Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
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) | Room/suite
P.O. BOX 1320

B Telephone number
804-783-6484

City or town, state or province, country, and ZIP or foreign postal code
RICHMOND, VA 23218-1320

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (*from Part II, col. (c), line 16*) ▶$ 10,107,341.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	4,288.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	162,210.	162,210.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	717,375.			
	b Gross sales price for all assets on line 6a 4,154,183.				
	7 Capital gain net income (from Part IV, line 2)		717,375.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	883,873.	879,585.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	37,500.	37,500.		0.
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	8,135.	8,135.		0.
	c Other professional fees STMT 3	61,266.	61,266.		0.
	17 Interest				
	18 Taxes STMT 4	3,075.	3,075.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,543.	1,543.		0.
	22 Printing and publications				
	23 Other expenses STMT 5	2,654.	2,654.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	114,173.	114,173.		0.
	25 Contributions, gifts, grants paid	317,500.			317,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	431,673.	114,173.		317,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	452,200.			
	b **Net investment income** (if negative, enter -0-)		765,412.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
MAY 22 2014
OGDEN, UT

SCANNED JUN 05 2014

323501
10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

10570514 759400 800723_000 2013.03030 BROOKFIELD, INC. C/O DOUGLA 800723_1

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	107,866.	24,643.	24,643.
2	Savings and temporary cash investments	1,412,705.	260,426.	260,426.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock STMT 6	4,624,832.	7,926,306.	7,926,306.
c	Investments - corporate bonds STMT 7	1,964,986.	1,895,966.	1,895,966.
11	Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 8	687,235.	0.	0.
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	8,797,624.	10,107,341.	10,107,341.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	8,797,624.	10,107,341.	
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**	8,797,624.	10,107,341.	
31	**Total liabilities and net assets/fund balances**	8,797,624.	10,107,341.	

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	8,797,624.
2	Enter amount from Part I, line 27a	2	452,200.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	857,517.
4	Add lines 1, 2, and 3	4	10,107,341.
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	10,107,341.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	4,154,183.		3,436,808.	717,375.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				717,375.

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	717,375.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	309,472.	7,258,990.	.042633
2011	0.	0.	.000000
2010	0.	0.	.000000
2009	0.	0.	.000000
2008	0.	0.	.000000

2 **Total** of line 1, column (d)	2	.042633
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	.008527
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	9,925,758.
5 Multiply line 4 by line 3	5	84,637.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,654.
7 Add lines 5 and 6	7	92,291.
8 Enter qualifying distributions from Part XII, line 4	8	317,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	7,654.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	7,654.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	7,654.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,393.		
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	6,393.
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	1,261.
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 2014 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 the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

Located at ▶ P.O. BOX 1320, RICHMOND, VA ZIP+4 ▶ 23218-1320

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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 9		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

323561
10-10-13

10570514 759400 800723_000 2013.03030 BROOKFIELD, INC. C/O DOUGLA 800723_1

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	9,755,968.
b	Average of monthly cash balances	1b	320,944.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	10,076,912.
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	10,076,912.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	151,154.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,925,758.
6	**Minimum investment return**. Enter 5% of line 5	6	496,288.

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	496,288.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 7,654.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	7,654.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	488,634.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	488,634.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	488,634.

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	317,500.
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	317,500.
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	7,654.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	309,846.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				488,634.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			46,422.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 317,500.				
a Applied to 2012, but not more than line 2a			46,422.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				271,078.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				217,556.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

NONE

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				
F.I.R.S.T. CONTRACTORS 2300 N LOMBARDY STREET RICHMOND, VA 23260	NONE	PUBLIC CHARITY	GENERAL PURPOSES	15,000.
GRASP 4551 COX ROAD, SUITE 110 GLEN ALLEN, VA 23060	NONE	PUBLIC CHARITY	GENERAL PURPOSES	22,500.
VIRGINIA HOME FOR BOYS & GIRLS 8716 WEST BROAD STREET RICHMOND, VA 23294	NONE	PUBLIC CHARITY	GENERAL PURPOSES	35,000.
GOODWILL OF CENTRAL VIRGINIA 6301 MIDLOTHIAN TURNPIKE RICHMOND, VA 25225	NONE	PUBLIC CHARITY	GENERAL PURPOSES	40,000.
PARTNERSHIP FOR FAMILIES - NORTHSIDE 800 WEST GRAHAM ROAD RICHMOND, VA 23222	NONE	PUBLIC CHARITY	GENERAL PURPOSES	30,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	317,500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	162,210.	
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	717,375.	
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.		879,585.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 879,585.

(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).

323621 10-10-13

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee: [signature] | Date: 5.14.14 | Title: TREASURER

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAYME MIKA	[signature]	5/14/14		P00852731

Firm's name ▶ KEITER,STEPHENS,HURST,GARY & SHREAVES,P — Firm's EIN ▶ 54-1631262

Firm's address ▶ P.O. BOX 32066 RICHMOND, VA 23294-2066 — Phone no. (804)747-0000

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 (#4095) - SEE ATTACHED		VARIOUS	VARIOUS
b	DAVENPORT (#4095) - SEE ATTACHED		VARIOUS	VARIOUS
c	DAVENPORT (#9459) - SEE ATTACHED		VARIOUS	VARIOUS
d	DAVENPORT (#6546) - SEE ATTACHED		VARIOUS	VARIOUS
e	DAVENPORT (#6546) - SEE ATTACHED		VARIOUS	VARIOUS
f	DAVENPORT (#8612) - SEE ATTACHED		VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,243,342.		1,177,045.	66,297.
b	2,356,208.		1,768,868.	587,340.
c	255,627.		227,311.	28,316.
d	188,744.		169,320.	19,424.
e	71,038.		54,339.	16,699.
f	39,224.		39,925.	-701.
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				66,297.
b				587,340.
c				28,316.
d				19,424.
e				16,699.
f				-701.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	717,375.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

323591
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PRESBYTERIAN HOMES & FAMILY SERVICES 150 LINDEN AVENUE LYNCHBURG, VA 24503	NONE	PUBLIC CHARITY	GENERAL PURPOSES	35,000.
ST. JOSEPH'S VILLA 8000 BROOK ROAD RICHMOND, VA 23227	NONE	PUBLIC CHARITY	GENERAL PURPOSES	30,000.
YWCA 6 N. 5TH STREET RICHMOND, VA 23219	NONE	PUBLIC CHARITY	GENERAL PURPOSES	30,000.
CHAT 601 N. 31ST STREET RICHMOND, VA 23223	NONE	PUBLIC CHARITY	GENERAL PURPOSES	45,000.
ELK HILL 1975 ELK HILL ROAD GOOCHLAND, VA 23063	NONE	PUBLIC CHARITY	GENERAL PURPOSES	35,000.
Total from continuation sheets				175,000.

323631
05-01-13

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

REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION
1786-4095-RE22-DAM-II-Y
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
05-02-12	01-23-13	1,485 000	Dr Pepper Snapple Group Inc	(4) 61,530.53		(3) 66,005 29	4,474 76	
11-05-08	01-30-13	200 000	Price T Rowe Grp Inc	8,356.24		14,214.64		5,858 40
01-18-06	01-30-13	800 000	Price T Rowe Grp Inc	30,311 40		56,858 57		26,547 17
12-22-10	02-27-13	3,620 000	Bank America Corp	48,165.91		40,265 45		(7,900.46)
05-20-09	02-27-13	1,100 000	Fiserv Inc	46,062 61		89,323 39		43,260 78
07-12-12	03-14-13	1,430 000	Ishares Mbs Etf	(4) 155,730 15		(3) 153,767 46	(1,962 69)	
09-01-10	03-27-13	1,000 000	Check Point Software Technologies Ltd	35,762.60		46,781 35		11,018.75
10-14-09	03-28-13	515 000	Novo Nordisk As Adr	33,603.18		83,213 08		49,609 90
07-14-10	04-17-13	825 000	Illinois Tool Works Inc	36,442.40		50,634 24		14,191 84
10-06-10	04-17-13	195 000	Schlumberger Ltd	12,354.73		13,881.94		1,527 21
02-28-95	04-17-13	860 000	Schlumberger Ltd	11,015.79		61,222 89		50,207 10
04-16-13	05-21-13	0 317	Brookfield Ppty Partnersunit Ltd Partnersh	(4) 6 92		(3) 7 04	0.12	
07-12-12	05-29-13	275 000	Ishares Mbs Etf	29,948.10		29,251.27	(696 83)	
08-17-12	05-29-13	1,155 000	Ishares Mbs Etf	125,294.28		122,855 32	(2,438 96)	
12-21-11	06-05-13	545 000	Union Pacific Corp	54,855 61		83,033 23		28,177 62
11-14-12	06-06-13	0 222	Cst Brands Inc	(4) 4 88		(3) 7 66	2.78	
12-13-07	06-20-13	1,089 562	T Rowe Price ¬ Emerging Markets S	50,000 00		32,370 89		(17,629 11)
12-20-07	06-20-13	12 743	T Rowe Price ¬ Emerging Markets S	522.99		378.59		(144 40)
12-20-07	06-20-13	65.576	T Rowe Price ¬ Emerging Markets S	2,691.22		1,948.26		(742 96)
12-20-07	06-20-13	7.965	T Rowe Price ¬ Emerging Markets S	326.87		236 64		(90.23)
03-28-08	06-20-13	664 187	T Rowe Price ¬ Emerging Markets S	25,000.00		19,733 00		(5,267 00)
07-11-08	06-20-13	713 470	T Rowe Price ¬ Emerging Markets S	25,000 00		21,197 19		(3,802 81)
12-20-10	06-20-13	20 764	T Rowe Price ¬ Emerging Markets S	713 87		616 90		(96.97)
12-20-10	06-20-13	70 598	T Rowe Price ¬ Emerging Markets S	2,427 16		2,097 47		(329 69)
12-20-12	06-20-13	34.484	T Rowe Price ¬ Emerging Markets S	(4) 1,161.75		(3) 1,024 52	(137.23)	
12-18-09	06-20-13	35 693	T Rowe Price ¬ Emerging Markets S	1,065.45		1,060 44		(5.01)
12-20-11	06-20-13	30 843	T Rowe Price ¬ Emerging Markets S	867 61		916 35		48.74
05-06-09	06-20-13	1,427 891	T Rowe Price ¬ Emerging Markets S	30,000 00		42,422 64		12,422.64
12-18-08	06-20-13	93 160	T Rowe Price ¬ Emerging Markets S	1,557 64		2,767 78		1,210.14
01-08-09	06-20-13	3,028 468	T Rowe Price ¬ Emerging Markets S	50,000 00		89,975 78		39,975 78
12-28-07	06-20-13	2,874.283	Thornburg ¬ Intl Value	97,409 45		80,106 27		(17,303 18)
12-28-07	06-20-13	12 433	Thornburg ¬ Intl Value	420 37		346 51		(73 86)
03-28-08	06-20-13	3,284 072	Thornburg ¬ Intl Value	100,000 00		91,527 09		(8,472 91)
03-29-11	06-20-13	31 024	Thornburg ¬ Intl Value	914 28		864 64		(49 64)
06-30-08	06-20-13	135 783	Thornburg ¬ Intl Value	3,956 71		3,784 27		(172 44)
06-28-11	06-20-13	120 116	Thornburg ¬ Intl Value	3,472 55		3,347 63		(124 92)

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

REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION
1786-4095-RE22-DAM-II-Y
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
03-26-13	06-20-13	57 435	Thornburg - Intl Value	4 1,645 52		3 1,600 71	(44 81)	
12-29-10	06-20-13	23 211	Thornburg - Intl Value	660 13		646 89		(13 24)
07-11-08	06-20-13	2,671 892	Thornburg - Intl Value	75,000 00		74,465 63		(534.37)
03-28-12	06-20-13	42 801	Thornburg - Intl Value	1,179 18		1,192 86		13 68
09-26-12	06-20-13	57.011	Thornburg - Intl Value	4 1,541 00		3 1,588.90	47 90	
09-28-10	06-20-13	82 937	Thornburg - Intl Value	2,214 42		2,311 45		97 03
03-30-10	06-20-13	52 203	Thornburg - Intl Value	1,337 45		1,454 90		117.45
09-30-08	06-20-13	113 529	Thornburg - Intl Value	2,885 91		3,164 05		278.14
12-28-11	06-20-13	26.859	Thornburg - Intl Value	658.32		748 56		90.24
06-27-12	06-20-13	111 645	Thornburg - Intl Value	4 2,724 15		3 3,111 55	387 40	
09-29-09	06-20-13	68 133	Thornburg - Intl Value	1,651.55		1,898 87		247.32
06-29-10	06-20-13	119 931	Thornburg - Intl Value	2,886 75		3,342 48		455.73
09-28-11	06-20-13	67 992	Thornburg - Intl Value	1,605.29		1,894.94		289 65
06-30-09	06-20-13	215 087	Thornburg - Intl Value	4,564.14		5,994 47		1,430 33
05-06-09	06-20-13	2,960 039	Thornburg - Intl Value	60,000.00		82,496 29		22,496 29
10-16-08	06-20-13	2,480 159	Thornburg - Intl Value	50,000 00		69,122 03		19,122.03
12-30-08	06-20-13	68 411	Thornburg - Intl Value	1,286 81		1,906 61		619 80
08-30-06	07-03-13	940 000	Procter & Gamble Company	58,230.56		73,545 82		15,315 26
03-09-11	07-08-13	100,000.000	Merck & Co Inc New Note 2 250% Due 01-15-16	98,575 00	662 79	103,249 00		4,011 21
02-21-13	07-08-13	950 000	Ishares 1-3 Yr Credit Bond	4 100,344 23		3 99,482.37	(861 86)	
03-14-13	07-08-13	545 000	Ishares 1-3 Yr Credit Bond	57,551 73		57,071 46	(480 27)	
05-29-13	07-08-13	1,500 000	Ishares Floating Rate Bond Etf	76,049.55		75,705 48	(344 07)	
03-12-13	07-08-13	1,000 000	Ishares Floating Rate Bond Etf	50,619 80		50,470 32	(149 48)	
04-16-13	07-10-13	198 000	Brookfield Ppty Partnersunit Ltd Partnersh	4,308 55		3,962 82	(345 73)	
11-14-12	07-10-13	222 000	Cst Brands Inc	4,878 76		7,139 56	2,260 80	
01-20-11	07-15-13	100,000 000	Berkshire Hathaway Fin Corp Gtd Sr Note 2 450% Due 12-15-15	99,751 00	122 37	104,028 00		4,154 63
06-26-13	07-29-13	255 000	Nestle S A Spnsd Adr Repsting Reg Shs	4 16,528 79		3 17,013 30	484 51	
06-27-12	07-29-13	58 000	Amazon com Inc	13,169 43		17,857 31		4,687 88
02-28-13	07-29-13	120 000	Amgen Inc	4 11,091 43		3 13,028 18	1,936 75	
09-14-06	07-29-13	36 000	Apple Inc	2,680 91		16,082 72		13,401 81
09-03-08	07-29-13	220.000	Automatic Data Processing Inc	10,036 20		15,826 54		5,790 34

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

REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION
1786-4095-RE22-DAM-II-Y
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
05-22-13	07-29-13	93 000	Celgene Corp	11,777.06		13,226 70	1,449 64	
11-10-05	07-29-13	30.000	Google Inc Cl A	11,562.23		26,641 64		15,079 41
10-17-12	07-29-13	189 000	Ishares Nasdaq Biotechnology Etf	27,586 53		36,733 42	9,146 89	
02-01-12	07-29-13	560 000	Twenty First Century Foxinc Cl A	9,541.82		16,687 77		7,145 95
04-09-13	07-29-13	555 000	Microsoft Corp	16,477 95		17,448 90	970 95	
08-14-09	07-29-13	175.000	Qualcomm Inc	8,039 40		11,259 30		3,219 90
09-10-08	07-29-13	200.000	Accenture Plc Ireland Class A New	7,720 42		14,479.75		6,759 33
03-27-13	07-29-13	330 000	Amerisourcebergen Corp	16,741 17		19,222 17	2,481 00	
09-08-10	07-29-13	165 000	Anheuser Busch Inbev Sa/nv	9,200 22		14,643 52		5,443.30
08-31-11	07-29-13	240 000	Berkshire Hathaway Inc De Cl B New	17,543.96		27,863.54		10,319 58
06-18-08	07-29-13	605 000	Brookfield Asset Management Inc	21,176 69		22,868 74		1,692 05
03-16-06	07-29-13	160 000	Chevron Corp	9,163 94		20,186 05		11,022.11
03-27-13	07-29-13	325.000	Danaher Corp	20,009.44		21,733 38	1,723 94	
06-04-08	07-29-13	300.000	Disney Walt Company	10,181.16		19,367 84		9,186.68
01-30-13	07-29-13	540 000	General Electric Company	12,163.45		13,229 82	1,066 37	
08-29-12	07-29-13	430.000	General Motors Company	9,216 15		15,668 97	6,452 82	
08-22-12	07-29-13	90 000	Goldman Sachs Group Inc	9,494 34		14,630 15	5,135 81	
07-25-07	07-29-13	90 000	International Business Machines Corp	10,500 02		17,604 59		7,104 57
09-26-07	07-29-13	540 000	Jpmorgan Chase & Company	24,963 88		29,964 08		5,000 20
12-12-12	07-29-13	520 000	Johnson & Johnson	37,112 44		48,318 07	11,205 63	
11-14-12	07-29-13	280 000	Mcdonalds Corp	23,901 16		27,305 12	3,403 96	
04-17-13	07-29-13	140 000	Parker-hannifin Corp	12,227 92		14,216 76	1,988 84	
06-19-13	07-29-13	130 000	Praxair Inc	15,587 26		15,389 14	(198 12)	
06-15-11	07-29-13	200 000	Stanley Black & Decker Inc	13,649 24		16,789 76		3,140 52
05-12-04	07-29-13	200 000	United Technologies Corp	8,302 80		20,937 66		12,634.86
05-16-13	07-29-13	475.000	Valero Energy Corp	18,958 58		16,895 49	(2,063 09)	
06-25-08	07-29-13	250.000	Wal-mart Stores Inc	14,585 57		19,499 81		4,914 23
11-14-12	07-29-13	560 000	Walgreen Company	18,268 77		28,425 13	10,156 36	
12-05-11	07-29-13	240 000	Wellpoint Inc	16,908 95		20,524 47		3,615.52
01-05-11	07-29-13	30 000	Wellpoint Inc	1,751 69		2,565 56		813.87
04-25-12	07-29-13	350 000	Wells Fargo & Co New	11,690 80		15,158 24		3,467 44
12-16-09	07-29-13	100 000	Wells Fargo & Co New	2,608 82		4,330 92		1,722 10
02-01-12	07-31-13	0 750	News Corp New Cl A	6 89		11 51		4 62
03-18-09	08-02-13	50,000 000	Pfizer Inc Note 5 350% Due 03-15-15	51,521 00	(1,067 76)	53,692 50		3,239.26
06-16-10	08-07-13	190 000	Visa Inc Class A	14,489 88		34,306 16		19,816.28
02-01-12	08-21-13	753 000	News Corp New Cl A	6,918 68		11,761 28		4,842 60
07-25-07	08-21-13	425 000	International Business Machines Corp	49,583 43		78,558 39		28,974 96
04-09-13	08-23-13	10 000	Microsoft Corp	296 90		342 46	45 56	
08-03-05	08-23-13	2,100 000	Microsoft Corp	56,834 40		71,916 62		15,082 22
08-14-02	08-23-13	600 000	Microsoft Corp	14,467 57		20,547 60		6,080 03
02-01-12	10-02-13	2,455 000	Twenty First Century Foxinc Cl A	41,830 65		82,893 11		41,062 46
06-15-11	10-16-13	750 000	Stanley Black & Decker Inc	51,184 65		57,614 15		6,429 50
10-17-12	10-18-13	171 000	Ishares Nasdaq Biotechnology Etf	24,959 24		35,283 63		10,324 39
03-12-13	11-04-13	2,000 000	Ishares Floating Rate Bond Etf	101,239 60		101,341 64	102 04	
02-05-13	11-04-13	1,945 000	Ishares Floating Rate Bond Etf	98,436 45		98,554 74	118 29	

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

REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION
1786-4095-RE22-DAM-II-Y
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
10-17-12	11-13-13	55 000	Ishares Nasdaq Biotechnology Etf	8,027.83		11,329.83		3,302.00
11-07-12	11-13-13	294 000	Ishares Nasdaq Biotechnology Etf	38,585.40		60,563 09		21,977 69
02-13-13	11-14-13	465.000	Aon Plc Cl A	(4) 26,589.30		(3) 37,566.65	10,977 35	
TOTAL GAINS							76,020 47	650,092.53
TOTAL LOSSES							(9,723.14)	(62,753 20)
				2,946,195.51	(282.60)	3,599,549.57	66,297.33	587,339.34
TOTAL REALIZED GAIN/LOSS		653,636 66						

S/T

Proceeds Σ(3) 1,243,341.92

Basis Σ(4) 1,177,044.59

L/T

Proceeds 2,356,207.65

Basis 1,768,868.32

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

REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION WILLIAMS MULLEN
C/O DOUGLAS NABHAN
6609-9459-RE22-DAM-VI-Y
From 01-01-13 Through 12-31-13

							Gain Or Loss	
Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Short Term	Long Term
01-16-13	01-29-13	430 000	Teekay Corp	14,576 96		15,433 47	856 51	
01-16-13	02-06-13	95 000	Marathon Petroleum Corp	6,176 89		7,332.77	1,155.88	
01-16-13	02-06-13	485 000	Suntrust Banks Inc	14,142 55		13,888.05	(254 50)	
01-16-13	03-20-13	240 000	Royal Dutch Shell Plc Sponsored Adr Reps	17,119 18		16,200.96	(918.22)	
01-16-13	04-03-13	160 000	Heinz Hj Company Chg	9,477 90		11,546 08	2,068 18	
01-16-13	05-08-13	155.000	Procter & Gamble Company	10,750 78		12,043 15	1,292 37	
01-16-13	05-16-13	235 000	Dr Pepper Snapple Group Inc	10,610 25		11,647 33	1,037 08	
01-16-13	05-22-13	140 000	Wisdomtree Japan Hedged Equity Fd Etf	5,296.20		7,488 18	2,191 98	
01-16-13	05-29-13	145.000	Tortoise Energy *Infrastructure Cor	5,923 23		6,658 28	735 05	
01-16-13	06-26-13	390.000	Dow Chemical Company	13,135 16		12,505 68	(629 48)	
02-13-13	06-26-13	150 000	Dow Chemical Company	4,966 89		4,809 88	(157 01)	
02-22-13	08-05-13	80.000	Linnco Llc	3,088.89		2,341 17	(747.72)	
01-16-13	08-05-13	280 000	Linnco Llc	10,295 99		8,194 09	(2,101 90)	
01-16-13	08-14-13	225 000	Wisdomtree Japan Hedged Equity Fd Etf	8,511.75		10,499 56	1,987 81	
04-09-13	08-23-13	90 000	Microsoft Corp	2,672 10		3,082 14	410.04	
01-16-13	08-23-13	425 000	Microsoft Corp	11,508 58		14,554 55	3,045.97	
01-16-13	09-04-13	460.000	Vodafone Group Plcoldchgsponsored Adr	11,771 35		14,771.17	2,999 82	
01-16-13	09-17-13	145 000	Cracker Barrel Old Country Store Inc	9,255 21		15,521 12	6,265 91	
01-16-13	10-16-13	180 000	Norfolk Southern Corp	11,806 18		14,288 33	2,482 15	
01-16-13	10-16-13	195 000	Darden Restaurants Inc	8,845 20		9,913 94	1,068 74	
01-16-13	12-02-13	245 000	Travelers Companies Inc	18,510 98		21,878 05	3,367 07	
01-16-13	12-04-13	145 000	Walgreen Company	5,720 24		8,424 02	2,703.78	
06-12-13	12-12-13	290 000	Transcanada Corp	13,148 60		12,604.69	(543.91)	
TOTAL GAINS							33,668 34	0 00
TOTAL LOSSES							(5,352 74)	0 00
				227,311.06	0.00	255,626.66	28,315.60	0.00
TOTAL REALIZED GAIN/LOSS			28,315 60					

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
EST. 1863 • MEMBER: NYSE • FINRA • SIPC

REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION WILLIAMS MULLEN
C/O DOUGLAS NABHAN
7975-6546-RE22-MCP-2-Y
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
08-08-12	07-29-13	130.000	Aon Plc Cl A	6,680.52		8,627 96	1,947.44	
11-14-12	07-29-13	155.000	Walgreen Company	5,056.53		7,861.48	2,804.95	
07-29-13	08-09-13	355.000	Lamar Advertising Company Class A	15,563.20		15,629 03	65 83	
08-08-12	08-09-13	130.000	Aon Plc Cl A	(2) 6,680.52		(1) 8,979 02		2,298.50
07-29-13	08-16-13	270.000	Rockwell Collins Inc De	19,016.07		19,543.18	527.11	
07-29-13	08-26-13	150.000	Safety Insurance Group	8,139.75		7,809.67	(330.08)	
07-29-13	09-03-13	225.000	Albemarle Corp	13,893.70		13,901 56	7.86	
06-26-08	09-03-13	5.000	Albemarle Corp	(2) 215.25		(1) 308.92		93.67
07-29-13	10-08-13	625.000	Cst Brands Inc	20,543.69		18,272.37	(2,271.32)	
07-29-13	10-16-13	70.000	O Reilly Automotive Inc New	8,640.10		9,201.31	561.21	
07-29-13	10-31-13	165.000	Dollar Tree Inc	8,744.86		9,628.17	883 31	
08-08-12	10-31-13	165.000	Aon Plc Cl A	(2) 8,479.12		(1) 13,143.09		4,663 97
11-14-12	11-05-13	420.000	Walgreen Company	13,701.58		25,087.67	11,386.09	
07-29-13	11-05-13	420.000	American Intl Group Inc New	19,508.97		20,450 70	941.73	
01-18-12	11-26-13	350.000	National Oilwell Varco Inc	(2) 26,263.97		(1) 28,387.87		2,123.90
07-29-13	11-26-13	110.000	National Oilwell Varco Inc	7,819 90		8,921 90	1,102.00	
07-29-13	11-27-13	265.000	Safety Insurance Group	14,380.23		14,901 59	521.36	
07-29-13	12-09-13	120.000	Intuit Inc	7,631.32		8,907 02	1,275.70	
06-26-08	12-17-13	295.000	Albemarle Corp	(2) 12,699.90		(1) 20,219.48		7,519.58
TOTAL GAINS							22,024.59	16,699.62
TOTAL LOSSES							(2,601.40)	0.00
[illegible]				223,659.18	0.00	259,781.99	19,423.19	16,699.62

TOTAL REALIZED GAIN/LOSS 36,122.81

Portfolio Fees Incurred: 1,829.90

	S/T		L/T
Proceeds	188,743.61	Proceeds	Σ (1) 71,038.38
Basis	169,320.42	Basis	Σ (2) 54,338.76

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

REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION WILLIAMS MULLEN
C/O DOUGLAS NABHAN
5856-8612-RE22-SIA-Y
From 01-01-13 Through 12-31-13

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss Short Term	Gain Or Loss Long Term
06-21-13	07-26-13	215.000	Air Liquide Adr	5,280.40		5,609.25	328.85	
06-21-13	09-17-13	1,135.000	Lonza Group Ag Adr	8,206 05		9,113 89	907.84	
06-21-13	09-23-13	305.000	Potash Corp Of Saskatchewan In	11,989.52		9,805 58	(2,183.94)	
06-21-13	09-24-13	190 000	Xinyi Glass Hldgs Ltd Ads Repstg 20 Shs	2,975 40		3,385 74	410.34	
06-21-13	10-02-13	630.000	Lonza Group Ag Adr	4,554 90		5,134.41	579.51	
06-21-13	10-10-13	195.000	Fresenius Medical Care Ag & Co Kgaa	6,918 58		6,175.11	(743.47)	
TOTAL GAINS							2,226.54	0.00
TOTAL LOSSES							(2,927.41)	0.00
				39,924.85	0.00	39,223.98	(700.87)	0.00

TOTAL REALIZED GAIN/LOSS (700.87)

Portfolio Fees Incurred: 3,293.10

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DAVENPORT	162,210.	0.	162,210.	162,210.	
TO PART I, LINE 4	162,210.	0.	162,210.	162,210.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING EXPENSES	8,135.	8,135.		0.
TO FORM 990-PF, PG 1, LN 16B	8,135.	8,135.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	51,086.	51,086.		0.
PROFESSIONAL SERVICES	10,180.	10,180.		0.
TO FORM 990-PF, PG 1, LN 16C	61,266.	61,266.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	3,075.	3,075.		0.
TO FORM 990-PF, PG 1, LN 18	3,075.	3,075.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	2,651.	2,651.		0.
OFFICE EXPENSES	3.	3.		0.
TO FORM 990-PF, PG 1, LN 23	2,654.	2,654.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	7,926,306.	7,926,306.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,926,306.	7,926,306.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,895,966.	1,895,966.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,895,966.	1,895,966.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	FMV	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOUGLAS M. NABHAN P.O. BOX 1320 RICHMOND, VA 23218	PRESIDENT 5.00	0.	0.	0.
THOMAS R. BEAN P.O. BOX 1320 RICHMOND, VA 23218	VICE PRESIDENT 5.00	0.	0.	0.
MAUREEN S. MAUCK P.O. BOX 1320 RICHMOND, VA 23218	SECRETARY 5.00	0.	0.	0.
MALCOLM H. HINES, III P.O. BOX 1320 RICHMOND, VA 23218	TREASURER 5.00	0.	0.	0.
CHARLES CABELL P.O. BOX 1320 RICHMOND, VA 23218	DIRECTOR 1.00	0.	0.	0.
CICELY M. POWELL P.O. BOX 1320 RICHMOND, VA 23218	DIRECTOR - ROLLED OFF 3/13 1.00	0.	0.	0.
CRIT T. RICHARDSON P.O. BOX 1320 RICHMOND, VA 23218	DIRECTOR 1.00	0.	0.	0.
JANINE S. DAVILA P.O. BOX 1320 RICHMOND, VA 23218	DIRECTOR 1.00	0.	0.	0.
KATHERINE M. HOTTINGER P.O. BOX 1320 RICHMOND, VA 23218	DIRECTOR 1.00	0.	0.	0.
ROBYN TYER P.O. BOX 1320 RICHMOND, VA 23218	DIRECTOR 1.00	0.	0.	0.
TAYLOR BELL P.O. BOX 1320 RICHMOND, VA 23218	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.