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 5/1/2011 **, and ending** 4/30/2012

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 (see instructions): (410) 454-5605

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,268,233

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

SCANNED JUL 12 2012

		Revenue			
		(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	481	481		
4	Dividends and interest from securities	22,635	22,635		
5 a	Gross rents		0		
b	Net rental income or (loss) 0				
6 a	Net gain or (loss) from sale of assets not on line 10	92,448			
b	Gross sales price for all assets on line 6a 364,913				
7	Capital gain net income (from Part IV, line 2)		92,448		
8	Net short-term capital gain			0	
9	Income modifications				
10 a	Gross sales less returns and allowances 0				
b	Less Cost of goods sold 0				
c	Gross profit or (loss) (attach schedule)	0			
11	Other income (attach schedule)	0	0	0	
12	**Total.** Add lines 1 through 11	115,564	115,564	0	

Operating and Administrative Expenses

		(a)	(b)	(c)	(d)
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	0	0	0	0
b	Accounting fees (attach schedule)	7,088	0	0	7,088
c	Other professional fees (attach schedule)	8,376	8,376	0	0
17	Interest	303	303		
18	Taxes (attach schedule) (see instructions)	6,297	160	0	0
19	Depreciation (attach schedule) and depletion	0	0	0	
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	2,559	2,482	0	0
24	**Total operating and administrative expenses.** Add lines 13 through 23	24,623	11,321	0	7,088
25	Contributions, gifts, grants paid	305,130			305,130
26	**Total expenses and disbursements** Add lines 24 and 25	329,753	11,321	0	312,218
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-214,189			
b	**Net investment income** (if negative, enter -0-)		104,243		
c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

2

Part II Balance Sheets

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

				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing				
	2	Savings and temporary cash investments		529,660	38,348	38,348
	3	Accounts receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)		0	0	0
	b	Investments—corporate stock (attach schedule)		1,528,755	1,603,814	1,903,325
	c	Investments—corporate bonds (attach schedule)		0	0	0
	11	Investments—land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	12	Investments—mortgage loans				
	13	Investments—other (attach schedule)		0	321,041	326,560
	14	Land, buildings, and equipment basis ▶	0			
		Less accumulated depreciation (attach schedule) ▶	0	0	0	0
	15	Other assets (describe ▶)		0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		2,058,415	1,963,203	2,268,233
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶ MARGIN LOAN)		0	118,977	
	23	**Total liabilities** (add lines 17 through 22)		0	118,977	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds		2,046,988	1,844,226	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		11,427		
	30	**Total net assets or fund balances** (see instructions)		2,058,415	1,844,226	
	31	**Total liabilities and net assets/fund balances** (see instructions)		2,058,415	1,963,203	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,058,415
2	Enter amount from Part I, line 27a	2	-214,189
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1,844,226
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,844,226

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	PASSTHROUGH FROM K-1'S			
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	364,054	0	272,465	91,589
b	438	0	0	438
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	0	0	0	91,589
b	0	0	0	438
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	92,448
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	0

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	165,000	2,393,224	0.068945
2009	111,550	2,241,893	0.049757
2008	172,057	2,425,837	0.070927
2007	187,473	3,854,009	0.048644
2006	194,400	4,110,170	0.047297

2 **Total** of line 1, column (d)	2	0 285570
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 057114
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,964,958
5 Multiply line 4 by line 3	5	112,227
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,042
7 Add lines 5 and 6	7	113,269
8 Enter qualifying distributions from Part XII, line 4	8	312,218

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)

1 a 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	1,042
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	1,042
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,042
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,840		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,840
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,798
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	1,100	**Refunded** ▶	11	1,698

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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? *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
4 a 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? *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	
8 a 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 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 ▶ ORACLE CAPITAL STRATEGIES, LLC Telephone no ▶ (410) 878-7002

Located at ▶ 2330 W. JOPPA ROAD, 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

			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	N/A	
	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 ▶ 20_____ , 20_____ , 20 _____ , 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 _____ , 20_______ , 20_____ , 20 _____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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 ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** 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 ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES BRINKLEY 3170 SOUTH OCEAN BLVD PALM BEACH FL	TRUSTEE .00	0	0	0
DANA BRINKLEY 311 MEADOWCROFT LANE LUTHERVILLE MI	TRUSTEE .00	0	0	0
DOUGLAS BRINKLEY 1901 RUXTON ROAD RUXTON MD 21204	TRUSTEE 00	0	0	0
	.00	0	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				

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

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		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		

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 (see instructions)

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	0
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	2,014,920
b	Average of monthly cash balances			1b	98,938
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	2,113,858
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	118,977
3	Subtract line 2 from line 1d			3	1,994,881
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	29,923
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,964,958
6	**Minimum investment return.** Enter 5% of line 5			6	98,248

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	98,248
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,042		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	1,042
3	Distributable amount before adjustments Subtract line 2c from line 1			3	97,206
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	97,206
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	97,206

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	312,218
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	312,218
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	1,042
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	311,176

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					97,206
2	Undistributed income, if any, as of the end of 2011					
a	Enter amount for 2010 only				0	
b	Total for prior years: 20____, 20____, 20____			0		
3	Excess distributions carryover, if any, to 2011					
a	From 2006	0				
b	From 2007	51,701				
c	From 2008	0				
d	From 2009	0				
e	From 2010	49,156				
f	**Total** of lines 3a through e		100,857			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 312,218					
a	Applied to 2010, 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 2011 distributable amount					97,206
e	Remaining amount distributed out of corpus		215,012			
5	Excess distributions carryover applied to 2011 *(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		315,869			
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					
d	Subtract line 6c from line 6b Taxable amount—see instructions			0		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		315,869			
10	Analysis of line 9					
a	Excess from 2007	51,701				
b	Excess from 2008	0				
c	Excess from 2009	0				
d	Excess from 2010	49,156				
e	Excess from 2011	215,012				

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 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
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 . .	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities . .					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets .					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) .					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed .	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . .					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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))

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 ▶ ☒ 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*				
MARYLAND ACADEMY OF SCIENCE 601 LIGHT STREET BALTIMORE MD 21230	NONE	PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION	4,250
COLLEGE OF WILLIAM & MARY P.O. BOX 8795 WILLIAMSBURG VA 23187	NONE	PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION	300,380
CHURCH OF THE HOLY COMFORTER 130 W. SEMINARY AVENUE LUTHERVILLE MD 21093	NONE	PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION	500
Total ▶ 3a				305,130
b *Approved for future payment*				
Total ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	481	
4 Dividends and interest from securities			14	22,635	
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	92,448	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		115,564	0

13 Total. Add line 12, columns (b), (d), and (e) 13 115,564

(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)
	N/A

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
	0	NOT APPLICABLE	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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
NOT APPLICABLE		

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

▶ 7-9-12 ▶ Trustee

Signature of officer or trustee | Date | Title

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
MARY BOWDEN	MARY BOWDEN	7/5/2012		P00285275

Firm's name ▶ ORACLE CAPITAL STRATEGIES, LLC

Firm's EIN ▶ 26-2913689

Firm's address ▶ 2330 W. JOPPA RD., SUITE 107-A, LUTHERVILLE, MD 21093

Phone no (410) 878-7002

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	421
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Securities	364,475	272,465	92,010
Other sales	438	0	438

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
1	X	PUBLICLY TRADED SECURITI							364,054	272,465	FMV			91,589
2		PASS THROUGH FROM K-1'S							438		FMV			438
3														0
4														0
5														0
6														0
7														0
8														0
9														0
10														0

Line 16b (990-PF) - Accounting Fees

		7,088	0	0	7,088
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ORACLE CAPITAL STRATEGIES, LLC	7,088			7,088
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		8,376	8,376	0	0
1	MSSB MANAGEMENT FEES	8,376	8,376		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		6,297	160	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	2010 Balance Due	3,561			
2	2011 Estimated Tax	3,840			
3	2008 Tax Refund	-1,264			
4	Foreign Tax Withheld	160	160		
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,559	2,482	0	0
1	NONDEDUCTIBLE EXPENSES FROM PASSTHR	77			
2	CHARITABLE CONTRIBUTIONS FROM PASSTHR	5	5		
3	ORDINARY LOSS FROM PASSTHROUGH K-1'S	2,147	2,147		
4	SECTION 1231 LOSS FROM PASSTHROUGH K-1	330	330		
5					
6					
7					
8					
9					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			1,528,755	1,603,814	0	1,903,325
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	CORPORATE STOCK		1,528,755	1,603,814		1,903,325
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 13 (990-PF) - Investments - Other

			0	321,041	326,560
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	MUTUAL FUNDS	AT COST		321,041	326,560
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part II, Line 22 (990-PF) - Other Liabilities

		0	118,977
	Description	Beginning Balance	Ending Balance
1	MARGIN LOAN		118,977
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	421
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	364,492	0	272,465	92,027	0	0	0	92,027
1	PUBLICLY TRADED SECURITIES					364,054	0	272,465	91,589			0	91,589
2	PASSTHROUGH FROM K-1'S					438	0	0	438			0	438
3						0	0	0	0			0	0
4						0	0	0	0			0	0
5						0	0	0	0			0	0
6						0	0	0	0			0	0
7						0	0	0	0			0	0
8						0	0	0	0			0	0
9						0	0	0	0			0	0
10						0	0	0	0			0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	JAMES BRINKLEY		3170 SOUTH OCEAN BLVD	PALM BEACH	FL	33480		TRUSTEE	
2	DANA BRINKLEY		311 MEADOWCROFT LANE	LUTHERVILLE	MD	21093		TRUSTEE	
3	DOUGLAS BRINKLEY		1901 RUXTON ROAD	RUXTON	MD	21204		TRUSTEE	
4									
5									
6									
7									
8									
9									
10									

BRINKLEY FAMILY FOUNDATION
52-6851031
2011 FORM 990-PF, PART II, BALANCE SHEETS, LINE 10(b)

DESCRIPTION	ACCT#	COST	MARKET VALUE AS OF 4/30/12
ACCENTURE PLC IRELAND CL A	99876	28,135 91	48,257 85
AFFILIATED MGRS GROUP INC	99876	28,013 32	40,675 96
ANSYS INC	99876	26,963 62	31,992 39
C H ROBINSON WORLDWIDE INC	99876	5,888 91	11,350 60
CME GROUP INC CLASS A	99876	35,555 17	31,898 40
EMC CORP MASS	99876	30,933 07	57,830 50
EXPEDITORS INTL WASH INC	99876	25,080 14	26,160 00
EXPRESS SCRIPTS HLDG CO COM	99876	40,459.99	45,692 01
TERADATA CORP	99876	8,063 74	18,421 92
MASTERCARD INC CL A	99876	18,409.22	38,442 95
QUALCOMM INC	99876	35,206 07	65,042 77
ROBERT HALF INT	99876	43,404 63	48,365 40
ROCKWELL COLLINS INC	99876	46,239 19	40,967 37
SCRIPPS NETWORKS INTERAC CL A	99876	28,830 61	38,016 54
STARWOOD HTLS & RSTS WW INC	99876	46,664 51	51,740 80
SUNCOR ENERGY INC NEW COM	99876	64,589 81	74,769 52
HEWLETT PACKARD	99012	205,667 70	148,560 00
JPMORGAN CHASE & CO	99012	64,886 89	113,467 20
LEGG MASON INC	99012	1,834 02	221,438 58
MORGAN STANLEY EMERG MKTS FUND	99012	42,843 74	73,000 00
PROSHARES ULTRASHORT LEHMAN 20	99012	310,194 00	185,100 00
USG CORPORATION NEW	99012	284,654 04	180,500 00
AMERIGAS PARTNERS COMMON UNITS	8301A	3,272 75	5,065.00
EL PASO PIPELINE PARTNERS LP	8301A	7,319 72	11,515 80
ENERGY TRANSFER PARTNERS L P	8301A	7,764 85	14,640 85
ENERGY TRANS EQTY LP	8301A	9,180 64	19,469 44
ENTERPRISE PROD PRTNRS L.P.	8301A	26,741.89	75,299 94
GENESIS ENERGY LP COM	8301A	6,232 48	13,560 48
KINDER MORGAN MGMT LLC	8301A	8,337 59	13,170 49
KINDER MORGAN ENERGY PTRS LP	8301A	10,540 02	28,854 00
LINN ENERGY LLC UTS REP LTD	8301A	10,502 96	19,601 75
MAGELLAN MIDSTREAM PARTNERS LP	8301A	7,626 60	15,226 30
MARKWEST ENGY PTNRS LP	8301A	10,893 00	20,511 15
NUSTAR ENERGY LP UNIT COM	8301A	6,158 83	7,973 55
ONEOK PARTNERS LP	8301A	4,883 15	14,497 60
PLAINS ALL AMERICAN PIPLIN L P	8301A	15,498 64	26,627 25
REGENCY ENERGY PTNRS LP UTS	8301A	4,332 55	11,834 60
WILLIAMS PARTNERS LTD	8301A	5,210 16	13,785 60
PASSIVE LOSS CARRYOVERS		36,800 00	-
TOTAL EQUITIES		1,603,814 13	1,903,324 56
COLUMBIA MARSICO FOCUS EQI A	99012	20,880 86	35,025 21
LEGG MASON CAP MGMT VAL A	99012	44,145 26	38,714 22
LEGG MASON CAP MGMT OPPORT A	99012	27,843 78	23,255 82
OAKMARK SELECT I	99012	14,579 25	18,029 19
SENTINEL SHORT MATURITY GOVT S	99012	213,591 69	211,535 69
TOTAL MUTUAL FUNDS		321,040 84	326,560 13
CASH		38,348.05	38,348 05
ACCRUED DIVIDENDS		-	0 02
TOTAL ASSETS		1,963,203 02	2,268,232 76

BRINKLEY FAMILY FOUNDATION
2011 FORM 990-PF
PART IV SCHEDULE OF CAPITAL GAINS & LOSSES

DESCRIPTION	ACCT#	# OF SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	ST GAIN/(LOSS)	LT GAIN/(LOSS)
ALPINE TOTAL DYNAMIC DIVD FUND	99012	182 000	6/14/2011	7/6/2011	1,074 12	1,134 52	(60 40)	-
ALPINE TOTAL DYNAMIC DIVD FUND	99012	0 823	6/14/2011	7/7/2011	4.89	5 08	(0 19)	-
ALPINE TOTAL DYNAMIC DIVD FUND	99012	1 000	7/13/2011	12/19/2011	3 89	6 18	(2 29)	-
ALPINE TOTAL DYNAMIC DIVD FUND	99012	0 627	7/13/2011	12/20/2011	2 58	3 88	(1 30)	-
PEOPLE'S UNITED FINANCIAL INC	99012	10,000 000	3/25/2011	12/27/2011	127,297 54	127,386 98	(89 44)	-
SENTINEL SHORT MATURITY GOVT S	99012	1,307 190	5/19/2011	2/16/2012	12,000 00	12,104 58	(104.58)	-
BERKSHIRE HATHAWAY INC	99876	166 000	10/21/2005	5/16/2011	13,283 33	9,255 83	-	4,027 50
AFLAC INC	99876	238 000	3/18/2009	5/18/2011	11,841.58	4,642.62	-	7,198 96
AFLAC INC	99876	595 000	3/18/2009	5/20/2011	29,582 89	11,606 54	-	17,976 35
ACCENTURE PLC IRELAND CL A	99876	130 000	8/18/2009	7/15/2011	7,861.40	4,684 54	-	3,176 86
VISA INC CL A	99876	407 000	10/24/2008	8/9/2011	32,663 64	25,190 18	-	7,473 46
MASTERCARD INC CL A	99876	41 000	4/6/2009	9/27/2011	13,751.75	7,142 04	-	6,609 71
TERADATA CORP	99876	375 000	8/12/2009	11/14/2011	21,015.60	10,104 83	-	10,910 77
TERADATA CORP	99876	153 000	8/12/2009	11/15/2011	8,580 51	4,122 77	-	4,457 74
MASTERCARD INC CL A	99876	31 000	4/6/2009	2/6/2012	12,020 47	5,400 08	-	6,620 39
TERADATA CORP	99876	288 000	8/12/2009	2/15/2012	17,817.45	7,760 50	-	10,056 95
APPLE INC	99876	60 000	4/20/2011	2/16/2012	29,469.19	20,580 92	8,888 27	-
APPLE INC	99876	33 000	4/20/2011	3/23/2012	19,751.40	11,319 51	8,431 89	-
KINDER MORGAN MANAGEMENT LLC	8301A	0.822	12/28/2009	5/13/2011	51 85	41 63	-	10 22
KINDER MORGAN MANAGEMENT LLC	8301A	0 988	12/28/2009	8/12/2011	59 49	49 19	-	10 30
ENTERPRISE PRODUCT PARTNERS LP	8301A	0 440	12/28/2009	9/8/2011	18 00	13 02	-	4 98
KINDER MORGAN MANAGEMENT LLC	8301A	0 971	12/28/2009	11/14/2011	64.48	47.48	-	17 00
KINDER MORGAN MANAGEMENT LLC	8301A	0.542	12/28/2009	2/14/2012	42.82	26.10	-	16 72
INERGY L.P	8301A	196 000	6/16/2010	4/18/2012	3,086 40	5,224 75	-	(2,138 35)
INERGY L.P.	8301A	173 000	9/8/2010	4/19/2012	2,709.28	4,611 64	-	(1,902 36)
					364,054.55	272,465 39	17,061 96	74,527 20
							Total Gain/Loss MSSB	91,589 16
				Pass through from K-1's	438.00			438 00
				Capital Gain Distributions	420 90			420 90
				TOTAL	364,913.45			92,448 06