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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017, or tax year beginning 01-01-2017 , and ending 12-31-2017

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) PO BOX 1320 | Room/suite

B Telephone number (see instructions)
(804) 783-6484

City or town, state or province, country, and ZIP or foreign postal code
RICHMOND, VA 232181320

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 ☑ 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)*▶$ 11,201,058

J Accounting method ☐ Cash ☑ 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) (see instructions))*

			(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 (attach schedule)	6,229			
	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	200,545	200,545		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	832,503			
	b	Gross sales price for all assets on line 6a 3,954,119				
	7	Capital gain net income (from Part IV, line 2)		832,503		
	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) (attach schedule)				
	11	Other income (attach schedule)	1,213	0		
	12	**Total.** Add lines 1 through 11	1,040,490	1,033,048		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages	43,750	43,750		0
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,602	3,602		0
	c	Other professional fees (attach schedule)	68,357	68,357		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	8,728	7,467		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	633	633		0
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,248	2,248		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	127,318	126,057		0
	25	Contributions, gifts, grants paid	491,750			491,750
	26	**Total expenses and disbursements.** Add lines 24 and 25	619,068	126,057		491,750
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	421,422			
	b	**Net investment income** (if negative, enter -0-)		906,991		
	c	**Adjusted net income**(if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	13,284	20,742	20,742
	2	Savings and temporary cash investments	423,082	780,594	780,594
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	7,801,948	8,389,263	8,389,263
	c	Investments—corporate bonds (attach schedule)	1,934,493	2,010,459	2,010,459
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,172,807	11,201,058	11,201,058
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 (attach schedule)			
	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 ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	10,172,807	11,201,058	
	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** (see instructions)	10,172,807	11,201,058	
	31	**Total liabilities and net assets/fund balances** (see instructions)	10,172,807	11,201,058	

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	10,172,807
2	Enter amount from Part I, line 27a	2	421,422
3	Other increases not included in line 2 (itemize) ▶	3	606,829
4	Add lines 1, 2, and 3	4	11,201,058
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,201,058

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

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	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	832,503
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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 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))
2016	400,320	9,955,245	0 040212
2015	427,500	10,339,433	0 041347
2014	340,000	10,127,951	0 033570
2013	309,846	9,925,758	0 031216
2012	309,472	7,258,990	0 042633

2	**Total** of line 1, column (d)	2	0 188978
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	0 037796
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	10,595,576
5	Multiply line 4 by line 3	5	400,470
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	9,070
7	Add lines 5 and 6	7	409,540
8	Enter qualifying distributions from Part XII, line 4	8	491,750

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	9,070
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	9,070
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	9,070
6	Credits/Payments				
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	5,000		
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	0		
7	Total credits and payments Add lines 6a through 6d.			7	5,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	4,070
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 2018 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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	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		No
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	Yes	
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	Yes	
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	Yes	
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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶THE ORGANIZATION CO THE TREASURER Telephone no ▶(804) 819-2128

Located at ▶PO BOX 1320 RICHMOND VA ZIP+4 ▶232181320

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

			Yes	No
16	At any time during calendar year 2017, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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 2017?		1c		No
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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____				
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)		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 ▶ 20____ , 20____ , 20____ , 20____				
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 2017 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 2017).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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 2017?		4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ **Yes** ☑ **No**			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**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? ☐ **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? *If "Yes" to 6b, file Form 8870*	**6b**		**No**
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?	**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 (see instructions).

(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 Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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

3 Five highest-paid independent contractors for professional services (see instructions). 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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	10,299,548
b	Average of monthly cash balances.			1b	457,382
c	Fair market value of all other assets (see instructions).			1c	0
d	**Total** (add lines 1a, b, and c).			1d	10,756,930
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	10,756,930
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	161,354
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	10,595,576
6	**Minimum investment return.** Enter 5% of line 5.			6	529,779

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	529,779
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	9,070		
b	Income tax for 2017 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	9,070
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	520,709
4	Recoveries of amounts treated as qualifying distributions.			4	0
5	Add lines 3 and 4.			5	520,709
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	520,709

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	491,750
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	491,750
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 (see instructions).	5	9,070
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	482,680

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				520,709
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			491,750	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 491,750				
a Applied to 2016, but not more than line 2a			491,750	
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 2017 distributable amount.				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 *(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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				520,709
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 2012 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. . . . . . . ▶ 1983-01-27

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2017	**(b)** 2016	**(c)** 2015	**(d)** 2014	
2a 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 organization 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))

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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* See Additional Data Table				
Total . . . . ▶ **3a**				491,750
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities.			14	200,545	
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.			18	1,213	
8 Gain or (loss) from sales of assets other than inventory			18	832,503	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).		0		1,034,261	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,034,261

(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) (See instructions)

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)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

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

******	2018-05-08	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
JAYME MIKA				P00852731
Firm's name ▶ KEITERSTEPHENSHURSTGARY & SHREAVESPC				Firm's EIN ▶54-1631262
Firm's address ▶ 4401 DOMINION BLVD GLEN ALLEN, VA 23060				Phone no (804) 747-0000

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
130 SHS ADOBE SYSTEMS INC DEL		2016-07-13	2017-04-21
10 SHS ADOBE SYSTEMS INC DEL		2016-07-13	2017-07-03
115 SHS AMERISOURCEBERGEN CORP		2016-11-09	2017-04-21
140 SHS APPLIED MATERIALS INC		2017-01-25	2017-07-03
670 SHS APPLIED MATERIALS INC		2017-01-25	2017-08-10
40 SHS CARMAX INC		2016-05-25	2017-03-15
80 SHS CHEVRON CORP		2017-07-19	2017-12-27
825 SHS DISCOVERY COMMS NEW C		2016-05-25	2017-05-10
75 SHS ECOLAB INC			2017-07-03
60 SHS FACEBOOK INC CL A		2016-10-12	2017-07-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
17,092		12,749	4,343
1,395		981	414
9,356		8,280	1,076
5,783		4,839	944
28,422		23,158	5,264
2,509		2,154	355
10,037		8,321	1,716
21,069		21,303	-234
9,976		9,131	845
8,961		7,742	1,219

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,343
			414
			1,076
			944
			5,264
			355
			1,716
			-234
			845
			1,219

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
85 SHS FEDEX CORP		2016-07-13	2017-07-03
265 SHS GENERAL ELECTRIC COMPANY		2017-01-25	2017-07-03
195 SHS HORMEL FOODS CORP		2017-03-30	2017-07-03
1 025 SHS HORMEL FOODS CORP		2017-03-30	2017-09-14
95 SHS ISHS 7-10Y TRSY ETF		2017-01-31	2017-07-13
30 SHS ISHS NASDAQ BIOTECH ETF		2017-01-04	2017-07-03
123 SHS ISHS NASDAQ BIOTECH ETF		2017-01-04	2017-11-14
365 SHS ISHS US HOME CONSTR ETF		2016-06-08	2017-04-21
65 SHS JPM MTN VAR 042518		2016-05-12	2017-04-21
20 SHS MARTIN MARIETTA MILS INC		2017-06-16	2017-07-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,592		13,629	4,963
7,275		8,033	-758
6,668		6,689	-21
31,711		35,159	-3,448
10,081		9,993	88
9,322		8,261	1,061
37,327		33,870	3,457
11,727		10,310	1,417
65,246		64,923	323
4,468		4,605	-137

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,963
			-758
			-21
			-3,448
			88
			1,061
			3,457
			1,417
			323
			-137

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
90 SHS MASTERCARD INC A		2016-10-05	2017-04-21
30 SHS MASTERCARD INC A		2016-10-05	2017-07-03
55 SHS NIKE INC CL B		2017-05-17	2017-07-03
180 SHS NIKE INC CL B		2017-05-17	2017-12-27
40 SHS PRAXAIR INC		2016-01-26	2017-01-25
30 SHS SHERWIN WILLIAMS CO		2017-08-30	2017-12-27
120 SHS VISA INC CLASS A		2016-07-13	2017-04-21
15 SHS ALLERGAN PLC		2017-06-16	2017-07-03
155 SHS ALLERGAN PLC		2017-06-16	2017-10-19
165 SHS JOHNSON CTLS INTL PLC		2016-12-21	2017-07-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,307		9,202	1,105
3,640		3,067	573
3,242		2,891	351
11,309		9,461	1,848
4,712		3,919	793
12,350		10,107	2,243
10,977		9,305	1,672
3,674		3,531	143
28,524		36,491	-7,967
7,149		7,106	43

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,105
			573
			351
			1,848
			793
			2,243
			1,672
			143
			-7,967
			43

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
135 SHS AT&T INC 2 3 031119			2017-08-02
35 SHS ADOBE SYSTEMS INC DEL		2016-03-23	2017-07-03
50 SHS ADOBE SYSTEMS INC DEL		2016-03-23	2017-09-27
75 SHS ADOBE SYSTEMS INC DEL			2017-12-27
10 SHS ALPHABET INC C		2009-04-08	2017-04-21
5 SHS ALPHABET INC C		2009-04-08	2017-07-03
15 SHS ALPHABET INC C			2017-12-27
10 SHS ALPHABET INC A		2009-04-08	2017-07-03
10 SHS ALPHABET INC A		2009-04-08	2017-09-27
29 SHS AMAZON COM INC		2012-03-07	2017-06-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
135,905		135,164	741
4,883		3,239	1,644
7,347		4,627	2,720
13,144		6,644	6,500
8,417		1,821	6,596
4,520		911	3,609
15,797		2,671	13,126
9,244		1,832	7,412
9,633		1,832	7,801
28,502		5,352	23,150

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			741
			1,644
			2,720
			6,500
			6,596
			3,609
			13,126
			7,412
			7,801
			23,150

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5 SHS AMAZON COM INC		2012-03-07	2017-07-03
135 SHS AMERN HONDA2 125 101018			2017-01-24
100 SHS AMERICAN TOWER CORP NEW		2009-06-17	2017-04-21
85 SHS AMERICAN TOWER CORP NEW		2009-06-17	2017-07-03
160 SHS AMERICAN TOWER CORP NEW		2009-06-17	2017-12-27
55 SHS AMERISOURCEBERGEN CORP		2013-01-23	2017-07-03
65 SHS AMERISOURCEBERGEN CORP		2013-01-23	2017-09-27
110 SHS AMERISOURCEBERGEN CORP		2013-01-23	2017-12-27
60 SHS AMGEN INC		2013-02-28	2017-04-21
20 SHS AMGEN INC		2013-02-28	2017-07-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,794		923	3,871
136,289		135,675	614
12,385		2,946	9,439
11,143		2,504	8,639
22,721		4,714	18,007
5,217		2,539	2,678
5,378		3,001	2,377
10,177		5,079	5,098
9,699		5,546	4,153
3,474		1,849	1,625

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,871
			614
			9,439
			8,639
			18,007
			2,678
			2,377
			5,098
			4,153
			1,625

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
60 SHS AMGEN INC		2013-02-28	2017-12-27
125 SHS AMGEN INC 2 125 051517		2012-08-17	2017-05-15
105 SHS ANHEUSER BUSCH INBEV		2010-09-08	2017-07-03
100 SHS APPLE INC		2006-09-14	2017-07-03
85 SHS BERKSHIRE HATHAWAY B NEW		1996-11-19	2017-04-21
35 SHS BERKSHIRE HATHAWAY B NEW		1996-11-19	2017-07-03
80 SHS BERKSHIRE HATHAWAY B NEW		1996-11-19	2017-12-27
450 SHS BROOKFIELD ASSET MGMNT A			2017-04-21
210 SHS BROOKFIELD ASSET MGMNT A		2005-08-24	2017-07-03
400 SHS BROOKFIELD ASSET MGMNT A		2005-08-24	2017-12-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,617		5,546	5,071
125,000		125,000	0
11,595		5,855	5,740
14,346		1,064	13,282
13,943		2,593	11,350
6,027		1,068	4,959
15,843		2,441	13,402
16,380		8,432	7,948
8,257		2,424	5,833
17,368		4,617	12,751

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			5,071
			0
			5,740
			13,282
			11,350
			4,959
			13,402
			7,948
			5,833
			12,751

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
195 SHS CME GROUP INC CLA		2014-01-15	2017-01-04
60 SHS CME GROUP INC CLA		2014-01-15	2017-07-03
80 SHS CME GROUP INC CLA		2014-01-15	2017-12-27
205 SHS CAPITAL ONE FINLCORP			2017-04-21
100 SHS CAPITAL ONE FINLCORP		2011-01-12	2017-07-03
110 SHS CAPITAL ONE FINLCORP		2011-01-12	2017-09-27
155 SHS CAPITAL ONE FINLCORP		2011-01-12	2017-12-27
320 SHS CARMAX INC		2010-06-16	2017-03-15
155 SHS CARMAX INC		2010-06-16	2017-07-03
100 SHS CARMAX INC		2010-06-16	2017-09-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
22,515		14,863	7,652
7,624		4,573	3,051
11,653		6,098	5,555
17,046		9,994	7,052
8,430		4,714	3,716
9,265		5,185	4,080
15,387		7,307	8,080
20,071		6,921	13,150
9,977		3,352	6,625
7,555		2,163	5,392

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7,652
			3,051
			5,555
			7,052
			3,716
			4,080
			8,080
			13,150
			6,625
			5,392

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
160 SHS CARMAX INC		2010-06-16	2017-12-27
65 SHS CELGENE CORP		2013-05-22	2017-04-21
45 SHS CELGENE CORP		2013-05-22	2017-07-03
50 SHS CELGENE CORP		2013-05-22	2017-09-27
100 SHS CELGENE CORP		2013-05-22	2017-12-27
90 SHS CHEVRON CORP		2006-03-16	2017-07-03
205 SHS CITIGROUP INC NEW			2017-04-21
110 SHS CITIGROUP INC NEW		2015-04-15	2017-07-03
125 SHS CITIGROUP INC NEW			2017-09-27
175 SHS CITIGROUP INC NEW		2014-07-23	2017-12-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,486		3,461	7,025
7,965		4,116	3,849
5,880		2,849	3,031
7,158		3,166	3,992
10,653		6,332	4,321
9,598		5,155	4,443
11,896		10,927	969
7,559		5,824	1,735
9,072		6,343	2,729
13,119		8,731	4,388

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			7,025
			3,849
			3,031
			3,992
			4,321
			4,443
			969
			1,735
			2,729
			4,388

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
150 SHS DANAHER CORP			2017-04-21
90 SHS DANAHER CORP		2005-05-11	2017-07-03
90 SHS DANAHER CORP		2005-05-11	2017-09-27
120 SHS DANAHER CORP		2005-05-11	2017-12-27
80 SHS WALT DISNEY CO		2008-06-04	2017-07-03
95 SHS WALT DISNEY CO		2008-06-04	2017-12-27
325 SHS DISCOVERY COMMS NEW C		2015-11-04	2017-04-21
925 SHS DISCOVERY COMMS NEW C		2015-11-04	2017-05-10
95 SHS ECOLAB INC		2016-09-29	2017-12-27
75 SHS EXPRESS 3 0 071523		2016-07-13	2017-10-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,316		3,882	8,434
7,639		1,781	5,858
7,701		1,781	5,920
11,219		2,375	8,844
8,652		2,715	5,937
10,231		3,224	7,007
9,331		9,252	79
23,623		26,332	-2,709
12,758		11,507	1,251
74,900		75,751	-851

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			8,434
			5,858
			5,920
			8,844
			5,937
			7,007
			79
			-2,709
			1,251
			-851

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
150 SHS EXXON MOBIL CORP		1988-01-01	2017-04-21
120 SHS EXXON MOBIL CORP		1988-01-01	2017-12-27
80 SHS FACEBOOK INC CL A		2016-10-12	2017-12-27
15 SHS FEDEX CORP		2016-06-16	2017-07-03
537 SHS FORTIVE CORP			2017-01-11
55 SHS GENERAL DYNAMICS CORP		2016-04-13	2017-07-03
65 SHS GENERAL DYNAMICS CORP		2016-04-13	2017-12-27
20 SHS GENERAL ELECTRIC COMPANY		2013-01-30	2017-07-03
250 SHS GENERAL ELECTRIC COMPANY		2013-01-30	2017-09-27
1 115 SHS GENERAL ELECTRIC COMPANY		2013-01-30	2017-10-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,105		1,700	10,405
10,065		1,360	8,705
14,239		10,322	3,917
3,281		2,404	877
28,757		8,176	20,581
11,012		7,378	3,634
13,164		8,719	4,445
549		451	98
6,086		5,631	455
24,052		25,115	-1,063

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10,405
			8,705
			3,917
			877
			20,581
			3,634
			4,445
			98
			455
			-1,063

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
130 SHS GS SR NOTE 2 9 071918			2017-09-28
710 SHS ISHS 7-10Y TRSY ETF			2017-03-29
705 SHS ISHS 7-10Y TRSY ETF			2017-07-13
120 SHS ISHS US HOME CONSTR ETF		2016-06-08	2017-07-03
330 SHS ISHS US HOME CONSTR ETF		2016-06-08	2017-12-27
1 5 SHS ISHS FLTG RT BOND ETF			2017-05-09
1 475 SHS ISHS FLTG RT BOND ETF			2017-06-06
1 625 SHS ISHS FLTG RT BOND ETF		2013-02-21	2017-09-15
2 58 SHS ISHS US SHRT MTY BD ETF			2017-07-17
295 SHS JPMORGAN CHASES COMPANY			2017-01-04

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
131,170		130,692	478
74,946		76,841	-1,895
74,812		75,640	-828
4,082		3,390	692
14,424		9,321	5,103
76,229		75,972	257
74,987		74,683	304
82,629		82,241	388
129,642		129,122	520
25,579		13,505	12,074

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			478
			-1,895
			-828
			692
			5,103
			257
			304
			388
			520
			12,074

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
115 SHS JPMORGAN CHASES COMPANY		2007-11-14	2017-07-03
60 SHS JPMORGAN CHASES COMPANY		2007-11-14	2017-09-27
95 SHS JPMORGAN CHASES COMPANY			2017-12-27
100 SHS JOHNSONS JOHNSON			2017-04-21
90 SHS JOHNSONS JOHNSON		2015-09-23	2017-07-03
55 SHS JOHNSONS JOHNSON		1995-01-20	2017-09-27
90 SHS JOHNSONS JOHNSON		1995-01-20	2017-12-27
110 SHS LIBERTY BROADBAND CORPC		2015-07-23	2017-07-03
55 SHS LIBERTY BROADBAND CORPC			2017-09-27
435 SHS LBRTY MEDIA A SIRIUS XM		2014-05-07	2017-06-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,720		5,179	5,541
5,733		2,702	3,031
10,169		3,310	6,859
12,189		9,369	2,820
11,989		8,384	3,605
7,130		747	6,383
12,689		1,222	11,467
9,399		5,913	3,486
5,256		2,704	2,552
17,312		11,387	5,925

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			5,541
			3,031
			6,859
			2,820
			3,605
			6,383
			11,467
			3,486
			2,552
			5,925

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
300 SHS LIBERTY MEDIA CORP C			2017-04-21
75 SHS LIBERTY MEDIA CORP C		2014-05-07	2017-07-03
260 SHS LIBERTY MEDIA CORP C		2014-05-07	2017-12-27
260 SHS MARATHON PETROLEUM CORP		2016-03-16	2017-04-21
85 SHS MARATHON PETROLEUM CORP		2016-03-16	2017-07-03
95 SHS MARATHON PETROLEUM CORP		2016-03-16	2017-09-27
150 SHS MARATHON PETROLEUM CORP		2016-03-16	2017-12-27
25 SHS MARKEL CORP		1995-01-20	2017-04-21
15 SHS MARKEL CORP		1995-01-20	2017-07-03
15 SHS MARKEL CORP		1995-01-20	2017-12-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,833		8,519	3,314
3,090		1,900	1,190
10,285		6,586	3,699
12,667		9,900	2,767
4,523		3,237	1,286
5,272		3,617	1,655
9,988		5,712	4,276
24,160		1,046	23,114
14,800		627	14,173
16,937		627	16,310

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,314
			1,190
			3,699
			2,767
			1,286
			1,655
			4,276
			23,114
			14,173
			16,310

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
80 SHS MASTERCARD INC A		2016-10-05	2017-12-27
200 SHS MERCK & COMPANY INC NEW		2015-06-03	2017-04-21
105 SHS MERCK & COMPANY INC NEW		2015-06-03	2017-07-03
185 SHS MERCK & COMPANY INC NEW		2015-06-03	2017-12-27
235 SHS MONDELEZ INTL INC CL A		2015-02-18	2017-07-03
235 SHS MONDELEZ INTL INC CL A		2015-02-18	2017-12-27
145 SHS NESTLE S A SPONSORED ADR		2011-09-14	2017-04-21
85 SHS NESTLE S A SPONSORED ADR		2011-09-14	2017-07-03
75 SHS NESTLE S A SPONSORED ADR		2011-09-14	2017-09-27
150 SHS NESTLE S A SPONSORED ADR		2011-09-14	2017-12-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,114		8,180	3,934
12,442		12,135	307
6,779		6,371	408
10,424		11,225	-801
10,164		8,601	1,563
10,203		8,601	1,602
10,968		8,113	2,855
7,395		4,756	2,639
6,295		4,196	2,099
12,795		8,393	4,402

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,934
			307
			408
			-801
			1,563
			1,602
			2,855
			2,639
			2,099
			4,402

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
550 SHS PVH CORP			2017-02-08
110 SHS PEPSICO INC		2005-05-11	2017-04-21
35 SHS PEPSICO INC		2005-05-11	2017-07-03
85 SHS PEPSICO INC		2005-05-11	2017-12-27
400 SHS PRAXAIR INC			2017-01-25
18 SHS PRICELINE GROUP INC		2015-03-04	2017-03-08
5 SHS PRICELINE GROUP INC		2015-03-04	2017-07-03
7 SHS PRICELINE GROUP INC		2015-03-04	2017-12-27
150 SHS SCHLUMBERGER LTD		2014-09-17	2017-04-21
60 SHS SCHLUMBERGER LTD		2014-09-17	2017-07-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
47,071		53,507	-6,436
12,485		6,239	6,246
4,046		1,985	2,061
10,121		4,821	5,300
47,125		11,962	35,163
31,228		22,173	9,055
9,260		6,159	3,101
12,320		8,623	3,697
11,094		15,756	-4,662
4,026		6,302	-2,276

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-6,436
			6,246
			2,061
			5,300
			35,163
			9,055
			3,101
			3,697
			-4,662
			-2,276

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
150 SHS SCHLUMBERGER LTD			2017-12-27
75 SHS SMUCKERJM COMPANY NEW		2012-02-29	2017-04-21
380 SHS SMUCKERJM COMPANY NEW		2012-02-29	2017-06-15
225 SHS SOUTHWESTAIRLINES CO		2016-04-13	2017-04-21
120 SHS SOUTHWESTAIRLINES CO		2016-04-13	2017-07-03
115 SHS SOUTHWESTAIRLINES CO		2016-04-13	2017-09-27
160 SHS SOUTHWESTAIRLINES CO		2016-04-13	2017-12-27
13 293 SHS TRISURA GROUP LTD			2017-06-28
100 SHS UNION PACIFIC CORP		2015-07-08	2017-04-21
60 SHS UNION PACIFIC CORP		2015-07-08	2017-07-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,218		15,108	-4,890
9,527		5,647	3,880
48,186		28,611	19,575
12,553		10,198	2,355
7,504		5,439	2,065
6,433		5,212	1,221
10,531		7,252	3,279
212		65	147
10,797		9,692	1,105
6,591		5,815	776

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,890
			3,880
			19,575
			2,355
			2,065
			1,221
			3,279
			147
			1,105
			776

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 SHS UNION PACIFIC CORP		2015-07-08	2017-12-27
55 SHS VISA INC CLASS A		2015-09-23	2017-04-21
80 SHS VISA INC CLASS A			2017-07-03
70 SHS VISA INC CLASS A		2010-06-16	2017-09-27
135 SHS VISA INC CLASS A		2010-06-16	2017-12-27
460 SHS WEYERHAEUSER COMPANY		2016-06-30	2017-07-03
290 SHS WEYERHAEUSER COMPANY		2016-06-30	2017-12-27
110 SHS ACCENTURE PLC IRELD CL A		2008-09-10	2017-04-21
55 SHS ACCENTURE PLC IRELD CL A		2008-09-10	2017-07-03
60 SHS ACCENTURE PLC IRELD CL A		2008-09-10	2017-09-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
13,607		9,692	3,915
5,031		3,864	1,167
7,515		4,085	3,430
7,285		1,335	5,950
15,333		2,574	12,759
15,525		13,735	1,790
10,156		8,659	1,497
13,161		4,246	8,915
6,843		2,123	4,720
8,218		2,316	5,902

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,915
			1,167
			3,430
			5,950
			12,759
			1,790
			1,497
			8,915
			4,720
			5,902

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
85 SHS ACCENTURE PLC IRELD CL A		2008-09-10	2017-12-27
270 SHS JOHNSON CTLS INTL PLC		2016-12-21	2017-12-27
40 SHS AIA GROUP LTD SPON ADR		2017-04-26	2017-05-23
260 SHS ADECCO GROUP AG ADR		2017-04-26	2017-12-04
1 95 SHS AEGON N V NY RES SHS		2017-04-26	2017-10-11
260 SHS AIRBUS SE ADR		2017-04-26	2017-06-27
0 333 SHS ARCELORMITTAL SA NY NEW		2017-05-17	2017-05-22
715 SHS ASTELLAS PHARMA INC ADR		2017-04-26	2017-05-17
280 SHS CHINA MOBILE LTD ADR		2017-04-26	2017-10-16
10 SHS DNB ASAADR		2017-04-26	2017-05-23

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
13,029		3,281	9,748
10,200		11,629	-1,429
1,132		1,058	74
9,661		9,736	-75
11,037		10,101	936
5,444		5,223	221
8		7	1
8,943		10,010	-1,067
14,131		15,047	-916
1,753		1,554	199

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			9,748
			-1,429
			74
			-75
			936
			221
			1
			-1,067
			-916
			199

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
225 SHS FRESENIUS MED CARE ADR		2017-04-26	2017-11-07
85 SHS GEMALTO NV		2017-04-26	2017-05-10
250 SHS GEMALTO NV		2017-04-26	2017-05-24
130 SHS HSBC HLDGS PLC SPONS ADR		2017-04-26	2017-05-10
45 SHS KOMATSU LTD SPNS ADR NEW		2017-04-26	2017-11-16
440 SHS KONINKLIJKE AHOLD DELHAI		2017-05-23	2017-06-28
1 4 SHS MAZDA MOTOR CORP ADR		2017-04-26	2017-10-24
300 SHS MURATA MFG COMPANY ADR		2017-04-26	2017-12-11
85 SHS ROCHE HLDNG LTD SPNS ADR		2017-04-26	2017-11-01
110 SHS ROYAL DUTCH SHELL ADR			2017-10-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,969		10,042	927
2,459		2,536	-77
7,427		7,458	-31
5,633		5,379	254
1,444		1,192	252
8,536		9,979	-1,443
9,828		10,234	-406
9,879		10,203	-324
2,456		2,746	-290
6,715		5,836	879

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			927
			-77
			-31
			254
			252
			-1,443
			-406
			-324
			-290
			879

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
960 SHS SEIKO EPSON CORP ADR		2017-04-26	2017-10-03
490 SHS VIVENDI SAADR		2017-04-26	2017-05-31
50 SHS SAP SB SPONS ADR		2017-04-10	2017-05-23
144 SHS TENARIS S A SPONS ADR		2016-05-26	2017-02-10
0 5 SHS AIR LIQUIDE ADR		2013-06-21	2017-10-31
145 SHS ATLAS COPCO AB SR A		2014-01-10	2017-01-11
38 SHS BAIDU INC SPONS ADR CL A		2015-02-19	2017-08-24
160 SHS BAYERISCHE MOTOREN WERKI		2014-01-10	2017-05-23
230 SHS CSL LTD SPON ADR			2017-06-05
130 SHS DASSAULT SYSTEMESSA ADR		2013-06-21	2017-07-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
11,712		9,869	1,843
10,638		10,099	539
5,312		4,867	445
4,949		3,860	1,089
12		10	2
4,485		3,973	512
8,570		7,889	681
5,138		6,080	-942
11,309		6,560	4,749
11,479		8,130	3,349

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,843
			539
			445
			1,089
			2
			512
			681
			-942
			4,749
			3,349

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
441 SHS FANUCCORP ADR		2014-01-10	2017-01-03
423 SHS GRUPO TELEVISA GLBLRCPT		2016-05-25	2017-11-21
300 SHS LOREAL COMPANY ADR			2017-08-30
1 075 SHS LINDE AG SPONSORED ADR 1			2017-09-27
170 SHS ROCHE HLDNG LTD SPNS ADR		2014-01-10	2017-07-31
45 SHS WPP PLC NEWADR		2014-01-10	2017-05-23
105 SHS WPP PLC NEWADR			2017-10-06
375 SHS BUNGE LTD			2017-04-10
220 SHS GILEAD SCIENCES INC		2017-01-04	2017-11-29
461 SHS KROGER COMPANY		2016-08-24	2017-06-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,373		7,486	-113
7,923		11,385	-3,462
12,597		10,180	2,417
21,420		18,557	2,863
5,380		6,047	-667
4,897		5,066	-169
9,649		10,530	-881
28,379		26,853	1,526
16,113		16,764	-651
10,167		15,140	-4,973

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-113
			-3,462
			2,417
			2,863
			-667
			-169
			-881
			1,526
			-651
			-4,973

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
60 SHS PROCTER & GAMBLE COMPANY		2016-01-26	2017-01-11
80 SHS VF CORP		2016-12-15	2017-10-25
85 SHS WHIRLPOOL CORP		2016-07-20	2017-04-05
285 SHS WILLIAMS SONOMA INC		2016-06-23	2017-02-08
0 17 SHS BLACK KNIGHT INC		2013-01-16	2017-10-11
262 SHS BLACK KNIGHT INC			2017-11-14
25 SHS BOEING COMPANY		2016-03-02	2017-08-02
20 SHS BOEING COMPANY		2016-03-02	2017-11-29
0 28 SHS ENBRIDGE INC		2015-12-30	2017-02-28
51 SHS ILLINOIS TOOL WORKS INC		2013-01-16	2017-11-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,007		4,730	277
5,679		4,316	1,363
14,110		15,576	-1,466
13,306		15,495	-2,189
8		3	5
12,084		4,622	7,462
5,980		3,004	2,976
5,352		2,404	2,948
12		7	5
7,945		3,174	4,771

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			277
			1,363
			-1,466
			-2,189
			5
			7,462
			2,976
			2,948
			5
			4,771

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
80 SHS JPMORGAN CHASES COMPANY		2015-01-21	2017-01-25
80 SHS LAMAR ADVERTISING NEWA		2015-08-13	2017-02-02
36 SHS MCDONALDS CORP		2013-01-16	2017-10-18
190 SHS PROCTERS GAMBLE COMPANY		2015-05-20	2017-01-11
140 SHS RAYTHEON COMPANY NEW		2013-01-16	2017-03-15
1 145 SHS REGIONS FINLCORP NEW		2015-07-15	2017-04-12
115 SHS SUN COMMUNITIES INC		2013-01-16	2017-06-01
100 SHS SUN COMMUNITIES INC		2013-01-16	2017-06-07
43 SHS 3M COMPANY		2013-01-16	2017-10-11
265 SHS TIME WARNER NEW INC			2017-07-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,855		4,477	2,378
6,001		4,565	1,436
5,918		3,285	2,633
15,857		15,358	499
21,661		8,092	13,569
15,990		11,874	4,116
9,870		4,258	5,612
8,841		3,702	5,139
9,264		4,199	5,065
26,443		21,163	5,280

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,378
			1,436
			2,633
			499
			13,569
			4,116
			5,612
			5,139
			5,065
			5,280

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
140 SHS WELLS FARGO & CO NEW		2013-01-16	2017-02-15
195 SHS FIDELITY NATL FINL INC		2017-01-31	2017-07-28
970 SHS HANESBRANDS INC			2017-02-07
250 SHS HANESBRANDS INC		2016-12-02	2017-04-13
51 SHS O REILLY AUTOMOTIVE NEW		2017-10-23	2017-12-04
0 813 SHS BLACK KNIGHT INC		2013-07-29	2017-10-11
410 SHS CHURCH & DWIGHT COMPANY		2014-01-10	2017-06-22
220 SHS CHURCH & DWIGHT COMPANY			2017-09-13
380 SHS COLFAX CORP			2017-12-19
545 SHS DISCOVERY COMMS NEW C		2014-11-21	2017-01-05

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
8,123		4,921	3,202
9,415		6,844	2,571
18,906		24,355	-5,449
5,325		5,785	-460
12,724		10,513	2,211
36		12	24
21,697		13,460	8,237
10,845		7,108	3,737
14,523		25,595	-11,072
14,769		18,120	-3,351

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,202
			2,571
			-5,449
			-460
			2,211
			24
			8,237
			3,737
			-11,072
			-3,351

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
710 SHS DISCOVERY COMMS NEW C			2017-02-08
1 68 SHS DISCOVERY COMMS NEW C			2017-05-04
225 SHS DOLLAR TREE INC		2015-04-24	2017-10-16
26 SHS FAIRFAX FINL HOLDING PLC			2017-07-31
230 SHS FIDELITY NATL FINL INC		2016-07-08	2017-07-28
355 SHS HANESBRANDS INC		2015-08-12	2017-02-07
1 72 SHS HANESBRANDS INC		2013-07-29	2017-04-13
105 SHS LIBERTY BROADBAND CORPC		2015-02-25	2017-01-26
530 SHS LIVE NATION ENTMNT INC			2017-07-31
525 SHS LIVE NATION ENTMNT INC		2015-01-23	2017-08-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
19,004		23,121	-4,117
43,761		48,403	-4,642
20,644		18,267	2,377
12,351		12,835	-484
11,105		8,463	2,642
6,919		10,169	-3,250
36,636		25,001	11,635
9,035		5,474	3,561
19,728		13,898	5,830
21,561		13,362	8,199

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-4,117
			-4,642
			2,377
			-484
			2,642
			-3,250
			11,635
			3,561
			5,830
			8,199

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
295 SHS SCHEIN HENRY INC			2017-01-30
16 SHS TRISURA GROUP LTD			2017-06-23
0 893 SHS TRISURA GROUP LTD		2013-07-29	2017-06-28
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
46,699		31,919	14,780
267		171	96
14		10	4
1,906			1,906

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			14,780
			96
			4
			1,906

Form 990PF Part VIII Line 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
SCOTT NYSTROM - EFFECTIVE 3-17 PO BOX 1320 RICHMOND, VA 23218	PRESIDENT 5 00	0	0	0
KATY HOTTINGER - EFFECTIVE 3-17 PO BOX 1320 RICHMOND, VA 23218	VICE PRESIDENT 5 00	0	0	0
SHERON CARTER GUNTER - EFFECTIVE 3- PO BOX 1320 RICHMOND, VA 23218	SECRETARY 5 00	0	0	0
ANDREA BROUGTON - EFFECTIVE 3-17 PO BOX 1320 RICHMOND, VA 23218	TREASURER 5 00	0	0	0
CHARLES CABELL PO BOX 1320 RICHMOND, VA 23218	DIRECTOR 1 00	0	0	0
CARLOS BROWN PO BOX 1320 RICHMOND, VA 23218	DIRECTOR 1 00	0	0	0
JANINE S DAVILA PO BOX 1320 RICHMOND, VA 23218	DIRECTOR 1 00	0	0	0
DOUGLAS M NABHAN PO BOX 1320 RICHMOND, VA 23218	DIRECTOR 1 00	0	0	0
THOMAS R BEAN - THROUGH 2-17 PO BOX 1320 RICHMOND, VA 23218	PRESIDENT 5 00	0	0	0
SCOTT NYSTROM - THROUGH 2-17 PO BOX 1320 RICHMOND, VA 23218	VICE PRESIDENT 5 00	0	0	0
MAUREEN S MAUCK - THROUGH 2-17 PO BOX 1320 RICHMOND, VA 23218	SECRETARY 5 00	0	0	0
MALCOLM H HINES III - THROUGH 2-17 PO BOX 1320 RICHMOND, VA 23218	TREASURER 5 00	0	0	0

Form 990PF Part XV Line 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*				
BOYS AND GIRLS CLUB 5511 STAPLES MILL RD 301 RICHMOND, VA 23228	NONE	PUBLIC CHARITY	GENERAL	25,000
BLUE SKY FUND2900 Q ST RICHMOND, VA 23223	NONE	PUBLIC CHARITY	GENERAL	35,000
COMMUNITIES IN SCHOOLS 2922 W MARSHALL ST RICHMOND, VA 23230	NONE	PUBLIC CHARITY	GENERAL	50,000
ELK HILL1975 ELK HILL ROAD GOOCHLAND, VA 23063	NONE	PUBLIC CHARITY	GENERAL	40,000
FAMILY LIFELINE2325 W BROAD ST RICHMOND, VA 23220	NONE	PUBLIC CHARITY	GENERAL	50,000
Total . . . 3a ▶				491,750

Form 990PF Part XV Line 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*				
GRASP4551 COX ROAD SUITE 115 GLEN ALLEN, VA 23060	NONE	PUBLIC CHARITY	GENERAL	30,000
HIGHER ACHIEVEMENT 4009 FITZHUGH AVENUE SUITE 200 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	GENERAL	50,000
J SARGEANT REYNOLDS COMMUNITY COLLEGE 1651 E PARHAM RD RICHMOND, VA 23228	NONE	PUBLIC CHARITY	GENERAL	40,000
NEIGHBORHOOD RESOURCE CENTER 1519 WILLIAMSBURG RD RICHMOND, VA 23231	NONE	PUBLIC CHARITY	GENERAL	31,750
PARTNERSHIP FOR THE FUTURE 4521 HIGHWOODS PKWY GLEN ALLEN, VA 23060	NONE	PUBLIC CHARITY	GENERAL	50,000
Total . . . . ▶ **3a**				491,750

Form 990PF Part XV Line 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*				
READ CENTER4915 RADFORD AVE 204 RICHMOND, VA 23230	NONE	PUBLIC CHARITY	GENERAL	50,000
YMCA6 N 5TH STREET RICHMOND, VA 23219	NONE	PUBLIC CHARITY	GENERAL	40,000
Total . . . . ▶ 3a				491,750

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491128009828

TY 2017 Accounting Fees Schedule

Name: BROOKFIELD INC

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

EIN: 54-0638415

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSES	3,602	3,602		0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491128009828

TY 2017 Investments Corporate Bonds Schedule

Name: BROOKFIELD INC
C/O DOUGLAS NABHAN - WILLIAMS MULLEN

EIN: 54-0638415

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	2,010,459	2,010,459

TY 2017 Investments Corporate Stock Schedule

Name: BROOKFIELD INC

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

EIN: 54-0638415

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	8,389,263	8,389,263

TY 2017 Other Expenses Schedule

Name: BROOKFIELD INC
C/O DOUGLAS NABHAN - WILLIAMS MULLEN

EIN: 54-0638415

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	2,248	2,248		0

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491128009828

TY 2017 Other Income Schedule

Name: BROOKFIELD INC

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

EIN: 54-0638415

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
NONDIVIDEND DISTRIBUTIONS	1,213	0	1,213

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491128009828

TY 2017 Other Increases Schedule

Name: BROOKFIELD INC

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

EIN: 54-0638415

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	606,829

TY 2017 Other Professional Fees Schedule

Name: BROOKFIELD INC

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

EIN: 54-0638415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	60,829	60,829		0
PROFESSIONAL SERVICES	7,528	7,528		0

efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491128009828

TY 2017 Taxes Schedule

Name: BROOKFIELD INC

C/O DOUGLAS NABHAN - WILLIAMS MULLEN

EIN: 54-0638415

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	7,467	7,467		0
EXCISE TAX	1,261	0		0