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

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

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) / Room/suite: P.O. BOX 1908

B Telephone number (see instructions): (901) 415-6412

City or town, state, and ZIP code: ORLANDO, FL 32802-1908

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,434,959.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	94,027.	93,010.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,349.			
	b Gross sales price for all assets on line 6a 8,504,471.				
	7 Capital gain net income (from Part IV, line 2)		5,350.		
	8 Net short-term capital gain				
	9 Income modifications			5,000.	
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	99,376.	98,360.	5,000.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	26,835.	13,418.		13,417.
	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 instructions) STMT 3	1,281.	976.		
	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	29,116.	14,394.	NONE	14,417.
	25 Contributions, gifts, grants paid	179,900.			179,900.
	26 **Total expenses and disbursements** Add lines 24 and 25	209,016.	14,394.	NONE	194,317.
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	-109,640.			
	b **Net investment income** (if negative, enter -0-)		83,966.		
	c **Adjusted net income** (if negative, enter -0-)			5,000.	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	103,662.	251,823.	251,823.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
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	3,525,526.	3,272,725.	3,183,136.
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)	3,629,188.	3,524,548.	3,434,959.
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)			
	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	3,629,188.	3,524,548.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	3,629,188.	3,524,548.	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,629,188.	3,524,548.	

Assets: lines 1–16; Liabilities: lines 17–23; Net Assets or Fund Balances: lines 24–31.

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	3,629,188.
2	Enter amount from Part I, line 27a	2	-109,640.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	5,000.
4	Add lines 1, 2, and 3	4	3,524,548.
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	3,524,548.

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	PUBLICLY TRADED SECURITIES			
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	8,482,239.		8,499,121.	-16,882.
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				-16,882.
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** 5,350.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2010	164,318.	3,299,634.	0.04979885648
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

2	**Total** of line 1, column (d)	2	0.23502180050
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	0.04700436010
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,543,298.
5	Multiply line 4 by line 3	5	166,550.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	840.
7	Add lines 5 and 6	7	167,390.
8	Enter qualifying distributions from Part XII, line 4	8	194,317.

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 ▶ [X] and enter 1% of Part I, line 27b	1	840.
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	840.
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	840.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 955.		
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	955.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	115.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 115. **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 page 19 of the 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 ▶ $ ______ (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?	2		X
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or 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?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • 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) ▶ TN			
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 2011 or the taxable year beginning in 2011 (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

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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 ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, 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 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 instructions)?	1b		X
	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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.)	2b		X
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 2011 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 2011.)*	3b	N/A	
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 2011?	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 [X] 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] 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 instructions) . . . . . . [ ] Yes [X] 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 [X] No

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

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . . . [ ] Yes [ ] No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . 6b X (No)

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 [X] No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . . 7b N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		26,835.	-0-	-0-

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

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

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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 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 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 instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	3,335,696.
b	Average of monthly cash balances	1b	261,561.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,597,257.
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	3,597,257.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	53,959.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,543,298.
6	**Minimum investment return.** Enter 5% of line 5	6	177,165.

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	177,165.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	840.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	840.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	176,325.
4	Recoveries of amounts treated as qualifying distributions			4	5,000.
5	Add lines 3 and 4			5	181,325.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	181,325.

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	194,317.
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	194,317.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	840.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	193,477.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				181,325.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 NONE				
b From 2007 3,948.				
c From 2008 NONE				
d From 2009 NONE				
e From 2010 1,246.				
f Total of lines 3a through e	5,194.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 194,317.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				181,325.
e Remaining amount distributed out of corpus	12,992.			
5 Excess distributions carryover applied to 2011 *(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	18,186.			
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 instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	18,186.			
10 Analysis of line 9:				
a Excess from 2007 3,948.				
b Excess from 2008 NONE				
c Excess from 2009 NONE				
d Excess from 2010 1,246.				
e Excess from 2011 12,992.				

Part XIV Private Operating Foundations (see 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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

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 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**				179,900.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	94,027.	
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	5,349.	
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)				99,376.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 99,376.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 04/20/2012 Title: TRUSTEE

SUNTRUST BANK

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY E. KUHLIN	[signature]	04/20/2012		P00353001

Firm's name ▶ KPMG LLP Firm's EIN ▶ 13-5565207

Firm's address ▶ 100 WESTMINSTER ST, 6TH FL, SUITE A PROVIDENCE, RI 02903-9605 Phone no 888-942-3272

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					22,143.	
		2269.666 INVESCO SMALL CAP GROWTH-I					12/02/2010	03/25/2011
		PROPERTY TYPE: SECURITIES						
74,150.00		65,661.00					8,489.00	
		365.657 INVESCO SMALL CAP GROWTH-I					12/02/2010	04/25/2011
		PROPERTY TYPE: SECURITIES						
12,425.00		10,578.00					1,847.00	
		2757.003 INVESCO SMALL CAP GROWTH-I					12/02/2010	05/04/2011
		PROPERTY TYPE: SECURITIES						
92,580.00		79,760.00					12,820.00	
		5133.648 ADVISORS CAMBIAR SMALL CAP-I					03/22/2011	03/25/2011
		PROPERTY TYPE: SECURITIES						
97,950.00		96,102.00					1,848.00	
		427.871 ADVISORS CAMBIAR SMALL CAP-I					03/22/2011	04/25/2011
		PROPERTY TYPE: SECURITIES						
8,275.00		8,010.00					265.00	
		665.529 GOLDMAN SACHS GROWTH OPPTYS-I					03/25/2011	04/25/2011
		PROPERTY TYPE: SECURITIES						
17,550.00		16,918.00					632.00	
		6696.784 GOLDMAN SACHS GROWTH OPPTYS-I					03/25/2011	07/08/2011
		PROPERTY TYPE: SECURITIES						
173,313.00		170,232.00					3,081.00	
		19413.828 HARTFORD DIVIDEND & GROWTH-Y					03/22/2011	03/25/2011
		PROPERTY TYPE: SECURITIES						
392,353.00		387,500.00					4,853.00	
		400. HEWLETT PACKARD COM					05/18/2011	08/19/2011
		PROPERTY TYPE: SECURITIES						
9,358.00		14,552.00					-5,194.00	
		227. ISHARES COM					03/25/2011	04/25/2011
		PROPERTY TYPE: SECURITIES						
30,431.00		29,964.00					467.00	

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)	
		2964. ISHARES COM PROPERTY TYPE: SECURITIES					03/25/2011	07/06/2011
398,257.00		391,253.00					7,004.00	
		615. ISHARES IBOXX INVT GRADE CORP BD ET PROPERTY TYPE: SECURITIES					04/25/2011	05/03/2011
67,785.00		67,089.00					696.00	
		181. ISHARES IBOXX INVT GRADE CORP BD ET PROPERTY TYPE: SECURITIES					03/25/2011	05/11/2011
20,025.00		19,674.00					351.00	
		440. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					03/25/2011	04/25/2011
30,254.00		29,983.00					271.00	
		779. ISHARES TR RUSSELL 1000 VALUE INDEX PROPERTY TYPE: SECURITIES					03/25/2011	05/03/2011
54,579.00		53,084.00					1,495.00	
		5000. ISHARES TR RUSSELL 1000 VALUE INDE PROPERTY TYPE: SECURITIES					03/25/2011	07/06/2011
342,744.00		340,717.00					2,027.00	
		887. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES					03/25/2011	04/25/2011
54,417.00		53,170.00					1,247.00	
		616. ISHARES TR RUSSELL 1000 GROWTH INDE PROPERTY TYPE: SECURITIES					03/25/2011	05/03/2011
38,161.00		36,925.00					1,236.00	
		9000. ISHARES TR RUSSELL 1000 GROWTH IND PROPERTY TYPE: SECURITIES					03/25/2011	07/06/2011
557,488.00		539,492.00					17,996.00	
		594. ISHARES IBOXX $HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES					04/25/2011	05/03/2011
54,730.00		54,696.00					34.00	
		217. ISHARES IBOXX $HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES					03/25/2011	05/11/2011
20,050.00		19,925.00					125.00	

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)	
		783. ISHARES IBOXX $HIGHYLD CORP BD ETF PROPERTY TYPE: SECURITIES					03/25/2011	07/06/2011
71,504.00		71,896.00					-392.00	
		14116.576 THE JENSEN PORTFOLIO-I PROPERTY TYPE: SECURITIES					03/22/2011	03/25/2011
392,158.00		387,500.00					4,658.00	
		908.11 LEGG MASON BATTERYMRC EMRG MKTS-I PROPERTY TYPE: SECURITIES					03/25/2011	04/25/2011
23,175.00		21,668.00					1,507.00	
		6784.681 LEGG MASON BATTERYMRC EMRG MKTS PROPERTY TYPE: SECURITIES					03/25/2011	05/11/2011
165,139.00		161,882.00					3,257.00	
		1366.332 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES					03/25/2011	04/25/2011
23,050.00		21,998.00					1,052.00	
		13529.469 MFS RESEARCH INTL-I PROPERTY TYPE: SECURITIES					03/25/2011	07/06/2011
226,077.00		210,127.00					15,950.00	
		13918.305 MANNING & NAPIER WORLD OPPTYS- PROPERTY TYPE: SECURITIES					07/08/2011	12/20/2011
92,000.00		127,213.00					-35,213.00	
		43144.775 PIMCO FDS PAC INVT MGMT SER - PROPERTY TYPE: SECURITIES					03/22/2011	03/25/2011
449,569.00		450,000.00					-431.00	
		41322.314 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES					12/02/2010	03/22/2011
450,000.00		471,901.00					-21,901.00	
		81269.63 PIMCO TOTAL RETURN FUND PROPERTY TYPE: SECURITIES					12/02/2010	03/25/2011
883,401.00		928,099.00					-44,698.00	
		352.694 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES					03/25/2011	04/25/2011
9,625.00		9,505.00					120.00	

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)	
		5389.421 RS INVT TR VALUE-Y PROPERTY TYPE: SECURITIES					03/25/2011	05/11/2011
147,131.00		145,245.00					1,886.00	
		12982.962 RIDGEWORTH FD-SMALLCAP VAL EQ PROPERTY TYPE: SECURITIES					01/13/2010	03/22/2011
182,281.00		141,019.00					41,262.00	
		49811.667 RIDGEWORTH FD-LARGECAP VAL EQT PROPERTY TYPE: SECURITIES					01/13/2010	03/22/2011
657,514.00		576,193.00					81,321.00	
		81882.971 RIDGEWORTH FD-LARGECAP GRTH ST PROPERTY TYPE: SECURITIES					10/19/2009	03/22/2011
909,720.00		1049963.00					-140243.00	
		5974. SPDR TR S&P 500 DEPOSITARY RECPT PROPERTY TYPE: SECURITIES					03/22/2011	03/25/2011
785,620.00		774,846.00					10,774.00	
		2209. VANGUARD BD INDEX SHORT TERM BD ET PROPERTY TYPE: SECURITIES					04/25/2011	05/03/2011
178,020.00		177,522.00					498.00	
		620. VANGUARD BD INDEX SHORT TERM BD ETF PROPERTY TYPE: SECURITIES					03/25/2011	05/11/2011
50,061.00		49,761.00					300.00	
		1724. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					04/25/2011	05/03/2011
139,300.00		138,615.00					685.00	
		1233. VANGUARD BD INDEX TOTAL BD MKT ETF PROPERTY TYPE: SECURITIES					03/25/2011	05/11/2011
100,019.00		98,883.00					1,136.00	

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 GAIN(LOSS)							5,350.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	94,027.	93,010.
TOTAL	94,027.	93,010.

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	61.	976.
PRIOR YR BALANCE DUE	265.	
CURRENT YR ESTIMATES	955.	
TOTALS	1,281.	976.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	3,525,526.	3,272,725.	3,183,136.
TOTALS		3,525,526.	3,272,725.	3,183,136.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
RECOVERY OF GRANT		5,000.
	TOTAL	5,000.

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 .... 26,835.

TOTAL COMPENSATION: 26,835.

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

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SEE ATTACHED LIST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 179,900.

TOTAL GRANTS PAID: 179,900.

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

2011

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	778.
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 2010 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	778.

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					22,143.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-17,660.
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	89.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 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	4,572.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2011**

JSA
1F1210 2 000

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			778.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			4,572.
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			5,350.

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 ( )

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** *in 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* **Schedule D Tax Worksheet** *in 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 **Schedule D Tax Worksheet** in 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 2011 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 2011 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-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

Name of estate or trust: BRINKLEY, T/A/F BRINKLEY FDN 59-7906330

Employer identification number: 62-6079631

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

(a) Description of property (Example: 100 sh 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) Subtract (e) from (d)
1a 2269.666 INVESCO SMALL CAP	12/02/2010	03/25/2011	74,150.00	65,661.00	8,489.00
365.657 INVESCO SMALL CAP	12/02/2010	04/25/2011	12,425.00	10,578.00	1,847.00
2757.003 INVESCO SMALL CAP	12/02/2010	05/04/2011	92,580.00	79,760.00	12,820.00
5133.648 ADVISORS CAMBIAR	03/22/2011	03/25/2011	97,950.00	96,102.00	1,848.00
427.871 ADVISORS CAMBIAR S	03/22/2011	04/25/2011	8,275.00	8,010.00	265.00
665.529 GOLDMAN SACHS GROW	03/25/2011	04/25/2011	17,550.00	16,918.00	632.00
6696.784 GOLDMAN SACHS GRO	03/25/2011	07/08/2011	173,313.00	170,232.00	3,081.00
19413.828 HARTFORD DIVIDEN	03/22/2011	03/25/2011	392,353.00	387,500.00	4,853.00
400. HEWLETT PACKARD COM	05/18/2011	08/19/2011	9,358.00	14,552.00	-5,194.00
227. ISHARES COM	03/25/2011	04/25/2011	30,431.00	29,964.00	467.00
2964. ISHARES COM	03/25/2011	07/06/2011	398,257.00	391,253.00	7,004.00
615. ISHARES IBOXX INVT GR ETF	04/25/2011	05/03/2011	67,785.00	67,089.00	696.00
181. ISHARES IBOXX INVT GR ETF	03/25/2011	05/11/2011	20,025.00	19,674.00	351.00
440. ISHARES TR RUSSELL 10 INDEX FD	03/25/2011	04/25/2011	30,254.00	29,983.00	271.00
779. ISHARES TR RUSSELL 10 INDEX FD	03/25/2011	05/03/2011	54,579.00	53,084.00	1,495.00
5000. ISHARES TR RUSSELL 1 INDEX FD	03/25/2011	07/06/2011	342,744.00	340,717.00	2,027.00
887. ISHARES TR RUSSELL 10 INDEX FD	03/25/2011	04/25/2011	54,417.00	53,170.00	1,247.00
616. ISHARES TR RUSSELL 10 INDEX FD	03/25/2011	05/03/2011	38,161.00	36,925.00	1,236.00
9000. ISHARES TR RUSSELL 1 INDEX FD	03/25/2011	07/06/2011	557,488.00	539,492.00	17,996.00
594. ISHARES IBOXX $HIGHYL ETF	04/25/2011	05/03/2011	54,730.00	54,696.00	34.00
217. ISHARES IBOXX $HIGHYL ETF	03/25/2011	05/11/2011	20,050.00	19,925.00	125.00
783. ISHARES IBOXX $HIGHYL ETF	03/25/2011	07/06/2011	71,504.00	71,896.00	-392.00
14116.576 THE JENSEN PORTF	03/22/2011	03/25/2011	392,158.00	387,500.00	4,658.00
908.11 LEGG MASON BATTERYM MKTS-I	03/25/2011	04/25/2011	23,175.00	21,668.00	1,507.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust: BRINKLEY, T/A/F BRINKLEY FDN 59-7906330

Employer identification number: 62-6079631

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

(a) Description of property (Example 100 sh. 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) Subtract (e) from (d)
1a 6784.681 LEGG MASON BATTER MKTS-I	03/25/2011	05/11/2011	165,139.00	161,882.00	3,257.00
1366.332 MFS RESEARCH INTL	03/25/2011	04/25/2011	23,050.00	21,998.00	1,052.00
13529.469 MFS RESEARCH INT	03/25/2011	07/06/2011	226,077.00	210,127.00	15,950.00
13918.305 MANNING & NAPIER OPPTYS-A	07/08/2011	12/20/2011	92,000.00	127,213.00	-35,213.00
43144.775 PIMCO FDS PAC IN - LOW DURATION	03/22/2011	03/25/2011	449,569.00	450,000.00	-431.00
41322.314 PIMCO TOTAL RETU	12/02/2010	03/22/2011	450,000.00	471,901.00	-21,901.00
81269.63 PIMCO TOTAL RETUR	12/02/2010	03/25/2011	883,401.00	928,099.00	-44,698.00
352.694 RS INVT TR VALUE-Y	03/25/2011	04/25/2011	9,625.00	9,505.00	120.00
5389.421 RS INVT TR VALUE-	03/25/2011	05/11/2011	147,131.00	145,245.00	1,886.00
5974. SPDR TR S&P 500 DEPO COM	03/22/2011	03/25/2011	785,620.00	774,846.00	10,774.00
2209. VANGUARD BD INDEX SH ETF	04/25/2011	05/03/2011	178,020.00	177,522.00	498.00
620. VANGUARD BD INDEX SHO ETF	03/25/2011	05/11/2011	50,061.00	49,761.00	300.00
1724. VANGUARD BD INDEX TO ETF	04/25/2011	05/03/2011	139,300.00	138,615.00	685.00
1233. VANGUARD BD INDEX TO ETF	03/25/2011	05/11/2011	100,019.00	98,883.00	1,136.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 778.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
BRINKLEY, T/A/F BRINKLEY FDN 59-7906330

Employer identification number
62-6079631

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

(a) Description of property (Example. 100 sh. 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) Subtract (e) from (d)
6a 12982.962 RIDGEWORTH FD-SM EQ #RGD6	01/13/2010	03/22/2011	182,281.00	141,019.00	41,262.00
49811.667 RIDGEWORTH FD-LA EQTY#RGD4	01/13/2010	03/22/2011	657,514.00	576,193.00	81,321.00
81882.971 RIDGEWORTH FD-LA STK#RGE3	10/19/2009	03/22/2011	909,720.00	1,049,963.00	-140,243.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -17,660.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

ABERDEEN EQUITY LONG SHORT-I	632.00	
ADVISORS CAMBIAR SMALL CAP-I	766.00	
FORUM ABSOLUTE STRATEGIES-I	450.00	
MANNING & NAPIER WORLD OPPTYS-A	12,325.00	
PIMCO FDS PAC INVT MGMT SER - LOW DURATION	4.00	
PIMCO COMMODITY REALRTN STRATEGY-I	245.00	
SCHRODER US SMALL/MID CAP OPPTY-I	635.00	
SENTINEL SMALL CO-I	5,231.00	
TEMPLETON GLOBAL BD-ADV	774.00	
VANGUARD BD INDEX SHORT TERM BD ETF	432.00	
VANGUARD BD INDEX TOTAL BD MKT ETF	650.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		22,143.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		22,143.00

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	**CASH CONTRIBUTIONS** SEE ATTACHED LIST - SEEATTACHED				
01/03/11	CASH DISBURSEMENT ENDOWMENT DISTRIBUTION 2010 GRANT FOR: SEEATTACHED PAID TO: MCUTS TR TRAN#=IN000097000001 TR CD=059 REG=0 PORT=PRIN	-5000.00		-5000.00 **CHANGED** 05/11/11 HCS	1101000004
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS ASU-HEBER SPRINGS TO INCLUDE ASU DINNER FOR: SEEATTACHED PAID TO: ARKANSAS STATE UNIVERSITY FOUNDATION INC. TR TRAN#=DC000081000005 TR CD=072 REG=0 PORT=PRIN	-5500.00		-5500.00 **CHANGED** 01/04/12 HCS	1112000009
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS TO INCLUDE BEASLEY BASH SPONSORSHIP FOR: SEEATTACHED PAID TO: BAPTIST HEALTH FOUNDATION CLEBURNE COUNTY TR TRAN#=DC000081000009 TR CD=072 REG=0 PORT=PRIN	-4500.00		-4500.00 **CHANGED** 01/04/12 HCS	1112000010
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS FOR: SEEATTACHED PAID TO: CLEBURNE COUNTY COMMUNITY FOUNDATION TR TRAN#=DC000082000004 TR CD=072 REG=0 PORT=PRIN	-2100.00		-2100.00 **CHANGED** 01/04/12 HCS	1112000016
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS INCLUDE GOLF TEAM FOR 2012 HANDICAPPERS TOURNAMENT FOR: SEEATTACHED PAID TO: HARWOOD CENTER TR TRAN#=DC000090000009 TR CD=072 REG=0 PORT=PRIN	-3000.00		-3000.00 **CHANGED** 01/04/12 HCS	1112000024
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS CAMP GOOD GRIEF FOR: SEEATTACHED PAID TO: BAPTIST MEMORIAL HEALTHCARE FOUNDATION TR TRAN#=DC000081000011 TR CD=072 REG=0 PORT=PRIN	-2000.00		-2000.00 **CHANGED** 01/04/12 HCS	1112000011
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS KEN KENWORTHY MEMORIAL GIFT OF SCOUTING FOR: SEEATTACHED	-4000.00		-4000.00 **CHANGED** 01/04/12 HCS	1112000012

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	**CASH CONTRIBUTIONS (CONTINUED)** SEE ATTACHED LIST - SEEATTACHED (CONTINUED) PAID TO· CHICKASAW COUNCIL, BOY SCOUTS OF AMERICA TR TRAN#=DC000081000015 TR CD=072 REG=0 PORT=PRIN				
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS FOR: SEEATTACHED PAID TO: CHILDREN'S FOUNDATION OF MEMPHIS TR TRAN#=DC000081000017 TR CD=072 REG=0 PORT=PRIN	-10000.00		-10000.00 **CHANGED** 01/04/12 HCS	1112000013
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS FOR: SEEATTACHED PAID TO: CHRISTIAN HEALTH CENTER TR TRAN#=DC000081000019 TR CD=072 REG=0 PORT=PRIN	-5000 00		-5000.00 **CHANGED** 01/04/12 HCS	1112000014
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS IN HONOR OF JULIE W. SPRUNT FOR: SEEATTACHED PAID TO: CHURCH HEALTH CENTER TR TRAN#=DC000082000001 TR CD=072 REG=0 PORT=PRIN	-2500 00		-2500.00 **CHANGED** 01/04/12 HCS	1112000015
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS FOR· SEEATTACHED PAID TO: CLEBURNE COUNTY LIBRARY TR TRAN#=DC000082000016 TR CD=072 REG=0 PORT=PRIN	-6000.00		-6000.00 **CHANGED** 01/04/12 HCS	1112000017
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS FOR· SEEATTACHED PAID TO: CRITTENDEN REGIONAL HOSPITAL FOUNDATION TR TRAN#=DC000083000002 TR CD=072 REG=0 PORT=PRIN	-5000.00		-5000 00 **CHANGED** 01/04/12 HCS	1112000018
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS HON. OF JESSE & RAOWN GRABER & MARGARET N DAVIS FOR· SEEATTACHED PAID TO. CYCTIC FIBROSIS FOUNDATION TR TRAN#=DC000088000002 TR CD=072 REG=0 PORT=PRIN	-5000.00		-5000.00 **CHANGED** 01/04/12 HCS	1112000019
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS CAPITAL CAMPAIGN FOR: SEEATTACHED PAID TO: ELMWOOD CEMETARY TR TRAN#=DC000088000009 TR CD=072 REG=0 PORT=PRIN	-10000.00		-10000.00 **CHANGED** 03/14/12 HCS	1112000020
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS ANNUAL FUND FOR: SEEATTACHED PAID TO. EMMANUEL UNITED METHODIST KINDERGARTEN TR TRAN#=DC000089000001 TR CD=072 REG=0 PORT=PRIN	-5000.00		-5000 00 **CHANGED** 01/04/12 HCS	1112000021
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS EMERGENCY FUND FOR. SEEATTACHED PAID TO· FIRST UNITED METHODIST CHURCH TR TRAN#=DC000089000007 TR CD=072 REG=0 PORT=PRIN	-5000.00		-5000.00 **CHANGED** 01/04/12 HCS	1112000022
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS FOR TRAINING, EQUIPMENT & OUTREACH PROGRAMS FOR: SEEATTACHED PAID TO: FAYETTE COUNTY TECHNICAL RECSUE TEAM INC. TR TRAN#=DC000089000012 TR CD=072 REG=0 PORT=PRIN	-12000.00		-12000.00 **CHANGED** 01/04/12 HCS	1112000023
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS ANNUAL FUND FOR. SEEATTACHED	-10000.00		-10000 00 **CHANGED** 01/04/12 HCS	1112000025

TAX CODE/DATE	TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
311	**CASH CONTRIBUTIONS (CONTINUED)** SEE ATTACHED LIST - SEEATTACHED (CONTINUED)				
	PAID TO: HUTCHISON SCHOOL TR TRAN#=DC000090000010 TR CD=072 REG=0 PORT=PRIN				
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS ANNUAL FUND FOR: SEEATTACHED PAID TO: JUNIOR LEAGUE OF MEMPHIS TR TRAN#=DC000091000003 TR CD=072 REG=0 PORT=PRIN	-2500.00		-2500 00 **CHANGED** 01/04/12 HCS	1112000027
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS SPONSORSHIP OF 2 GOLF TEAMS FOR 2012 TEES FOR TOTS FOR· SEEATTACHED PAID TO: LITTLE LIGHTHOUSE CENTRAL MISSISSIPPI INC. TR TRAN#=DC000091000008 TR CD=072 REG=0 PORT=PRIN	-12000 00		-12000.00 **CHANGED** 01/04/12 HCS	1112000028
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS FOR. SEEATTACHED PAID TO. HUMANE SOCIETY OF MEMPHIS AND SHELBY COUNTY TR TRAN#=DC000091000010 TR CD=072 REG=0 PORT=PRIN	-3300.00		-3300 00 **CHANGED** 01/04/12 HCS	1112000029
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS ANNUAL FUND FOR: SEEATTACHED PAID TO: MEMPHIS UNIVERSITY SCHOOL TR TRAN#=DC000091000011 TR CD=072 REG=0 PORT=PRIN	-2000.00		-2000 00 **CHANGED** 01/04/12 HCS	1112000030
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS CAPITAL CAMPAIGN FOR: SEEATTACHED PAID TO: HUTCHISON SCHOOL TR TRAN#=DC000091000002 TR CD=072 REG=0 PORT=PRIN	-10000.00		-10000.00 **CHANGED** 01/04/12 HCS	1112000026
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS ANNUAL FUND FOR· SEEATTACHED PAID TO PRESBYTERIAN DAY SCHOOL TR TRAN#=DC000092000003 TR CD=072 REG=0 PORT=PRIN	-5000.00		-5000.00 **CHANGED** 01/04/12 HCS	1112000032
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS PAUL HARRIS SCHOLARSHIP FDTN FOR: SEEATTACHED PAID TO· ROTARY CLUB OF HEBER SPRINGS TR TRAN#=DC000092000008 TR CD=072 REG=0 PORT=PRIN	-2000.00		-2000 00 **CHANGED** 01/04/12 HCS	1112000033
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS ANNUAL FUND FOR: SEEATTACHED PAID TO. ST. AGNES ACADEMY TR TRAN#=DC000092000010 TR CD=072 REG=0 PORT=PRIN	-1000.00		-1000.00 **CHANGED** 01/04/12 HCS	1112000034
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS FOR: SEEATTACHED PAID TO: ST. JOHN'S EPISCOPAL CHURCH TR TRAN#=DC000092000014 TR CD=072 REG=0 PORT=PRIN	-5000.00		-5000.00 **CHANGED** 01/04/12 HCS	1112000035
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS RESTRICTED TO LOCAL RESEARCH FDING AT THE CFRC FOR· SEEATTACHED PAID TO: METHODIST HEATHCARE FOUNDATION - CHILDREN'S FOUNDATION RESEARCH CENTER TR TRAN#=DC000092000002 TR CD=072 REG=0 PORT=PRIN	-10000.00		-10000.00 **CHANGED** 01/04/12 HCS	1112000031
12/06/11	CASH DISBURSEMENT CHARITABLE CONTRIBUTIONS	-5000.00		-5000.00 **CHANGED** 01/04/12 HCS	1112000037

TAX CODE/DATE | TRANSACTIONS | TAXABLE | INCOME | PRINCIPAL | EDIT NUMBER

311 CASH CONTRIBUTIONS (CONTINUED)
SEE ATTACHED LIST - SEEATTACHED (CONTINUED)

NEIGBORHOOD CHRISTIAN SCHOOL
FOR: SEEATTACHED
PAID TO:
SECOND PRESBYTERIAN CHURCH
FOUNDATION
TR TRAN#=DC000093000003 TR CD=072 REG=0 PORT=PRIN

12/06/11 CASH DISBURSEMENT -5000.00 -5000.00 1112000038
CHARITABLE CONTRIBUTIONS **CHANGED** 01/04/12 HCS
STREET MINISTRIES
FOR: SEEATTACHED
PAID TO:
SECOND PRESBYTERIAN CHURCH
FOUNDATION
TR TRAN#=DC000093000004 TR CD=072 REG=0 PORT=PRIN

12/06/11 CASH DISBURSEMENT -5000.00 -5000.00 1112000039
CHARITABLE CONTRIBUTIONS **CHANGED** 01/04/12 HCS
IN MEMORY OF JOHN S.W. MCGEE
FOR: SEEATTACHED
PAID TO:
STAX MUSIC ACADEMY
TR TRAN#=DC000093000005 TR CD=072 REG=0 PORT=PRIN

12/06/11 CASH DISBURSEMENT -2000.00 -2000.00 1112000040
CHARITABLE CONTRIBUTIONS **CHANGED** 01/04/12 HCS
FOR: SEEATTACHED
PAID TO:
THE MEMPHIS BOYCHOIR, INC.
TR TRAN#=DC000093000006 TR CD=072 REG=0 PORT=PRIN

12/06/11 CASH DISBURSEMENT -2500.00 -2500.00 1112000041
CHARITABLE CONTRIBUTIONS **CHANGED** 01/04/12 HCS
BRINKLEY BOOK SCHOLARSHIP
FOR: SEEATTACHED
PAID TO:
UNIVERSITY OF MEMPHIS FOUNDATION
TR TRAN#=DC000093000007 TR CD=072 REG=0 PORT=PRIN

12/06/11 CASH DISBURSEMENT -5000.00 -5000.00 1112000036
CHARITABLE CONTRIBUTIONS **CHANGED** 01/04/12 HCS
MCUTS
FOR: SEEATTACHED
PAID TO:
SECOND PRESBYTERIAN CHURCH
FOUNDATION
TR TRAN#=DC000093000001 TR CD=072 REG=0 PORT=PRIN

12/06/11 CASH DISBURSEMENT -1000.00 -1000.00 1112000042
CHARITABLE CONTRIBUTIONS **CHANGED** 01/04/12 HCS
FOR: SEEATTACHED
PAID TO:
WEST SIDE SCHOOL
TR TRAN#=DC000093000008 TR CD=072 REG=0 PORT=PRIN

TOTAL CODE 311 - CASH CONTRIBUTIONS -179900.00 0.00 -179900.00

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.

PAR VALUE OR 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
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS						
251,823.44	FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS CUSIP: 609068DF5	251,823.44 1.000 7.33 %	251,823.44 1.00	0.00	25	0.01 % 0.00 %
CORPORATE OBLIGATIONS						
50,000	BANK OF NOVA SCOTIA SR UNSECD GBL NT DTD 03/29/11 2.900% DUE 03/29/16 CUSIP: 064149D87	51,760.50 103.521 1.51 %	50,924.50 101.85	836.00	1,450	2.80 % 2.03 %
50,000	CISCO SYS INC GBL SR UNSECD BDS DTD 03/16/11 3.150% DUE 03/14/17 CALLABLE CUSIP: 17275RAK8 MOODY'S RATING: A1	54,269.00 108.538 1.58 %	51,417.00 102.83	2,852.00	1,575	2.90 % 1.44 %
50,000	TOTAL CAPITAL SA GLOBAL GTD NT DTD 10/02/09 3.125% DUE 10/02/15 CUSIP: 89152UAA0	52,951.00 105.902 1.54 %	52,120.95 104.24	830.05	1,563	2.95 % 1.50 %
50,000	WAL-MART STORES INC NT DTD 05/21/09 3.200% DUE 05/15/14 CUSIP: 931142CQ4 MOODY'S RATING: AA2	52,804.50 105.609 1.54 %	52,985.43 105.97	180.93-	1,600	3.03 % 0.81 %

PAR VALUE OR 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
TOTAL CORPORATE OBLIGATIONS		211,785.00	207,447.88	4,337.12	6,188	2.92 %
EQUITY SECURITIES						
ENERGY						
300	APACHE CORP COM CUSIP: 037411105	27,174.00 90.580 0.79 %	34,951.00 116.50	7,777.00-	180	0.66 % 0.00 %
200	CHEVRON CORP COM CUSIP: 166764100	21,280.00 106.400 0.62 %	19,411.70 97.06	1,868.30	648	3.05 % 0.00 %
400	EXXON MOBIL CORP COM CUSIP: 30231G102	33,904.00 84.760 0.99 %	32,603.82 81.51	1,300.18	752	2.22 % 0.00 %
300	NATIONAL OILWELL VARCO INC COM CUSIP: 637071101	20,397.00 67.990 0.59 %	19,022.76 63.41	1,374.24	144	0.71 % 0.00 %
TOTAL ENERGY		102,755.00	105,989.28	3,234.28-	1,724	1.68 %

SunTrust

PORTFOLIO DETAIL

TCH BRINKLEY FDN
ACCOUNT NO. 7906330

AS OF 12/31/11

PAR VALUE OR 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
MATERIALS						
250	PRAXAIR INC	26,725.00	24,713.50	2,011.50	500	1.87 %
	COM	106.900	98.85			0.00 %
	CUSIP: 74005P104	0.78 %				
INDUSTRIALS						
700	EMERSON ELEC CO	32,613.00	35,919.71	3,306.71-	1,120	3.43 %
	COM	46.590	51.31			0.00 %
	CUSIP: 291011104	0.95 %				
400	UNION PACIFIC CORP	42,376.00	39,241.13	3,134.87	960	2.27 %
	COM	105.940	98.10			0.00 %
	CUSIP: 907818108	1.23 %				
250	UNITED TECHNOLOGIES CORP	18,272.50	21,176.38	2,903.88-	480	2.63 %
	COM	73.090	84.71			0.00 %
	CUSIP: 913017109	0.53 %				
TOTAL INDUSTRIALS		93,261.50	96,337.22	3,075.72-	2,560	2.74 %

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PAR VALUE OR 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
CONSUMER DISCRETIONARY						
800	DARDEN RESTAURANTS INC COM CUSIP: 237194105	36,464.00 45.580 1.06 %	36,497.42 45.62	33.42-	1,376	3.77 % 0.00 %
1,000	HOME DEPOT INC COM CUSIP: 437076102	42,040.00 42.040 1.22 %	34,853.58 34.85	7,186.42	1,160	2.76 % 0.00 %
TOTAL CONSUMER DISCRETIONARY		78,504.00	71,351.00	7,153.00	2,536	3.23 %
CONSUMER STAPLES						
800	CVS CAREMARK CORP COM CUSIP: 126650100	32,624.00 40.780 0.95 %	28,589.60 35.74	4,034.40	520	1.59 % 0.00 %
800	GENERAL MILLS INC COM CUSIP: 370334104	32,328.00 40.410 0.94 %	29,809.62 37.26	2,518.38	976	3.02 % 0.00 %
500	PEPSICO INC COM CUSIP: 713448108	33,175.00 66.350 0.97 %	32,929.90 65.86	245.10	1,030	3.10 % 0.00 %
400	PHILIP MORRIS INTL COM CUSIP: 718172109	31,392.00 78.480 0.91 %	27,249.77 68.12	4,142.23	1,232	3.92 % 0.00 %
400	PROCTER & GAMBLE CO COM CUSIP: 742718109	26,684.00 66.710 0.78 %	25,143.88 62.86	1,540.12	840	3.15 % 0.00 %

PAR VALUE OR 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
500	WAL-MART STORES INC COM CUSIP: 931142103	29,880.00 59.760 0.87 %	25,571.77 51.14	4,308.23	730	2.44 % 0.00 %
TOTAL CONSUMER STAPLES		186,083.00	169,294.54	16,788.46	5,328	2.86 %
HEALTH CARE						
700	ABBOTT LABS COM CUSIP: 002824100	39,361.00 56.230 1.15 %	35,170.19 50.24	4,190.81	1,344	3.41 % 0.00 %
1,000	EXPRESS SCRIPTS INC COM CUSIP: 302182100	44,690.00 44.690 1.30 %	47,959.54 47.96	3,269.54-	0	0.00 % 0.00 %
1,200	MERCK & CO INC COM NEW CUSIP: 58933Y105	45,240.00 37.700 1.32 %	40,642.56 33.87	4,597.44	2,016	4.46 % 0.00 %
1,800	PFIZER INC COM CUSIP: 717081103	38,952.00 21.640 1.13 %	35,419.26 19.68	3,532.74	1,584	4.07 % 0.00 %
800	TEVA PHARMACEUTICAL INDS LTD SPONS ADR CUSIP: 881624209	32,288.00 40.360 0.94 %	35,553.14 44.44	3,265.14-	628	1.94 % 0.00 %
TOTAL HEALTH CARE		200,531.00	194,744.69	5,786.31	5,572	2.78 %

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PAR VALUE OR 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
FINANCIALS						
350	TRAVELERS COS INC/THE COM CUSIP: 89417E109	20,709.50 59.170 0.60 %	16,876.20 48.22	3,833.30	574	2.77 % 0.00 %
1,200	WELLS FARGO & CO COM NEW CUSIP: 949746101	33,072.00 27.560 0.96 %	29,135.40 24.28	3,936.60	576	1.74 % 0.00 %
TOTAL FINANCIALS		53,781.50	46,011.60	7,769.90	1,150	2.14 %
INFORMATION TECHNOLOGY						
125	APPLE INC COM CUSIP: 037833100	50,625.00 405.000 1.47 %	46,545.76 372.37	4,079.24	0	0.00 % 0.00 %
1,000	EMC CORP MASS COM CUSIP: 268648102	21,540.00 21.540 0.63 %	26,802.38 26.80	5,262.38-	0	0.00 % 0.00 %
25	GOOGLE INC CL A COM CUSIP: 38259P508	16,147.50 645.900 0.47 %	13,976.00 559.04	2,171.50	0	0.00 % 0.00 %
350	INTUIT INC COM CUSIP: 461202103	18,406.50 52.590 0.54 %	17,026.83 48.65	1,379.67	210	1.14 % 0.00 %
800	QUALCOMM CORP COM CUSIP: 747525103	43,760.00 54.700 1.27 %	39,002.81 48.75	4,757.19	688	1.57 % 0.00 %
TOTAL INFORMATION TECHNOLOGY		150,479.00	143,353.78	7,125.22	898	0.60 %

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PAR VALUE OR 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
TELECOMMUNICATION SERVICES						
1,200	VERIZON COMMUNICATIONS	48,144.00	43,002.25	5,141.75	2,400	4.99 %
	COM	40.120	35.84			0.00 %
	CUSIP: 92343V104	1.40 %				
MUTUAL FUNDS-FIXED INCOME						
819	ISHARES TR	93,169.44	89,020.96	4,148.48	4,090	4.39 %
	IBOXX INVT GRADE CORP BD ETF	113.760	108.69			0.00 %
	CUSIP: 464287242	2.71 %				
601	ISHARES TR	70,130.69	65,642.49	4,488.20	2,875	4.10 %
	US TRSY INFLN PROTECTED SECS BD ETF	116.690	109.22			0.00 %
	CUSIP: 464287176	2.04 %				
1,380	VANGUARD BD INDEX FDS	111,559.20	110,759.08	800.12	2,139	1.92 %
	SHORT TERM BD ETF	80.840	80.26			0.00 %
	CUSIP: 921937827	3.25 %				
2,767	VANGUARD BD INDEX FD INC	231,155.18	221,904.27	9,250.91	7,211	3.12 %
	TOTAL BD MARKET ETF	83.540	80.20			0.00 %
	CUSIP: 921937835	6.73 %				
TOTAL MUTUAL FUNDS-FIXED INCOME		506,014.51	487,326.80	18,687.71	16,315	3.22 %
TOTAL EQUITY SECURITIES		1,446,278.51	1,382,124.66	64,153.85	38,983	2.70 %

PAR VALUE OR 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
MUTUAL FUNDS						
5,653.416	ABERDEEN FDS EQUITY LONG SHORT FD INSTL CL CUSIP: 003020336	63,092.12 11.160 1.84 %	66,294.00 11.73	3,201.88-	0	0.00 % 0.00 %
4,384.475	ADVISORS INNER CIRCLE FD CAMBIAR SMALL CAP FD INSTL CL CUSIP: 0075W0593	73,878.40 16.850 2.15 %	81,960.37 18.69	8,081.97-	0	0.00 % 0.00 %
40,628.386	FEDERATED TOTAL RETURN SERS INC ULTRASHORT BOND FD CL INSTL CUSIP: 31428Q747	370,937.16 9.130 10.80 %	375,000.00 9.23	4,062.84-	7,191	1.94 % 0.00 %
8,930.862	FORUM FDS ABSOLUTE STRATEGIES FD INSTL CL CUSIP: 34984T600	98,686.03 11.050 2.87 %	97,172.00 10.88	1,514.03	330	0.33 % 0.00 %
26,267.502	MANNING & NAPIER FDS WORLD OPPTYS SER CL A CUSIP: 563821545	174,153.54 6.630 5.07 %	239,298.69 9.11	65,145.15-	6,304	3.62 % 0.00 %
3,691.205	OPPENHEIMER FDS DEVELOPING MKTS INSTL FD CL Y CUSIP: 683974505	106,934.21 28.970 3.11 %	130,637.00 35.39	23,702.79-	2,492	2.33 % 0.00 %
7,058.734	PIMCO FDS COMMODITY REALRETURN STRATEGY INSTL CUSIP: 722005667	46,164.12 6.540 1.34 %	64,750.00 9.17	18,585.88-	14,061	30.46 % 0.00 %
35,714.286	PIMCO FDS LOW DURATION FD INSTL CL CUSIP: 693390304	367,500.00 10.290 10.70 %	375,000.00 10.50	7,500.00-	7,893	2.15 % 0.00 %

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PAR VALUE OR 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
4,028.426	SCHRODER FDS US SMALL & MIDCAP OPPORTUNITES FD IV CUSIP: 80809R204	46,165.76 11.460 1.34 %	51,158.00 12.70	4,992.24-	0	0.00 % 0.00 %
7,561.464	SENTINEL FDS SMALL CO FD INSTL CL CUSIP: 81728B825	56,332.91 7.450 1.64 %	68,455.00 9.05	12,122.09-	0	0.00 % 0.00 %
9,800.186	TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL CUSIP: 880208400	121,228.30 12.370 3.53 %	133,425.00 13.61	12,196.70-	6,213	5.13 % 0.00 %
TOTAL MUTUAL FUNDS		1,525,072.55	1,683,150.06	158,077.51-	44,485	2.92 %

MISCELLANEOUS ASSETS

PAR VALUE OR 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 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 %
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 %

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PAR VALUE OR 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 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 %
PRINCIPAL PORTFOLIO TOTAL		3,434,959.50	3,524,547.04	89,587.54-	89,680	2.61 %
TOTAL ASSETS		3,434,959.50	3,524,547.04	89,587.54-	89,680	2.61 %

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