 3 000% Due 06-15-15	103,092 00	(391 14)	101,257 00	(1,443 86)	
07-23-08	03-23-11	925 000	Spdr Series Trust S&p Biotech Etf	61,074 05		57,118 58		(3,955 47)
01-09-08	03-28-11	400 000	Sabmiller Plc Spons Adr	11,278 60		13,647 74		2,369 14
05-11-05	03-28-11	320 000	Danaher Corp	8,302 78		16,580 48		8,277 70
09-14-06	03-28-11	50 000	Apple Inc	3,723 48		17,618 66		13,895 17
03-03-10	03-28-11	300 000	Fiserv Inc	14,933 83		18,452 65		3,518 82
05-20-09	03-28-11	100 000	Fiserv Inc	4,187 51		6,150 88		1,963 37
11-14-07	03-30-11	2,080 000	Cisco Systems Inc	62,553 30		36,099 58		(26,453 72)
05-14-08	03-30-11	775 000	Cisco Systems Inc	20,202 24		13,450 56		(6,751 68)
12-29-10	03-30-11	550 000	Cisco Systems Inc	11,292 40		9,545 56	(1,746 84)	
11-19-08	03-30-11	205 000	Caterpillar Inc	7,261 61		22,723 25		15,461 64
04-28-10	04-06-11	935 000	Teva Pharmaceutical Indsltd Adr	55,791 17		47,381 62	(8,409 55)	
09-10-08	05-12-11	300 000	Accenture Plc Ireland Class A New	11,580 63		16,729 68		5,149 05
05-26-10	05-12-11	375 000	American Tower Corp Chgcl A	15,108 77		19,965 87	4,857.10	
07-23-08	05-12-11	200 000	Laboratory Corp Of Amer Holdings New	14,347 30		19,645 62		5,298 32
12-10-08	05-25-11	110 000	Cme Group Inc Class A	24,492 51		31,500 42		7,007 91
06-04-08	06-14-11	300 000	Disney Walt Company	10,181 16		11,554 78		1,373 62
09-03-08	06-15-11	180 000	Automatic Data Processing Inc	8,211 44		9,249 71		1,038 27
11-19-96	06-15-11	100 000	Berkshire Hathaway Inc De Cl B New	3,050 78		7,372 87		4,322 09
09-17-08	06-15-11	70 000	Exxon Mobil Corp	5,326 11		5,490 30		164 19
11-03-10	06-15-11	70 000	Exxon Mobil Corp	4,777 85		5,490 30	712 45	
07-25-07	06-15-11	45 000	International Business Machines Corp	5,250 01		7,295 31		2,045 30
10-06-10	06-15-11	125 000	Schlumberger Ltd	7,919 70		10,273 78	2,354 08	
05-12-04	06-15-11	100 000	United Technologies Corp	4,151 40		8,281 01		4,129 61

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 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-20-11	06-20-11	100,000 000	Novartis Capital Corp Guaranteed Note 1 900% Due 04-24-13	102,036 90	(359 40)	102,144 00	466 50	
09-01-10	06-28-11	475 000	Check Point Software Technologies Ltd	16,987 24		26,397 99	9,410 75	
07-14-10	06-28-11	400 000	Illinois Tool Works Inc	17,669 04		21,911 58	4,242 54	
11-10-10	07-27-11	760 000	Medco Health Chgsolutions Inc	44,991 01		48,605 78	3,614 77	
12-13-07	07-27-11	3,280 391	Thornburg Intl Val - CI I	111,434 88		97,722 85		(13,712 03)
12-28-07	07-27-11	76 440	Thornburg Intl Val - CI I	2,590 55		2,277 15		(313 40)
02-03-10	09-14-11	750 000	Becton Dickinson & Company	57,527 55		56,959 91		(567 64)
08-11-10	09-14-11	4,150 000	Ford Motor Company New	52,462 23		42,042 84		(10,419 39)
04-14-10	09-14-11	735 000	General Dynamics Corp Common	56,368 25		42,836 00		(13,532 25)
04-05-11	09-14-11	315 000	General Dynamics Corp Common	23,586 09		18,358 29	(5,227 80)	
01-18-06	09-14-11	100,000 000	Anheuser Busch Cos Inc Notes 4 700% Due 04-15-12	99,160 00	749 82	101,549 00		1,639 18
12-28-10	09-14-11	50,000 000	U S Bancorp Medium Term Note B/e 2 450% Due 07-27-15	49,753 90	36 05	51,726 00	1,936 05	
08-17-11	09-15-11	2,803	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4 000% Due 08-01-25	2,969 28	0 00	2,803 40	(165 88)	
01-09-08	09-28-11	2,000 000	SabMiller Plc Spons Adr	56,393 00		65,312 14		8,919 14
08-17-11	10-17-11	4,489	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4 000% Due 08-01-25	4,754 17	0 00	4,488 58	(265 59)	
12-28-10	11-09-11	50,000 000	Genl Electric Cap Corp Medium Term Note B/e 1 875% Due 09-16-13	49,992 20	2 42	50,419 00	424 38	
01-20-11	11-10-11	50,000 000	Genl Electric Cap Corp Medium Term Note B/e 2 100% Due 01-07-14	49,965 80	8 96	50,543 50	568 74	
08-17-11	11-15-11	5,386	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4 000% Due 08-01-25	5,704 40	0 00	5,385 72	(318 68)	
03-30-11	11-23-11	1,690 000	Discovery Communicationsinc New Series C	59,058 74		61,566 37	2,507 63	
04-15-11	12-09-11	140,000 000	Dell Inc Note B/e 1 400% Due 09-10-13	140,075 60	(19 91)	140,847 00	791 31	
09-14-11	12-14-11	215 000	Caterpillar Inc	18,086 26		18,667 21	580 95	
11-19-08	12-14-11	495 000	Caterpillar Inc	17,534 14		42,978 00		25,443 86
08-17-11	12-15-11	4,537	Fedl Home Loan Mtg Corp Pool #g14056 Gold 4 000% Due 08-01-25	4,805 49	0 00	4,537 03	(268 46)	
05-12-10	12-28-11	150 000	Millicom International Cellular S A New	13,569 40		14,811 21		1,241 81
06-16-10	12-28-11	215 000	Visa Inc Class A	16,396 44		21,683 18		5,286 74
TOTAL GAINS							60,185 76	173,431 72
TOTAL LOSSES							(17,846 65)	(75,705 58)
TOTAL REALIZED GAIN/LOSS				2,595,804.73	(7,344.80)	2,528,525.19	42,339.11	97,726.14
NO CAPITAL GAINS DISTRIBUTIONS								

REALIZED GAINS AND LOSSES
 BROOKFIELD INCORPORATED ATTN TIMOTHY M READING
 1786-4095-RE22-DAM-I-Y
 From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
Portfolio Fees Incurred			30,613.80					

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DAVENPORT & COMPANY	139,389.	0.	139,389.
TOTAL TO FM 990-PF, PART I, LN 4	139,389.	0.	139,389.

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 2

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DAVENPORT & CO. SCHEDULE ATTACHED					
	928,440.	886,101.	0.	0.	42,339.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
DAVENPORT & CO. SCHEDULE ATTACHED					
	1,800,085.	1,702,359.	0.	0.	97,726.

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
VEHICLES	INTERCEPT YOUTH					
		22,750.	67,307.	0.	56,472.	11,915.

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FORD TAURUS 2003	NATIONAL KIDNEY FOUNDATION	PURCHASED	10/09/03	06/22/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	15,970.	0.	15,970.	0.

(A) DESCRIPTION OF PROPERTY	NAME OF BUYER	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FURNITURE & EQUIPMENT	INTERCEPT YOUTH	PURCHASED	VARIOUS	08/01/11
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	136,596.	0.	121,157.	-15,439.

NET GAIN OR LOSS FROM SALE OF ASSETS	136,541.
CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	136,541.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEES	21,235.	0.	21,235.
MEDICARE/MEDICAID PMTS	21,576.	0.	21,576.
INCIDENTAL RENT OF CHARITABLE ASSET	14,673.	14,673.	14,673.
FEES FROM GOVERNMENT AGENCIES	37,042.	0.	37,042.
TOTAL TO FORM 990-PF, PART I, LINE 11	94,526.	14,673.	94,526.

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	11,235.	0.	0.	11,235.
TO FM 990-PF, PG 1, LN 16A	11,235.	0.	0.	11,235.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING, PAYROLL & TAX PREPARATION	14,736.	0.	0.	14,736.
TO FORM 990-PF, PG 1, LN 16B	14,736.	0.	0.	14,736.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	30,809.	30,809.	30,809.	0.
VALUATION	3,500.	0.	0.	3,500.
RETIREMENT CUSTODIAL FEES	956.	0.	0.	956.
MISCELLANESUS	1,798.	0.	0.	1,798.
TO FORM 990-PF, PG 1, LN 16C	37,063.	30,809.	30,809.	6,254.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD AT SOURCE	1,410.	1,410.	1,410.	0.	
PAYROLL TAXES	25,656.	0.	0.	25,656.	
TO FORM 990-PF, PG 1, LN 18	27,066.	1,410.	1,410.	25,656.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BUSINESS INSURANCE	7,477.	0.	0.	7,477.	
PRE-EMPLOYMENT SCREENING	30.	0.	0.	30.	
OFFICE EXPENSE	7,453.	0.	0.	7,453.	
TELEPHONE	4,909.	0.	0.	4,909.	
STAFF DEVELOPMENT	206.	0.	0.	206.	
MARKETING AND PROMOTION	360.	0.	0.	360.	
BOARD EXPENSE	709.	709.	709.	0.	
PROGRAM DEVELOPMENT	330.	0.	0.	330.	
FOOD	3,813.	0.	0.	3,813.	
CLOTHING	423.	0.	0.	423.	
RECREATION	1,242.	0.	0.	1,242.	
COTTAGE SUPPLIES	464.	0.	0.	464.	
SCHOOL SUPPLIES	359.	0.	0.	359.	
VOCATIONAL/ALLOWANCE	378.	0.	0.	378.	
GAS AND MILEAGE	81.	0.	0.	81.	
GRADE INCENTIVES	146.	0.	0.	146.	
PERSONAL GROWTH & HYGIENE	1,303.	0.	0.	1,303.	
MISCELLANEOUS	895.	0.	0.	895.	
VEHICLE MAINTENANCE	1,670.	0.	0.	1,670.	
PROGRAM SUPPLIES	65.	0.	0.	65.	
BANK CHARGES	16.	0.	0.	16.	
CHILD CARE	138.	0.	0.	138.	
CONTRACT LABOR	3,690.	0.	0.	3,690.	
TO FORM 990-PF, PG 1, LN 23	36,157.	709.	709.	35,448.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	X		337,391.	337,391.
TOTAL U.S. GOVERNMENT OBLIGATIONS			337,391.	337,391.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			337,391.	337,391.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	3,702,690.	3,702,690.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,702,690.	3,702,690.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	1,941,053.	1,941,053.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,941,053.	1,941,053.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT	FMV	585,740.	585,740.
TOTAL TO FORM 990-PF, PART II, LINE 13		585,740.	585,740.

FORM 990-PF	OTHER ASSETS	STATEMENT 13
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSIT HELD IN ESCROW	0.	65,000.	65,000.
TO FORM 990-PF, PART II, LINE 15	0.	65,000.	65,000.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 14
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
RENTAL SECURITY DEPOSIT	0.	4,167.
DEPOSIT ON SALE OF BUILDING	0.	65,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	69,167.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 15
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHARLES CABELL	DIRECTOR 0.00	0.	0.	0.
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-PRES/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	VICE-PRESIDENT 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	88,209.	1,293.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		88,209.	1,293.	0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 16

ACTIVITY ONE

SERVICES WERE PROVIDED TO 4 GIRLS AND YOUNG WOMEN AGE 12 TO 20 IN A SUPERVISED RESIDENTIAL PROGRAM TO DEVELOP INDEPENDENT LIVING SKILLS AND RESPONSIBLE PRO-SOCIAL BEHAVIOR. VOCATIONAL DEVELOPMENT PROGRAMS TEACH BASIC EMPLOYMENT SKILLS. RECREATIONAL AND CULTURAL ACTIVITIES ARE PLANNED FOR RESIDENTS, INCLUDING REQUIRED POSITIVE YOUTH DEVELOPMENT ACTIVITIES. PSYCHOLOGICAL AND SOCIAL SERVICES PROVIDE INDIVIDUAL, GROUP, & FAMILY PSYCHOTHERAPY; A FULL-TIME YOUTH COUNSELOR ADVOCATE; & TRAINED STAFF ON CALL 24 HRS A DAY FOR CRISIS INTERVENTION. ROOM AND BOARD ARE PROVIDED IN TWO COTTAGES AT THE FACILITY.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

496,811.

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

2011Attachment
Sequence No **179**

Name(s) shown on return

BROOKFIELD, INC.**C/O DOUGLAS NABHAN - WILLIAMS MULLEN**

Business or activity to which this form relates

FORM 990-PF PAGE 1

Identifying number

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 2010 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 2012 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	28,597.

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 2011	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 2011 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 2011 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	39,588.
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	

116251 11-21-11 LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2011)

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												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
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.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
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 2011 tax year:					
43 Amortization of costs that began before your 2011 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 due date for filing your return See instructions	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	BROOKFIELD, INC.	☒ 54-0638415
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	C/O MARTIN, DOLAN & HOLTON LTD. - 4435 WATERFRONT	☐
	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	01	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 ORGANIZATION C/O THE TREASURER

- The books are in the care of **P.O. BOX 5004 - GLEN ALLEN, VA 23058**

Telephone No. **804-819-2128**

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, 2012**.

5 For calendar year **2011**, 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 NECESSARY 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 must be completed for Part II only.

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

Signature **Babe** Title **C.P.A.**

Date **7/31/12**

Form 8868 (Rev. 1-2012)