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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation

BRINKLEY, T/A/F BRINKLEY FDN 59-7906330

A Employer identification number

62-6079631

Number and street (or P.O. box number if mail is not delivered to street address)

P.O. BOX 1908

Room/suite

B Telephone number (see page 10 of the instructions)

(901) 415-6412

City or town, state, and ZIP code

ORLANDO, FL 32802-1908

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,505,603.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐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) (see page 11 of the instructions))

	(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 (attach schedule)				
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	95,188.	96,604.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-112,851.			
b Gross sales price for all assets on line 6a	2,155,180.			
7 Capital gain net income (from Part IV, line 2)		NONE		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-17,663.	96,604.		
13 Compensation of officers, directors, trustees, etc.	1,545.	772.		773.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	1,000.	NONE	NONE	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	825.	327.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	3,370.	1,099.	NONE	1,773.
25 Contributions, gifts, grants paid	163,500.			163,500.
26 Total expenses and disbursements. Add lines 24 and 25	166,870.	1,099.	NONE	165,273.
27 Subtract line 26 from line 12	-184,533.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		95,505.		
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

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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	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	28,513.	103,662.	103,661.
	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 page 15 of the 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			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 4	3,785,208.	3,525,526.	3,401,942.
	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)	3,813,721.	3,629,188.	3,505,603.
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)			
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			
	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	3,813,721.	3,629,188.	
	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 page 17 of the instructions)	3,813,721.	3,629,188.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,813,721.	3,629,188.	

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	3,813,721.
2	Enter amount from Part I, line 27a	2	-184,533.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,629,188.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,629,188.

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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 PART IV DETAIL					
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					
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					
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	-112,851.	
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 pages 13 and 17 of the 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 page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	114,573.	3,011,906.	0.03804003179
2008	135,888.	3,323,634.	0.04088536824
2007	191,749.	3,701,936.	0.05179695165
2006	190,090.	3,487,852.	0.05450059234
2005	170,732.	3,418,948.	0.04993699816
2 Total of line 1, column (d)			2 0.23515994218
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 0.04703198844
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 3,299,634.
5 Multiply line 4 by line 3			5 155,188.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 955.
7 Add lines 5 and 6			7 156,143.
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 on page 18.			8 165,273.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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	955.
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	
3 Add lines 1 and 2		3	955.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	955.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	690.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	690.	
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 PAID BY EFTS	9	265.	
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 2011 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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. \$ (2) On foundation managers \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$		
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?		N/A
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 page 19 of the instructions) STMT 5		
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? 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

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 page 20 of the 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 ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (888) 942-3272 Located at ▶ PO BOX 1908, ORLANDO, FL ZIP + 4 ▶ 32802-1908			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ 15			
16	At any time during calendar year 2010, 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? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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 22 of the instructions)?		
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 2010?		
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 page 22 of the instructions)		
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 2010 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 2010)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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 2010?		

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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)? (see page 22 of the 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 page 22 of the instructions)?

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

5b

N/A

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).

N/A

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

6b

X

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

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

7b

N/A

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

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 page 22 of the 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 STATEMENT 6		1,545.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NONE	
2	
All other program-related investments See page 24 of the instructions.	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,300,649.
b	Average of monthly cash balances	1b	49,233.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,349,882.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,349,882.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	50,248.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,299,634.
6	Minimum investment return. Enter 5% of line 5	6	164,982.

Part XI Distributable Amount (see page 25 of the 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	164,982.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	955.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	955.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	164,027.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	164,027.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	164,027.

Part XII Qualifying Distributions (see page 25 of the 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	165,273.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	165,273.
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 page 26 of the instructions)	5	955.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	164,318.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				164,027.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	3,948.			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	3,948.			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 165,273.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				164,027.
e Remaining amount distributed out of corpus	1,246.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,194.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	5,194.			
10 Analysis of line 9				
a Excess from 2006	NONE			
b Excess from 2007	3,948.			
c Excess from 2008	NONE			
d Excess from 2009	NONE			
e Excess from 2010	1,246.			

Form 990-PF (2010)

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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).)

N/A

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

N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 8				
Total			▶ 3a	163,500.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2010)

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2010

Name of estate or trust

BRINKLEY, T/A/F BRINKLEY FDN 59-7906330

Employer identification number

62-6079631

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 3,929.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶					5 3,929.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			20,743.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -141,790.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 4,267.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶					12 -116,780.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2010

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		3,929.
14	Net long-term gain or (loss):			
a	Total for year	14a		-116,780.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		-112,851.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:		
a	The loss on line 15, column (3) or b \$3,000	16	(3,000)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2010

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

BRINKLEY, T/A/F BRINKLEY FDN 59-7906330

62-6079631

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

[illegible]

Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b		-141,790.00
---	--	-------------

Schedule D-1 (Form 1041) 2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					20,743.	
250,000.00		27027.027 RIDGEWORTH FD-LARGECAP GRTH ST PROPERTY TYPE: SECURITIES 390,811.00					09/26/2007 -140811.00	01/13/2010
20,000.00		1539.646 RIDGEWORTH FD-SMALLCAP VAL EQ # PROPERTY TYPE: SECURITIES 18,075.00					08/12/2008 1,925.00	11/24/2010
20,000.00		1376.462 RIDGEWORTH FD-SMALLCAP GRTH STK PROPERTY TYPE: SECURITIES 31,700.00					09/26/2007 -11,700.00	11/24/2010
20,000.00		1661.129 RIDGEWORTH FD-LARGECAP VAL EQTY PROPERTY TYPE: SECURITIES 20,382.00					08/12/2008 -382.00	11/24/2010
20,000.00		1906.578 RIDGEWORTH FD-LARGECAP GRTH STK PROPERTY TYPE: SECURITIES 27,569.00					09/26/2007 -7,569.00	11/24/2010
20,000.00		1564.945 RIDGEWORTH FD-INTL EQTY INDEX # PROPERTY TYPE: SECURITIES 31,095.00					09/26/2007 -11,095.00	11/24/2010
20,000.00		1848.428 RIDGEWORTH FD-INTERMEDIATE BD # PROPERTY TYPE: SECURITIES 19,309.00					10/19/2009 691.00	11/24/2010
40,542.00		2730.109 RIDGEWORTH FD-SMALLCAP GRTH STK PROPERTY TYPE: SECURITIES 35,000.00					01/13/2010 5,542.00	12/02/2010
116,890.00		7871.4 RIDGEWORTH FD-SMALLCAP GRTH STK#R PROPERTY TYPE: SECURITIES 104,350.00					10/19/2009 12,540.00	12/02/2010
48,387.00		3750.938 RIDGEWORTH FD-INTL EQTY INDEX # PROPERTY TYPE: SECURITIES 50,000.00					01/13/2010 -1,613.00	12/02/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
158,125.00		12257.78 RIDGEWORTH FD-INTL EQTY INDEX # PROPERTY TYPE: SECURITIES 228,845.00					10/05/2009 -70,720.00	12/02/2010
1396226.00		129400.025 RIDGEWORTH FD-INTERMEDIATE BD PROPERTY TYPE: SECURITIES 1310895.00					02/06/2009 85,331.00	12/02/2010
TOTAL GAIN (LOSS)							----- -112,851. =====	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	95,188.	96,604.
	-----	-----
TOTAL	95,188.	96,604.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREP FEES	1,000.			1,000.
TOTALS	1,000.	NONE	NONE	1,000.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES		327.
2009 BALANCE DUE	135.	
CURRENT YR ESTIMATES	690.	
	-----	-----
TOTALS	825.	327.
	=====	=====

BRINKLEY, T/A/F BRINKLEY FDN 59-7906330

62-6079631

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

C OR F

DESCRIPTION

BEGINNING		ENDING		ENDING	
BOOK VALUE		BOOK VALUE		FMV	
-----		-----		---	
3,785,208.		3,525,526.		3,401,942.	
-----		-----		-----	
3,785,208.		3,525,526.		3,401,942.	
=====		=====		=====	

SEE ATTACHED STATEMENT

C

TOTALS

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

TN

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

PO BOX 1908

ORLANDO, FL 32802-1908

TITLE:

TRUSTEE, AS REQ'D

COMPENSATION 1,545.

TOTAL COMPENSATION: 1,545.

=====

=====

RECIPIENT NAME:

MS. VIRGINIA THORNTON

ADDRESS:

850 RIDGELAKE BLVD #101

MEMPHIS, TN 38120

RECIPIENT'S PHONE NUMBER: 901-415-6412

FORM, INFORMATION AND MATERIALS:

LETTER STATING REQUEST

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

FUNDING IS GENERALLY LIMITED TO MEMPHIS TN AREA

=====

RECIPIENT NAME:

SEE ATTACHED LIST

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 163,500.

TOTAL GRANTS PAID:

163,500.

=====

311 CASH CONTRIBUTIONS
SEE ATTACHED LIST - SEEATTACHED

01/06/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2009 GRANT FOR SEEATTACHED PAID TO MCUTS TR TRAN#=IN000477000002 TR CD=059 REG=0 PORT=PRIN	-5000 00	-5000 00 1001000005 **CHANGED** 04/18/11 HCS
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR. SEEATTACHED PAID TO ASU FOUNDATION INC ASU HEBER SPRINGS TR TRAN#=IN003172000002 TR CD=059 REG=0 PORT=PRIN	-5000 00	-5000 00 1011000008 **CHANGED** 12/08/10 HCS
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR. SEEATTACHED PAID TO: BAPTIST HEALTH FOUNDATION CLEBURNE COUNTY TR TRAN#=IN003172000003 TR CD=059 REG=0 PORT=PRIN	-6000.00	-6000 00 1011000009 **CHANGED** 12/08/10 HCS
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR: SEEATTACHED PAID TO: BAPTIST MEMORIAL HEALTHCARE FDN CAMP GOOD GRIEF TR TRAN#=IN003172000004 TR CD=059 REG=0 PORT=PRIN	-2500 00	-2500 00 1011000010 **CHANGED** 12/08/10 HCS
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO CHILDREN'S FOUNDATION TR TRAN#=IN003172000005 TR CD=059 REG=0 PORT=PRIN	-10000.00	-10000 00 1011000011 **CHANGED** 12/08/10 HCS
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR: SEEATTACHED PAID TO. CHURCH HEALTH CENTER TR TRAN#=IN003172000007 TR CD=059 REG=0 PORT=PRIN	-5000 00	-5000 00 1011000013 **CHANGED** 12/08/10 HCS
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO CLEBURNE COUNTY COMMUNITY FDN TR TRAN#=IN003172000008 TR CD=059 REG=0 PORT=PRIN	-5000 00	-5000 00 1011000014 **CHANGED** 12/08/10 HCS
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO: CHRISTIAN HEALTH CENTER TR TRAN#=IN003172000006 TR CD=059 REG=0 PORT=PRIN	-5000 00	-5000 00 1011000012 **CHANGED** 12/08/10 HCS
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO	-10000 00	-10000 00 1011000016 **CHANGED** 12/08/10 HCS

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED LIST - SEEATTACHED (CONTINUED)				
	ELMWOOD CEMETERY TR TRAN#=IN003172000010 TR CD=059 REG=0 PORT=PRIN				
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO	-5000.00		-5000 00	1011000017 **CHANGED** 12/08/10 HCS
	EMMANUEL METHODIST KINDERGARTEN TR TRAN#=IN003172000011 TR CD=059 REG=0 PORT=PRIN				
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO	-10000.00		-10000 00	1011000018 **CHANGED** 12/08/10 HCS
	FAYETTE CO TECHNICAL RESCUE TEAM TR TRAN#=IN003172000012 TR CD=059 REG=0 PORT=PRIN				
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO	-5000.00		-5000 00	1011000019 **CHANGED** 12/08/10 HCS
	1ST UMC - EMERGENCY FUND TR TRAN#=IN003172000013 TR CD=059 REG=0 PORT=PRIN				
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO	-5000.00		-5000 00	1011000015 **CHANGED** 12/08/10 HCS
	CRITTENDEN REGIONAL HOSP FDN TR TRAN#=IN003172000009 TR CD=059 REG=0 PORT=PRIN				
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO	-2000 00		-2000 00	1011000028 **CHANGED** 12/08/10 HCS
	MEMPHIS UNIVERSITY SCHOOL TR TRAN#=IN003172000022 TR CD=059 REG=0 PORT=PRIN				
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO:	-10000.00		-10000.00	1011000029 **CHANGED** 12/08/10 HCS
	METHODIST HEALTHCARE FOUNDATION CHILDREN'S FOUNDATION RESEARCH RESTRICTED TO LOCAL FUNDING TR TRAN#=IN003172000023 TR CD=059 REG=0 PORT=PRIN				
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO	-10000.00		-10000 00	1011000022 **CHANGED** 12/08/10 HCS
	HUTCHISON SCHOOL CAPITAL CAMPAIGN TR TRAN#=IN003172000016 TR CD=059 REG=0 PORT=PRIN				
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO.	-10000.00		-10000 00	1011000023 **CHANGED** 12/08/10 HCS
	LITTLE LIGHTHOUSE CENTRAL MISSISSIPPI, INC TR TRAN#=IN003172000017 TR CD=059 REG=0 PORT=PRIN				
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO.	-2500.00		-2500 00	1011000024 **CHANGED** 12/08/10 HCS
	MEMPHIS BOTANIC GARDEN TR TRAN#=IN003172000018 TR CD=059 REG=0 PORT=PRIN				
11/30/10	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO.	-2500 00		-2500.00	1011000025 **CHANGED** 12/08/10 HCS
	CENTER CITY DEVELOPMENT CORPORATION TR TRAN#=IN003172000019 TR CD=059 REG=0 PORT=PRIN				
11/30/10	CASH DISBURSEMENT	-2500.00		-2500.00	1011000020

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASE CONTRIBUTIONS (CONTINUED) SEE ATTACHED LIST - SEEATTACHED (CONTINUED)				
ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO HARWOOD CENTER TR TRAN#=IN003172000014 TR CD=059 REG=0 PORT=PRIN			**CHANGED** 12/08/10 HCS	
11/30/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO HUTCHISON SCHOOL CAPITAL CAMPAIGN TR TRAN#=IN003172000015 TR CD=059 REG=0 PORT=PRIN	-10000.00		-10000 00 1011000021 **CHANGED** 12/08/10 HCS	
11/30/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR. SEEATTACHED PAID TO HUMANE SOCIETY OF MEMPHIS & SHELBY COUNTY TR TRAN#=IN003172000020 TR CD=059 REG=0 PORT=PRIN	-2000 00		-2000 00 1011000026 **CHANGED** 12/08/10 HCS	
11/30/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO MEMPHIS LEADERSHIP FOUNDATION YWSE TR TRAN#=IN003172000021 TR CD=059 REG=0 PORT=PRIN	-5000 00		-5000 00 1011000027 **CHANGED** 12/08/10 HCS	
11/30/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO NEIGHBORHOOD SCHOOL TR TRAN#=IN003172000024 TR CD=059 REG=0 PORT=PRIN	-5000 00		-5000.00 1011000030 **CHANGED** 12/08/10 HCS	
11/30/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR. SEEATTACHED PAID TO PRESBYTERIAN DAY SCHOOL ANNUAL FUND TR TRAN#=IN003172000025 TR CD=059 REG=0 PORT=PRIN	-5000.00		-5000 00 1011000031 **CHANGED** 12/08/10 HCS	
11/30/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR. SEEATTACHED PAID TO ROTARY CLUB OF HEBER SPRINGS PAUL HARRIS SCHOLARSHIP FOUNDATION TR TRAN#=IN003172000026 TR CD=059 REG=0 PORT=PRIN	-2000.00		-2000 00 1011000032 **CHANGED** 12/08/10 HCS	
11/30/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO ST. JOHNS EPISCOPAL CHURCH TR TRAN#=IN003172000028 TR CD=059 REG=0 PORT=PRIN	-5000 00		-5000 00 1011000034 **CHANGED** 12/08/10 HCS	
11/30/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO STAX MUSIC ACADEMY TR TRAN#=IN003172000030 TR CD=059 REG=0 PORT=PRIN	-5000 00		-5000 00 1011000036 **CHANGED** 12/08/10 HCS	
11/30/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO THE MEMPHIS BOYCHOIR, INC TR TRAN#=IN003172000031 TR CD=059 REG=0 PORT=PRIN	-2000.00		-2000 00 1011000037 **CHANGED** 12/08/10 HCS	
11/30/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR. SEEATTACHED	-1000 00		-1000 00 1011000033 **CHANGED** 12/08/10 HCS	

ACCT C932 7906330
PREP 59 ADMN 172 INV 63

SUNTRUST BANK
TAX TRANSACTION DETAIL

PAGE 14
RUN 04/18/2011
09 27 38 AM

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311 CASH CONTRIBUTIONS (CONTINUED) SEE ATTACHED LIST - SEEATTACHED (CONTINUED)				
PAID TO ST AGNES ACADEMY ANNUAL FUND TR TRAN#=IN003172000027 TR CD=059 REG=0 PORT=PRIN				
11/30/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO WEST SIDE SCHOOL-GREERS FERRY AR TR TRAN#=IN003172000032 TR CD=059 REG=0 PORT=PRIN	-1000 00		-1000 00 **CHANGED** 12/08/10 HCS	1011000038
12/22/10 CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR SEEATTACHED PAID TO CHURCH HEALTH CENTER TR TRAN#=IN002838000002 TR CD=059 REG=0 PORT=PRIN	-2500 00		-2500 00 **CHANGED** 04/18/11 HCS	1012000019
TOTAL CODE 311 - CASH CONTRIBUTIONS	-163500.00	0.00	-163500 00	

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO TOTAL RETURN FUND

20,743.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

20,743.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

20,743.00

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990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years



BRINKLEY FDN
COUNT NO. 7906330

PORTFOLIO DETAIL

AS OF 12/31/10

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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>NCIPAL PORTFOLIO</u>						
<u>F & MONEY MARKET FUNDS</u>						
103,660.96	FEDERATED MONEY MKT OBLIGS TR PRIME OBLIGS INSTL FFS #10 CUSIP: 609010DF7	103,660.96 1.000 2.96 %	103,660.96 1.00	0.00	180	0.17 % 0.00 %
<u>MUTUAL FUNDS</u>						
5,392.326	INVESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL CUSIP: 00141M622	161,931.55 30.030 4.62 %	156,000.00 28.93	5,931.55	0	0.00 % 0.00 %
13,046.422	MFS FDS RESEARCH INTL FD INSTL CL CUSIP: 552983470	204,698.36 15.690 5.84 %	202,350.00 15.51	2,348.36	3,027	1.48 % 0.00 %
122,591.944	PIMCO FDS TOTAL RETURN FD INSTL CL CUSIP: 693390700	1,330,122.59 10.850 37.94 %	1,400,000.00 11.42	69,877.41	43,152	3.24 % 0.00 %
TOTAL MUTUAL FUNDS		1,696,752.50	1,758,350.00	61,597.50	46,179	2.72 %



I BRINKLEY FDN
OUNT NO. 7906330

PORTFOLIO DETAIL

AS OF 12/31/10

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VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
PROPRIETARY FUNDS						
81,882.971	RIDGEWORTH FD-LARGE CAP GROWTH STK I SHS #RGE3 CUSIP: 76628R748	887,611.41 10.840 25.32 %	1,049,962.75 12.82	162,351.34-	573	0.06 % 0.00 %
49,811.667	RIDGEWORTH FD-LARGE CAP VALUE EQUITY I SHS #RGD4 CUSIP: 76628R672	639,581.80 12.840 18.24 %	576,193.23 11.57	63,388.57	6,675	1.04 % 0.00 %
12,982.962	RIDGEWORTH FD-SMALL CAP VAL EQUITY I SHS #RGD6 CUSIP: 76628R474	177,996.41 13.710 5.08 %	141,019.00 10.86	36,977.41	2,142	1.20 % 0.00 %
TOTAL PROPRIETARY FUNDS				61,985.36-	9,390	0.55 %
CELLANEIOUS ASSETS						
1	CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT CUSIP: 997001FA5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING BRISTOL MYERS 2ND ON RCPT OF FINAL PMT CUSIP: 997000KD5	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NN0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %



PORTFOLIO DETAIL

1 BRINKLEY FDN
COUNT NO. 7906330

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2 VALUE SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	CLASS ACTION PENDING MERRILL LYNCH / TYCO ON RCPT OF FINAL PMT CUSIP: 997000VV3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MOTOROLA ON RCPT OF FINAL PMT CUSIP: 997001FD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	1.00	1.00-	0	0.00 %
NCIPAL PORTFOLIO TOTAL		3,505,603.08	3,629,186.94	123,583.86-	55,749	1.59 %
TOTAL ASSETS		3,505,603.08	3,629,186.94	123,583.86-	55,749	1.59 %