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

2015

Open to Public Inspection

For calendar year 2015 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)* ▶$ 9,991,182.

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	7,986.		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	192,252.	192,252.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	466,044.			
	b Gross sales price for all assets on line 6a 2,785,884.				
	7 Capital gain net income (from Part IV, line 2)		466,044.		
	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	666,282.	658,296.		
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	3,058.	3,058.		0.
	c Other professional fees STMT 3	62,372.	62,372.		0.
	17 Interest				
	18 Taxes STMT 4	39,356.	8,568.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,936.	2,936.		0.
	22 Printing and publications				
	23 Other expenses STMT 5	84.	84.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	145,306.	114,518.		0.
	25 Contributions, gifts, grants paid	427,500.			427,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	572,806.	114,518.		427,500.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	93,476.			
	b **Net investment income** (if negative, enter -0-)		543,778.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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11-24-15 LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2015)

11330512 759400 800723_000 2015.03040 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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	9,821.	25,378.	25,378.
	2 Savings and temporary cash investments	930,790.	488,828.	488,828.
	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	7,620,923.	7,553,703.	7,553,703.
	c Investments - corporate bonds STMT 7	2,015,603.	1,923,273.	1,923,273.
	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)	10,577,137.	9,991,182.	9,991,182.
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	10,577,137.	9,991,182.	
	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**	10,577,137.	9,991,182.	
	31 **Total liabilities and net assets/fund balances**	10,577,137.	9,991,182.	

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	10,577,137.
2 Enter amount from Part I, line 27a	2	93,476.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,670,613.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	5	679,431.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,991,182.

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	2,785,884.		2,319,840.	466,044.

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				466,044.

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 } 2 466,044.

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))
2014	340,000.	10,127,951.	.033570
2013	309,846.	9,925,758.	.031216
2012	309,472.	7,258,990.	.042633
2011	416,958.	6,759,562.	.061684
2010	535,626.	6,443,914.	.083121

2	Total of line 1, column (d)	2	.252224
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	.050445
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	10,339,433.
5	Multiply line 4 by line 3	5	521,573.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,438.
7	Add lines 5 and 6	7	527,011.
8	Enter qualifying distributions from Part XII, line 4	8	427,500.

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 ▶ ☐ and enter 1% of Part I, line 27b	1	10,876.
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	10,876.
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	10,876.
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 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	257.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	11,133.
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 2016 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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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

			Yes	No
16	At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015.)* 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 2015?	4b		X

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

		Yes	No
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		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.

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	9,831,345.
b	Average of monthly cash balances		1b	665,541.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	10,496,886.
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	10,496,886.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	157,453.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	10,339,433.
6	**Minimum investment return.** Enter 5% of line 5		6	516,972.

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	516,972.
2a	Tax on investment income for 2015 from Part VI, line 5	2a 10,876.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	10,876.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	506,096.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	506,096.
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	506,096.

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	427,500.
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	427,500.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	427,500.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				506,096.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			320,687.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 427,500.				
a Applied to 2014, but not more than line 2a			320,687.	
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 2015 distributable amount				106,813.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				399,283.
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 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9.				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(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*				
GOODWILL OF CENTRAL VIRGINIA 6301 MIDLOTHIAN TURNPIKE RICHMOND, VA 23225	NONE	PUBLIC CHARITY	GENERAL	47,500.
ELK HILL 1975 ELK HILL ROAD GOOCHLAND, VA 23063	NONE	PUBLIC CHARITY	GENERAL	40,000.
YWCA 6 N 5TH STREET RICHMOND, VA 23219	NONE	PUBLIC CHARITY	GENERAL	50,000.
VIRGINIA CENTER FOR INCLUSIVE COMMUNITIES 5511 STAPLES MILL ROAD, SUITE 202 RICHMOND, VA 23228	NONE	PUBLIC CHARITY	GENERAL	35,000.
ST JOSEPH'S VILLA 8000 BROOK ROAD RICHMOND, VA 23227	NONE	PUBLIC CHARITY	GENERAL	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	427,500.
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
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	192,252.	
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	466,044.	
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.		658,296.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 658,296.

(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

▶ [signature] | 5-12-16 ▶ TREASURER

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
JAYME MIKA	[signature]	5/12/16		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 (#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	56,446.		62,946.	-6,500.
b	222,083.		168,761.	53,322.
c	12,788.		10,905.	1,883.
d	115,314.		106,884.	8,430.
e	99,998.		97,071.	2,927.
f	537,910.		439,895.	98,015.
g	288,457.		293,854.	-5,397.
h	1,451,288.		1,139,524.	311,764.
i	1,600.			1,600.
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				-6,500.
b				53,322.
c				1,883.
d				8,430.
e				2,927.
f				98,015.
g				-5,397.
h				311,764.
i				1,600.
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	466,044.
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

523591
04-01-15

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
GRASP 4551 COX ROAD, SUITE 115 GLEN ALLEN, VA 23060	NONE	PUBLIC CHARITY	GENERAL	30,000.
VIRGINIA FIRST 8177 MECHANICSVILLE TURNPIKE MECHANICSVILLE, VA 23111	NONE	PUBLIC CHARITY	GENERAL	35,000.
CHILDREN'S HOME SOCIETY 4200 FITZHUGH AVENUE RICHMOND, VA 23230	NONE	PUBLIC CHARITY	GENERAL	50,000.
JUNIOR ACHIEVEMENT 4600 COX ROAD GLEN ALLEN, VA 23060	NONE	PUBLIC CHARITY	GENERAL	50,000.
HIGHER ACHIEVEMENT 4009 FITZHUGH AVENUE, SUITE 200 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	GENERAL	40,000.
Total from continuation sheets				205,000.

523631
04-01-15

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

2015

Name of the organization	Employer identification number
BROOKFIELD, INC. C/O DOUGLAS NABHAN - WILLIAMS MULLEN	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
BROOKFIELD, INC.
C/O DOUGLAS NABHAN - WILLIAMS MULLEN

Employer identification number
54-0638415

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WILLIAMS MULLEN 200 S. 10 STREET, SUITE 1600 RICHMOND, VA 23219	$ 5,393.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
BROOKFIELD, INC. 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
		$	
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
BROOKFIELD, INC. C/O DOUGLAS NABHAN - WILLIAMS MULLEN	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

Davenport & Company LLC
2015
Proceeds Not Reported to the IRS
Account 17864095
02/10/2016

This section of your tax information statement provides proceeds transactions grouped by term (long, short or undetermined) For tax lots whose term is undetermined, use your historical documents to establish the cost basis and date of purchase Tax lots with an additional notation of "Ordinary" represent neither short- nor long-term capital transactions You may wish to consult with your tax advisor, the IRS or your state tax authority regarding the proper treatment

Closing of written options is presented in a distinct manner in accordance with IRS regulation. For these transactions the Cost or other basis is always presented as $0.00 and the Proceeds is the net of proceeds received when the option was written and the cost to close the position.

Several column headings describe two related items: a quantity and a qualifier. For example, Proceeds of sale and, if the sale is the result of an option exercise or assignment, whether the proceeds are gross or net (adjusted for any option premium) When these conditions exist, the qualifier is shown to the right of the amount

SHORT TERM TRANSACTIONS

Report on Form 8949, Part I, with Box C checked.

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional Information
AMERICAN ARLNS GRP INC / CUSIP· 02376R102 / Symbol AAL							
06/12/15	100.000	4,090 93	06/03/15	4,344 62	0 00	-253 69	Sale
BAXALTA INC / CUSIP: 07177M103 / Symbol: BXLT							
08/04/15	1,020.000	38,512.15	07/15/15	31,238.93	0.00	7,273.22	Sale
CAPITAL ONE FINL CORP / CUSIP. 14040H105 / Symbol COF							
06/12/15	70.000	6,119.30	05/20/15	5,978 49	0 00	140 81	Sale
CELGENE CORP / CUSIP· 151020104 / Symbol: CELG							
01/14/15	53.000	6,380 48	04/02/14	3,944.53	0.00	2,435.95	Sale
CITIGROUP INC NEW / CUSIP. 172967424 / Symbol C							
06/12/15	110.000	6,257.96	06/10/15	6,224 16	0.00	33 80	Sale
DISH NETWORK CORP A / CUSIP: 25470M109 / Symbol: DISH							
06/12/15	90.000	6,511.38	08/13/14	5,680 30	0 00	831 08	Sale
HERSHEY COMPANY / CUSIP: 427866108 / Symbol. HSY							
06/12/15	70.000	6,392 28	08/08/14	6,308 18	0 00	84.10	Sale
ISHS 7-10Y TRSY ETF / CUSIP 464287440 / Symbol· IEF							
06/11/15	1,455.000	151,564.56	Various	158,967 20	0.00	-7,402.64	Total of 2 transactions
JPMORGAN CHASE & COMPANY / CUSIP: 46625H100 / Symbol JPM							
06/12/15	120.000	8,173 24	01/21/15	6,715.54	0.00	1,457.70	Sale
LIBERTY MEDIA CORP DEL C / CUSIP 531229300 / Symbol LMCK							
06/12/15	105 000	3,981 53	02/18/15	4,045 03	0.00	-63 50	Sale

** D = adjustment amount is market discount. W = adjustment amount is a non-deductible wash sale loss. C = proceeds amount is from collectible assets

0316200

Davenport & Company LLC | Proceeds Not Reported to the IRS (continued) | Account 17864095
2015 | | 02/10/2016

SHORT TERM TRANSACTIONS

Report on Form 8949, Part I, with Box C checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
MERCK & COMPANY INC NEW / CUSIP: 58933Y105 / Symbol: MRK							
06/12/15	45.000	2,607.70	06/03/15	2,730.42	0.00	-122.72	Sale
MONDELEZ INTL INC CL A / CUSIP: 609207105 / Symbol: MDLZ							
06/12/15	110.000	4,462.63	02/18/15	4,084.37	0.00	378.26	Sale
NESTLE S A SPONSORED ADR / CUSIP: 641069406 / Symbol: NSRGY							
06/12/15	150 000	11,242.29	11/12/14	11,063 26	0 00	179.03	Sale
PVH CORP / CUSIP: 693656100 / Symbol: PVH							
06/12/15	55.000	6,208 30	11/26/14	6,877.56	0.00	-669.26	Sale
RANGE RESOURCES CORP / CUSIP: 75281A109 / Symbol: RRC							
10/28/15	265.000	7,755 91	12/17/14	15,854 39	0.00	-8,098 48	Sale
SCHLUMBERGER LTD / CUSIP: 806857108 / Symbol: SLB							
06/12/15	90 000	8,108 86	09/17/14	9,453.73	0.00	-1,344 87	Sale
VERIZON COMMN 3.5 110121 / CUSIP. 92343VBC7 / Symbol							
07/16/15	10,000 000	10,087 90	05/28/15	10,343 74	0 00	-255 84	Sale Note AA Original basis $10,350 50
Totals:		288,457 40		293,854.45	0.00	-5,397.05	

** D = adjustment amount is market discount W = adjustment amount is a non-deductible wash sale loss. C = proceeds amount is from collectible assets.

Davenport & Company LLC [redacted]
2015 [redacted]

Proceeds Not Reported to the IRS
(continued)

Account 17864095 [redacted]
02/10/2016

LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
ALCOA INC / CUSIP: 013817101 / Symbol. AA							
06/12/15	515 000	6,215 97	02/26/14	6,131 65	0 00	84 32	Sale
09/02/15	3,515 000	32,082 92	02/26/14	41,849 93	0 00	-9,767 01	Sale
	Security total	38,298 89		47,981.58	0 00	-9,682.69	
AMAZON.COM INC / CUSIP· 023135106 / Symbol· AMZN							
04/29/15	44.000	18,944 93	03/07/12	8,119 71	0 00	10,825.22	Sale
06/12/15	10.000	4,292 92	03/07/12	1,845.39	0 00	2,447 53	Sale
10/21/15	28.000	15,729.75	03/07/12	5,167.09	0 00	10,562 66	Sale
	Security total	38,967.60		15,132.19	0.00	23,835.41	
AMERICAN TOWER CORP NEW / CUSIP: 03027X100 / Symbol AMT							
06/12/15	125 000	11,627 30	07/03/13	8,992.82	0 00	2,634 48	Sale
AMERISOURCEBERGEN CORP / CUSIP: 03073E105 / Symbol ABC							
02/18/15	325.000	32,481.49	01/23/13	15,005.12	0 00	17,476.37	Sale
06/12/15	50.000	5,511.40	01/23/13	2,308 48	0 00	3,202.92	Sale
	Security total:	37,992.89		17,313.60	0.00	20,679.29	
AMGEN INC / CUSIP· 031162100 / Symbol· AMGN							
06/12/15	45 000	7,026 17	02/28/13	4,159.29	0.00	2,866.88	Sale
ANHEUSER BUSCH INBEV / CUSIP: 03524A108 / Symbol. BUD							
06/12/15	55.000	6,707 69	09/08/10	3,066.74	0.00	3,640 95	Sale
ANTHEM INC / CUSIP: 036752103 / Symbol· ANTM							
05/20/15	145.000	23,660.56	01/05/11	8,466 49	0 00	15,194 07	Sale
06/12/15	20 000	3,227.54	01/05/11	1,167.80	0 00	2,059 74	Sale
	Security total.	26,888.10		9,634.29	0.00	17,253.81	

** D = adjustment amount is market discount W = adjustment amount is a non-deductible wash sale loss C = proceeds amount is from collectible assets.

Davenport & Company LLC | **Proceeds Not Reported to the IRS** (continued) | Account 17864095

2015 | 02/10/2016

LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
APPLE INC / CUSIP: 037833100 / Symbol AAPL							
06/12/15	80.000	10,188 61	09/14/06	851 08	0.00	9,337 53	Sale
11/11/15	145.000	16,843 31	09/14/06	1,542.59	0.00	15,300 72	Sale
	Security total.	27,031.92		2,393.67	0 00	24,638 25	
APPLIED MATL 2.65 061516 / CUSIP: 038222AE5 / Symbol·							
11/05/15	140,000.000	141,817.50	06/03/11	140,094.87	0.00	1,722.63	Redemption Note: AA Original basis· $140,737 80
AUTOMATIC DATA PROC INC / CUSIP· 053015103 / Symbol· ADP							
03/06/15	640.000	55,296 20	09/03/08	25,505.81	0.00	29,790 39	Sale
BAXALTA INC / CUSIP: 07177M103 / Symbol. BXLT							
08/04/15	730.000	27,562 61	04/09/14	23,863.58	0 00	3,699 03	Sale
BAXTER INTL INC / CUSIP: 071813109 / Symbol· BAX							
06/12/15	110.000	7,490.08	04/09/14	8,026.53	0.00	-536.45	Sale
07/15/15	730 000	27,512 39	04/09/14	29,403.34	0.00	-1,890.95	Sale
	Security total.	35,002.47		37,429.87	0.00	-2,427.40	
BERKSHIRE HATHAWAY B NEW / CUSIP· 084670702 / Symbol BRK/B							
06/12/15	85.000	11,898 09	11/19/96	2,593 17	0 00	9,304 92	Sale
BROOKFIELD ASSET MGMNT A / CUSIP 112585104 / Symbol BAM							
06/12/15	470.000	16,355 75	04/18/12	9,992.01	0.00	6,363 74	Sale
CME GROUP INC CLASS A / CUSIP: 12572Q105 / Symbol CME							
06/12/15	115.000	11,146.75	01/15/14	8,765.42	0.00	2,381.33	Sale
CARMAX INC / CUSIP 143130102 / Symbol: KMX							
04/08/15	510 000	37,562 70	06/16/10	11,030 38	0 00	26,532 32	Sale
06/12/15	100.000	7,284 05	06/16/10	2,162 82	0 00	5,121 23	Sale
	Security total:	44,846.75		13,193 20	0 00	31,653 55	

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Davenport & Company LLC
2015

Proceeds Not Reported to the IRS
(continued)

Account 17864095
02/10/2016

LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
CELGENE CORP / CUSIP: 151020104 / Symbol: CELG							
01/14/15	112 000	13,483.28	05/22/13	7,091.57	0 00	6,391 71	Sale
06/12/15	65.000	7,225 28	05/22/13	4,115 64	0 00	3,109.64	Sale
	Security total:	20,708.56		11,207.21	0 00	9,501.35	
CHEVRON CORP / CUSIP 166764100 / Symbol: CVX							
06/12/15	55 000	5,488 36	03/16/06	3,150.11	0.00	2,338 25	Sale
CISCO SYSTEMS INC / CUSIP: 17275R102 / Symbol CSCO							
06/12/15	245.000	6,977.76	06/11/14	6,149 06	0 00	828.70	Sale
CUMMINS INC / CUSIP· 231021106 / Symbol· CMI							
06/12/15	45.000	6,164.44	10/02/13	6,021.22	0.00	143.22	Sale
10/28/15	285.000	28,789.32	10/02/13	38,134 36	0 00	-9,345.04	Sale
	Security total	34,953 76		44,155.58	0.00	-9,201.82	
DANAHER CORP / CUSIP: 235851102 / Symbol· DHR							
06/12/15	140 000	11,915 19	05/11/05	3,632 47	0 00	8,282.72	Sale
WALT DISNEY CO / CUSIP: 254687106 / Symbol DIS							
06/12/15	70 000	7,686 63	06/04/08	2,375.61	0.00	5,311 02	Sale
DIRECTV / CUSIP: 25490A309 / Symbol.							
05/20/15	720.000	65,631 25	09/25/13	43,626 81	0.00	22,004 44	Sale
EXPRESS SCRIPTS HLDG CO / CUSIP· 30219G108 / Symbol. ESRX							
06/12/15	125.000	10,932 31	11/13/13	8,126 70	0.00	2,805.61	Sale
06/24/15	215 000	19,472 58	11/13/13	13,977 93	0.00	5,494.65	Sale
	Security total:	30,404 89		22,104.63	0.00	8,300.26	
EXXON MOBIL CORP / CUSIP. 30231G102 / Symbol. XOM							
06/12/15	90.000	7,551.77	01/01/88	1,019.72	0 00	6,532.05	Sale

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0516200

Davenport & Company LLC | Account 17864095
2015 | **Proceeds Not Reported to the IRS** (continued) | 02/10/2016

LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
GENERAL ELECTRIC COMPANY / CUSIP· 369604103 / Symbol: GE							
06/12/15	215.000	5,876.92	01/30/13	4,842 86	0.00	1,034.06	Sale
GENERAL MOTORS COMPANY / CUSIP: 37045V100 / Symbol GM							
06/12/15	205.000	7,322 80	08/29/12	4,393.75	0 00	2,929 05	Sale
07/08/15	1,420.000	45,107 46	08/29/12	30,434.70	0.00	14,672.76	Sale
	Security total:	52,430.26		34,828.45	0 00	17,601.81	
GOOGLE INC CL A / CUSIP: 38259P508 / Symbol·							
06/12/15	10.000	5,459.00	11/10/05	1,930.12	0.00	3,528.88	Sale
GOOGLE INC CL C / CUSIP: 38259P706 / Symbol:							
05/05/15	0.192	102 94	Various	34.20	0 00	68 74	Total of 3 transactions
06/12/15	10 000	5,304.60	Various	1,889 50	0 00	3,415 10	Total of 2 transactions
	Security total:	5,407.54		1,923.70	0.00	3,483 84	
HEWLETT PACK2.125 091315 / CUSIP: 428236BC6 / Symbol·							
09/14/15	125,000.000	125,000.00	06/18/12	125,000.00	0.00	0.00	Redemption Note: AA Original basis $125,816 25
ISHS 1-3Y CR BD ETF / CUSIP. 464288646 / Symbol: CSJ							
07/24/15	950.000	99,852.66	03/31/14	100,160.78	0.00	-308.12	Sale
JPM NOTE 2 6 011516 / CUSIP· 46625HHW3 / Symbol							
05/19/15	100,000.000	101,175.00	01/20/11	99,626.91	0 00	1,548.09	Sale Note: AA Original basis $97,316 60
JOHNSON & JOHNSON / CUSIP: 478160104 / Symbol. JNJ							
06/12/15	80.000	7,866.26	01/20/95	1,086.40	0.00	6,779.86	Sale

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Davenport & Company LLC
2015
Proceeds Not Reported to the IRS
(continued)
Account 17864095
02/10/2016

LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
LIBERTY BROADBAND CORP A / CUSIP· 530307107 / Symbol LBRDA							
06/12/15	5 000	261.75	05/07/14	220.16	0.00	41 59	Sale
LIBERTY BROADBAND CORP C / CUSIP· 530307305 / Symbol: LBRDK							
06/12/15	25 000	1,309 73	05/07/14	1,091.72	0.00	218.01	Sale
LIBERTY MEDIA CORP A / CUSIP. 531229102 / Symbol LMCA							
06/12/15	55.000	2,104.82	05/07/14	1,837.61	0.00	267.21	Sale
MARKEL CORP / CUSIP. 570535104 / Symbol: MKL							
06/12/15	15.000	11,781 17	01/03/13	6,612.22	0.00	5,168 95	Sale
MONSANTO COMPANY NEW / CUSIP: 61166W101 / Symbol MON							
06/12/15	70.000	7,977 75	07/17/13	7,194 84	0 00	782.91	Sale
PARKER HANNIFIN CORP / CUSIP 701094104 / Symbol PH							
06/12/15	55.000	6,545 98	04/17/13	4,803.83	0.00	1,742.15	Sale
PEPSICO INC / CUSIP: 713448108 / Symbol. PEP							
06/12/15	75 000	7,022.12	05/11/05	4,254.00	0.00	2,768.12	Sale
PRAXAIR INC / CUSIP. 74005P104 / Symbol: PX							
06/12/15	55.000	6,766 54	06/25/03	1,644.80	0.00	5,121.74	Sale
QUALCOMM INC / CUSIP: 747525103 / Symbol. QCOM							
06/12/15	75.000	5,012.91	03/03/10	2,923.98	0.00	2,088 93	Sale
07/08/15	550 000	34,091 40	03/03/10	21,442.52	0.00	12,648 88	Sale
	Security total·	39,104 31		24,366 50	0 00	14,737 81	
RANGE RESOURCES CORP / CUSIP· 75281A109 / Symbol RRC							
06/12/15	110 000	5,818 34	03/26/14	9,459 42	0 00	-3,641 08	Sale
10/28/15	675 000	19,755 59	Various	55,807.24	0 00	-36,051 65	Total of 2 transactions
	Security total.	25,573.93		65,266.66	0.00	-39,692.73	

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Davenport & Company LLC | Account 17864095

2015 | **Proceeds Not Reported to the IRS** (continued) | 02/10/2016

LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
SMUCKER JM COMPANY NEW / CUSIP: 832696405 / Symbol SJM							
06/12/15	80 000	8,907 85	Various	6,075 78	0.00	2,832 07	Total of 2 transactions
STARBUCKS CORP / CUSIP. 855244109 / Symbol. SBUX							
06/12/15	150.000	7,902.03	07/03/13	5,038.31	0.00	2,863.72	Sale
UNITED TECHNOLOGIES CORP / CUSIP: 913017109 / Symbol· UTX							
06/12/15	70 000	8,229.76	05/12/04	2,905 98	0 00	5,323.78	Sale
09/23/15	475.000	41,514 43	05/12/04	19,719 15	0 00	21,795 28	Sale
	Security total.	49,744 19		22,625.13	0.00	27,119 06	
VALEANT PHARM INTL INC / CUSIP 91911K102 / Symbol VRX							
02/25/15	150.000	29,919 23	10/23/13	17,057.22	0 00	12,862.01	Sale
06/12/15	15 000	3,436 14	10/23/13	1,705.73	0 00	1,730 41	Sale
10/27/15	230.000	25,482 77	10/23/13	26,154.38	0.00	-671 61	Sale
	Security total:	58,838 14		44,917.33	0 00	13,920 81	
VERIZON COMMN 3 5 110121 / CUSIP 92343VBC7 / Symbol							
07/16/15	55,000 000	55,483 45	12/09/11	55,450.88	0 00	32 57	Sale Note: AA Original basis: $55,668 80
VISA INC CLASS A / CUSIP 92826C839 / Symbol V							
06/12/15	115 000	7,952 11	06/16/10	2,192 55	0 00	5,759 56	Sale
WELLS FARGO & CO NEW / CUSIP: 949746101 / Symbol· WFC							
06/12/15	160.000	9,099.05	12/16/09	4,174 11	0 00	4,924.94	Sale
ACCENTURE PLC IRELD CL A / CUSIP. G1151C101 / Symbol. ACN							
06/12/15	125.000	12,061.04	09/10/08	4,825 27	0 00	7,235 77	Sale
	Totals:	**1,451,288.45**		**1,139,524.23**	**0.00**	**311,764.22**	

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Davenport & Company LLC

2015

Proceeds Not Reported to the IRS

Account 66099459

02/24/2016

This section of your tax information statement provides proceeds transactions grouped by term (long, short or undetermined) For tax lots whose term is undetermined, use your historical documents to establish the cost basis and date of purchase Tax lots with an additional notation of "Ordinary" represent neither short- nor long-term capital transactions You may wish to consult with your tax advisor, the IRS or your state tax authority regarding the proper treatment

Closing of written options is presented in a distinct manner in accordance with IRS regulation For these transactions the Cost or other basis is always presented as $0 00 and the Proceeds is the net of proceeds received when the option was written and the cost to close the position

Several column headings describe two related items a quantity and a qualifier For example, Proceeds of sale and, if the sale is the result of an option exercise or assignment, whether the proceeds are gross or net (adjusted for any option premium) When these conditions exist, the qualifier is shown to the right of the amount

SHORT TERM TRANSACTIONS

Report on Form 8949, Part I, with Box C checked

Description of property Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et		Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
H&R BLOCK INC / CUSIP 093671105 / Symbol HRB								
06/24/15	190 000	5,821 02	N	10/15/14	5,305 26	0 00	515 76	Sale
ISHS CHINA LARGE CAP ETF / CUSIP· 464287184 / Symbol FXI								
08/19/15	350.000	13,562.88	N	02/11/15	14,667 45	0 00	-1,104 57	Sale
KINDER MORGAN INC DE / CUSIP: 49456B101 / Symbol· KMI								
01/06/15	170 000	6,920 34	N	08/13/14	6,508 69	0 00	411 65	Sale
12/30/15	160 000	2,361 58	N	07/29/15	5,573 70	0.00	-3,212.12	Sale
	Security total.	9,281.92			12,082.39	0 00	-2,800 47	
MCDONALDS CORP / CUSIP. 580135101 / Symbol. MCD								
12/16/15	45 000	5,300 63	N	01/14/15	4,126.43	0 00	1,174 20	Sale
TELUS CORP / CUSIP· 87971M103 / Symbol· TU								
12/31/15	165.000	4,574 40	N	04/20/15	5,686 31	0.00	-1,111 91	Sale
WADDELL & REED FINL CL A / CUSIP: 930059100 / Symbol. WDR								
07/16/15	395.000	17,905 10		Various	21,078 34	0 00	-3,173 24	Total of 2 transactions
	Totals:	**56,445.95**			**62,946.18**	**0.00**	**-6,500.23**	

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Davenport & Company LLC — Account 66099459

Proceeds Not Reported to the IRS
(continued)

2015 — 02/24/2016

LONG TERM TRANSACTIONS
Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et		Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
AFLAC INC / CUSIP 001055102 / Symbol. AFL								
01/21/15	285.000	16,501 54	N	04/03/13	15,031 47	0.00	1,470 07	Sale
ANTHEM INC / CUSIP 036752103 / Symbol ANTM								
05/20/15	125 000	20,397 03	N	01/16/13	7,738 75	0 00	12,658 28	Sale
AUTOMATIC DATA PROC INC / CUSIP 053015103 / Symbol ADP								
03/05/15	230.000	19,917 45	N	01/16/13	11,856.57	0 00	8,060 88	Sale
H&R BLOCK INC / CUSIP. 093671105 / Symbol. HRB								
06/24/15	430 000	13,173 88	N	10/16/13	12,390 84	0.00	783 04	Sale
CHEMOURS COMPANY / CUSIP 163851108 / Symbol: CC								
07/08/15	45 000	610 40	N	01/16/13	525 60	0 00	84 80	Sale
DEUTSCHE CSI 300 CHN ETF / CUSIP. 233051879 / Symbol ASHR								
02/11/15	300 000	10,427 90	N	12/13/13	7,599 00	0 00	2,828 90	Sale
06/03/15	135 000	7,140 60	N	12/13/13	3,419 55	0.00	3,721 05	Sale
06/30/15	285 000	13,015 77		Various	6,528 94	0.00	6,486 83	Total of 2 transactions
	Security total:	30,584 27			17,547 49	0 00	13,036 78	
DU PONT E.I DE NEMOUR&CO / CUSIP 263534109 / Symbol DD								
10/06/15	225.000	12,528.04	N	01/16/13	9,810 68	0 00	2,717 36	Sale
EQTY LIFESTYLE PPTYS INC / CUSIP 29472R108 / Symbol ELS								
03/04/15	95.000	5,111.78	N	12/16/13	3,400 96	0.00	1,710 82	Sale Note: AC Original basis: $3,401 74
HARTFORD FINL SVCS GROUP / CUSIP 416515104 / Symbol HIG								
01/07/15	245 000	9,916.82		Various	5,929.34	0.00	3,987.48	Total of 2 transactions
04/15/15	350 000	14,933.36	N	01/16/13	8,414.00	0 00	6,519 36	Sale
	Security total:	24,850.18			14,343 34	0.00	10,506.84	

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Davenport & Company LLC | Account 66099459

Proceeds Not Reported to the IRS
(continued)

2015 | 02/24/2016

LONG TERM TRANSACTIONS
Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
HEWLETT-PACKARD COMPANY / CUSIP 428236103 / Symbol							
04/08/15	405 000	12,690.77 N	04/02/14	13,485 73	0.00	-794.96	Sale
KINDER MORGAN INC DE / CUSIP· 49456B101 / Symbol KMI							
01/06/15	55 000	2,238 94 N	09/04/13	2,022 31	0 00	216 63	Sale
12/30/15	345.000	5,092 13 N	09/04/13	12,685 37	0 00	-7,593 24	Sale
	Security total:	7,331 07		14,707.68	0 00	-7,376 61	
MARATHON PETROLEUM CORP / CUSIP 56585A102 / Symbol MPC							
02/25/15	155 000	16,210 87 N	01/16/13	10,078 08	0 00	6,132.79	Sale
MARKEL CORP / CUSIP. 570535104 / Symbol MKL							
08/12/15	5 000	4,304 94 N	05/16/13	2,682 66	0 00	1,622 28	Sale
PENN NATIONAL GAMING INC / CUSIP: 707569109 / Symbol PENN							
01/28/15	285 000	4,366 61 N	01/31/13	3,209 32	0 00	1,157.29	Sale
SUN COMMUNITIES INC / CUSIP 866674104 / Symbol. SUI							
01/15/15	70 000	4,650 51 N	09/03/13	2,829 58	0 00	1,820.93	Sale Note. AC Original basis· $2,950 26
03/04/15	95.000	6,363.77	Various	3,784.40	0 00	2,579 37	Total of 2 transactions
	Security total:	11,014.28		6,613 98	0 00	4,400.30	
TELUS CORP / CUSIP· 87971M103 / Symbol· TU							
12/31/15	355 000	9,841 91 N	06/26/13	10,453.22	0 00	-611 31	Sale
WAL-MART STORES INC / CUSIP· 931142103 / Symbol· WMT							
10/21/15	215 000	12,648 44 N	01/16/13	14,884 45	0 00	-2,236 01	Sale
	Totals:	**222,083.46**		**168,760.82**	**0.00**	**53,322.64**	

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Davenport & Company LLC Account 58568612

Proceeds Not Reported to the IRS

2015 02/10/2016

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Closing of written options is presented in a distinct manner in accordance with IRS regulation For these transactions the Cost or other basis is always presented as $0 00 and the Proceeds is the net of proceeds received when the option was written and the cost to close the position

Several column headings describe two related items a quantity and a qualifier. For example, Proceeds of sale and, if the sale is the result of an option exercise or assignment, whether the proceeds are gross or net (adjusted for any option premium) When these conditions exist, the qualifier is shown to the right of the amount

SHORT TERM TRANSACTIONS

Report on Form 8949, Part I, with Box C checked.

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
SHIRE PLC SPON ADR / CUSIP: 82481R106 / Symbol: SHPG							
10/20/15	60 000	12,788 16	10/20/14	10,905 00	0 00	1,883.16	Sale

LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked.

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
ANHEUSER BUSCH INBEV / CUSIP: 03524A108 / Symbol: BUD							
02/19/15	95.000	11,678.14	Various	9,954.15	0.00	1,723.99	Total of 2 transactions
HK EXCHANGES & CLEARING / CUSIP: 43858F109 / Symbol: HKXCY							
04/21/15	465.000	17,062.03	Various	7,436.55	0.00	9,625.48	Total of 2 transactions
10/02/15	365.000	8,672 24	06/21/13	5,573.55	0.00	3,098.69	Sale
	Security total:	25,734.27		13,010.10	0 00	12,724 17	
IMPERIAL OIL LTD NEW / CUSIP 453038408 / Symbol. IMO							
11/09/15	225.000	7,432 40	Various	10,245 15	0.00	-2,812 75	Total of 2 transactions
ITAU SA ADR REP 500 PFD / CUSIP: 465562106 / Symbol: ITUB							
07/29/15	0.300	2 60	06/21/13	3 14	0 00	-0.54	Cash in lieu

** D = adjustment amount is market discount W = adjustment amount is a non-deductible wash sale loss C = proceeds amount is from collectible assets

0309400

Davenport & Company LLC
2015

Proceeds Not Reported to the IRS
(continued)

Account 58568612
02/10/2016

LONG TERM TRANSACTIONS

Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
NOVO NORDISK AS ADR / CUSIP. 670100205 / Symbol. NVO							
11/24/15	230 000	12,235 77	01/10/14	8,968 35	0.00	3,267.42	Sale
SCHNEIDER ELEC SE ADR / CUSIP· 80687P106 / Symbol. SBGSY							
10/05/15	1,715.000	19,550.64	Various	26,059.94	0 00	-6,509.30	Total of 2 transactions
SWATCH GROUP AG / CUSIP: 870123106 / Symbol SWGAY							
02/03/15	700.000	14,258.68	Various	20,091.40	0 00	-5,832 72	Total of 3 transactions
SYSMEX CORP ADR / CUSIP: 87184P109 / Symbol: SSMXY							
07/08/15	410.000	12,004 17	06/21/13	6,426.75	0.00	5,577.42	Sale
TAIWAN SEMICON MFG CO / CUSIP. 874039100 / Symbol· TSM							
01/28/15	330.000	8,028.72	01/16/14	5,949.87	0.00	2,078.85	Sale
XINYI GLASS HLDGS LTD / CUSIP. 98418R100 / Symbol: XYIGY							
03/11/15	385.000	4,388 92	Various	6,175 55	0 00	-1,786 63	Total of 2 transactions
Totals:		**115,314.31**		**106,884.40**	**0.00**	**8,429.91**	

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Davenport & Company LLC | Account 79756546

Proceeds Not Reported to the IRS

2015 | 02/24/2016

This section of your tax information statement provides proceeds transactions grouped by term (long, short or undetermined) For tax lots whose term is undetermined, use your historical documents to establish the cost basis and date of purchase. Tax lots with an additional notation of "Ordinary" represent neither short- nor long-term capital transactions You may wish to consult with your tax advisor, the IRS or your state tax authority regarding the proper treatment

Closing of written options is presented in a distinct manner in accordance with IRS regulation For these transactions the Cost or other basis is always presented as $0 00 and the Proceeds is the net of proceeds received when the option was written and the cost to close the position

Several column headings describe two related items a quantity and a qualifier For example, Proceeds of sale and, if the sale is the result of an option exercise or assignment, whether the proceeds are gross or net (adjusted for any option premium) When these conditions exist, the qualifier is shown to the right of the amount

SHORT TERM TRANSACTIONS

Report on Form 8949, Part I, with Box C checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et		Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
AMERICAN ARLNS GRP INC / CUSIP 02376R102 / Symbol. AAL								
01/02/15	45 000	2,402 30	N	01/10/14	1,319 39	0 00	1,082.91	Sale
KRISPY KREME DOUGHNUT / CUSIP 501014104 / Symbol KKD								
01/07/15	1,990 000	38,782 06		Various	37,536 02	0 00	1,246.04	Total of 3 transactions
LAS VEGAS SANDS CORP / CUSIP. 517834107 / Symbol LVS								
12/07/15	715 000	30,774 96	N	07/06/15	39,028 28	0.00	-8,253.32	Sale
PALL CORP / CUSIP. 696429307 / Symbol.								
05/13/15	135 000	16,782.09	N	08/13/14	10,749.83	0 00	6,032 26	Sale
PENN NATIONAL GAMING INC / CUSIP: 707569109 / Symbol PENN								
03/17/15	688 000	11,256.17	N	04/07/14	8,437 64	0 00	2,818 53	Sale
	Totals:	**99,997.58**			**97,071.16**	**0.00**	**2,926.42**	

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Davenport & Company LLC

Account 79756546

Proceeds Not Reported to the IRS
(continued)

2015

02/24/2016

LONG TERM TRANSACTIONS
Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et		Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
ALCOA INC / CUSIP 013817101 / Symbol AA								
09/10/15	2,535 000	24,176 62	N	04/01/14	33,091 63	0 00	-8,915.01	Sale
AMAZON.COM INC / CUSIP. 023135106 / Symbol AMZN								
04/24/15	27 000	12,057 45	N	03/10/14	9,984.97	0 00	2,072 48	Sale
10/19/15	24 000	13,843 47	N	03/10/14	8,875 53	0 00	4,967.94	Sale
11/05/15	14 000	9,108 67	N	03/10/14	5,177 40	0.00	3,931.27	Sale
	Secunty total.	35,009 59			24,037 90	0 00	10,971 69	
AMERICAN ARLNS GRP INC / CUSIP· 02376R102 / Symbol AAL								
01/02/15	235 000	12,545 37	N	12/11/13	6,109 02	0 00	6,436 35	Sale
BROOKFIELD ASSET MGMNT A / CUSIP 112585104 / Symbol. BAM								
05/19/15	0 500	18 19	N	07/29/13	12 65	0.00	5.54	Cash in lieu
CABELAS INC / CUSIP. 126804301 / Symbol CAB								
08/06/15	1,060.000	46,835 45		Various	68,640.55	0.00	-21,805.10	Total of 5 transactions
CARMAX INC / CUSIP 143130102 / Symbol KMX								
01/02/15	160 000	10,635 65	N	07/29/13	7,633 58	0 00	3,002.07	Sale
04/16/15	125.000	8,966 34	N	07/29/13	5,963 74	0 00	3,002.60	Sale
	Secunty total:	19,601.99			13,597.32	0.00	6,004.67	
KRISPY KREME DOUGHNUT / CUSIP 501014104 / Symbol. KKD								
01/07/15	130 000	2,533.50	N	07/29/13	2,680.58	0 00	-147 08	Sale
MARKEL CORP / CUSIP. 570535104 / Symbol MKL								
07/10/15	12.000	10,425.46	N	01/10/14	6,894.12	0.00	3,531.34	Sale
08/06/15	11 000	9,721 48	N	01/10/14	6,319 61	0 00	3,401.87	Sale
11/09/15	18 000	15,518 50	N	01/10/14	10,341 18	0.00	5,177.32	Sale
11/19/15	16 000	14,420.78		Various	8,912 72	0 00	5,508 06	Total of 2 transactions
	Secunty total·	50,086 22			32,467 63	0 00	17,618 59	

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Davenport & Company LLC — Account 79756546

Proceeds Not Reported to the IRS
(continued)

2015 — 02/24/2016

LONG TERM TRANSACTIONS
Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
MORGAN CHINA A SHARES FD / CUSIP 617468103 / Symbol: CAF							
03/18/15	290.000	9,513.39 N	12/13/13	7,197.11	0.00	2,316 28	Sale
07/10/15	340 000	10,782 02 N	12/13/13	8,437 98	0 00	2,344 04	Sale
07/23/15	330 000	10,383.95	Various	7,875 13	0.00	2,508 82	Total of 2 transactions
09/10/15	1,250 000	30,869 81	Various	27,833 44	0 00	3,036 37	Total of 2 transactions
	Security total.	61,549.17		51,343 66	0.00	10,205.51	
PALL CORP / CUSIP 696429307 / Symbol.							
05/13/15	385.000	47,860.05	Various	28,947.43	0.00	18,912 62	Total of 2 transactions
PENN NATIONAL GAMING INC / CUSIP 707569109 / Symbol PENN							
01/20/15	1,595.000	24,085 88 N	11/05/13	21,838 11	0.00	2,247 77	Sale
01/29/15	1,370 000	21,755 12	Various	18,107 26	0.00	3,647 86	Total of 2 transactions
03/17/15	517 000	8,458.48 N	01/10/14	6,777.87	0 00	1,680 61	Sale
04/20/15	875 000	14,003 85	Various	10,557 48	0.00	3,446 37	Total of 2 transactions
06/24/15	540.000	9,727 54 N	02/03/14	6,202 39	0 00	3,525 15	Sale
07/14/15	475 000	9,239 29 N	02/03/14	5,455 81	0 00	3,783 48	Sale
09/16/15	600 000	10,803 52	Various	6,851 39	0 00	3,952 13	Total of 2 transactions
	Security total	98,073 68		75,790 31	0 00	22,283 37	
SMUCKER JM COMPANY NEW / CUSIP: 832696405 / Symbol SJM							
04/24/15	565 000	65,808 80	Various	51,945 35	0.00	13,863 45	Total of 4 transactions

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Davenport & Company LLC
Account 79756546

Proceeds Not Reported to the IRS
(continued)

2015
02/24/2016

LONG TERM TRANSACTIONS
Report on Form 8949, Part II, with Box F checked

Description of property

Date sold or disposed	Quantity	Proceeds Shown (G)ross (N)et	Date acquired	Cost or other basis	Adjustments & Code(s), if any**	Gain or loss(-) & Loss not allowed(X)	Additional information
SUN COMMUNITIES INC / CUSIP 866674104 / Symbol SUI							
01/07/15	185 000	12,010 73 N	07/29/13	9,114 15	0 00	2,896 58	Sale Note AC Original basis $9,433.03
01/09/15	145 000	9,508 02 N	07/29/13	7,143 49	0 00	2,364 53	Sale Note AC Original basis $7,393 45
03/17/15	115.000	7,802.67	Various	5,571.39	0.00	2,231 28	Total of 2 transactions
04/16/15	155 000	9,849 08 N	10/21/13	6,634 07	0 00	3,215 01	Sale Note AC Original basis $6,865 79
06/03/15	545 000	34,640 49	Various	22,767.68	0.00	11,872.81	Total of 2 transactions
	Security total	73,810 99		51,230 78	0.00	22,580.21	
	Totals:	**537,909.62**		**439,894.81**	**0.00**	**98,014.81**	

** D = adjustment amount is market discount. W = adjustment amount is a non-deductible wash sale loss. C = proceeds amount is from collectible assets.

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	1,600.	1,600.	0.	0.	
DAVENPORT	192,252.	0.	192,252.	192,252.	
TO PART I, LINE 4	193,852.	1,600.	192,252.	192,252.	

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	3,058.	3,058.		0.
TO FORM 990-PF, PG 1, LN 16B	3,058.	3,058.		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	58,310.	58,310.		0.
PROFESSIONAL SERVICES	4,062.	4,062.		0.
TO FORM 990-PF, PG 1, LN 16C	62,372.	62,372.		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	8,568.	8,568.		0.
EXCISE TAX	30,788.	0.		0.
TO FORM 990-PF, PG 1, LN 18	39,356.	8,568.		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
POSTAGE	49.	49.		0.
BANK CHARGES	35.	35.		0.
TO FORM 990-PF, PG 1, LN 23	84.	84.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	7,553,703.	7,553,703.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,553,703.	7,553,703.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	1,923,273.	1,923,273.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,923,273.	1,923,273.

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
THOMAS R. BEAN P.O. BOX 1320 RICHMOND, VA 23218	PRESIDENT 5.00	0.	0.	0.
SCOTT NYSTROM 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.
CARLOS BROWN 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.
ANDREA BROUGTON P.O. BOX 1320 RICHMOND, VA 23218	DIRECTOR 1.00	0.	0.	0.
DOUGLAS M. NABHAN 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.