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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning MAY 1, 2010 , and ending APR 30, 2011

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

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): 311 MEADOWCROFT LANE | Room/suite:

B Telephone number: 410-454-5605

City or town, state, and ZIP code: LUTHERVILLE, MD 21093

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 ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 2,588,041.

J Accounting method: [X] 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,143.	1,143.		
	4 Dividends and interest from securities	19,153.	19,153.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	371,463.			
	b Gross sales price for all assets on line 6a 1,562,959.				
	7 Capital gain net income (from Part IV, line 2)		371,463.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	391,759.	391,759.		
Operating and Administrative Expenses	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	6,431.	0.		0.
	c Other professional fees	9,586.	9,586.		0.
	17 Interest	87.	87.		0.
	18 Taxes	74.	74.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	343.	343.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	16,521.	10,090.		0.
	25 Contributions, gifts, grants paid	165,000.			165,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	181,521.	10,090.		165,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	210,238.			
	b **Net investment income** (if negative, enter -0-)		381,669.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		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			
	2 Savings and temporary cash investments	195,333.	529,660.	529,660.
	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 8	1,656,527.	1,528,755.	2,058,381.
	c Investments - corporate bonds			
	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)	1,851,860.	2,058,415.	2,588,041.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	2,050,671.	2,046,988.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-198,811.	11,427.	
	30 Total net assets or fund balances	1,851,860.	2,058,415.	
	31 Total liabilities and net assets/fund balances	1,851,860.	2,058,415.	

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	1,851,860.
2	Enter amount from Part I, line 27a	2	210,238.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,062,098.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	3,683.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,058,415.

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	SMITH BARNEY (SEE ATTACHED)	P	VARIOUS	VARIOUS
b	SMITH BARNEY (SEE ATTACHED)	P	VARIOUS	VARIOUS
c	FROM OIL PARTNERSHIP K-1'S	P		
d	FROM OIL PARTNERSHIP K-1'S	P		
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	828,260.		736,916.	91,344.
b	734,699.		454,568.	280,131.
c				-20.
d				8.
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				91,344.
b				280,131.
c				-20.
d				8.
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 } 2 371,463.

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))
2009	111,550.	2,241,893.	.049757
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

2	**Total** of line 1, column (d)	2	.267192
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	.053438
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,393,224.
5	Multiply line 4 by line 3	5	127,889.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,817.
7	Add lines 5 and 6	7	131,706.
8	Enter qualifying distributions from Part XII, line 4	8	165,000.

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	3,817.
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	3,817.
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	3,817.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	256.		
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	256.
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	3,561.
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ AUDREY DROSSNER Telephone no. ▶410-878-7002

Located at ▶2330 W. JOPPA RD., SUITE 107-A, LUTHERVILLE, MD ZIP+4 ▶21093

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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?	16		X
	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 ▶			

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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 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 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 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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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 LANE LUTHERVILLE, MD 21093	TRUSTEE 0.00	0.	0.	0.
DOUGLAS BRINKLEY 1901 RUXTON ROAD RUXTON, MD 21204	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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,043,653.
b	Average of monthly cash balances	1b	386,016.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,429,669.
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	2,429,669.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,445.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,393,224.
6	**Minimum investment return.** Enter 5% of line 5	6	119,661.

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	119,661.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 3,817.		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	3,817.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	115,844.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	115,844.
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	115,844.

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	165,000.
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	165,000.
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	3,817.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	161,183.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				115,844.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 — 24,203.				
b From 2006				
c From 2007				
d From 2008 — 51,701.				
e From 2009				
f **Total** of lines 3a through e	75,904.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 165,000.				
a Applied to 2009, 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 2010 distributable amount				115,844.
e Remaining amount distributed out of corpus	49,156.			
5 Excess distributions carryover applied to 2010 (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	125,060.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	24,203.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	100,857.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008 — 51,701.				
d Excess from 2009				
e Excess from 2010 — 49,156.				

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

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

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

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

JAMES BRINKLEY

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

a The name, address, and telephone number 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				
COLLEGE OF WILLIAM & MARY P.O. BOX 8795 WILLIAMSBURG, VA 23187	NONE	PUBLIC CHARITY	TO FURTHER THE ORGANIZATION'S EXEMPT PURPOSE	160,000.
THE FAMILY TREE 2108 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	PUBLIC CHARITY	TO FURTHER THE ORGANIZATION'S EXEMPT PURPOSE	5,000.
Total			▶ 3a	165,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,143.	
4 Dividends and interest from securities			14	19,153.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	371,463.	
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.		391,759.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 391,759.

(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).
	ALL INCOME ACTIVITY IS ENGAGED IN TO PROVIDE FUNDS FROM WHICH
	CONTRIBUTIONS ARE MADE TO CHARITABLE ORGANIZATIONS

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 9-12-11 Title: TRUSTEE

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARY BOWDEN	MARY BOWDEN			

Firm's name ▶ ORACLE CAPITAL STRATEGIES, LLC — Firm's EIN ▶

Firm's address ▶ 2330 W. JOPPA RD., SUITE 107-A LUTHERVILLE, MD 21093 — Phone no. 410-878-7002

Form **990-PF** (2010)

023622 04-26-11

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
SMITH BARNEY	1,143.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,143.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SMITH BARNEY	19,153.	0.	19,153.
TOTAL TO FM 990-PF, PART I, LN 4	19,153.	0.	19,153.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,431.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6,431.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	9,586.	9,586.		0.
TO FORM 990-PF, PG 1, LN 16C	9,586.	9,586.		0.

FORM 990-PF	TAXES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	74.	74.		0.
TO FORM 990-PF, PG 1, LN 18	74.	74.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHARITABLE CONTRIBUTIONS FROM PASSTHROUGH ENTITIES	6.	6.		0.
INTANGIBLE DRILLING COSTS FROM PASSTHROUGH ENTITIES	252.	252.		0.
SECTION 1231 LOSS FROM PASSTHROUGH ENTITIES	56.	56.		0.
ORDINARY LOSS FROM PASSTHOUGH ENTITIES	29.	29.		0.
TO FORM 990-PF, PG 1, LN 23	343.	343.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 7

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	3,420.
NONDEDUCTIBLE EXPENSES	263.
TOTAL TO FORM 990-PF, PART III, LINE 5	3,683.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	1,528,755.	2,058,381.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,528,755.	2,058,381.

BRINKLEY FAMILY FOUNDATION
EIN: 52-6851031
2010 FORM 990-PF: PAGE 2, LINE 10(b), COLUMN (b) & (c)
INVESTMENTS - CORPORATE STOCK - END OF YEAR

Security	4/30/2011 Cost Basis	4/30/2011 FMV
ACCENTURE PLC	32,820.45	49,874.49
AFFILIATED MANAGERS GROUP	28,013.32	39,050.64
AFLAC INC	16,249.16	46,806.27
ALPINE TOTAL DYNAMIC DIVIDEND FUND SH BEN INT	1,119.75	1,137.23
AMERIGAS PARTNERS L P UNIT OF LIMITED PARTNERSHIP INTEREST	4,537.00	6,010.00
APPLE INC	31,900.43	32,562.09
BERKSHIRE HATHAWAY INC CL B	9,255.83	13,827.80
C.H. ROBINSON WORLDWIDE INC	5,888.91	15,234.20
COLUMBIA MARSICO FOCUSED EQUITIES FUND CL A	20,443.68	33,320.81
DUNCAN ENERGY PARTNERS L P UNIT REPSTG LTD PARTNER	5,583.00	10,526 16
EL PASO PIPELINE PARTNERS L P UNIT LTD PARTNERSHIP INT	8,714.00	12,593.60
EMC CORP-MASS	30,933.07	58,097.00
ENERGY TRANSFER EQUITY L P UNIT LTD PARTNERSHIP	11,946.00	19,950.98
ENERGY TRANSFER PARTNERS L.P UNIT L.P INT	12,631.00	16,018 50
ENTERPRISE PRODS PARTNERS L P	34,099.00	52,573.05
EXPEDITORS INTL OF WASH INC	12,148.67	18,777.42
EXPRESS SCRIPTS INC.COMMON	26,036.82	28,313.26
GENESIS ENERGY L P	8,168.00	12,228.96
HEWLETT PACKARD CO	128,097.60	121,110 00
INERGY LP	12,347.00	15,062 58
JPMORGAN CHASE & CO	64,886.89	120,463.20
KINDER MORGAN ENERGY PRTNRS LP	19,982.00	27,062 00
KINDER MORGAN MANAGEMENT LLC	8,501.99	11,249.75
LEGG MASON INC	1,834.02	315,552.10
LEGG MASON OPPORTUNITY TRUST FD CL A	27,718.96	28,660 30
LEGG MASON VALUE TRUST FD CL A	43,874.26	38,127.47
LINN ENERGY LLC COMMON UNITS	10,960.00	16,515.42
MAGELLAN MIDSTREAM PARTNERS LP COM UNITS RPSTNG LP INTERESTS	8,399.00	13,222.50
MARKWEST ENERGY PARTNERS -UTS	7,321.00	12,288.59
MASTEC INC	20,689.10	33,382.69
MORGAN STANLEY EMERGING MARKET FUND INC	42,843.74	82,050.00
NUSTAR ENERGY L.P COM UNITS REPSTG LTD PRTNR INT	7,439.00	9,832.45
OAKMARK SELECT FUND	14,547.29	16,993.81
ONEOK PARTNERS L.P	7,393.00	11,120.20
PEOPLES UNITED FINCL INC	127,387.00	136,950.00
PLAINS ALL AMERN PIPELINE L P	11,839.00	15,738.80
PROSHARES ULTRASHORT LEHMAN 20+ YEAR TREASURY	188,454.00	142,600.00
QUALCOMM INC	35,206.07	58,174 71
REGENCY ENERGY PARTNERS L P UNITS REPSTG LTD PARTNER	8,647.00	13,047.20
ROBERT HALF INTERNATIONAL INC	40,133.80	45,616.32
ROCKWELL COLLINS INC	42,148.07	41,961 50
SCRIPPS NETWORK INTERACTIVE	22,030.80	30,543.48
SUNCOR ENERGY INC NEW	30,967.17	51,472.72
TERADATA CORP	30,051.84	60,393.60
USG CORPORATION NEW	232,566.04	77,100.00
VISA INC COM CL A	25,190.18	31,794.84
WILLIAMS PARTNERS L P UNIT LTD PARTNERSHIP INT	6,811.00	13,392.00
TOTAL Investments	1,528,754.91	2,058,380.69

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
1,828 000	Biosante Pharmaceuticals	10/14/09	3,363 15	4,295 80
5,000 000	USG Corp	10/03/06	232,566 04	118,000 00
2,640 000	JP Morgan Chase and Co	12/30/99	64,886 89	112,411 20
1,345 895	Columbia Marsico Focused Equities	11/29/01	20,000 00	27,698 52
17 576	Columbia Marsico Focused Equities	Various	399 21	361 71
2 696	Columbia Marsico Focused Equities	Various	44 47	55 48
5,000 000	Legg Mason Inc	06/27/05	1,079 60	158,450 00
4,000 000	Legg Mason Inc	01/26/06	863 68	126,760 00
4,494 000	Legg Mason Inc	03/03/06	970 34	142,414 86
1,737 317	LM American Leading Companies	10/06/98	25,000 00	28,005 55
319 838	LM American Leading Companies	Various	6,993 61	5,155 79
11 996	LM American Leading Companies	Various	173 94	193 38
2,055 498	LM Opportunity Trust	12/28/00	20,000 00	22,857 14
545 255	LM Opportunity Trust	Various	7,718 96	6,063 24
583 158	LM Value Trust	10/06/98	25,000 00	22,451 58
320 966	LM Value Trust	Various	18,572 49	12,357 19
8 453	LM Value Trust	Various	301 77	325 44
5,000 000	Morgan Stanley Emerging Markets	12/29/00	42,843 74	69,800 00
398 883	Oakmark Select Fund	05/01/01	10,000 00	10,805 74
152 209	Oakmark Select Fund	Various	4,476 49	4,123 34
1 674	Oakmark Select Fund	Various	39 79	45 35
2,000 000	Proshares Ultrashort Lehman 20+ Year Treas	04/26/10	94,374 00	90,380 00
2,000 000	Proshares Ultrashort Lehman 20+ Year Treas	04/26/10	94,080 00	90,380 00
383 000	CH Robinson Woldwide Inc	10/21/05	11,870 81	23,102 56
9 000	Expeditors Intl of Wash	09/01/06	369 37	366 39
165 000	Expeditors Intl of Wash	06/24/08	7,075 98	6,717 15
160 000	Expeditors Intl of Wash	06/26/08	6,834 10	6,513 60
319 000	Expeditors Intl of Wash	06/10/09	10,995 42	12,986 49
350 000	Berkshire Hathaway Inc Class B	10/21/05	19,515 30	26,950 00
244 000	ADP Inc	02/27/07	11,157 84	10,582 28
150 000	ADP Inc	04/02/07	6,754 43	6,505 50
105 000	ADP Inc	02/12/08	4,102 12	4,553 85
126 000	Affiliated Managers Group	09/24/07	15,400 17	10,606 68
29 000	Affiliated Managers Group	09/25/07	3,500 60	2,441 22
125 000	Affiliated Managers Group	12/29/08	4,606 70	10,522 50
78 000	Affiliated Managers Group	06/17/09	4,505 85	6,566 04
466 000	Rockwell Collins Inc	01/24/08	28,981 99	30,290 00
313 000	Colgate Palmolive	05/15/08	22,446 26	26,323 30
2,050 000	EMC Corp-Mass	08/19/08	30,933 07	38,970 50
307 000	Visa Inc Com CL A	09/24/08	20,440 40	27,700 61
100 000	Visa Inc Com CL A	10/24/08	4,749 78	9,023 00
518 000	Ecolab Inc	10/24/08	19,409 82	25,299 12
385 000	Qualcomm Inc	01/16/09	13,673 89	14,891 80
105 000	Qualcomm Inc	03/18/09	3,898 65	4,061 40
1,021 000	Aflac Inc	03/18/09	19,916 44	52,030 16
168 000	ITT Educational Services Inc	03/23/09	19,105 92	16,989 84
192 000	ITT Educational Services Inc	05/07/09	17,825 74	19,416 96
416 000	Suncor Energy Inc	03/31/09	9,397 32	14,214 72
856 000	Teradata Corp	08/12/09	23,065 95	24,883 92
663 000	Accenture PLC	08/18/09	23,891 14	28,933 32
210.000	Accenture PLC	01/07/10	8,929 31	9,164 40
354 000	Scripps Network	09/08/09	12,021 17	16,050 36
600 000	State Street Corp	03/18/10	27,526.02	26,100 00
83 000	Mastercard Inc	04/06/09	14,458 28	20,587 32
38 000	Mastercard Inc	04/22/09	6,230.82	9,425 52
30 000	Newfield Exploration Company	08/15/08	1,331 90	1,745 70
180 000	Newfield Exploration Company	10/22/08	3,608 48	10,474 20
60 000	Newfield Exploration Company	02/17/10	3,057 71	3,491 40
220 000	Kansas City Southern Inds	05/15/09	3,298 35	8,921 00
1,470 000	Micron Technology	12/03/09	12,554 54	13,744 50
360 000	Micron Technology	02/16/10	3,112 24	3,366 00
480 000	Ameren Corp	12/07/09	12,916 08	12,460 80
80 000	Ameren Corp	02/17/10	2,015 50	2,076 80
150 000	Ameren Corp	03/25/10	3,813 44	3,894 00
1,050 000	Huntsman Corp	08/31/09	8,527 16	11,980 50
510 000	Cloud Peak Energy	03/03/10	8,135 78	8,160 00
70 000	Cloud Peak Energy	03/04/10	1,117 21	1,120 00
310 000	Cloud Peak Energy	03/25/10	5,051 70	4,960 00

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
100 000	Cloud Peak Energy	04/14/10	1,657 21	1,600 00
100 000	Cloud Peak Energy	04/15/10	1,643 53	1,600 00
80 000	Baxter Intl Inc	06/29/06	2,954 76	3,777 60
70 000	Baxter Intl Inc	08/17/07	3,565 28	3,305 40
100 000	Baxter Intl Inc	11/24/09	5,491 39	4,722 00
90 000	Baxter Intl Inc	04/23/10	4,546 15	4,249 80
820 000	Pepco Holdings	11/30/09	13,346 65	13,726 80
160 000	Fushi Copperweld Inc.	03/08/10	1,752 34	1,769 60
230 000	Fushi Copperweld Inc	03/09/10	2,609 42	2,543 80
370 000	Fushi Copperweld Inc	03/10/10	4,454 69	4,092 20
290 000	Fushi Copperweld Inc	03/15/10	3,562 07	3,207 40
15 000	Goldman Sachs Group Inc	02/16/06	2,177 70	2,178 00
70 000	Goldman Sachs Group Inc	09/10/08	7,043 38	10,164 00
20 000	Rayonier Inc	07/07/06	758 14	979 60
50 000	Rayonier Inc	07/10/06	1,896 38	2,449 00
70 000	Rayonier Inc	10/29/08	2,167 99	3,428 60
80 000	Mueller Water Products Inc	05/24/07	1,288 84	448 00
100 000	Mueller Water Products Inc	05/25/07	1,619 94	560 00
60 000	Mueller Water Products Inc	06/01/07	975 77	336 00
50 000	Mueller Water Products Inc	06/04/07	815 33	280 00
40 000	Mueller Water Products Inc	06/21/07	653 40	224 00
130 000	Mueller Water Products Inc	06/22/07	2,121 95	728 00
30 000	Mueller Water Products Inc	06/27/07	509 95	168 00
70 000	Mueller Water Products Inc	06/28/07	1,180 91	392 00
30 000	Mueller Water Products Inc	09/21/07	337 49	168 00
40 000	Mueller Water Products Inc	09/24/07	446 59	224 00
90 000	Mueller Water Products Inc	09/25/07	998 61	504 00
30 000	Mueller Water Products Inc	09/26/07	333 98	168 00
320 000	Mueller Water Products Inc	09/27/07	3,526 40	1,792 00
130 000	Mueller Water Products Inc	11/02/07	1,290 74	728 00
190 000	Mueller Water Products Inc	11/05/07	1,850 58	1,064 00
80 000	Mueller Water Products Inc	11/06/07	740 39	448 00
30 000	Mueller Water Products Inc	11/07/07	270 82	168 00
10 000	Mueller Water Products Inc	12/21/07	97 58	56 00
10 000	Mueller Water Products Inc	12/24/07	99 48	56 00
40 000	Mueller Water Products Inc	12/27/07	396 52	224 00
30 000	Mueller Water Products Inc	12/31/07	298 17	280 00
50 000	Mueller Water Products Inc	12/31/07	497 89	168 00
150 000	Mueller Water Products Inc	01/14/08	1,290 00	840 00
220 000	Mueller Water Products Inc	03/20/08	1,788 51	1,232 00
170 000	Mueller Water Products Inc	10/08/08	1,010 07	952 00
180 000	Mueller Water Products Inc	03/06/09	314 78	1,008 00
420 000	Mueller Water Products Inc	03/24/09	1,107 75	2,352 00
150 000	Mueller Water Products Inc	05/07/09	648 00	840 00
390 000	MGIC Investment Corp WIS	10/16/09	2,396 44	4,067 70
460 000	MGIC Investment Corp WIS	11/19/09	2,031 59	4,797 80
490 000	MGIC Investment Corp WIS	11/23/09	2,164 23	5,110 70
540 000	Zions Bancorp	10/16/09	9,714 92	15,514 20
810 000	Tesco Corp ALTA	07/22/09	6,594 13	10,141 20
120 000	Tesco Corp ALTA	07/23/09	1,149 00	1,502 40
300 000	Tesco Corp ALTA	09/03/09	2,271 00	3,756 00
430 000	AT&T Inc	10/21/08	11,428 80	11,205 80
190 000	Travelers Companies	10/23/08	7,272 52	9,640 60
80 000	Travelers Companies	07/30/09	3,346 11	4,059 20
30 000	Commercial Metals	11/28/08	349 46	446 40
550 000	Commercial Metals	12/01/08	5,881 92	8,184 00
120 000	Commercial Metals	12/22/08	1,367 03	1,785 60
270 000	Peabody Energy Corp	12/29/08	6,079 15	12,614 40
30.000	PNC Financial Services Corporation	02/02/09	929 67	2,016 30
110 000	PNC Financial Services Corporation	07/22/09	4,069 05	7,393 10
570 000	McDermott International Inc	08/05/09	12,057 10	15,623 70
140.000	Grace W R & Co Del	01/22/09	976 50	4,044 60
250 000	Grace W R & Co Del	01/23/09	1,740 05	7,222 50
100 000	Freeport McMoran Copper & Gold	03/09/09	3,287 63	7,553 00
80.000	Freeport McMoran Copper & Gold	11/06/09	6,359 23	6,042 40
1,240 000	Maguire Properties Inc	04/07/10	4,955 41	4,588 00
70 000	Owens Corning Corp	05/04/09	1,407 00	2,434 60
180 000	Owens Corning Corp	05/11/09	2,856 49	6,260 40

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	Navistar Intl Corp	05/05/09	3,706 09	4,350 60
160 000	Navistar Intl Corp	05/06/09	6,857 86	7,734 40
130 000	Navistar 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	Amerigas 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

BRINKLEY FAMILY FOUNDATION
EIN: 52-6851031
2010 FORM 990-PF: PAGE 3, PART IV, LINE 1(a) & 1(b)
CAPITAL GAINS & LOSSES

Security	Shares	Date Acquired	Date Sold	Gross Proceeds	Cost Basis	Realized Gain/(Loss)
SHORT TERM						
KINDER MORGAN MANAGEMENT LLC	0.269	12/28/2009	5/15/2010	14.93	14.16	0.77
Boardwalk Pipeline Partners LP	165.000	12/28/2009	6/7/2010	4,542.53	4,693.14	(150.61)
Boardwalk Pipeline Partners LP	10.000	3/18/2010	6/7/2010	275.31	299.86	(24 55)
KINDER MORGAN MANAGEMENT LLC	0.365	12/28/2009	8/13/2010	21 80	18.91	2.89
KINDER MORGAN ENERGY PRTNRS LP	42.000	12/28/2009	9/8/2010	2,880.11	2,070.88	809.23
DUNCAN ENERGY PARTNERS L P	51.000	12/28/2009	9/15/2010	1,491 90	1,196.00	295.90
GENESIS ENERGY L P	112.000	12/28/2009	9/15/2010	2,536.13	2,045.00	491.13
KINDER MORGAN ENERGY PRTNRS LP	33.000	12/28/2009	9/15/2010	2,279.74	1,627.23	652.51
KINDER MORGAN MANAGEMENT LLC	0.710	12/28/2009	11/12/2010	45.77	36.12	9.65
KINDER MORGAN MANAGEMENT LLC	0.163	9/30/2010	11/12/2010	10.49	9.64	0 85
KINDER MORGAN MANAGEMENT LLC	0.156	9/30/2010	2/14/2011	10.08	9.06	1.02
Owens Corning	70.000	5/4/2009	5/4/2010	2,431.98	1,407.00	1,024.98
Owens Corning	90.000	5/11/2009	5/4/2010	3,126 83	1,428.25	1,698.58
CMS Energy Corp	320.000	8/13/2009	6/2/2010	4,649.04	4,220.48	428.56
Anadarko Petroleum Corp	160.000	6/21/2010	8/4/2010	8,880.98	6,971.39	1,909.59
American Electric Power Co Inc	390.000	11/6/2009	9/1/2010	14,070.41	12,095.15	1,975 26
Walt Disney Co	210.000	10/2/2009	9/1/2010	7,018.73	5,680.96	1,337 77
Walt Disney Co	230.000	10/2/2009	9/27/2010	7,661.79	6,222.01	1,439.78
Ameren Corp	210.000	12/7/2009	10/18/2010	6,143.52	5,650 79	492.73
Cloud Peak Energy Inc	240.000	3/3/2010	10/18/2010	4,254.38	3,828.60	425.78
Textainer Group Holdings Ltd	130.000	5/14/2010	12/9/2010	3,947.01	3,221.83	725.18
Textainer Group Holdings Ltd	40.000	5/17/2010	12/9/2010	1,214.46	994.16	220.30
Textainer Group Holdings Ltd	230.000	5/17/2010	12/27/2010	6,557.19	5,716.45	840.74
Textainer Group Holdings Ltd	260.000	5/24/2010	12/27/2010	7,412.47	6,088.73	1,323.74
AT&T Inc	220.000	6/2/2010	12/27/2010	6,454.69	5,394 00	1,060.69
Ameren Corp	80.000	2/17/2010	12/27/2010	2,275.96	2,015.50	260.46
Ameren Corp	150.000	3/25/2010	12/27/2010	4,267.43	3,813.44	453.99
Ameren Corp	170.000	12/6/2010	12/27/2010	4,836.42	4,888.88	(52.46)
Anadarko Petroleum Corp	170.000	6/21/2010	12/27/2010	11,623.72	7,407.11	4,216.61
The Babcock & Wilcox Company	220.000	8/19/2010	12/27/2010	5,508.70	5,072.45	436.25
The Babcock & Wilcox Company	160.000	8/27/2010	12/27/2010	4,006.33	3,735 28	271.05
Bank of America Corp	1,250.000	12/16/2010	12/27/2010	16,549.72	15,769.25	780.47
Baxter International Inc	90.000	4/23/2010	12/27/2010	4,604.32	4,546.15	58.17
Clear Channel Outdoor Holdings Inc	900.000	7/21/2010	12/27/2010	12,718.04	8,934.39	3,783.65
Clear Channel Outdoor Holdings Inc	120.000	8/12/2010	12/27/2010	1,695.74	1,274.65	421.09
Clear Channel Outdoor Holdings Inc	210.000	8/13/2010	12/27/2010	2,967.54	2,262.54	705.00
Cloud Peak Energy Inc	270.000	3/3/2010	12/27/2010	6,092.69	4,307.18	1,785.51
Cloud Peak Energy Inc	70.000	3/4/2010	12/27/2010	1,579.59	1,117.21	462.38
Cloud Peak Energy Inc	310.000	3/25/2010	12/27/2010	6,995.31	5,051.70	1,943.61
Cloud Peak Energy Inc	100.000	4/14/2010	12/27/2010	2,256.55	1,657.21	599.34
Cloud Peak Energy Inc	100.000	4/15/2010	12/27/2010	2,256.55	1,643.53	613.02
Constellation Energy Group Inc	540.000	12/21/2010	12/27/2010	16,950 31	15,937.72	1,012.59
East West Bancorp Inc	250.000	1/28/2010	12/27/2010	4,962.92	4,272.23	690.69
Exelon Corp	330.000	10/18/2010	12/27/2010	13,806.96	14,532.51	(725.55)
Exelon Corp	90.000	11/2/2010	12/27/2010	3,765.54	3,694.80	70.74
Fushi Copperweld Inc	1,050.000	3/15/2010	12/27/2010	9,492.99	12,378.52	(2,885.53)
Fushi Copperweld Inc	230.000	11/22/2010	12/27/2010	2,079.42	2,145.97	(66.55)
Hospira Inc	260.000	6/2/2010	12/27/2010	14,689.75	13,423.46	1,266.29

Hospira Inc	70.000	12/7/2010	12/27/2010	3,954.93	3,824.58	130.35
Huntsman Corp	550.000	5/7/2010	12/27/2010	8,607.35	5,520.57	3,086.78
Mpg Office Trust Inc	1,240.000	4/7/2010	12/27/2010	3,558.73	4,955.41	(1,396.68)
Mpg Office Trust Inc	220.000	10/22/2010	12/27/2010	631.39	587 40	43.99
Micron Technology Inc	360.000	2/16/2010	12/27/2010	2,811.55	3,112.24	(300.69)
Micron Technology Inc	390.000	8/27/2010	12/27/2010	3,045 85	2,643.93	401.92
Mueller Water Products Inc	1,330.000	8/5/2010	12/27/2010	5,758.80	4,278.88	1,479.92
Newfield Exploration Co	60.000	2/17/2010	12/27/2010	4,292 98	3,057.71	1,235.27
Nexen Inc	610.000	9/23/2010	12/27/2010	13,321.07	11,600.13	1,720 94
Nexen Inc	240.000	10/15/2010	12/27/2010	5,241.08	5,293 25	(52.17)
PPL Corp	530.000	5/7/2010	12/27/2010	13,959.96	13,112.31	847.65
PPL Corp	170.000	12/3/2010	12/27/2010	4,477.72	4,401.35	76 37
Reinsurance Group of America Inc	300.000	9/28/2010	12/27/2010	16,343.72	14,444 61	1,899.11
Sempra Energy	20.000	9/2/2010	12/27/2010	1,043.58	1,060.84	(17.26)
Sempra Energy	230.000	9/3/2010	12/27/2010	12,001.19	12,233.95	(232 76)
Sempra Energy	80.000	11/9/2010	12/27/2010	4,174.33	4,161.32	13 01
Weyerhaeuser Co	880.000	11/23/2010	12/27/2010	16,455.72	14,872.70	1,583.02
MASTEC INC	3,000.000	5/7/2010	5/13/2010	37,958.35	32,761.20	5,197.15
WALTER ENERGY INC	1,000.000	5/17/2010	6/1/2010	75,398.72	70,100.00	5,298.72
WALTER ENERGY INC	1,805.000	6/8/2010	6/16/2010	134,361.92	117,750 98	16,610.94
WALTER ENERGY INC	195.000	6/8/2010	6/17/2010	14,430.82	12,721.02	1,709.80
MASTEC INC	5,000.000	6/8/2010	11/4/2010	66,698.86	51,790.00	14,908.86
ALPINE TOTAL DYNAMIC DIVIDEND FUND	10,000.000	12/30/2010	4/11/2011	61,798.80	59,700.00	2,098 80
ALPINE TOTAL DYNAMIC DIVIDEND FUND	10,000.000	12/31/2010	4/11/2011	61,798.80	59,900.00	1,898.80
ALPINE TOTAL DYNAMIC DIVIDEND FUND	178.748	1/31/2011	4/11/2011	1,104.64	1,100.00	4.64
ALPINE TOTAL DYNAMIC DIVIDEND FUND	180.252	3/14/2011	4/11/2011	1,113.93	1,109.43	4.50
ALPINE TOTAL DYNAMIC DIVIDEND FUND	0.065	3/14/2011	4/12/2011	0.38	0.40	(0.02)
TOTAL SHORT TERM				**828,259.94**	**736,915.69**	**91,344.25**
LONG TERM						
KINDER MORGAN MANAGEMENT LLC	0.680	12/28/2009	2/14/2011	44.06	33.97	10.09
Peabody Energy Corp	270.000	12/29/2008	5/7/2010	11,307.43	6,079.15	5,228.28
Pinnacle West Capital Corp	350.000	4/30/2009	5/7/2010	12,297.11	9,659.27	2,637.84
Navistar International Corp	90.000	5/5/2009	6/1/2010	4,775.07	3,706 09	1,068.98
Navistar International Corp	40 000	5/6/2009	6/1/2010	2,122.25	1,714.47	407.78
Kansas City Southern	220.000	5/15/2009	7/14/2010	8,032.52	3,298.35	4,734.17
Freeport Mcmoran Copper and Gold Inc	50.000	3/9/2009	8/4/2010	3,740.14	1,643.82	2,096.32
Mcdermott International Inc	570.000	8/5/2009	8/17/2010	7,567.93	6,292.60	1,275.33
Travelers Companies Inc	190.000	10/23/2008	9/27/2010	9,981.10	7,272.52	2,708.58
Travelers Companies Inc	80.000	7/30/2009	9/27/2010	4,202.57	3,346.11	856.46
Newfield Exploration Co	30.000	5/18/2008	10/15/2010	1,783.33	1,331.90	451.43
Newfield Exploration Co	30.000	10/22/2008	10/15/2010	1,783.33	601 41	1,181 92
Freeport Mcmoran Copper and Gold Inc	30 000	3/9/2009	10/18/2010	2,909.85	986.29	1,923.56
Huntsman Corp	440.000	8/31/2009	10/18/2010	5,553.14	3,573.29	1,979.85
Owens Corning	90.000	5/11/2009	10/28/2010	2,428.71	1,428.25	1,000.46
Owens Corning	60.000	6/16/2009	10/28/2010	1,619.14	658 81	960.33
Owens Corning	270.000	6/16/2009	11/2/2010	7,361.53	2,964.66	4,396.87
Zions Bancorporation	540.000	10/16/2009	11/2/2010	10,890.04	9,714.92	1,175 12
CMS Energy Corp	330.000	8/13/2009	11/9/2010	5,970.22	4,352.37	1,617.85
CMS Energy Corp	260 000	8/14/2009	11/9/2010	4,703.81	3,425.71	1,278 10
CMS Energy Corp	330.000	9/18/2009	11/9/2010	5,970.22	4,451.47	1,518.75
Newfield Exploration Co	30.000	10/22/2008	12/6/2010	2,128.58	601.41	1,527.17
Huntsman Corp	80.000	8/31/2009	12/9/2010	1,282.03	649.69	632.34
Huntsman Corp	80.000	8/31/2009	12/14/2010	1,262.88	649.69	613.19
PNC Financial Services Group Inc	140.000	7/22/2009	12/16/2010	8,264.28	4,998.72	3,265.56
Newfield Exploration Co	70.000	10/22/2008	12/21/2010	5,056.05	1,403.30	3,652.75

Pepco Holdings Inc	820.000	11/30/2009	12/21/2010	14,958 02	13,346.65	1,611.37
AT&T Inc	430.000	10/21/2008	12/27/2010	12,615.98	11,428 80	1,187.18
Ameren Corp	270.000	12/7/2009	12/27/2010	7,681.37	7,265.30	416.07
The Babcock & Wilcox Company	285.000	8/5/2009	12/27/2010	7,136.28	5,764 50	1,371 78
Baxter International Inc	250.000	11/24/2009	12/27/2010	12,789.78	12,011.43	778.35
Commercial Metals Co	700.000	12/22/2008	12/27/2010	11,626.80	7,598.41	4,028 39
East West Bancorp Inc	900 000	5/7/2009	12/27/2010	17,866.49	7,911.44	9,955.05
Freeport Mcmoran Copper and Gold Inc	20.000	3/9/2009	12/27/2010	2,378.16	657 53	1,720.63
Freeport Mcmoran Copper and Gold Inc	80.000	11/6/2009	12/27/2010	9,512.63	6,359 23	3,153.40
Goldman Sachs Group Inc	85.000	9/17/2008	12/27/2010	14,414.05	9,221.07	5,192.98
The Goodyear Tire & Rubber Co	1,070.000	11/6/2009	12/27/2010	12,786.28	12,622 43	163.85
Huntsman Corp	450.000	8/31/2009	12/27/2010	7,042.38	3,654.50	3,387.88
MGIC Investment Corp	1,340.000	11/23/2009	12/27/2010	13,841.96	6,592.26	7,249.70
Micron Technology Inc	1,470.000	12/3/2009	12/27/2010	11,480.50	12,554 54	(1,074.04)
Mueller Water Products Inc	2,930.000	5/7/2009	12/27/2010	12,686.68	26,510.44	(13,823.76)
Navistar International Corp	120.000	5/6/2009	12/27/2010	6,989.88	5,143 40	1,846.48
Navistar International Corp	130.000	12/18/2009	12/27/2010	7,572.37	4,558.74	3,013 63
Newfield Exploration Co	50.000	10/22/2008	12/27/2010	3,577.49	1,002.36	2,575.13
Rayonier Inc	140.000	10/29/2008	12/27/2010	7,375.07	4,822.51	2,552 56
Tesco Corp	810.000	7/22/2009	12/27/2010	12,898.14	6,594.13	6,304.01
Tesco Corp	120.000	7/23/2009	12/27/2010	1,910 84	1,149.00	761.84
Tesco Corp	300.000	9/3/2009	12/27/2010	4,777.09	2,271 00	2,506.09
W R Grace and Co	390.000	1/23/2009	12/27/2010	13,937.46	2,716.55	11,220.91
LEGG MASON INC	5,000.000	6/27/2005	5/11/2010	166,454.68	1,079.60	165,375 08
LEGG MASON AMERICAN LEADING	2,069.151	12/10/2009	12/27/2010	34,968.65	32,167.55	2,801.10
BIOSANTE PHARMACEUTICALS INC NEW	1,828.000	10/14/2009	1/11/2011	2,962.58	3,363.15	(400.57)
BERKSHIRE HATHAWAY INC CL B	184.000	10/21/2005	6/30/2010	14,807.58	10,259.47	4,548.11
Automatic Data Processing Inc	244.000	2/27/2007	6/30/2010	9,865.12	11,157.84	(1,292.72)
Automatic Data Processing Inc	150 000	4/2/2007	6/30/2010	6,064.62	6,754.43	(689.81)
Automatic Data Processing Inc	105.000	2/12/2008	6/30/2010	4,245 23	4,102 12	143.11
EXPEDITORS INTL OF WASH INC	9.000	9/1/2006	6/30/2010	315.49	369.37	(53.88)
EXPEDITORS INTL OF WASH INC	165.000	6/24/2008	6/30/2010	5,784.07	7,075.98	(1,291.91)
EXPEDITORS INTL OF WASH INC	133.000	6/26/2008	6/30/2010	4,662.31	5,680.85	(1,018.54)
Ecolab Inc	518.000	10/24/2008	6/30/2010	23,478.99	19,409.82	4,069.17
ITT Educational Services Inc	168.000	3/23/2009	8/6/2010	12,035.06	19,105.92	(7,070.86)
ITT Educational Services Inc	192.000	5/7/2009	8/6/2010	13,754.36	17,825 74	(4,071.38)
C.H ROBINSON WORLDWIDE INC	193.000	10/21/2005	9/13/2010	13,129.64	5,981 90	7,147.74
COLGATE PALMOLIVE CO	313.000	5/15/2008	2/4/2011	23,763.50	22,446.26	1,317 24
AFLAC INC	188.000	3/18/2009	4/13/2011	9,923.29	3,667.28	6,256.01
STATE STREET CORP	600.000	3/18/2010	4/20/2011	27,590.65	27,526.02	64.63
TOTAL LONG TERM				**734,698.84**	**454,567.76**	**280,131.08**
OVERALL TOTAL				**1,562,958.78**	**1,191,483.45**	**371,475.33**