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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation BRIGHTON FOUNDATION TRUST ROBERT D. MARKLEY, TRUSTEE		A Employer identification number 35-2032393
Number and street (or P O box number if mail is not delivered to street address) 150 BRIGHTWATERS BLVD N.E.	Room/suite	B Telephone number 727-821-1889
City or town, state, and ZIP code ST. PETERSBURG, FL 33704-3608		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,238,346.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		2,117.	2,117.		STATEMENT 1
4 Dividends and interest from securities		39,330.	39,330.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		445,942.			
b Gross sales price for all assets on line 6a 5,665,297.					
7 Capital gain net income (from Part IV, line 2)			445,942.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		487,389.	487,389.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 3		1,225.	245.		0.
c Other professional fees					
17 Interest					
18 Taxes STMT 4		244.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		1,469.	245.		0.
25 Contributions, gifts, grants paid		212,400.			212,400.
26 Total expenses and disbursements. Add lines 24 and 25		213,869.	245.		212,400.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		273,520.			
b Net investment income (if negative, enter -0-)			487,144.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	676,170.	844,780.	844,780.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	1,874,463.	1,968,766.	2,001,659.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 6	350,641.	361,248.	391,907.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,901,274.	3,174,794.	3,238,346.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	479,195.	479,195.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,422,079.	2,695,599.	
	30 Total net assets or fund balances	2,901,274.	3,174,794.	
31 Total liabilities and net assets/fund balances	2,901,274.	3,174,794.		

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	2,901,274.
2 Enter amount from Part I, line 27a	2	273,520.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,174,794.
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	3,174,794.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED STATEMENT		P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS				
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 5,663,816.		5,219,355.	444,461.
b 1,481.			1,481.
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			444,461.
b			1,481.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	445,942.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	224,806.	3,366,604.	.066775
2010	215,641.	3,396,545.	.063488
2009	183,907.	3,011,474.	.061069
2008	216,169.	3,420,891.	.063191
2007	212,081.	3,527,990.	.060114

2 Total of line 1, column (d)	2	.314637
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	.062927
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,259,417.
5 Multiply line 4 by line 3	5	205,105.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,871.
7 Add lines 5 and 6	7	209,976.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	212,400.

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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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,871.
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	4,871.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,871.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		5.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		4,876.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IN</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address N/A	13	X	
14	The books are in care of ROBERT D. MARKLEY Telephone no. 727-821-1889 Located at 150 BRIGHTWATERS BLVD, ST. PETERSBURG, FL ZIP+4 33704			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT D. MARKLEY	TRUSTEE			
150 BRIGHTWATERS BLVD N. E.				
ST PETERSBURG, FL 33704	0.00	0.	0.	0.
JEAN MARKLEY	TRUSTEE			
150 BRIGHTWATERS BLVD N. E.				
ST PETERSBURG, FL 33704	0.00	0.	0.	0.
ROBERT J. MARKLEY	TRUSTEE			
140 BENNINGTON CT.				
ZIONSVILLE, IN 46077	0.00	0.	0.	0.
JEFFREY D. MARKLEY	TRUSTEE			
14809 BERGERAC CT.				
PINEVILLE, NC 28134	0.00	0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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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	2,501,672.
b	Average of monthly cash balances	1b	807,381.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,309,053.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,309,053.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	49,636.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,259,417.
6	Minimum investment return. Enter 5% of line 5	6	162,971.

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	162,971.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,871.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,871.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	158,100.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	158,100.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	158,100.

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	212,400.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	212,400.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,871.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	207,529.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				158,100.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010	132,349.			
e From 2011	225,050.			
f Total of lines 3a through e	357,399.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	212,400.			
a Applied to 2011, 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 2012 distributable amount				158,100.
e Remaining amount distributed out of corpus	54,300.			
5 Excess distributions carryover applied to 2012 (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:	411,699.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	411,699.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	411,699.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010	132,349.			
d Excess from 2011	225,050.			
e Excess from 2012	54,300.			

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

10420402	757887	70903GS0000	2012.03030	BRIGHTON FOUNDATION TRUST R	70903G01
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BRIGHTON FOUNDATION TRUST
ROBERT D. MARKLEY, TRUSTEE

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT	N/A	PUBLIC CHARITIES	OPERATIONS	212,400.
Total			3a	212,400.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	2,117.	
4 Dividends and interest from securities			14	39,330.	
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			14	445,942.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		487,389.	0.
13 Total. Add line 12, columns (b), (d), and (e)				487,389.	0.

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

[illegible]

Part XVII

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

- | | | |
|---|--|-------|
| 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? | Yes |
| | | No |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | 1a(1) |
| | | 1a(2) |
| b | Other transactions: | 1b(1) |
| | | 1b(2) |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(3) |
| | | 1b(4) |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(5) |
| | | 1b(6) |
| | (3) Rental of facilities, equipment, or other assets | 1c |
| | | |
| | (4) Reimbursement arrangements | |
| | | |
| | (5) Loans or loan guarantees | |
| | | |
| | (6) Performance of services or membership or fundraising solicitations | |
| | | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | |
| 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. | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 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

Date _____

Title

TRUSTEE

May the IRS discuss this return with the preparer shown below (see instr 7)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Prepared by's signature

Date _____

Check ☐ if self-employed

PTIN

DAVID A. RESNICK

DAVID A. RESNICK

04/02/13

P00019231

Firm's name ► **KSM BUSINESS SERVICES, INC.**

Firm's EIN ► 35-2123203

Firm's address ► P.O. BOX 40857
INDIANAPOLIS, IN 46240-0857

Phone no. (317) 580-2000

Form **990-PF** (2012)

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

SOURCE	AMOUNT
FIDELITY BROKERAGE ACCOUNT	2,117.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,117.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY BROKERAGE	30,193.	330.	29,863.
VANGUARD GROUP	10,618.	1,151.	9,467.
TOTAL TO FM 990-PF, PART I, LN 4	40,811.	1,481.	39,330.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1,225.	245.		0.
TO FORM 990-PF, PG 1, LN 16B	1,225.	245.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES PAID	244.	0.		0.
TO FORM 990-PF, PG 1, LN 18	244.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INDIVIDUAL EQUITIES	1,968,766.	2,001,659.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,968,766.	2,001,659.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	361,248.	391,907.
TOTAL TO FORM 990-PF, PART II, LINE 13		361,248.	391,907.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	7
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NAME OF MANAGER

ROBERT D. MARKLEY
JEAN MARKLEY

**BRIGHTON FOUNDATION TRUST
2012 GRANTS PAID**

TIN

35-2032393

ORGANIZATION	GRANT AMT.
ACADEMY PREP FOUNDATION	\$ 14,500
ACTORS FUND	\$ 1,000
AMERICAN CANCER SOCIETY	\$ 250
AMERICAN STAGE	\$ 4,000
ASSISTANCE LEAGUE	\$ 2,000
BAY AREA CHAMBER FOUNDATION	\$ 250
BLUE RIDGE MTN HEALTH PROJECT	\$ 1,000
BOLEY CENTER	\$ 2,500
BOYS AND GIRLS CLUBS OF THE SUNCOAST	\$ 1,000
BROOKE'S PLACE	\$ 10,000
BROOKWOOD FLORIDA	\$ 1,000
CAMP TECUMSAH	\$ 3,000
CASA	\$ 2,000
CASHIERS HUMANE SOCIETY	\$ 1,500
CASHIERS QUILTS OF VALOR	\$ 250
CASHIERS ROTARY CLUB CHARITIES	\$ 1,500
CASHIERS-GLENVILLE FIRE DEPT.	\$ 1,500
CHRISTMAS TOY SHOP	\$ 500
CLASSIC STAGE CO.	\$ 500
CLOTHES TO KIDS	\$ 3,000
COMMUNITY BIBLE CHURCH-MSSIONS	\$ 4,000
CYSTIC FIBROSIS	\$ 250
DANA FARBER CANCER INSTITUTE	\$ 1,000
DAY NURSERY ASSN	\$ 8,000
DAYSTAR LIFE CENTER	\$ 1,000
EASTER SEALS FLORIDA	\$ 1,000
ESKENAZI HEALTH FOUNDATION	\$ 1,500
FAMILY RESOURCES	\$ 1,000
FELLOWSHIP-CHRISTIAN ATHLETES	\$ 300
FIRST PRESBYTERIAN CHURCH	\$ 3,000
FIRST TEE	\$ 250
FISHES AND LOAVES	\$ 1,000
FLETCHER PLACE	\$ 3,000
FLORIDA BLOOD SERVICES	\$ 1,000
FRIENDS FOR LIFE	\$ 500
GLENVILLE-CASHIERS RESCUE SQUAD	\$ 500
GREAT EXPLORATION	\$ 37,000
HABITAT FOR HUMANITY SP	\$ 1,000
HAPPY WORKER'S CHILDREN CENTER	\$ 2,000
HEARTS AND HOPE FOR HAITI	\$ 20,000
HERITAGE CLASSIC FOUNDATION	\$ 1,000
HIGHLANDS CASHIERS HOSPITAL FOUND	\$ 2,500
INDIANA UNITED METHODIST CHILDRENS HOME	\$ 750
IRISH REPERATORY THEATER	\$ 500

JUNIOR ACHIEVEMENT	\$	250
LINCOLN CENTER THEATER	\$	500
MANHATTAN THEATER CLUB	\$	1,000
MASSACHUSETTS GENERAL HOSP	\$	250
MEDICAL MISSIONS-SOUTH HAITI	\$	500
MEMORY MATTERS	\$	1,000
MICHIGAN STATE UNIVERSITY	\$	1,000
MINT THEATER	\$	500
MUSEUM OF AMERICAN FINANCE	\$	500
NORMANDY 44-90TH DIVISION US	\$	500
NORTHWESTERN UNIVERSITY(KGSM)	\$	1,000
PHOENIX MULTISPORT	\$	250
PMC-7	\$	250
PUBLIC THEATER	\$	1,000
ROUNABOUT THEATER CO	\$	2,250
SALVATION ARMY	\$	2,000
SAVE THE CHILDREN	\$	2,000
SECOND STAGE THEATER	\$	500
SIGNATURE THEATER	\$	500
SPCA-TAMPABAY	\$	1,000
ST ANTHONY'S HEALTHCARE FOUNDATION	\$	3,000
ST. LUKES UMC	\$	10,500
ST. MATTHEWS FOOD PANTRY	\$	250
ST. PETERSBURG FREE CLINIC	\$	28,750
ST. THOMAS EPISCOPAL	\$	500
ST. VINCENT HOSPITAL FOUNDATION	\$	1,000
STRAZ CENTER	\$	1,600
SUNCOAST HOSPICE	\$	1,000
TAMASSEE DAR SCHOOL	\$	500
TEAM PARADISE SAILING	\$	250
TIMMY GLOBAL HEALTH	\$	500
USGA	\$	250
WALTHER CANCER FOUNDATION	\$	2,000
WEDU	\$	1,500
YMCA-ST. PETERSBURG CHRISTMAS FAMILIES	\$	750
	=====	
	\$	212,400

BRIGHTON FOUNDATION
2012 REALIZED CAPITAL GAINS/LOSSES

TIN

35-2032393

SECURITY	DATE ACQUIRED	DATE SOLD	ACQUISITION COST	SOLD PROCEEDS	GAIN OR LOSS
CSG SYSTEMS INTL	8/8/2012	11/26/2012	\$ 34,195	\$ 31,542	\$ (2,653)
CSG SYSTEMS INTL	8/8/2012	11/5/2012	\$ 34,195	\$ 35,397	\$ 1,202
INSIGHT ENTERPRISES	2/29/2012	5/7/2012	\$ 44,588	\$ 35,757	\$ (8,831)
SELECT COMFORT SYSTEMS	2/10/2011	2/1/2012	\$ 17,297	\$ 38,740	\$ 21,443
VASCO DATA	2/16/2012	2/16/2012	\$ 47,840	\$ 39,049	\$ (8,791)
GREEN MOUNTAIN COFFEE	2/2/2012	3/9/2012	\$ 59,883	\$ 50,347	\$ (9,536)
SOURCEFIRE	11/2/2011	5/25/2012	\$ 28,883	\$ 55,824	\$ 26,941
JDS UNIPHASE	2/1/2012	2/15/2012	\$ 60,056	\$ 60,180	\$ 124
SELECT COMFORT SYSTEMS	2/10/2011	5/8/2012	\$ 32,287	\$ 75,677	\$ 43,390
STAMPS.COM	4/26/2012	6/5/2012	\$ 124,930	\$ 89,708	\$ (35,222)
SCHOLASTIC CORP.	3/15/2012	5/1/2012	\$ 116,663	\$ 92,772	\$ (23,891)
GUIDEWIRE SOFTWARE	3/14/2012	6/12/2012	\$ 115,330	\$ 96,508	\$ (18,822)
TRIP ADVISOR	5/1/2012	7/30/2012	\$ 119,794	\$ 100,877	\$ (18,917)
MKS INSTRUMENTS	2/22/2012	3/13/2012	\$ 118,415	\$ 101,535	\$ (16,880)
MONSTER BEVERAGE	5/10/2012	8/8/2012	\$ 121,946	\$ 102,039	\$ (19,907)
OPENTEXT	2/12/2012	5/1/2012	\$ 120,370	\$ 102,758	\$ (17,612)
MEDICINES CO.	8/1/2012	11/1/2012	\$ 119,194	\$ 106,740	\$ (12,454)
VISTAPRINT	10/28/2011	1/27/2012	\$ 109,454	\$ 107,007	\$ (2,446)
PROSH ULTRA SH RU2000	5/25/2012	6/1/2012	\$ 101,795	\$ 107,783	\$ 5,988
LENDER PROCESSING CORP	8/3/2012	11/6/2012	\$ 117,182	\$ 108,140	\$ (9,042)
CINTAS CORP	12/11/2011	6/19/2012	\$ 97,733	\$ 109,882	\$ 12,149
GOOGLE	8/5/2011	1/19/2012	\$ 109,736	\$ 110,462	\$ 726
ESTEE LAUDER	11/3/2011	2/3/2012	\$ 112,540	\$ 110,548	\$ (1,992)
PERKIN ELMER	2/3/2012	7/16/2012	\$ 121,358	\$ 112,366	\$ (8,992)
SELECT COMFORT SYSTEMS	2/10/2011	5/18/2012	\$ 52,770	\$ 112,555	\$ 59,785
PALL CORP	12/9/2011	3/14/2012	\$ 108,747	\$ 112,910	\$ 4,163
MCKESSON CORP	10/26/2011	2/24/2012	\$ 111,352	\$ 113,715	\$ 2,363
REGAL BELOIT	2/7/2012	5/2/2012	\$ 119,759	\$ 115,606	\$ (4,153)
VANTIV CORP.	7/24/2012	10/22/2012	\$ 128,654	\$ 117,041	\$ (11,613)
CEPHEID	2/27/2012	4/20/2012	\$ 122,050	\$ 117,077	\$ (4,973)
GENERAC	5/9/2012	10/24/2012	\$ 99,265	\$ 117,824	\$ 18,559
ALIGN TECH	4/24/2012	7/19/2012	\$ 125,730	\$ 118,047	\$ (7,683)
CADENCE DESIGN	10/27/2011	4/27/2012	\$ 110,935	\$ 119,555	\$ 8,620
AIR METHODS CORP	7/19/2012	10/31/2012	\$ 117,705	\$ 120,035	\$ 2,330
SOURCEFIRE	11/2/2011	7/11/2012	\$ 80,871	\$ 122,011	\$ 41,140
ACTUANT CORP	12/21/2011	6/20/2012	\$ 108,154	\$ 124,936	\$ 16,782
SODASTREAM	3/14/2012	10/3/2012	\$ 118,760	\$ 127,142	\$ 8,382
IPG PHOTONICS	7/31/2012	10/22/2012	\$ 118,326	\$ 127,785	\$ 9,459
TRIUMPH GROUP	5/11/2011	5/11/2012	\$ 106,853	\$ 137,558	\$ 30,705
FLEETCOR	8/9/2012	10/18/2012	\$ 118,570	\$ 139,457	\$ 20,887
MICHAEL KORS HLDGS	8/14/2012	10/18/2012	\$ 118,235	\$ 140,317	\$ 22,082
CONCUR TECH	2/2/2012	10/18/2012	\$ 121,978	\$ 143,890	\$ 21,913
GNC HOLDINGS	10/21/2011	12/14/2012	\$ 110,802	\$ 148,839	\$ 38,037
EXPEDIA	4/30/2012	10/24/2012	\$ 117,547	\$ 156,238	\$ 38,691
SYNNEX CORP	9/27/2011	3/27/2012	\$ 109,280	\$ 157,593	\$ 48,313

SECURITY	DATE ACQUIRED	DATE SOLD	ACQUISITION COST	SOLD PROCEEDS	GAIN OR LOSS
PETSMART	10/13/2011	11/1/2012	\$ 108,682	\$ 160,863	\$ 52,181
UNITED RENTALS	10/19/2011	5/21/2012	\$ 112,004	\$ 161,890	\$ 49,886
INTUITIVE SURGICAL	1/20/2011	7/16/2012	\$ 106,665	\$ 187,706	\$ 81,042
VANGUARD ALL-WORLD	11/7/2012	11/12/2012	\$ 198,193	\$ 195,997	\$ (2,196)
VANG. TOTAL MARKET IN	7/27/2012	8/10/2012	\$ 281,807	\$ 285,589	\$ 3,782
			=====	=====	=====
			\$ 5,219,355	\$ 5,663,816	\$ 444,461