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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning MAY 1, 2009, and ending APR 30, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation BRINKLEY FAMILY FOUNDATION		A Employer identification number 52-6851031
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number 736-5557 410-454-5605
	City or town, state, and ZIP code BALTIMORE, MD 21203		C If exemption application is pending, check here ☐
	H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,461,840. (Part I, column (d) must be on cash basis.)		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		1,831.	1,831.		
4 Dividends and interest from securities		16,409.	16,409.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-90,659.			
b Gross sales price for all assets on line 6a 524,141.					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					STATEMENT 1
12 Total. Add lines 1 through 11		-72,419.	18,240.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 2		5,355.	0.		0.
c Other professional fees STMT 3		9,463.	9,463.		0.
17 Interest					
18 Taxes STMT 4		24.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		14,842.	9,463.		0.
25 Contributions, gifts, grants paid		111,550.			111,550.
26 Total expenses and disbursements. Add lines 24 and 25		126,392.	9,463.		111,550.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-198,811.			
b Net investment income (if negative, enter -0-)			8,777.		
c Adjusted net income (if negative, enter -0-)				N/A	

18

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	676,918.	195,333.	195,333.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,368,250.	1,656,527.	2,266,507.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,045,168.	1,851,860.	2,461,840.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	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	2,045,168.	2,050,671.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	-198,811.	
	30 Total net assets or fund balances	2,045,168.	1,851,860.	
	31 Total liabilities and net assets/fund balances	2,045,168.	1,851,860.	

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	2,045,168.
2 Enter amount from Part I, line 27a	2	-198,811.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	5,503.
4 Add lines 1, 2, and 3	4	1,851,860.
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	1,851,860.

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 ATTACHED STATEMENT			VARIOUS	VARIOUS
b SEE ATTACHED STATEMENT			VARIOUS	VARIOUS
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 323,186.		470,098.	-146,912.
b 200,955.		144,702.	56,253.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-146,912.
b			56,253.
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	-90,659.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	172,057.	2,425,837.	.070927
2007	187,473.	3,854,009.	.048644
2006	194,400.	4,110,170.	.047297
2005	149,850.	2,963,409.	.050567
2004	66,700.	1,465,462.	.045515

2 Total of line 1, column (d)	2	.262950
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	.052590
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,241,893.
5 Multiply line 4 by line 3	5	117,901.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	88.
7 Add lines 5 and 6	7	117,989.
8 Enter qualifying distributions from Part XII, line 4 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.	8	111,550.

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)		1	176.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	176.
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	176.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 432.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	432.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	256.
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☐ 256. Refunded ☐		11	0.

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MD		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2009)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>AUDREY DROSSNER</u> Telephone no. ► <u>410-878-7002</u> Located at ► <u>2330 W. JOPPA RD., SUITE 100, LUTHERVILLE, MD</u> ZIP+4 ► <u>21093</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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 2009?		1c
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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 2009?		4b

Form 990-PF (2009)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES BRINKLEY 3170 SOUTH OCEAN BLVD PALM BEACH, FL 33480	TRUSTEE 0.00	0.	0.	0.
DANA BRINKLEY 311 MEADOWCROFT BALTIMORE, MD 21202	TRUSTEE 0.00	0.	0.	0.
DOUGLAS BRINKLEY 7906 SHERWOOD BALTIMORE, MD 21202	TRUSTEE 0.00	0.	0.	0.

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

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

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

0

Form 990-PF (2009)

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	1,678,983.
b	Average of monthly cash balances	1b	597,051.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,276,034.
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	2,276,034.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,141.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,241,893.
6	Minimum investment return. Enter 5% of line 5	6	112,095.

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	112,095.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	176.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	176.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	111,919.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	111,919.
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	111,919.

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	111,550.
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	111,550.
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	111,550.

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.

Form 990-PF (2009)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				111,919.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005	24,572.			
c From 2006				
d From 2007				
e From 2008	51,701.			
f Total of lines 3a through e	76,273.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	111,550.			
a Applied to 2008, but not more than line 2a			0.	
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 2009 distributable amount				111,550.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	369.			369.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	75,904.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	75,904.			
10 Analysis of line 9:				
a Excess from 2005	24,203.			
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	51,701.			
e Excess from 2009				

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
TAX EXEMPT DIVIDENDS	0.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	0.		

FORM 990-PF	ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,355.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	5,355.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING & ADVISORY FEES	9,463.	9,463.		0.
TO FORM 990-PF, PG 1, LN 16C	9,463.	9,463.		0.

FORM 990-PF	TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	24.	0.		0.
TO FORM 990-PF, PG 1, LN 18	24.	0.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
PRIOR YEAR ADJUSTMENT	2,099.
PARTNERSHIP RETURN OF CAPITAL	3,404.
TOTAL TO FORM 990-PF, PART III, LINE 3	5,503.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	1,656,527.	2,266,507.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,656,527.	2,266,507.

BRINKLEY FAMILY FOUNDATION
EIN 52-6851031
2009 FORM 990-PF, PART II, BALANCE SHEETS, LINE 10b
INVESTMENT IN CORPORATE SECURITIES

# OF SHARES	DESCRIPTION	DATE ACQUIRED	COST	MARKET VALUE AS OF 4/30/2010
330 000	Owens Corning Corp	06/16/09	3,623 47	11,477 40
390 000	American Electric Power Co	11/06/09	12,095 15	13,377 00
90 000	Navstar Intl Corp	05/05/09	3,706 09	4,350 60
160 000	Navstar Intl Corp	05/06/09	6,857 86	7,734 40
130 000	Navstar Intl Corp	12/18/09	4,558 74	6,284 20
10 000	East West Bancorp	05/06/09	89 67	196 10
890 000	East West Bancorp	05/07/09	7,821 77	17,452 90
250 000	East West Bancorp	01/28/10	4,272 23	4,902 50
650 000	CMS Energy Corp	08/13/09	8,572 85	10,569 00
260 000	CMS Energy Corp	08/14/09	3,425 71	4,227 60
330 000	CMS Energy Corp	09/18/09	4,451 47	5,365 80
440 000	Walt Disney Co	10/02/09	11,902 97	16,209 60
910 000	Goodyear Tire & Rubber Co	07/02/09	10,520 24	12,221 30
160 000	Goodyear Tire & Rubber Co	11/06/09	2,102 19	2,148 80
350 000	Pinnacle West Cap Corp	04/30/09	9,659 27	13,069 00
125 000	Amengas Partners	12/28/09	4,972 75	5,285 00
165 000	BoardWalk Pipeline Partners	12/28/09	4,988 61	4,780 05
10 000	BoardWalk Pipeline Partners	03/18/10	299 86	289 70
285 000	Duncan Energy Partners	12/28/09	6,824 33	7,629 45
10 000	Duncan Energy Partners	03/18/10	271 46	267 70
255 000	El Paso Pipeline Partners	12/28/09	6,615 72	6,892 65
10 000	El Paso Pipeline Partners	03/18/10	279 97	270 30
245 000	Energy Transfer Partners	12/28/09	11,056 85	11,980 50
40 000	Energy Transfer Partners	01/06/10	1,808 49	1,956 00
10 000	Energy Transfer Partners	03/18/10	475 06	489 00
360 000	Energy Transfer Equity Unit Partnership	12/28/09	11,024 64	12,319 20
10 000	Energy Transfer Equity Unit Partnership	03/18/10	332 62	342 20
160 000	Enterprise GP Holdings	12/28/09	6,237 20	7,379 20
10 000	Enterprise GP Holdings	03/18/10	446 96	461 20
940 000	Enterprise Prods Partners	12/28/09	30,007 62	33,332 40
20 000	Enterprise Prods Partners	03/18/10	685 58	709 20
450 000	Genesis Energy LP	12/28/09	8,759 48	8,838 00
20 000	Genesis Energy LP	03/18/10	410 74	392 80
180 000	Inergy LP	12/28/09	6,441 39	6,845 40
124 696	Kinder Morgan Management	12/28/09	6,830 25	7,468 87
2 000	Kinder Morgan Management	02/12/10	0 30	-
415 000	Kinder Morgan Energy Partners	12/28/09	25,227 02	28,008 35
10 000	Kinder Morgan Energy Partners	03/18/10	646 80	674 90
335 000	Linn Energy	12/28/09	9,338 96	9,078 50
10 000	Linn Energy	03/18/10	271 39	271 00
210 000	Magellan Midstream Partners	12/28/09	8,953 60	9,993 90
5 000	Magellan Midstream Partners	03/18/10	232 59	237 95
145 000	Nustar Energy	12/28/09	8,243 83	8,926 20
130 000	Oneck Partners	12/28/09	8,107 15	8,011 90
240 000	Plains All American Pipeline	12/28/09	12,728 64	13,917 60
5 000	Plains All American Pipeline	03/18/10	281 30	289 95
460 000	Regency Energy Partners	12/28/09	9,526 55	10,437 40
10 000	Regency Energy Partners	03/18/10	222 48	226 90
240 000	Williams Partners LP	12/28/09	7,616 16	10,154 40
			1,656,526 88	2,266,507 09
			-	-
			1,656,526 88	2,266,507 09
			TR P 2	TR P 2

DESCRIPTION	# OF SHARES	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN/(LOSS)	ST GAIN/(LOSS)	LT GAIN/(LOSS)
Owens Corning Corp	260 000	04/15/09	08/07/09	5,319	3,442	1,877	1,877	-
Owens Corning Corp	110 000	04/15/09	08/21/09	2,336	1,456	880	880	-
Owens Corning Corp	80 000	05/04/09	08/21/09	1,699	1,608	91	91	-
East West Bancorp	210 000	05/06/09	12/10/09	2,949	1,883	1,066	1,066	-
Helmerich & Payne Inc	160 000	04/20/09	10/05/09	6,203	5,114	1,088	1,088	-
Helmerich & Payne Inc	150 000	04/20/09	03/01/10	6,079	4,795	1,284	1,284	-
Kinder Morgan Management	0 304	12/28/09	02/12/10	17	17	1	1	-
Total Short Term Capital Gain/ (Loss)				200,955	144,702	56,253	56,253	-
TOTALS				524,141	614,800	(90,658)	56,253	(146,912)

Proceeds (verification)
Account 99012 139,727 75
Account 99876 113,856 95
Account 8A105 270,539 35
Account 8301A 17 28

Total Proceeds 524,141.33
Proceeds Part IV Schedule of Cap Gains 524,141.33
Difference -

Cost (verification)
Account 99012 244,422 31
Account 99876 126,931 15
Account 8A105 243,429 50
Account 8301A 16 59

Total Costs 614,799 55
Cost Part IV Schedule of Cap Gains 614,799 55
Difference -