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Form 990-PF

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

OMB No. 1545 0052

Department of the Treasury ▶ Information about Form 990 PF and its separate instructions is at www irs gov/form990pf For calendar year 2016 or tax year beginning and ending Name of foundation A Employer identification number BROOKFIELD, INC. C/O DOUGLAS NABHAN - WILLIAMS MULLEN 54-0638415 Number and street (or P.O. box number if mail is not delivered to street address) Room/suite B Telephone number P.O. BOX 1320 804-783-6484 Cily or town, state or province, country, and ZIP or foreign postal code C if exemption application is pending, check here RICHMOND, VA 23218-1320 G Check all that apply Initial return Initial return of a former public charity D 1 Foreign organizations, check here Final return Amended return 2 Foreign organizations meeting the 65% test check here and attach computation Address change Name change X Section 501(c)(3) exempt private foundation Check type of organization E If private foundation status was terminated Section 4947(a)(1) nonexempt charitable trust — Other taxable private foundation under section 507(b)(1)(A), check here I Fair market value of all assets at end of year | J | Accounting method X Accrual If the foundation is in a 60 month termination Other (specify) (from Part II, col. (c), line 16) under section 507(b)(1)(B), check here 10, 172, 807. (Part I, column (d) must be on cash basis) **\$** Part I. Analysis of Revenue and Expenses (b) Net investment (d) Disbursements (a) Revenue and (c) Adjusted net (The total of amounts in columns (b) (c) and (d) may not necessarily equal the amounts in column (a)) expenses per books income for charitable purposes ілсоте (cash basis only) 108 1 Contributions, gifts, grants, etc., received N/A Check X If the foundation is not required to attach Sch. 8 Interest on savings and temporary cash investments 192,533 192,533 Dividends and interest from securities 5a Gross rents b Net rental income or (loss) 168,480 38 Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 2,891,363. 480 Capital gain net income (from Part IV line 2) Net short term capital gain Income modifications Gross sales less returns and allowances b Less Cost of goods sold ٠,٠٠, c Gross profit or (loss) 689 Other income 0 STATEMENT Total Add lines 1 through 11 370.810 361 013 0. Compensation of officers, directors, trustees, etc. 0. Ο. Other employee salaries and wages 39,999 39,999 0. RECEIVED Pension plans, employee benefits X a Legal lees Expen b Accounting fees STMT 3 3,052 3,052 0 0. 9 2017 1UN 1 88 STMT 61,134 61,134 c Other professional fees 0. SCANNED JUN 2 2 2017 Administrative 17 Interest OGDEN, UT STMT 5 26,097 6,124 18 0. 19 Depreciation and depletion 20 Occupancy 21 Travel, conferences, and meetings 648 1,648 0. Printing and publications 290 290 STMT 6 0. 23 Other expenses 24 Total operating and administrative 132,220 112,247 expenses Add lines 13 through 23 0. 25 Contributions, gifts, grants paid 400,320 400,320. Total expenses and disbursements Add lines 24 and 25 <u>532,540</u> 112,247 400,320. 27 Subtract line 26 from line 12 -161,730à Excess of revenue over expenses and disbursements b Net investment income (it negative enter 0) 248,766 N/A C Adjusted net income (if negative enter 0)

523501 11 23 16 LHA For Paperwork Reduction Act Notice, see instructions

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Balance Sheets Attached schedules and amounts in the description	Beginning of year	End	End of year			
column should be for end-of-year amounts only		column should be for end-of-year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value			
	1	Cash - non-interest-bearing	25,378.	13,284	13,284.			
	2	Savings and temporary cash investments	488,828.	423,082	423,082.			
	3	Accounts receivable >			_			
	İ	Less; allowance for doubtful accounts ▶	Ì					
	4	Pledges receivable ►						
	ł	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	The state of the s	the section of the section of				
ŝ	8	Inventories for sale or use						
Assets	9	Prepaid expenses and deferred charges						
Ÿ	1	Investments - U.S. and state government obligations						
	1	Investments - corporate stock STMT 7	7,553,703.	7.801.948.	7,801,948.			
	ı	Investments - corporate bonds STMT 8	1,923,273.	1.934.493	1,934,493.			
	l	Investments - land, buildings, and equipment basis						
		Less accumulated depreciation	and the section of th	-Millette for effect on the court of the cou				
	12	Investments - mortgage loans		• • • • • • • • • • • • • • • • • • • •				
	13	Investments - other			· · · · · · · · · · · · · · · · · · ·			
	14	Land, buildings, and equipment: basis ▶						
		Less accumulated depreciation						
	15	Other assets (describe >						
	t	Total assets (to be completed by all filers - see the						
		instructions. Also, see page 1, item I)	9.991 182	10 172 807	10,172,807.			
_	17	Accounts payable and accrued expenses	3/331/1021	10/1/2/00/	10,172,007.			
	18	Grants payable						
s	19	Deferred revenue						
Liabilities	20	Loans from officers, directors, trustees, and other disqualified persons			†			
abii		Mortgages and other notes payable			1			
ڐ		Other liabilities (describe)			1			
					†			
	23	Total liabilities (add lines 17 through 22)	0.	0.				
		Foundations that follow SFAS 117, check here			1			
		and complete lines 24 through 26 and lines 30 and 31.						
ès	24	Unrestricted	9,991,182.	10,172,807.				
au	25	Temporarily restricted	2/32-/		1			
Bal	l	Permanently restricted			†			
nd		Foundations that do not follow SFAS 117, check here						
Ŀ		and complete lines 27 through 31						
ō	27	Capital stock, trust principal, or current funds						
Net Assets or Fund Balance	28	Paid-in or capital surplus, or land, bldg., and equipment fund			1			
Ass	29	Retained earnings, accumulated income, endowment, or other funds			1			
let	30	Total net assets or fund balances	9,991,182.	10,172,807.	1			
~			272227		1			
	31	Total liabilities and net assets/fund balances	9,991,182.	10,172,807.				
_								
٢	<u>art</u>	Analysis of Changes in Net Assets or Fund B	aiances					
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), line	30					
	(mus	st agree with end-of-year figure reported on prior year's return)		1	9,991,182.			
		r amount from Part I, line 27a		2	-161,730.			
3	Othe	r increases not included in line 2 (itemize) UNREALIZED	GAIN ON INVEST		343,355.			
		lines 1, 2, and 3		4	10,172,807.			
5	Decr	eases not included in line 2 (itemize)		5	0.			
6	Tota	net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	olumn (b), line 30	6	10,172,807.			
					Form 990-PF (2016)			

Part IV Capital Gains a	nd Losses for Tax on	Investmen	t 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.)) P	How acq - Purcha	ase	(c) Date acquir (mo., day, yr.		(d) Date sold (mo., day, yr.)
		5113. WILO 00.)		U	- Donati	ion	(11103, 003, 313	·/	
b SEE ATTACHED	СПУЛЕМЕНТ			<u> </u>					
	6							-	
d									
e	·				**				
(e) Gross sales price (f) Depreciation allowed (g) Cost or other basis plus expense of sale							(h) Gain or (e) plus (f) m		
a									
b									
С									
d									
e 2,891,363.			<u>2,722,88</u>	3.					168,480.
Complete only for assets showing		<u> </u>					Gains (Col. (h) (k), but not les		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (1) col. (1), if any			COI.	Losses (from	col. (h))	
<u>a</u>				•			•		
<u>b</u>									
C		-							
d									160 400
e				-	 -				168,480.
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		-		168,480.
3 Net short-term capital gain or (loss	,	and (6).							
If gain, also enter in Part I, line 8, c	olumn (c).			\rightarrow			_	- / -	
Part V Qualification Ur	nder Section 4940(e) fo	or Poducos	l Tay on Not	Inv	3	ant Inc.		I/A	
(For optional use by domestic private if section 4940(d)(2) applies, leave this Was the foundation liable for the section	s part blank.				?.)				Yes X No
If "Yes," the foundation does not qualif Enter the appropriate amount in ea	y under section 4940(e). Do not	complete this pa	ırt.		·				
(a)	(b)		To the manning arry or	(c)	<u> </u>			(d)	
Base periód years Calendar year (or tax year beginnin	g in) Adjusted qualifying d		Net value of no	nchár			(col (Distribûtiê b) divide	d by col. (c))
2015		<u>27,500.</u>				,433		_	.041347
2014		40,000.				,951			.033570
2013		09,846.	-			,758		· ·	.031216
<u>2012</u> 2011		09,472. 16,958.				,990			.042633
2011		10,330.		0	, 133	,562	•		.061684
2 Total of line 1, column (d)							2		.210450
3 Average distribution ratio for the 5- the foundation has been in existent		il on line 2 by 5,	or by the number	of yea	ars		3	<u>.</u>	.042090
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5				4	9,	,955,245.			
5 Multiply line 4 by line 3					5_		419,016.		
6 Enter 1% of net investment income	e (1% of Part I, line 27b)						6		2,488.
7 Add lines 5 and 6	,								_
	-						7		421,504.
8 Enter qualifying distributions from If line 8 is equal to or greater than I See the Part VI instructions.		ne 1b, and comp	elete that part using	g a 19	% tax rat	e.	8		400,320.
623521 11-23-16	·							Forn	n 990-PF (2016)

BROOKFIELD, INC.

Enrn	1 990-PF (2016) C/O DOUGLAS NABHAN - WILLIAMS MULLEN 54-063	0115		Dago 4
	ort VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see			Page 4
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%	-	4,9	75.
	of Part I, line 27b		<u></u>	
C	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			i
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
3	Add lines 1 and 2		4,9	75.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			0.
5	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		4,9	75.
6	Credits/Payments:			
a	2016 estimated tax payments and 2015 overpayment credited to 2016 6a 8,720.			1
þ	Exempt foreign organizations - tax withheld at source			
C	Tax paid with application for extension of time to file (Form 8868)	, .		1
đ	Backup withholding erroneously withheld 6d 6d			
	Total credits and payments. Add lines 6a through 6d		<u>8,7</u>	
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached 8			<u>6.</u>
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		<u>3,7</u>	39.
	Enter the amount of line 10 to be: Credited to 2017 estimated tax			<u> 0 </u>
_	rt VII-A Statements Regarding Activities		Yes	Na
18	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in	 	162	
	any political campaign? Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1a		X
υ	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or	1b		
	distributed by the foundation in connection with the activities	-		1
c	Did the foundation file Form 1120-POL for this year?	1c		X
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	16	5~~	
٠	(1) On the foundation. \triangleright \$ 0 . (2) On foundation managers. \triangleright \$	**		'
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation		, . 20,	ŀ
	managers. ► \$ 0 .	-	,	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or	1 - 1		
	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		<u></u>
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			
	By language in the governing instrument, or			1
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law		77	
7	remain in the governing instrument?	6	<u>X</u>	
1	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	
g.	Enter the states to which the foundation reports or with which it is registered (see instructions)			
va	VA			ļ
h	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	х	[
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 2016 or the taxable year beginning in 2016 (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
		rm 99 0)-PF	

C/O DOUGLAS NABHAN - WILLIAMS MULLEN 54-0638415 Page 5

Pa	art VII-A Statements Regarding Activities (continued)			
	,	1	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of	ì	ł	1
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<u> </u>	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	<u> </u>
	Website address ► N/A			
14	The books are in care of ► THE ORGANIZATION, C/O THE TREASURER Telephone no. ► 804-8			
	Located at \triangleright P.O. BOX 1320, RICHMOND, VA ZIP+4 \triangleright 2	<u>3218</u>	<u>-13</u>	20
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	_	▶	•
40	and enter the amount of tax-exempt interest received or accrued during the year 15	<u>N</u>	Yes	No
10	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank,	10	res	1
	securities, or other financial account in a foreign country? See the instructions for executions and filing requirements for Eur CEN Form 114. If "Yes," enter the name of the	16		<u> </u>
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country	1)
Pa	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required			<u></u>
_	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	T	Yes	No
1a	During the year did the foundation (either directly or indirectly):	 	1.00	1
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1	1	
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?	1		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1	}	}
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(5) Transfer any income or assets to a disqualified person (or make any of either available	1	Ì	
	for the benefit or use of a disqualified person)?	1		,
	(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	Ì		!
	termination of government service, if terminating within 90 days)	}	,	, ·
b	olf 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)?	1b	├	
	Organizations relying on a current notice regarding disaster assistance check here	-	1	
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	١.	ľ	77
0	before the first day of the tax year beginning in 2016? Taxon on follows to distribute program (coston 4043) (does not apply for years the foundation was a private procedure foundation.	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning	1		
	before 2016?		ļ	
	If "Yes," list the years , , , , , , , , , , , , , , , , , , ,			
D	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect		Ì	
	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.) If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.	2b	 	
32	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		ĺ	
Ja	during the year?			
b	of "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after	1		
•	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,		1	
	Form 4720, to determine if the foundation had excess business holdings in 2016) 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 2016?	4b	<u> </u>	X
	Fr	orm 99 0	0-PF	(2016)

623541 11-23-16

Form 990-PF (2016)

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

Form 990-PF (2016) C/O DOUGLAS NABHAN - WILLIAMS MULLEN	Highly	undation Managers,					Part VIII
·		MULLEN	- WILLIAMS	NABHAN	DOUGLAS	016) C/O	Form 990-PF (2

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3 Five highest-paid independent contractors for professional services. If none, ent	er "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		• (
Part IX-A Summary of Direct Charitable Activities		
List the foundation's four largest direct charitable activities during the tax year. Include relevant stat number of organizations and other beneficiaries served, conferences convened, research papers pr		Expenses
1 N/A		
2		
3		· · · · · · · · · · · · · · · · · · ·
1		
	-	
Part IX-B Summary of Program-Related Investments		
Describe the two largest program-related investments made by the foundation during the tax year of	in lines 1 and 2.	Amount
N/A		
All other program-related investments. See instructions		
}		
	-	
Fotal, Add lines 1 through 3	>	0.
		Form 990-PF (2016

For	m 990-PF (2016) C/O DOUGLAS NABHAN - WILLIAMS MULLEN	5	4-0638415 Page 8
P	art X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations	ndation	ns, see instructions)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
а	Average monthly fair market value of securities	1a	9,567,485.
b	Average of monthly cash balances	1b	539,363.
C	Fair market value of all other assets	1c	
đ	Total (add lines 1a, b, and c)	1d	10,106,848.
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	10,106,848.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	151,603.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,955,245.
6_	Minimum investment return. Enter 5% of line 5	6	497,762.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations are foreign organizations check here and do not complete this part.)	id certa	ın
1	Minimum investment return from Part X, line 6	1	497,762.
2a	Tax on investment income for 2016 from Part VI, line 5		
b	Income tax for 2016. (This does not include the tax from Part VI.)	} }	
C	Add lines 2a and 2b	2c	4,975.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	492,787.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	492,787.
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	492,787.
P	art 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_	400,320.
þ	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:		
а	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	400,320.
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	400,320.
	Note: The amount on line 6 will be used in Part V. column (b), in subsequent years when calculating whether the foundation in	malifies	for the section

4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
Distributable amount for 2016 from Part XI, line 7				492,787.
2 Undistributed income, if any, as of the end of 2016				434,707.
a Enter amount for 2015 only			399,283.	
b Total for prior years:			<u></u>	···
b rotal for prior years.		0.		
3 Excess distributions carryover, if any, to 2016:		0.		
a From 2011				
- ·				
b From 2012				
c From 2013				
d From 2014				;
e From 2015				1
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from				1
Part XII, line 4: ► \$ 400,320.				•
a Applied to 2015, but not more than line 2a			399,283.	
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 2016 distributable amount				1,037.
e Remaining amount distributed out of corpus	0.			,
5 Excess distributions carryover applied to 2016	0.			0.
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				· •
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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 2015. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract				
lines 4d and 5 from line 1. This amount must				
be distributed in 2017				491,750.
7 Amounts treated as distributions out of				<u> </u>
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 2011				
not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017.				
Subtract lines 7 and 8 from line 6a	0.			
l l	0.			
O Analysis of line 9. a Excess from 2012				
b Excess from 2013			ļ	
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				···

623581 11-23-16

Part XIV	Private Operating F	oundations (see in	structions and Part VII	A, question 9)						
1 a' If the for	undation has received a ruling o	r determination letter tha	it it is a private operating		-					
foundation, and the ruling is effective for 2016, enter the date of the ruling										
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)										
2 a Enter the lesser of the adjusted net Tax year Prior 3 years										
ıncome	from Part I or the minimum	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total				
investm	ent return from Part X for									
each yea	ar listed									
b 85% of	line 2a									
b 85% of line 2a c Qualifying distributions from Part XII,										
-	r each year listed									
	s included in line 2c not									
	ectly for active conduct of									
	activities									
•	ng distributions made directly									
	e conduct of exempt activities.									
	t line 2d from line 2c									
3 Complet alternati a "Assets"	te 3a, b, or c for the ve test relied upon: alternative test - enter: ue of all assets									
	ue of assets qualifying ler section 4942(j)(3)(B)(i)									
b "Endowr 2/3 of m	ment" alternative test - enter innmum investment return n Part X, line 6 for each year									
	t" alternative test - enter;				-					
• • •	al support other than gross									
inve divi sec	estment income (interest, dends, rents, payments on urities loans (section (4)(5)), or royalties)									
` and orga	port from general public 5 or more exempt anizations as provided in tion 4942(j)(3)(B)(iii)									
	gest amount of support from			- -						
	exempt organization									
	ss investment income			4.00						
Part XV	Supplementary Info	rmation (Comple	te this part only	f the foundati	on had \$5,000 or m	ore in assets				
	at any time during t				• •					
1 Informa	ation Regarding Foundatio									
	managers of the foundation wh		than 2% of the total contr	abilitions received by	the foundation before the clo	ose of any tax				
year (bu	t only if they have contributed in	nore than \$5,000). (See	section 507(d)(2).)	is a tions room of	the restriction core and the	oo or any tax				
NONE										
b List any	managers of the foundation wh			or an equally large p	ortion of the ownership of a p	partnership or				
NONE	2,	» g 2.4,								
	ation Decorders Contain to		Cabalanakii D							
Check h	ation Regarding Contributi ere X if the foundation o	nly makes contributions	to preselected charitable of	organizations and do	es not accept unsolicited requ	uests for funds. If				
	dation makes gifts, grants, etc				· · · · · · · · · · · · · · · · · · ·	a a.				
a The nam	ne, address, and telephone numl	per or e-mail address of	the person to whom applic	cations should be ad	dressed:					
b The form	n in which applications should b	e submitted and informa	ition and materials they sh	ould include:						
c Any sub	mission deadlines.									
d Any rest	rictions or limitations on awards	s, such as by geographic	al areas, charitable fields,	kınds of institutions,	or other factors:	-				

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

54-0638415

Page 11

Supplementary Information (continued) Part XV 3 'Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Recipient show any relationship to Foundation Purpose of grant or Amount any foundation manager status of contribution Name and address (home or business) or substantial contributor recipient a Paid during the year public charity general BOYS AND GIRLS CLUB NONE 5511 STAPLES MILL RD #301 RICHMOND, VA 23228 25,000. CHILD SAVERS NONE PUBLIC CHARITY GENERAL 200 N 22ND ST RICHMOND, VA 23223 45,820. COMMUNITIES IN SCHOOLS NONE PUBLIC CHARITY GENERAL 2922 W MARSHALL ST RICHMOND, VA 23230 75,000, NONE PUBLIC CHARITY GENERAL FAMILY LIFELINE 2325 W BROAD ST RICHMOND, VA 23220 50,000. NONE PUBLIC CHARITY GENERAL NEIGHBORHOOD RESOURCE CENTER 1519 WILLIAMSBURG RD RICHMOND VA 23231 30,000. SEE CONTINUATION SHEET(S) Total 400 320. b Approved for future payment NONE Total

orm 990-PF (2016)	<u> </u>	DOUGLAS	NARHAN	_	WILLIAMS	MULLE
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(a) Business	(b)	Exclu- sion	(d)	(e) Related or exempt
Business	(b) Amount	14 18 18	(d) Amount	
o the Accon	column (e) of Part XVI-A			0 363,702
	s tot such purposes).			
	o the Accon	Business Amount O the Accomplishment of Ex	Business code Amount Code 14 18 18 18 To the Accomplishment of Exempt The strength of	(a) Business Code Amount Exclusion (d) Amount (d) Amoun

Exempt Organizations	Part 2					and Transactions a			charita		га	ye 13
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 (2) Other assets (3) Other assets (4) Other transactions: (1) Sales of assets to a noncharitable exempt organization (3) Rend of features, equipment, or other assets (4) Rembursement arrangements (5) Loans or from a procharitable exempt organization (6) Performance of services or membership or fundrasing solicitations (6) Performance of services or membership or fundrasing solicitations (7) If the answer to any of the above is "res", 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 deceived less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services given by the reporting foundation. If the foundation deceived less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services given by the reporting foundation. If the foundation deceived 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) Name of Organization (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of varieties, varieties, and other base of my knowledge in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? (a) If Yes, complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A (b) Type of organization of other program has any knowledge in the pr												
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Sign Here Under penalties of perjury, 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 an plete-Declaration of preparer (other than taxpayer) is based on all information of which preparer shown below (see instr.)? Way the IRS discuss this return with the preparer shown below (see instr.)? X Yes No			(a) Name of org	janization		(b) Type of organization		(c) Description of rela	ationship			
Here Signature of officer or trustee Signature of officer or trustee Date Title			N/A						_			
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Here Signature of officer or trustee Signature of officer or trustee Date Title	٥.		penalties of perjury declare	nat I have examined	this return, includir preparer (other tha	ng accompanying schedules and n taxpayer) is based on all inforr	i statements, and to the mation of which prepare	e best of my knowledge er has any knowledge	May the	IRS dis	scuss t	his
Signature of officer or trustee Date Title			// Antil	1/4	7	1//2/		A	shown b	elow (s	see ins	<u>tr</u>)?
	nere		1911	110		16/15/2013	1 / 1/esic	un		Yes	L	JNo
Primo Type preparer's name Preparer's signature Date Check III PTIN		Sign		·	Droc		T	Chack 1 if I	OT IN			
			Print/Type preparer's na	mine	Preparer's s	ignature /	Date / /		- 1 111			
Paid Table New All 6/13/17 self-employed Doogs 2721	Paid		7310VP V7		X Llim	11/1/2- T.M/	6/13/17	sen- employed	D000	_ ^ _	7 7 4	
		arer			HAND III	DCM CARY C C		D Cumic City S. E. 4				
Preparer Firm's name ► KEITER, STEPHENS, HURST, GARY & SHREAVES, P Firm's EIN ► 54-1631262 Use Only	•		Firm's name ► KEI	TER, STEP	HENS, HU	KST, GARY & S	HREAVES,	FIRM'S EIN > 54	- T P 3	T Z 0	2	
Firm's address > P.O. BOX 32066	-35 C	-···y	Firm's address ► D	U BUX 3	2066			-				

RICHMOND, VA 23294-2066

Phone no. (804)747-0000

54-0638415 C/O DOUGLAS NABHAN - WILLIAMS MULLEN PAGE Part IV | Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (c) Date acquired (mo., day, yr.) (a) List and describe the kind(s) of property sold, e.g., real estate. (d) Date sold (mo., day, yr.) 2-story brick warehouse; or common stock, 200 shs. MLC Co. (#6546)SEE ATTACHED 1a DAVENPORT VARIOUS 12/31/16 (#6546)SEE ATTACHED 12/31/16 b DAVENPORT VARIOUS c DAVENPORT (#4095)SEE ATTACHED VARIOUS 12/31/16 (#4095)d DAVENPORT SEE ATTACHED VARIOUS 12/31/16 (#8612)e DAVENPORT SEE ATTACHED VARIOUS 12/31/16 f DAVENPORT (#8612) SEE 12/31/16 ATTACHED VARIOUS g DAVENPORT (#8612)SEE ATTACHED VARIOUS 12/31/16 h DAVENPORT (#9459)SEE ATTACHED VARIOUS 12/31/16 DAVENPORT (#9459) SEE ATTACHED VARIOUS 12/31/16 CAPITAL GAINS DIVIDENDS k m n 0 (g) Cost or other basis (f) Depreciation allowed (h) Gain or (loss) (e) Gross sales price (or allowable) plus expense of sale (e) plus (f) minus (g) 43,787 47,053 -3,266. a 342,807. 400,058. -57,251. b 450,788 451,651 -863. C 1,483,139 1,267,585 215<u>,554.</u> d 26,682 25,853 829. -5,584. 292,116. 297,700 f 762. 762. g 216,634 196,022. 20,612. h -3,596. 33,365. 36,961. 1,283 1,283. k 1 m n 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (i) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (j), if any -3,266. a -57,251. b -863. C 215,554. d 829. -5,584. 762. g 20,612. -3,596. 1,283. k m n 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 168,480.

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

N/A

3 Grants and Contributions Paid During the		-		
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient	Contribution	7.1100110
ORTHSIDE PARTERSHIP FOR FAMILY	NONE	PUBLIC CHARITY	GENERAL	
000 W GRAHAM RD RICHMOND, VA 23222				62,00
PARTNERSHIP FOR THE FUTURE	NONE	PUBLIC CHARITY	GENERAL	
521 HIGHWOODS PKWY				
LEN ALLEN, VA 23060				62,50
EAD CENTER	NONE	PUBLIC CHARITY	CEMPRAT	
915 RADFORD AVE #204	NONE	FOBBIC CHARITI	GENERAL	
RICHMOND, VA 23230				50,000
Total from continuation sheets		· ·		174 50

FORM 990-PF	DIVIDENI	S AND INTER	REST FROM SECU	URITIES :	STATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAI GAINS DIVIDENI	REVENUE	(B) NET INVEST MENT INCOM	
DAVENPORT DAVENPORT	1,283 192,533		33. (0. 192,533	0. 0 3. 192,533	
TO PART I, LINE 4 =	193,816	1,28	192,533	192,533	
FORM 990-PF		OTHER I	NCOME		STATEMENT 2
DESCRIPTION			(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND DISTRIBU	TIONS	<u></u>	2,689.	0.	
TOTAL TO FORM 990-PF	', PART I,	LINE 11	2,689.	0.	
FORM 990-PF		ACCOUNTI	NG FEES		STATEMENT 3
DESCRIPTION		(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING EXPENSES	_	3,052.	3,052	·	0.
TO FORM 990-PF, PG 1	_				
10 101112 330 117 10 1	, LN 16B =	3,052.	3,052		0.
FORM 990-PF	-		3,052.		0. STATEMENT 4
	-				= =====================================
FORM 990-PF	T FEES	THER PROFES (A) EXPENSES	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	STATEMENT 4 (D) CHARITABLE

FORM 990-PF	TAXES			STATEMENT 5		
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		(C) ADJUSTED NET INCOM		
FOREIGN TAXES PAID EXCISE TAX	6,124. 19,973.		124.			0.
TO FORM 990-PF, PG 1, LN 18 =	26,097.	6,1	124.			0.
FORM 990-PF	OTHER E	XPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		(C) ADJUSTED NET INCOM		
BANK CHARGES GIFT EXPENSE	35. 255.	2	35. 255.			0.
TO FORM 990-PF, PG 1, LN 23	290.		290.			0.
FORM 990-PF	CORPORAT	E STOCK			STATEMENT	7
DESCRIPTION			воо	K VALUE	FAIR MARKET	ני
CORPORATE STOCK		_	7	,801,948.	7,801,94	18.
TOTAL TO FORM 990-PF, PART II	, LINE 10B	=	7	,801,948.	7,801,94	18.
FORM 990-PF	CORPORAT	E BONDS			STATEMENT	8
DESCRIPTION			воо	K VALUE	FAIR MARKET	<u>r</u>
		_				
CORPORATE BONDS			1	,934,493.	1,934,49	93.

FORM 990-PF		LIST OF OFFICERS, DI AND FOUNDATION MANAG		STATI	EMENT 9
NAME AND ADDRESS		TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE
THOMAS R. BEAN P.O. BOX 1320 RICHMOND, VA 23218	3	PRESIDENT 5.00	0.	0.	0.
SCOTT NYSTROM P.O. BOX 1320 RICHMOND, VA 23218	3	VICE PRESIDENT 5.00	0.	0.	0.
MAUREEN S. MAUCK P.O. BOX 1320 RICHMOND, VA 23218	3	SECRETARY 5.00	0.	0.	0.
MALCOLM H. HINES, P.O. BOX 1320 RICHMOND, VA 23218		TREASURER 5.00	0.	0.	0.
CHARLES CABELL P.O. BOX 1320 RICHMOND, VA 23218	3	DIRECTOR 1.00	0.	0.	0.
CARLOS BROWN P.O. BOX 1320 RICHMOND, VA 23218	3	DIRECTOR 1.00	0.	0.	0.
JANINE S. DAVILA P.O. BOX 1320 RICHMOND, VA 23218	3	DIRECTOR 1.00	0.	0.	0.
ANDREA BROUGTON P.O. BOX 1320 RICHMOND, VA 23218	3	DIRECTOR 1.00	0.	0.	0.
DOUGLAS M. NABHAN P.O. BOX 1320 RICHMOND, VA 23218	3	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON	N 990-PF, PA	GE 6, PART VIII	0.	0.	0.