Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

| | | |
|---|---|---|
| Name of foundation<br>BROOKFIELD, INC.<br>C/O DOUGLAS NABHAN - WILLIAMS MULLEN | | A Employer identification number<br>54-0638415 |
| Number and street (or P O box number if mail is not delivered to street address)<br>P.O. BOX 1320 | Room/suite | B Telephone number<br>804-783-6484 |
| City or town, state or province, country, and ZIP or foreign postal code<br>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<br>☐ Final return ☐ Amended return<br>☐ Address change ☐ Name change | | D 1. Foreign organizations, check here ▶ ☐<br>2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐ |
| H Check type of organization: ☒ Section 501(c)(3) exempt private foundation<br>☐ 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)* ▶$ 10,577,137. | J Accounting method: ☐ Cash ☒ Accrual<br>☐ Other (specify)<br>*(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 | 7,302. | | N/A | |
| | 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 | 204,147. | 204,147. | | STATEMENT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 1,058,442. | | | |
| | b Gross sales price for all assets on line 6a 4,918,325. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 1,058,442. | | |
| | 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 | 1,269,891. | 1,262,589. | | |
| 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 | 6,563. | 6,563. | | 0. |
| | c Other professional fees STMT 3 | 57,512. | 57,512. | | 0. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 4 | 8,444. | 7,183. | | 0. |
| | 19 Depreciation and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | 152. | 152. | | 0. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 5 | 5,579. | 5,579. | | 0. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 115,750. | 114,489. | | 0. |
| | 25 Contributions, gifts, grants paid | 340,000. | | | 340,000. |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 455,750. | 114,489. | | 340,000. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 814,141. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 1,148,100. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 24,643. | 9,821. | 9,821. |
| | 2 | Savings and temporary cash investments | 260,426. | 930,790. | 930,790. |
| | 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 | 7,926,306. | 7,620,923. | 7,620,923. |
| | c | Investments - corporate bonds STMT 7 | 1,895,966. | 2,015,603. | 2,015,603. |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other | | | |
| | 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) | 10,107,341. | 10,577,137. | 10,577,137. |
| 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 | 10,107,341. | 10,577,137. | |
| | 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** | 10,107,341. | 10,577,137. | |
| | 31 | **Total liabilities and net assets/fund balances** | 10,107,341. | 10,577,137. | |

**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 | 10,107,341. |
| 2 | Enter amount from Part I, line 27a | 2 | 814,141. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 | Add lines 1, 2, and 3 | 4 | 10,921,482. |
| 5 | Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS | 5 | 344,345. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 10,577,137. |

## 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 | 4,918,325. | | 3,859,883. | 1,058,442. |

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 | | | | 1,058,442. |

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 — 1,058,442.

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

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

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---|---|---|
| 2013 | 309,846. | 9,925,758. | .031216 |
| 2012 | 309,472. | 7,258,990. | .042633 |
| 2011 | 416,958. | 4,759,562. | .087604 |
| 2010 | 535,626. | 6,443,914. | .083121 |
| 2009 | 315,088. | 5,950,017. | .052956 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | .297530 |
| 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 | .059506 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 | 4 | 10,127,951. |
| 5 | Multiply line 4 by line 3 | 5 | 602,674. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 11,481. |
| 7 | Add lines 5 and 6 | 7 | 614,155. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 340,000. |

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

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

| | | | |
|---|---|---|---|
| 1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. | | | |
| Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) | | | |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | 1 | 22,962. |
| 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 | 22,962. |
| 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 | 22,962. |
| 6 Credits/Payments: | | | |
| a 2014 estimated tax payments and 2013 overpayment credited to 2014 | 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 | 172. |
| 9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | 9 | 23,134. |
| 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 2015 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)? | 1b | | X |
| *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0. | | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV* | 7 | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA | | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

**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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶ | | | |

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

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

| | | | 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 2014? | | 1c | | X |
| **2** | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | | |
| **a** | At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? | ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ____, ____, ____, ____ | | | | |
| **b** | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) | N/A | 2b | | |
| **c** | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____ | | | | |
| **3a** | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ Yes ☒ No | | | |
| **b** | If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)* | N/A | 3b | | |
| **4a** | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | X |
| **b** | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? | | 4b | | X |

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

*If "Yes," attach the statement required by Regulations section 53.4945-5(d).*

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: 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 8 | | 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. |

Form **990-PF** (2014)

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16230511 759400 800723_000 2014.03040 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 | 9,834,659. |
| b | Average of monthly cash balances | 1b | 447,525. |
| c | Fair market value of all other assets | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 10,282,184. |
| 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 | 10,282,184. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 154,233. |
| 5 | **Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 10,127,951. |
| 6 | **Minimum investment return** Enter 5% of line 5 | 6 | 506,398. |

## 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 | 506,398. |
| 2a | Tax on investment income for 2014 from Part VI, line 5 — 2a: 22,962. | | |
| b | Income tax for 2014. (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 22,962. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 483,436. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 483,436. |
| 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 | 483,436. |

## 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 | 340,000. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 340,000. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b | 5 | 0. |
| 6 | **Adjusted qualifying distributions**. Subtract line 5 from line 4 | 6 | 340,000. |

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

**Part XIII Undistributed Income** (see instructions)

| | (a) Corpus | (b) Years prior to 2013 | (c) 2013 | (d) 2014 |
|---|---|---|---|---|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 483,436. |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only | | | 177,251. | |
| b Total for prior years: ___ , ___ , ___ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2014: | | | | |
| a From 2009 | | | | |
| b From 2010 | | | | |
| c From 2011 | | | | |
| d From 2012 | | | | |
| e From 2013 | | | | |
| f **Total** of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 340,000. | | | | |
| a Applied to 2013, but not more than line 2a | | | 177,251. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2014 distributable amount | | | | 162,749. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).) | 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 2013. Subtract line 4a from line 2a. Taxable amount - see instr. | | | 0. | |
| f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 | | | | 320,687. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) | 0. | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 | 0. | | | |
| 9 **Excess distributions carryover to 2015** Subtract lines 7 and 8 from line 6a | 0. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2010 | | | | |
| b Excess from 2011 | | | | |
| c Excess from 2012 | | | | |
| d Excess from 2013 | | | | |
| e Excess from 2014 | | | | |

**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 2014, 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 (a) 2014 | Prior 3 years (b) 2013 | (c) 2012 | (d) 2011 | (e) Total |
|---|---|---|---|---|---|
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☒ 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<br>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* | | | | |
| CHALLENGE DISCOVERY<br>UNIVERSITY OF RICHMOND<br>RICHMOND, VA 23173 | NONE | PUBLIC CHARITY | GENERAL PURPOSES | 40,000. |
| COMMUNITIES IN SCHOOLS<br>2922 W. MARSHALL ST, SUITE 2<br>RICHMOND, VA 23230 | NONE | PUBLIC CHARITY | GENERAL PURPOSES | 40,000. |
| F.I.R.S.T. CONTRACTORS<br>2300 N LOMBARDY STREET<br>RICHMOND, VA 23260 | NONE | PUBLIC CHARITY | GENERAL PURPOSES | 15,000. |
| FAMILY LIFELINE<br>2325 W. BROAD STREET<br>RICHMOND, VA 23220 | NONE | PUBLIC CHARITY | GENERAL PURPOSES | 40,000. |
| GREATER RICHMOND SCAN<br>103 E GRACE STREET<br>RICHMOND, VA 23219 | NONE | PUBLIC CHARITY | GENERAL PURPOSES | 25,000. |
| **Total** SEE CONTINUATION SHEET(S) | | | ▶ 3a | 340,000. |
| *b Approved for future payment* | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| **Total** | | | ▶ 3b | 0. |

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

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | 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 | | | 18 | 204,147. | |
| 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 | 1,058,442. | |
| 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. | | 1,262,589. | 0. |

13 Total Add line 12, columns (b), (d), and (e) 13 1,262,589.

(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). |
|---|---|
| | |

**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

Thomas R. Bean — 5/12/2015 — President

Signature of officer or trustee — Date — Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| THOMAS M. DENSON | [signature] | 5/11/15 | | P00443600 |

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

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

# Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990* .

OMB No 1545-0047

**2014**

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

**Special Rules**

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ______________

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

| Name of organization | Employer identification number |
|---|---|
| BROOKFIELD, INC.<br>C/O DOUGLAS NABHAN - WILLIAMS MULLEN | 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 | WILLIAMS MULLEN<br>200 S. 10 STREET, SUITE 1600<br>RICHMOND, VA 23219 | $ 5,035. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II for noncash contributions ) |

| Name of organization | Employer identification number |
|---|---|
| BROOKFIELD, INC.<br>C/O DOUGLAS NABHAN - WILLIAMS MULLEN | 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 |
|---|---|---|---|
| | | $ | |

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

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

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

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

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

Name of organization

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

Employer identification number

54-0638415

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

Use duplicate copies of Part III if additional space is needed

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

**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 (#9459) - SEE ATTACHED | | VARIOUS | VARIOUS |
| b | DAVENPORT (#9459) - SEE ATTACHED | | VARIOUS | VARIOUS |
| c | DAVENPORT (#8612) - SEE ATTACHED | | VARIOUS | VARIOUS |
| d | DAVENPORT (#8612) - SEE ATTACHED | | VARIOUS | VARIOUS |
| e | DAVENPORT (#6546) - SEE ATTACHED | | VARIOUS | VARIOUS |
| f | DAVENPORT (#6546) - SEE ATTACHED | | VARIOUS | VARIOUS |
| g | DAVENPORT (#4095) - SEE ATTACHED | | VARIOUS | VARIOUS |
| h | DAVENPORT (#4095) - SEE ATTACHED | | VARIOUS | VARIOUS |
| i | CAPITAL GAINS DIVIDENDS | | | |
| 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 | 45,943. | | 39,702. | 6,241. |
| b | 121,422. | | 98,323. | 23,099. |
| c | 142,920. | | 145,592. | -2,672. |
| d | 18,482. | | 18,977. | -495. |
| e | 474,086. | | 413,747. | 60,339. |
| f | 85,365. | | 66,010. | 19,355. |
| g | 1,565,624. | | 1,442,932. | 122,692. |
| h | 2,462,787. | | 1,634,600. | 828,187. |
| i | 1,696. | | | 1,696. |
| 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 | | | | 6,241. |
| b | | | | 23,099. |
| c | | | | -2,672. |
| d | | | | -495. |
| e | | | | 60,339. |
| f | | | | 19,355. |
| g | | | | 122,692. |
| h | | | | 828,187. |
| i | | | | 1,696. |
| 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 | 1,058,442. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 | 3 | N/A |

423591
05-01-14

**Part XV Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient<br>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 |
|---|---|---|---|---|
| J. SARGEANT REYNOLDS COMMUNITY COLLEGE<br>1651 E PARHAM ROAD<br>RICHMOND, VA 23285 | NONE | PUBLIC CHARITY | GENERAL PURPOSES | 45,000. |
| NEIGHBORHOOD RESOURCE CENTER<br>1519 WILLIAMSBURG ROAD<br>RICHMOND, VA 23231 | NONE | PUBLIC CHARITY | GENERAL PURPOSES | 25,000. |
| PARTNERSHIP FOR THE FUTURE<br>4521 HIGHWOODS PARKWAY<br>GLEN ALLEN, VA 23060 | NONE | PUBLIC CHARITY | GENERAL PURPOSES | 20,000. |
| RICHMOND HILL<br>2209 E GRACE STREET<br>RICHMOND, VA 23223 | NONE | PUBLIC CHARITY | GENERAL PURPOSES | 40,000. |
| SACRED HEART CENTER<br>1409 PERRY STREET<br>RICHMOND, VA 23224 | NONE | PUBLIC CHARITY | GENERAL PURPOSES | 30,000. |
| VIRGINIA FOUNDATION FOR COMMUNITY COLLEGE EDUCATION<br>101 N. 14TH STREET, 15TH FLOOR<br>RICHMOND, VA 23219 | NONE | PUBLIC CHARITY | GENERAL PURPOSES | 20,000. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total from continuation sheets | | | | 180,000. |

423631
05-01-14

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

REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION WILLIAMS MULLEN
C/O DOUGLAS NABHAN
6609-9459-RES9-DAM-VI-Y
*From 01-01-14 Through 12-31-14*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 01-16-13 | 01-22-14 | 90 000 | Raytheon Company New | 5,201 99 | | 8,273 82 | | 3,071 83 |
| 01-16-13 | 01-27-14 | 140 000 | Tortoise Energy *Infrastructure Cor | 5,718 99 | | 5,939 47 | | 220 48 |
| 01-16-13 | 02-05-14 | 520 000 | Weyerhaeuser Company | 15,833 95 | | 15,078.34 | | (755 61) |
| 01-16-13 | 02-12-14 | 90 000 | Walgreen Company Chg | 3,550 49 | | 5,782 75 | | 2,232.26 |
| 01-16-13 | 02-19-14 | 85 000 | Dominion Resources Inc Va New | 4,454 85 | | 6,043 82 | | 1,588 97 |
| 01-16-13 | 03-19-14 | 195 000 | Walgreen Company Chg | 7,692 73 | | 13,047 00 | | 5,354.27 |
| 01-16-13 | 04-09-14 | 160 000 | Jpmorgan Chase & Company | 7,448 00 | | 9,387.97 | | 1,939 97 |
| 08-09-13 | 05-14-14 | 185 000 | Teva Pharmaceutical Indsltd Adr | 2 7,478 16 | | 1 9,380 46 | 1,902 30 | |
| 01-22-14 | 06-11-14 | 550 000 | Goldcorp Inc New | 12,867 36 | | 13,257 68 | 390 32 | |
| 01-16-13 | 07-01-14 | 0 647 | Fidelity National Financial Inc New | 7 48 | | 11 33 | | 3 85 |
| 01-16-13 | 07-02-14 | 191 000 | Fidelity National Financial Inc New | 2,207 15 | | 3,121 75 | | 914 60 |
| 05-01-13 | 07-23-14 | 60 000 | Glaxosmithkline Plc Sponsored Adr | 3,095 06 | | 3,007 49 | | (87 57) |
| 01-16-13 | 07-23-14 | 345 000 | Glaxosmithkline Plc Sponsored Adr | 15,142 02 | | 17,293.09 | | 2,151 07 |
| 01-28-14 | 07-23-14 | 330.000 | Realty Income Corp * | 2 13,340.32 | | 1 14,900 69 | 1,560 37 | |
| 01-16-13 | 08-13-14 | 65.000 | Wellpoint Inc Xxx | 4,024 15 | | 7,138.82 | | 3,114 67 |
| 01-16-13 | 09-03-14 | 245 000 | Bp Plc Sponsored Adr | 10,804 48 | | 11,720.00 | | 915.52 |
| 03-06-13 | 09-03-14 | 110 000 | Bp Plc Sponsored Adr | 4,477 67 | | 5,262 04 | | 784 37 |
| 08-14-13 | 09-17-14 | 75 000 | Marathon Petroleum Corp | 5,633 77 | | 6,569 46 | | 935 69 |
| 01-16-13 | 09-17-14 | 5 000 | Marathon Petroleum Corp | 325 10 | | 437 96 | | 112 86 |
| 10-09-13 | 10-01-14 | 165 000 | Archer Daniels Midland Company | 2 6,016 48 | | 1 8,404 06 | 2,387 58 | |
| 01-16-13 | 10-01-14 | 20 000 | Archer Daniels Midland Company | 568 00 | | 1,018.67 | | 450.67 |
| 01-16-13 | 10-13-14 | 0 666 | Cdk Global Inc | 14.90 | | 20 38 | | 5 48 |
| 01-16-13 | 10-15-14 | 76 000 | Cdk Global Inc | 1,700.61 | | 1,923 55 | | 222 94 |
| 10-16-13 | 12-04-14 | 50.000 | California Resources Corp | 421 69 | | 344 35 | | (77 34) |
| TOTAL GAINS | | | | | | | 6,240 57 | 24,019 50 |
| TOTAL LOSSES | | | | | | | 0 00 | (920 52) |
| | | | | **138,025.40** | **0.00** | **167,364.95** | **6,240.57** | **23,098.98** |

TOTAL REALIZED GAIN/LOSS 29,339 55
NO CAPITAL GAINS DISTRIBUTIONS

Portfolio Fees Incurred 4,711 88

S/T
Proceeds Σ1 45,942.89
Basis Σ2 39,702.32

L/T
Proceeds 121,422.06
Basis 98,323.08

**DAVENPORT**
& COMPANY LLC
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REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION WILLIAMS MULLEN
C/O DOUGLAS NABHAN
5856-8612-RES9-SIA-Y
*From 01-01-14 Through 12-31-14*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 01-10-14 | 01-16-14 | 75 000 | Baidu Inc Sponsored Adr Reps | 13,326 75 | | 12,800 77 | (525 98) | |
| 06-21-13 | 01-16-14 | 35 000 | Baidu Inc Sponsored Adr Reps | 3,276 35 | | 5,973 70 | 2,697.35 | |
| 01-10-14 | 01-16-14 | 1,335.000 | Novo Nordisk As Adr | 52,055.39 | | 51,289.94 | (765.45) | |
| 06-21-13 | 01-16-14 | 360 000 | Petroleo Brasileiro Sa Petrobras Sponsore | 5,025 56 | | 4,503.56 | (522 00) | |
| 01-10-14 | 01-16-14 | 215 000 | Petroleo Brasileiro Sa Petrobras Sponsore | 2,743 38 | | 2,689 62 | (53.76) | |
| 01-10-14 | 03-07-14 | 385 000 | Gazprom O A O Sponsored Adr | 3,264 80 | | 2,621.80 | (643.00) | |
| 06-21-13 | 03-07-14 | 885 000 | Gazprom O A O Sponsored Adr | 5,823 30 | | 6,026.75 | 203.45 | |
| 01-10-14 | 03-17-14 | 295 000 | Nokian Tyres Oyj Adr | 6,758 45 | | 5,734.67 | (1,023 78) | |
| 06-21-13 | 03-17-14 | 475 000 | Nokian Tyres Oyj Adr | 9,557 00 | | 9,233 80 | (323 20) | |
| 01-10-14 | 05-16-14 | 145 000 | Sap Ae Spons Adr Represen | 12,107 49 | | 10,965 62 | (1,141.87) | |
| 01-10-14 | 05-20-14 | 165 000 | Fresenius Medical Care Ag & Co Kgaa | 5,921.98 | | 5,313.19 | (608 79) | |
| 01-10-14 | 06-16-14 | 0.500 | Itau Unibanco Holding Sa Sponsored Adr | 5 95 | | 7.50 | 1 55 | |
| 01-10-14 | 07-15-14 | 50 000 | Bunge Limited | 4,057 00 | | 3,681 05 | (375 95) | |
| 01-10-14 | 08-08-14 | 270 000 | Tesco Plc Sponsored Adr | 4,349 70 | | 3,329.08 | (1,020.62) | |
| 06-21-13 | 08-08-14 | 530 000 | Tesco Plc Sponsored Adr | 4 8,167 30 | | 3 6,534.86 | | (1,632 44) |
| 06-21-13 | 09-19-14 | 235 000 | Cochlear Ltd | 6,523 60 | | 6,932.35 | | 408 75 |
| 01-10-14 | 09-19-14 | 160 000 | Cochlear Ltd | 4,284 80 | | 4,719 89 | 435.09 | |
| 10-11-13 | 10-13-14 | 319 000 | Itau Unibanco Holding Sa Sponsored Adr | 4 4,286 20 | | 3 5,014 57 | | 728 37 |
| 01-10-14 | 10-13-14 | 516 000 | Itau Unibanco Holding Sa Sponsored Adr | 6,135.66 | | 8,111 34 | 1,975.68 | |
| 01-21-14 | 11-20-14 | 40.000 | Enn Energy Holdings Ltd Adr | 6,898 80 | | 5,917 87 | (980 93) | |
| TOTAL GAINS | | | | | | | 5,313 12 | 1,137 12 |
| TOTAL LOSSES | | | | | | | (7,985 32) | (1,632 44) |
| | | | | **164,569.45** | **0.00** | **161,401.93** | **(2,672.20)** | **(495.32)** |

TOTAL REALIZED GAIN/LOSS (3,167 52)
NO CAPITAL GAINS DISTRIBUTIONS

Portfolio Fees Incurred 10,748 46

S/T

Proceeds 142,920.15
Basis 145,592 35

L/T

Proceeds Σ3 18,481 78
Basis Σ4 18,977.10

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

REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION WILLIAMS MULLEN
C/O DOUGLAS NABHAN
7975-6546-RES9-MCP-2-Y
*From 01-01-14 Through 12-31-14*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 07-29-13 | 01-02-14 | 430.000 | Dollar Tree Inc | 22,789 64 | | 24,243 93 | 1,454 29 | |
| 08-08-12 | 01-03-14 | 250 000 | Aon Plc Cl A | 6 12,847 15 | | 5 20,678 32 | | 7,831 17 |
| 07-29-13 | 01-08-14 | 285 000 | Itc Holdings Corp | 26,297 95 | | 26,981 82 | 683 87 | |
| 01-10-14 | 02-03-14 | 470 000 | American Airlines Group Inc | 13,780 35 | | 15,824.01 | 2,043 66 | |
| 01-10-14 | 02-03-14 | 500 000 | Delta Airlines Inc New | 15,724 98 | | 14,804.54 | (920 44) | |
| 01-10-14 | 02-06-14 | 105.000 | O Reilly Automotive Inc New | 13,961.85 | | 15,413 10 | 1,451 25 | |
| 01-10-14 | 03-10-14 | 145.000 | Beam Inc Chg | 9,703.40 | | 12,065 43 | 2,362 03 | |
| 08-08-13 | 03-10-14 | 295 000 | Beam Inc Chg | 19,541 83 | | 24,546.90 | 5,005 07 | |
| 01-10-14 | 04-01-14 | 50 000 | Delta Airlines Inc New | 1,572 50 | | 1,756.78 | 184.28 | |
| 07-29-13 | 04-01-14 | 950 000 | Delta Airlines Inc New | 20,377.41 | | 33,378 74 | 13,001 33 | |
| 07-29-13 | 04-02-14 | 70 000 | Carmax Inc | 3,339 69 | | 3,360 63 | 20 94 | |
| 01-10-14 | 04-02-14 | 80 000 | Valero Energy Corp | 4,264 00 | | 4,371 11 | 107 11 | |
| 02-20-14 | 04-02-14 | 350 000 | Gaming & Leisure Pptys Inc | 13,375 67 | | 13,037 21 | (338 46) | |
| 01-10-14 | 04-07-14 | 195.000 | Teva Pharmaceutical Indsltd Adr | 8,154 90 | | 10,051 72 | 1,896.82 | |
| 01-10-14 | 04-25-14 | 70 000 | Teva Pharmaceutical Indsltd Adr | 2,927.40 | | 3,444 80 | 517 40 | |
| 11-13-13 | 04-25-14 | 535 000 | Teva Pharmaceutical Indsltd Adr | 20,472 31 | | 26,328 10 | 5,855 79 | |
| 09-11-13 | 04-25-14 | 435 000 | Ultra Petroleum Corp | 8,985 14 | | 12,845 71 | 3,860 57 | |
| 01-10-14 | 05-07-14 | 440 000 | Pinnacle Entertainment Inc | 10,652 38 | | 9,800 43 | (851 95) | |
| 08-08-13 | 05-07-14 | 890 000 | Pinnacle Entertainment Inc | 19,132.51 | | 19,823 61 | 691 10 | |
| 01-10-14 | 05-20-14 | 210 000 | Hanesbrands Inc | 14,712 58 | | 17,099 56 | 2,386 98 | |
| 07-29-13 | 06-23-14 | 215 000 | Sun Communities Inc * | 10,962 71 | | 10,868 07 | (94.64) | |
| 07-29-13 | 07-01-14 | 0 046 | Fidelity National Financial Inc New | 0 52 | | 0 81 | 0 29 | |
| 01-10-14 | 07-01-14 | 0 588 | Fidelity National Financial Inc New | 8.33 | | 10.29 | 1 96 | |
| 01-10-14 | 07-02-14 | 119 400 | Fidelity National Financial Inc New | 1,690 99 | | 1,951.50 | 260.51 | |
| 07-29-13 | 07-02-14 | 206 600 | Fidelity National Financial Inc New | 2,315 29 | | 3,376 72 | 1,061 43 | |
| 01-10-14 | 07-16-14 | 25 000 | O Reilly Automotive Inc New | 3,324 25 | | 3,843 47 | 519 22 | |
| 07-29-13 | 07-16-14 | 265 000 | O Reilly Automotive Inc New | 32,708 95 | | 40,740 81 | 8,031 86 | |
| 05-27-14 | 07-22-14 | 895 000 | Alcoa Inc | 12,209 59 | | 15,280 26 | 3,070 67 | |
| 01-10-14 | 08-14-14 | 330 000 | Fastenal Company | 15,708 30 | | 14,746 91 | (961 39) | |
| 01-09-14 | 08-14-14 | 675 000 | Fastenal Company | 31,406 20 | | 30,164 14 | (1,242 06) | |
| 01-10-14 | 08-27-14 | 105 000 | American Tower Corp New* | 8,671 94 | | 10,394 21 | 1,722 27 | |
| 01-10-14 | 09-24-14 | 140 000 | Valero Energy Corp | 7,461 99 | | 6,481 20 | (980 79) | |
| 07-29-13 | 09-24-14 | 375 000 | Valero Energy Corp | 6 13,451 21 | | 5 17,360 35 | | 3,909 14 |
| 01-10-14 | 09-24-14 | 80 000 | Hanesbrands Inc | 5,604 79 | | 8,447 48 | 2,842 69 | |
| 07-29-13 | 09-24-14 | 75 000 | Hanesbrands Inc | 6 4,458 75 | | 5 7,919 52 | | 3,460 77 |
| 05-27-14 | 10-09-14 | 175 000 | Alcoa Inc | 2,387 35 | | 2,806 90 | 419.55 | |
| 04-01-14 | 10-09-14 | 595 000 | Alcoa Inc | 7,767 07 | | 9,543 48 | 1,776 41 | |
| 09-11-13 | 10-15-14 | 750 000 | Ultra Petroleum Corp | 6 15,491 63 | | 5 17,452 19 | | 1,960 56 |
| 01-10-14 | 10-15-14 | 585 000 | Ultra Petroleum Corp | 11,846 23 | | 13,612 70 | 1,766 47 | |
| 10-10-14 | 10-29-14 | 230 000 | American Airlines Group Inc | 7,266 83 | | 9,084 48 | 1,817 65 | |
| 01-10-14 | 10-29-14 | 90 000 | American Airlines Group Inc | 2,638 79 | | 3,554 79 | 916 00 | |
| 07-29-13 | 12-02-14 | 565 000 | Krispy Kreme Doughnut Inc | 6 11,650 24 | | 5 11,842 14 | | 191 90 |
| 07-29-13 | 12-04-14 | 170 000 | Carmax Inc | 8,110 68 | | 10,112 54 | | 2,001 86 |
| TOTAL GAINS | | | | | | | 65,729 46 | 19,355 40 |
| TOTAL LOSSES | | | | | | | (5,389 73) | 0 00 |
| | | | | 479,756 28 | 0 00 | 559,451 41 | 60,339 73 | 19,355 40 |

TOTAL REALIZED GAIN/LOSS 79,695 13

S/T
Proceeds 474,086.35
Basis 413,746.62

1

L/T
Proceeds Σ5 85,365.06
Basis Σ6 66,009.66

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**
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REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION WILLIAMS MULLEN
C/O DOUGLAS NABHAN
7975-6546-RES9-MCP-2-Y
*From 01-01-14 Through 12-31-14*

| Open Date | Close Date | Quantity | Security | | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|---|
| CAPITAL GAIN DISTRIBUTIONS | | | | | | | | | |
| | 01-31-14 | | Morgan Stanley A Shares Fun | *china | | | | 2 17 | |
| | 12-31-14 | | Morgan Stanley A Shares Fun | *china | | | | 1,693 36 | |
| TOTAL DISTRIBUTIONS | | | 1,695 53 | | | | | 1,695 53 | 0 00 |
| | | | | | | | | **62,035.26** | **19,355.40** |
| TOTAL GAIN/LOSS | | | 81,390 66 | | | | | | |
| Portfolio Fees Incurred | | | 7,229.96 | | | | | | |

# DAVENPORT
& COMPANY LLC

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REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION
1786-4095-RES9-DAM-II-Y
*From 01-01-14 Through 12-31-14*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss | |
|---|---|---|---|---|---|---|---|---|
| | | | | | | | Short Term | Long Term |
| 02-13-13 | 01-08-14 | 360 000 | Aon Plc Cl A | 20,585 27 | | 29,437 37 | 8,852.10 | |
| 08-08-12 | 01-08-14 | 520 000 | Aon Plc Cl A | 26,722 07 | | 42,520 65 | | 15,798 58 |
| 06-26-13 | 01-10-14 | 135 000 | Nestle S A Spnsd Adr Repstng Reg Shs | 8,750 54 | | 9,861.58 | 1,111 04 | |
| 09-14-11 | 01-10-14 | 15 000 | Nestle S A Spnsd Adr Repstng Reg Shs | 839 27 | | 1,095 73 | | 256 46 |
| 04-17-13 | 01-10-14 | 100 000 | Parker-hannifin Corp | 8,734 23 | | 12,706.79 | 3,972 56 | |
| 09-26-07 | 01-10-14 | 175 000 | Jpmorgan Chase & Company | 8,090 14 | | 10,244.32 | | 2,154.17 |
| 12-12-12 | 01-10-14 | 60 000 | Johnson & Johnson | 4,282 20 | | 5,687 90 | | 1,405 70 |
| 06-27-12 | 01-10-14 | 65 000 | Johnson & Johnson | 4,360 46 | | 6,161 89 | | 1,801 43 |
| 04-02-08 | 01-10-14 | 500 000 | Lowes Companies Inc | 12,417 80 | | 24,869 62 | | 12,451 82 |
| 08-08-13 | 01-10-14 | 20 000 | Markel Corp | 10,606 80 | | 11,490 80 | 884 00 | |
| 01-03-13 | 01-10-14 | 20 000 | Markel Corp | 8,816 29 | | 11,490 81 | | 2,674 52 |
| 01-20-95 | 01-10-14 | 10 000 | Markel Corp | 418 20 | | 5,745 40 | | 5,327 20 |
| 07-17-13 | 01-10-14 | 100 000 | Monsanto Company New | 10,278 34 | | 11,299.80 | 1,021 46 | |
| 02-27-13 | 01-10-14 | 115 000 | Capital One Financial Corp | 5,910 01 | | 8,965 26 | 3,055 25 | |
| 01-12-11 | 01-10-14 | 60 000 | Capital One Financial Corp | 2,828 39 | | 4,677.52 | | 1,849.13 |
| 03-16-06 | 01-10-14 | 100 000 | Chevron Corp | 5,727 46 | | 12,099.80 | | 6,372.34 |
| 03-27-13 | 01-10-14 | 45.000 | Danaher Corp | 2,770 54 | | 3,493 30 | 722 76 | |
| 05-11-05 | 01-10-14 | 105 000 | Danaher Corp | 2,724 35 | | 8,151 02 | | 5,426 67 |
| 06-04-08 | 01-10-14 | 200 000 | Walt Disney Co | 6,787 44 | | 15,095 86 | | 8,308 42 |
| 11-03-10 | 01-10-14 | 20 000 | Exxon Mobil Corp | 1,365 10 | | 2,010 96 | | 645 86 |
| 01-01-88 | 01-10-14 | 105 000 | Exxon Mobil Corp | 1,189 67 | | 10,557 57 | | 9,367 90 |
| 01-30-13 | 01-10-14 | 375 000 | General Electric Company | 8,446 84 | | 10,117 32 | 1,670 48 | |
| 08-29-12 | 01-10-14 | 250 000 | General Motors Company | 5,358 23 | | 9,999.83 | | 4,641 60 |
| 08-22-12 | 01-10-14 | 75 000 | Goldman Sachs Group Inc | 7,911 95 | | 13,363.27 | | 5,451.32 |
| 03-14-13 | 01-10-14 | 910.000 | Ishares 1-3 Yr Credit Bond | 96,095 54 | | 95,894.59 | (200.95) | |
| 05-21-13 | 01-10-14 | 1,420 000 | Ishares 1-3 Yr Credit Bond | 149,879 30 | | 149,637 71 | (241.59) | |
| 02-05-13 | 01-10-14 | 950 000 | Ishares 1-3 Yr Credit Bond | 100,243 43 | | 100,109 73 | (133 70) | |
| 05-29-13 | 01-10-14 | 720 000 | Ishares 1-3 Yr Credit Bond | 75,931 20 | | 75,872 64 | (58 56) | |
| 06-26-08 | 01-10-14 | 175 000 | Albemarle Corp | 7,533 84 | | 11,621 57 | | 4,087 73 |
| 07-03-13 | 01-10-14 | 125 000 | American Tower Corp New* | 8,992 83 | | 10,338 58 | 1,345 75 | |
| 03-27-13 | 01-10-14 | 15 000 | Amerisourcebergen Corp | 760 96 | | 1,071.28 | 310.32 | |
| 01-23-13 | 01-10-14 | 135 000 | Amerisourcebergen Corp | 6,232 90 | | 9,641 53 | 3,408 63 | |
| 08-31-11 | 01-10-14 | 100 000 | Berkshire Hathaway Inc De Cl B New | 7,309 98 | | 11,502 81 | | 4,192 83 |
| 06-18-08 | 01-10-14 | 275 000 | Brookfield Asset Management Inc | 9,625 77 | | 10,301 32 | | 675.55 |
| 01-18-12 | 01-10-14 | 150 000 | National Oilwell Varco Inc | 11,255 98 | | 11,689 30 | | 433 32 |
| 10-17-12 | 01-10-14 | 150 000 | Occidental Petroleum Corp | 12,642 25 | | 14,090 77 | | 1,448 52 |
| 08-08-13 | 01-10-14 | 175 000 | Pepsico Inc | 14,832 98 | | 14,603 52 | (229 46) | |
| 06-19-13 | 01-10-14 | 80 000 | Praxair Inc | 9,592 16 | | 10,587 02 | 994 86 | |
| 06-25-03 | 01-10-14 | 20 000 | Praxair Inc | 598 11 | | 2,646 75 | | 2,048 64 |
| 05-12-04 | 01-10-14 | 100 000 | United Technologies Corp | 4,151 40 | | 11,379.30 | | 7,227 90 |
| 05-16-13 | 01-10-14 | 250 000 | Valero Energy Corp | 9,978 20 | | 13,297.27 | 3,319 07 | |
| 06-25-08 | 01-10-14 | 150 000 | Wal-mart Stores Inc | 8,751 34 | | 11,702 89 | | 2,951.54 |
| 08-08-13 | 01-10-14 | 275 000 | Walgreen Company Chg | 13,765 32 | | 16,598 74 | 2,833 42 | |
| 01-05-11 | 01-10-14 | 125 000 | Wellpoint Inc Xxx | 7,298 70 | | 11,506 05 | | 4,207 35 |
| 06-27-12 | 01-10-14 | 25 000 | Amazon com Inc | 5,676 48 | | 9,910 83 | | 4,234 35 |
| 02-28-13 | 01-10-14 | 100 000 | Amgen Inc | 9,242 86 | | 11,752 81 | 2,509 95 | |

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

REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION
1786-4095-RES9-DAM-II-Y
*From 01-01-14 Through 12-31-14*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss: Short Term | Gain Or Loss: Long Term |
|---|---|---|---|---|---|---|---|---|
| 09-03-08 | 01-10-14 | 150 000 | Automatic Data Processing Inc | 6,842 87 | | 12,044 81 | | 5,201 94 |
| 05-22-13 | 01-10-14 | 75 000 | Celgene Corp | 9 497 63 | | 12.681 53 | 3 183 90 | |
| 08-21-13 | 01-10-14 | 400 000 | Facebook Inc Cl A | 15,474 64 | | 23,167 64 | 7,693 00 | |
| 08-14-13 | 01-10-14 | 20 000 | Google Inc Cl A | 17,493 72 | | 22,544 81 | 5,051.09 | |
| 03-03-10 | 01-10-14 | 150 000 | Qualcomm Inc | 5,847 96 | | 11,063 81 | | 5,215 85 |
| 07-03-13 | 01-10-14 | 175 000 | Starbucks Corp | 11,756 05 | | 13,592 01 | 1,835 96 | |
| 12-16-09 | 01-10-14 | 225 000 | Wells Fargo & Co New | 5,869 84 | | 10,325 07 | | 4,455 22 |
| 04-02-08 | 01-15-14 | 605 000 | Lowes Companies Inc | 15,025 54 | | 29,211 31 | | 14,185 77 |
| 12-14-11 | 01-15-14 | 335 000 | Lowes Companies Inc | 8,196 68 | | 16,174 86 | | 7,978 18 |
| 09-22-10 | 01-15-14 | 590 000 | Lowes Companies Inc | 12,857 10 | | 28,487 06 | | 15,629 96 |
| 05-16-13 | 01-15-14 | 125 000 | Valero Energy Corp | 4,989.10 | | 6,425 05 | 1,435.95 | |
| 11-14-12 | 01-15-14 | 560 000 | Valero Energy Corp | 15,207.35 | | 28,784 23 | | 13,576 88 |
| 08-21-13 | 01-23-14 | 355.000 | Facebook Inc Cl A | 13,733.74 | | 19,887 89 | 6,154.15 | |
| 03-14-12 | 01-30-14 | 125,000 000 | Bank Amer Corp Medium Term Sr Note Var 1 655% Due 01-30-14 | 122,601.95 | 2,398 05 | 125,000 00 | | 0 00 |
| 02-03-11 | 02-07-14 | 150,000 000 | Goldman Sachs Group Inc Note Var 1 237% Due 02-07-14 | 150,549.96 | (549.96) | 150,000 00 | | 0 00 |
| 08-08-13 | 02-12-14 | 425 000 | Walgreen Company Chg | 21,273 68 | | 27,307 44 | 6,033 76 | |
| 11-14-12 | 02-12-14 | 95 000 | Walgreen Company Chg | 3,099 17 | | 6,104 01 | | 3,004 84 |
| 06-26-08 | 02-19-14 | 115 000 | Albemarle Corp | 4,950 81 | | 7,439 57 | | 2,488 76 |
| 10-08-08 | 02-19-14 | 775.000 | Albemarle Corp | 19,619 28 | | 50,136 20 | | 30,516 92 |
| 06-04-08 | 02-26-14 | 410 000 | Walt Disney Co | 13,914 25 | | 32,849.41 | | 18,935 16 |
| 11-14-12 | 03-19-14 | 910 000 | Walgreen Company Chg | 29,686 75 | | 60,886 02 | | 31,199 27 |
| 03-22-11 | 03-25-14 | 135,000 000 | Du Pont E I De Nemours &co Note Var 0 665% Due 03-25-14 | 135,168 75 | (168.75) | 135,000.00 | | 0 00 |
| 10-17-12 | 03-26-14 | 15 000 | Occidental Petroleum Corp | 1,264 22 | | 1,411.47 | | 147 25 |
| 01-14-09 | 03-26-14 | 700.000 | Occidental Petroleum Corp | 38,390.66 | | 65,868 47 | | 27,477.81 |
| ~~08-21-13~~ | ~~04-09-14~~ | ~~1,045 000~~ | ~~Facebook Inc Cl A~~ | ~~40,427 50~~ | | ~~62,149 80~~ | ~~21,722 30~~ | |
| 06-27-12 | 04-09-14 | 215 000 | Johnson & Johnson | 14,423 08 | | 21,074.95 | | 6,651.87 |
| 01-20-95 | 04-09-14 | 360 000 | Johnson & Johnson | 4,888 80 | | 35,288 29 | | 30,399 49 |
| 08-22-12 | 05-07-14 | 410 000 | Goldman Sachs Group Inc | 43,251 99 | | 63,396 33 | | 20,144 34 |
| 01-08-14 | 05-07-14 | 1,430 000 | Ebay Inc | 76,057 55 | | 71,762 39 | (4,295 16) | |
| 01-18-12 | 06-11-14 | 68 000 | Now Inc | 2,063 17 | | 2,217 10 | | 153 93 |
| 12-05-12 | 06-11-14 | 155 000 | Now Inc | 4,353 04 | | 5,053.70 | | 700 66 |
| 01-18-12 | 06-12-14 | 0 750 | Now Inc | 22 76 | | 23 66 | | 0 90 |
| 01-15-14 | 06-26-14 | 685 000 | American Airlines Group Inc | 19,943 64 | | 30,351 72 | 10,408 08 | |
| 09-25-13 | 06-26-14 | 250 000 | Directv | 15,148 20 | | 21,239.56 | 6,091 36 | |
| 01-23-14 | 06-26-14 | 500 000 | Brookfield Asset Management Inc | 18,989 90 | | 21,634 52 | 2,644 62 | |
| 05-16-12 | 06-26-14 | 570 000 | Carmax Inc | 16,485.93 | | 29,341 06 | | 12,855 13 |
| 05-25-11 | 06-26-14 | 225 000 | Carmax Inc | 6,483 97 | | 11,582 00 | | 5,098 03 |
| 09-18-13 | 06-26-14 | 300 000 | Chicago Bridge & Iron Company N V N Y | 19,625 25 | | 20,294 58 | 669 33 | |
| 10-02-13 | 06-26-14 | 127 000 | Cummins Inc | 16,993 21 | | 19,674 41 | 2,681 20 | |
| 11-14-12 | 06-26-14 | 120 000 | Mcdonalds Corp | 10,243 36 | | 12,160 81 | | 1,917 45 |
| 06-03-09 | 06-26-14 | 100 000 | Mcdonalds Corp | 6,082 36 | | 10,134 00 | | 4,051 64 |
| 04-25-12 | 06-26-14 | 245 000 | Smucker Jm Company New | 19,301 56 | | 25,802 85 | | 6,501 29 |
| 11-14-12 | 06-26-14 | 440 000 | Valero Energy Corp | 11,948 63 | | 23,046 73 | | 11,098 10 |
| 10-23-13 | 06-26-14 | 240 000 | Valeant Pharm Intl Inc Cda | 27,291 55 | | 30,256.15 | 2,964 60 | |
| 01-15-14 | 07-02-14 | 455 000 | American Airlines Group Inc | 13,247 23 | | 19,134 15 | 5,886 92 | |
| 12-16-09 | 07-02-14 | 780 000 | Wells Fargo & Co New | 20,348 80 | | 41,086 14 | | 20,737 34 |
| 03-31-14 | 07-09-14 | 1,970 000 | Ishares Floating Rate Bond Etf | 99,898 70 | | 100,034 39 | 135 69 | |

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REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION
1786-4095-RES9-DAM-II-Y
*From 01-01-14 Through 12-31-14*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 02-05-13 | 07-09-14 | 55.000 | Ishares Floating Rate Bond Etf | 2,783.55 | | 2,792.84 | | 9.29 |
| 03 04 11 | 07-15-14 | 43,000 000 | At&t Inc Xxxpartial Call 00206r-av-4 2.500% Due 07-15-14 | 42,810 37 | 189 63 | 44,021 52 | | 1,021 52 |
| 06-03-09 | 07-23-14 | 600 000 | Mcdonalds Corp | 36,494 16 | | 57,087 96 | | 20,593 80 |
| 09-18-13 | 08-06-14 | 800 000 | Chicago Bridge & Iron Company N V N Y | 52,334 00 | | 46,584.09 | (5,749 91) | |
| 06-25-08 | 08-13-14 | 425 000 | Wal-mart Stores Inc | 24,795.48 | | 31,317 09 | | 6,521.61 |
| 10-22-08 | 08-13-14 | 475.000 | Wal-mart Stores Inc | 25,085 37 | | 35,001.45 | | 9,916 08 |
| 01-05-11 | 08-13-14 | 305.000 | Wellpoint Inc Xxx | 17,808 83 | | 33,497 56 | | 15,688 73 |
| 01-18-12 | 09-17-14 | 275 000 | National Oilwell Varco Inc | 18,550 04 | | 22,347 41 | | 3,797 37 |
| 12-05-12 | 09-17-14 | 620 000 | National Oilwell Varco Inc | 38,711 30 | | 50,383 24 | | 11,671.94 |
| 11-14-12 | 09-24-14 | 1,000 000 | Valero Energy Corp | 27,155 98 | | 46,294 28 | | 19,138 30 |
| 11-21-13 | 09-30-14 | 3,325 000 | Flowers Foods Inc | 73,626 14 | | 61,032 68 | (12,593 46) | |
| 02-20-14 | 09-30-14 | 210 000 | Flowers Foods Inc | 4,410 13 | | 3,854 70 | (555.43) | |
| 09-03-08 | 10-13-14 | 0 664 | Cdk Global Inc | 11.49 | | 20 38 | | 8.89 |
| 09-10-09 | 10-14-14 | 50,000 000 | Bank Amer Corp Note 4.750% Due 08-01-15 | 50,571 00 | (484 66) | 51,574.00 | | 1,487 66 |
| 09-03-08 | 10-15-14 | 266.000 | Cdk Global Inc | 4,601 51 | | 6,732 42 | | 2,130 91 |
| 02-28-13 | 11-05-14 | 170.000 | Amgen Inc | 15,712.86 | | 27,204 55 | | 11,491.69 |
| 11-12-14 | 11-14-14 | 155 000 | Nestle S A Spnsd Adr Repstng Reg Shs | 11,432.04 | | 11,505 40 | 73.36 | |
| 02-21-14 | 11-14-14 | 650 000 | Activision Blizzard Inc | 12,881.05 | | 12,980 21 | 99 16 | |
| 06-27-12 | 11-14-14 | 45 000 | Amazon com Inc | 10,217 66 | | 14,822 67 | | 4,605 01 |
| 03-07-12 | 11-14-14 | 30 000 | Amazon com Inc | 5,536.16 | | 9,881 78 | | 4,345 62 |
| 01-15-14 | 11-14-14 | 300.000 | American Airlines Group Inc | 8,734 44 | | 13,205 74 | 4,471 30 | |
| 02-28-13 | 11-14-14 | 40 000 | Amgen Inc | 3,697 14 | | 6,332.66 | | 2,635.52 |
| 09-14-06 | 11-14-14 | 235 000 | Apple Inc | 2,500 05 | | 26,737 71 | | 24,237.66 |
| 09-03-08 | 11-14-14 | 160 000 | Automatic Data Processing Inc | 6,376 46 | | 13,598 10 | | 7,221.64 |
| 01-15-14 | 11-14-14 | 240 000 | Cme Group Inc Class A | 18,293.04 | | 20,421 17 | 2,128 13 | |
| 04-02-14 | 11-14-14 | 245 000 | Celgene Corp | 18,234 15 | | 25,425 54 | 7,191 39 | |
| 06-11-14 | 11-14-14 | 535.000 | Cisco Systems Inc | 13,427 54 | | 13,989 94 | 562 40 | |
| 09-25-13 | 11-14-14 | 130 000 | Directv | 7,877.06 | | 11,379 95 | | 3,502 89 |
| 08-13-14 | 11-14-14 | 160 000 | Dish Network Corp Cl A | 10,098 30 | | 10,361 37 | 263 07 | |
| 05-21-14 | 11-14-14 | 60 000 | Express Scripts Hldg Company | 4,188 32 | | 4,682 54 | 494.22 | |
| 11-13-13 | 11-14-14 | 185 000 | Express Scripts Hldg Company | 12,027 52 | | 14,437 84 | | 2,410.32 |
| 08-14-13 | 11-14-14 | 20 000 | Google Inc Cl C | 8,732 87 | | 10,879 61 | | 2,146 74 |
| 11-10-05 | 11-14-14 | 15 000 | Google Inc Cl C | 2,885.93 | | 8,159 71 | | 5,273 78 |
| 08-14-13 | 11-14-14 | 20.000 | Google Inc Cl A | 8,760 85 | | 11,079 35 | | 2,318.50 |
| 11-10-05 | 11-14-14 | 10 000 | Google Inc Cl A | 1,930 12 | | 5,539 68 | | 3,609 56 |
| 05-07-14 | 11-14-14 | 125.000 | Liberty Media Corp Cl A | 4,176 39 | | 4,452 41 | 276 02 | |
| 05-07-14 | 11-14-14 | 270 000 | Liberty Media Corp Del Ser C | 8,614 04 | | 9,469 89 | 855 85 | |
| 03-03-10 | 11-14-14 | 150 000 | Qualcomm Inc | 5,847 96 | | 10,597 27 | | 4,749 31 |
| 07-03-13 | 11-14-14 | 210 000 | Starbucks Corp | 14,107 25 | | 16,392 24 | | 2,284 99 |
| 05-21-14 | 11-14-14 | 180 000 | Accenture Plc Ireland Class A New | 14,264 73 | | 15,222 28 | 957 55 | |
| 09-10-08 | 11-14-14 | 80 000 | Accenture Plc Ireland Class A New | 3,088 17 | | 6,765 46 | | 3,677 29 |
| 02-26-14 | 11-14-14 | 1,060 000 | Alcoa Inc | 12,620 47 | | 17,648 61 | 5,028 14 | |
| 04-23-14 | 11-14-14 | 175 000 | American Tower Corp New* | 14,652 93 | | 17,466 36 | 2,813 43 | |
| 07-03-13 | 11-14-14 | 125 000 | American Tower Corp New* | 8,992 83 | | 12,475 98 | | 3,483 15 |

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REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION
1786-4095-RES9-DAM-II-Y
*From 01-01-14 Through 12-31-14*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 01-23-13 | 11-14-14 | 320 000 | Amerisourcebergen Corp | 14,774 27 | | 28,520 97 | | 13,746 70 |
| 09-08-10 | 11-14-14 | 155 000 | Anheuser Busch Inbev Sa/nv | 8,642 63 | | 17,072 87 | | 8,430 24 |
| 04-09-14 | 11-14-14 | 240 000 | Baxter International Inc | 17,512 42 | | 17,258 02 | (254 40) | |
| 08-31-11 | 11-14-14 | 100 000 | Berkshire Hathaway Inc De Cl B New | 7,309 98 | | 14,630 68 | | 7,320 70 |
| 11-19-96 | 11-14-14 | 125.000 | Berkshire Hathaway Inc De Cl B New | 3,813.48 | | 18,288 36 | | 14,474 88 |
| 01-23-14 | 11-14-14 | 335 000 | Brookfield Asset Management Inc | 12,723.23 | | 16,669 24 | 3,946 01 | |
| 06-18-08 | 11-14-14 | 70 000 | Brookfield Asset Management Inc | 2,450 20 | | 3,483 12 | | 1,032 92 |
| 04-18-12 | 11-14-14 | 45 000 | Brookfield Asset Management Inc | 1,435 02 | | 2,239 15 | | 804 13 |
| 02-27-13 | 11-14-14 | 375 000 | Capital One Financial Corp | 19,271 78 | | 30,670 60 | | 11,398 82 |
| 01-12-11 | 11-14-14 | 65 000 | Capital One Financial Corp | 3,064 09 | | 5,316 24 | | 2,252 15 |
| 05-25-11 | 11-14-14 | 75.000 | Carmax Inc | 2,161 32 | | 4,166 16 | | 2,004 84 |
| 06-16-10 | 11-14-14 | 80 000 | Carmax Inc | 1,730 26 | | 4,443 90 | | 2,713 64 |
| 03-16-06 | 11-14-14 | 130 000 | Chevron Corp | 7,445 70 | | 15,048 48 | | 7,602 78 |
| 07-23-14 | 11-14-14 | 170 000 | Citigroup Inc New | 8,481 66 | | 9,076 81 | 595 15 | |
| 10-02-13 | 11-14-14 | 70 000 | Cummins Inc | 9,366 34 | | 10,124 58 | | 758 24 |
| 05-11-05 | 11-14-14 | 390 000 | Danaher Corp | 10,119 02 | | 32,074 34 | | 21,955 32 |
| 06-04-08 | 11-14-14 | 165 000 | Walt Disney Co | 5,599 64 | | 14,945 37 | | 9,345 73 |
| 01-01-88 | 11-14-14 | 270 000 | Exxon Mobil Corp | 3,059 14 | | 25,588 54 | | 22,529 40 |
| 01-30-13 | 11-14-14 | 385 000 | General Electric Company | 8,672 09 | | 10,171 52 | | 1,499 43 |
| 08-29-12 | 11-14-14 | 550 000 | General Motors Company | 11,788 10 | | 17,423 61 | | 5,635 51 |
| 08-08-14 | 11-14-14 | 110 000 | Hershey Company | 9,912 85 | | 10,586.17 | 673 32 | |
| 09-26-07 | 11-14-14 | 85 000 | Jpmorgan Chase & Company | 3,929 50 | | 5,133 04 | | 1,203 54 |
| 11-14-07 | 11-14-14 | 140 000 | Jpmorgan Chase & Company | 6,305 25 | | 8,454 41 | | 2,149 16 |
| 01-20-95 | 11-14-14 | 180 000 | Johnson & Johnson | 2,444 40 | | 19,534 97 | | 17,090 57 |
| 01-03-13 | 11-14-14 | 50 000 | Markel Corp | 22,040 74 | | 35,043 23 | | 13,002.49 |
| 11-12-14 | 11-14-14 | 70 000 | Monsanto Company New | 8,333 61 | | 8,348 02 | 14 41 | |
| 07-02-14 | 11-14-14 | 110 000 | Pvh Corp | 12,948 14 | | 13,075 42 | 127 28 | |
| 04-17-13 | 11-14-14 | 120.000 | Parker-hannifin Corp | 10,481.08 | | 15,382 46 | | 4,901 38 |
| 08-08-13 | 11-14-14 | 25 000 | Pepsico Inc | 2,119 00 | | 2,450 20 | | 331 20 |
| 05-11-05 | 11-14-14 | 190 000 | Pepsico Inc | 10,776 80 | | 18,621 48 | | 7,844 68 |
| 06-25-03 | 11-14-14 | 125 000 | Praxair Inc | 3,738.17 | | 15,752 16 | | 12,013 99 |
| 03-26-14 | 11-14-14 | 155 000 | Range Resources Corp | 13,329 18 | | 11,114 82 | (2,214 36) | |
| 09-17-14 | 11-14-14 | 125.000 | Schlumberger Ltd | 13,130 18 | | 11,835 99 | (1,294 19) | |
| 04-25-12 | 11-14-14 | 65 000 | Smucker Jm Company New | 5,120.82 | | 6,529 11 | | 1,408 29 |
| 05-12-04 | 11-14-14 | 155 000 | United Technologies Corp | 6,434 67 | | 16,710 18 | | 10,275 51 |
| 10-23-13 | 11-14-14 | 5.000 | Valeant Pharm Intl Inc Cda | 568 57 | | 665 94 | | 97 37 |
| 06-16-10 | 11-14-14 | 75 000 | Visa Inc Class A | 5,719 69 | | 18,721 84 | | 13,002 15 |
| 01-05-11 | 11-14-14 | 90 000 | Wellpoint Inc Xxx | 5,255 06 | | 11,314 55 | | 6,059 49 |
| 12-16-09 | 11-14-14 | 330 000 | Wells Fargo & Co New | 8,609 11 | | 17,661 21 | | 9,052 10 |
| 05-07-14 | 11-14-14 | 0 500 | Liberty Broadband Corp Ser C | 21 83 | | 24 21 | 2 38 | |
| 05-07-14 | 11-14-14 | 0 750 | Liberty Broadband Corp Ser A | 33 02 | | 36 65 | 3 63 | |
| 05-07-14 | 11-14-14 | 30 000 | Liberty Broadband Corp Ser A | 1,320 92 | | 1,427 37 | 106 45 | |
| 05-07-14 | 11-14-14 | 70.000 | Liberty Broadband Corp Ser C | 3,056 80 | | 3,313 04 | 256 24 | |
| 11-17-11 | 11-19-14 | 80,000 000 | At&t Inc Sr Note 2 500% Due 08-15-15 | 83,144 80 | (2,512 74) | 81,040 00 | | 407 94 |

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REALIZED GAINS AND LOSSES
BROOKFIELD FOUNDATION
1786-4095-RES9-DAM-II-Y
*From 01-01-14 Through 12-31-14*

| Open Date | Close Date | Quantity | Security | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss Short Term | Gain Or Loss Long Term |
|---|---|---|---|---|---|---|---|---|
| 03-04-11 | 11-19-14 | 7,000 000 | At&t Inc Sr Note 2 500% Due 08-15-15 | 6,969 13 | 25 51 | 7,091.00 | | 96 36 |
| 02-21-14 | 12-17-14 | 2,355 000 | Activision Blizzard Inc | 8 46,669.04 | | 7 45,640.07 | (1,028 97) | |
| TOTAL GAINS | | | | | | | 151,542.47 | 828,186 31 |
| TOTAL LOSSES | | | | | | | (28,850.14) | 0 00 |
| | | | | **3,078,635.36** | **(1,102.92)** | **4,028,411.08** | **122,692.33** | **828,186.31** |

TOTAL REALIZED GAIN/LOSS 950,878 64
NO CAPITAL GAINS DISTRIBUTIONS

Portfolio Fees Incurred 33,751 24

| S/T | | L/T | |
|---|---|---|---|
| Proceeds | Σ 7 1,565,624.46 | Proceeds | 2,462,786.62 |
| Basis | Σ 8 1,442,932.13 | Basis | 1,634,600.31 |

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 | 204,147. | 0. | 204,147. | 204,147. | |
| DAVENPORT | 1,696. | 1,696. | 0. | 0. | |
| TO PART I, LINE 4 | 205,843. | 1,696. | 204,147. | 204,147. | |

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 | 6,563. | 6,563. | | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 6,563. | 6,563. | | 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 | 56,442. | 56,442. | | 0. |
| PROFESSIONAL SERVICES | 1,070. | 1,070. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 57,512. | 57,512. | | 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 | 7,183. | 7,183. | | 0. |
| EXCISE TAX | 1,261. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 8,444. | 7,183. | | 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 | 5,579. | 5,579. | | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 5,579. | 5,579. | | 0. |

FORM 990-PF CORPORATE STOCK STATEMENT 6

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE STOCK | 7,620,923. | 7,620,923. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 7,620,923. | 7,620,923. |

FORM 990-PF CORPORATE BONDS STATEMENT 7

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE BONDS | 2,015,603. | 2,015,603. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 2,015,603. | 2,015,603. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN-SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| DOUGLAS M. NABHAN<br>P.O. BOX 1320<br>RICHMOND, VA 23218 | PRESIDENT<br>5.00 | 0. | 0. | 0. |
| THOMAS R. BEAN<br>P.O. BOX 1320<br>RICHMOND, VA 23218 | VICE PRESIDENT<br>5.00 | 0. | 0. | 0. |
| MAUREEN S. MAUCK<br>P.O. BOX 1320<br>RICHMOND, VA 23218 | SECRETARY<br>5.00 | 0. | 0. | 0. |
| MALCOLM H. HINES, III<br>P.O. BOX 1320<br>RICHMOND, VA 23218 | TREASURER<br>5.00 | 0. | 0. | 0. |
| CHARLES CABELL<br>P.O. BOX 1320<br>RICHMOND, VA 23218 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| CRIT T. RICHARDSON<br>P.O. BOX 1320<br>RICHMOND, VA 23218 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| JANINE S. DAVILA<br>P.O. BOX 1320<br>RICHMOND, VA 23218 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| KATHERINE M. HOTTINGER (THRU MARCH)<br>P.O. BOX 1320<br>RICHMOND, VA 23218 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| ROBYN TYER<br>P.O. BOX 1320<br>RICHMOND, VA 23218 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| TAYLOR BELL (THRU MARCH)<br>P.O. BOX 1320<br>RICHMOND, VA 23218 | DIRECTOR<br>1.00 | 0. | 0. | 0. |

| | | | | |
|---|---|---|---|---|
| SCOTT NYSTROM<br>P.O. BOX 1320<br>RICHMOND, VA 23218 | DIRECTOR<br>1.00 | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | 0. | 0. | 0. |