



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation BRINKLEY, T/A/F BRINKLEY FDN		A Employer identification number 62-6079631
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1908		B Telephone number (see instructions) (615) 748-4109
City or town, state, and ZIP code ORLANDO FL 32802-1908		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) \$ 3,543,708	J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____	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))		(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 ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	83,318	81,035		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	141,386			
	b Gross sales price for all assets on line 6a 2,718,320				
	7 Capital gain net income (from Part IV, line 2)		141,386		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	224,704	222,421	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	28,512	14,256		14,256
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,000			1,000
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,523			
	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	31,035	15,054	0	15,256
	25 Contributions, gifts, grants paid	160,500			160,500
26 Total expenses and disbursements. Add lines 24 and 25	191,535	15,054	0	175,756	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	33,169				
b Net investment income (if negative, enter -0-)		207,367			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012) 7

HTA

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		1,449	1,449
	2 Savings and temporary cash investments	251,823	84,301	84,301
	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)	3,272,725	3,470,560	3,457,958	
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)	3,524,548	3,556,310	3,543,708	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	3,524,548	3,556,310	
	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)	3,524,548	3,556,310		
31 Total liabilities and net assets/fund balances (see instructions)	3,524,548	3,556,310		

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	3,524,548
2 Enter amount from Part I, line 27a	2	33,169
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	3,557,717
5 Decreases not included in line 2 (itemize) <u>COST BASIS ADJUSTMENT</u>	5	1,407
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,556,310

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			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

(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			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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
b			0
c			0
d			0
e			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	141,386
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))
2011	193,477	3,543,298	0.054604
2010	164,318	3,299,634	0.049799
2009	114,573	3,011,906	0.038040
2008	135,888	3,323,634	0.040885
2007	191,749	3,701,936	0.051797

2 Total of line 1, column (d)	2	0.235125
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	0.047025
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,515,038
5 Multiply line 4 by line 3	5	165,295
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,074
7 Add lines 5 and 6	7	167,369
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	175,756

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	2,074	
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	2,074	
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	2,074	
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	840	
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	840	
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	1,234	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11	0	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a 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	
8 a 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	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

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 ► SUNTRUST BANK Telephone no ► (615) 748-4109 Located at ► P O 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 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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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?	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? ☐ 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 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)	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 2012?	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)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b** N/A**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

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?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b** N/A**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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
SUNTRUST BANKS, INC. P O BOX 1908 ORLANDO, FL 32802-1908 0		28,512		

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		
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 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	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	3,467,262
b	Average of monthly cash balances	1b	101,304
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,568,566
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	
3	Subtract line 2 from line 1d	3	3,568,566
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	53,528
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,515,038
6	Minimum investment return. Enter 5% of line 5	6	175,752

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	175,752
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,074
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,074
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	173,678
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	173,678
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	173,678

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	175,756
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	
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	175,756
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	2,074
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	173,682

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				173,678
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			12,992	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	3,948			
b From 2008				
c From 2009				
d From 2010	1,246			
e From 2011	12,992			
f Total of lines 3a through e	18,186			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 175,756				
a Applied to 2011, but not more than line 2a			12,992	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				162,764
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	10,914			10,914
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,272			
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				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			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) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7,272			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	7,272			
e Excess from 2012				

N/A

- Form
- 990-PF**
- (2012)

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	160,500
b <i>Approved for future payment</i> 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 (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	83,318	
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	141,386	
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		224,704	0
13	Total. Add line 12, columns (b), (d), and (e)				13	224,704

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form **990-PF** (2012)

BRINKLEY, T/A/F BRINKLEY FDN

62-6079631 Page 1 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ARKANSAS STATE UNIVERSITY FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 8,300

Name

BAPTIST HEALTH FOUNDATION CLEBURNE COUNTY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 3,500

Name

BAPTIST MEMORIAL HEALTHCARE

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,000

Name

CHILDREN'S FOUNDATION OF MEMPHIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

CHRISTIAN HEALTH CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

CHRUCH HEALTH CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,700

BRINKLEY, T/A/F BRINKLEY FDN

62-6079631 Page 2 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

C A L L OF CLEBURNE COUNTY

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 2,500

Name

CELBURNE COUNTY COMMUNITY FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 2,500

Name

CRITTENDEN REGIONAL HOSPITAL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

DE LA SALLE ELEMENTARY SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,000

Name

CAPITAL CAMPAIGN

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

EMMANUEL UNITED METHODIST

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

BRINKLEY, T/A/F BRINKLEY FDN

62-6079631 Page 3 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

FIRST UNITED METHODIST

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

FAYETTE COUNTY TECHNICAL RESCUE TEAM

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 12,000

Name

HARWOOD CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 3,000

Name

HUTCHISON SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 20,000

Name

JUNIOR LEAGUE OF MEMPHIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 2,000

Name

THE 2012 TEES FOR TOTS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

BRINKLEY, T/A/F BRINKLEY FDN

62-6079631 Page 4 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

HUMANE SOCIETY OF MEMPHIS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 3,000

Name

MEMPHIS UNION MISSION

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 3,000

Name

MEMPHIS UNIVERSITY SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,000

Name

CHILDREN'S FOUNDATION RESEARCH CENTER

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 10,000

Name

PRESBYTERIAN DAY SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 5,000

Name

ROTARY CLUB OF HERBER SPRINGS

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 2,000

BRINKLEY, T/A/F BRINKLEY FDN

62-6079631 Page 5 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ST AGNES ACADEMY

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL OPERATING PURPOSES			1,000

Name

ST. JOHN'S EPISCOPAL CHURCH

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL OPERATING PURPOSES			5,000

Name

ST JUDE CHILDRENS RESEARCH

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL OPERATING PURPOSES			5,000

Name

SECOND PRESBYTERIAN CHURCH

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL OPERATING PURPOSES			15,000

Name

MEMPHIS BOY CHOIR INC

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL OPERATING PURPOSES			2,000

Name

UNIVERSITY OF MEMPHIS FOUNDATION

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
NONE	501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution			Amount
GENERAL OPERATING PURPOSES			5,000

BRINKLEY, T/A/F BRINKLEY FDN

62-6079631 Page 6 of 6

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

WEST SIDE SCHOOL

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501 (C)(3)PUBLIC CHARITY		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,000

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount



Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCRUED INCOME	YIELD AT MARKET
PRINCIPAL PORTFOLIO								
Short Term Investments								
FEDERATED MONEY MKT OBLIGS TR TRSY OBLIGS INSTL CL #68 FFS	84,301.110	1.000	84,301.11	2.38	84,301.11	8	0.57	0.01
Total Short Term Investments			\$84,301.11	2.38%	\$84,301.11	\$8	\$0.57	0.00%
Bonds								
EATON VANCE MUT FDS TR FLTG-RT FD CL I	3,819.711	9.120	34,835.76	0.98	34,491.99	1,546	115.79	4.44
ISHARES TR IBOXX INVT GRADE CORP BD ETF	2,126.000	120.990	257,224.74	7.26	240,711.38	9,841	769.69	3.83
ISHARES TR BARCLAYS MBS BD ETF	1,294.000	107.990	139,739.06	3.94	140,179.02	2,556	0.00	1.83
NEUBERGER BERMAN INCOME FDS HIGH INCOME BD FD CL INSTL	7,474.996	9.480	70,862.96	2.00	68,994.21	4,425	356.64	6.24
PIMCO FDS FOREIGN BD US\$ HEDGED FD INSTL CL	6,736.527	10.790	72,687.13	2.05	72,821.86	1,980	145.93	2.72
TEMPLETON INCOME TR GLOBAL BD FD ADVISOR CL	4,258.410	13.340	56,807.19	1.60	57,744.05	2,525	0.00	4.44
VANGUARD BD INDEX FDS SHORT TERM BD ETF	1,514.000	80.990	122,618.86	3.46	121,633.18	1,889	0.00	1.54
VANGUARD BD INDEX FDS TOTAL BD MARKET ETF	2,651.000	84.030	222,763.53	6.29	212,601.45	5,940	0.00	2.67
Total Bonds			\$977,539.23	27.58%	\$949,177.14	\$30,706	\$1,388.05	3.14%



Statement Period
December 1, 2012 - December 31, 2012

Account Number
7906330

Account Statement

Page 4 of 16

TCH BRINKLEY FDN

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCURED INCOME	YIELD AT MARKET
Common Stocks								
ADVISORS INNER CIRCLE FD	1,987.716	18.820	37,408.82	1.06	37,069.27	0	0.00	0.00
CAMBIAR SMALL CAP FD INSTL CL								
GOLDMAN SACHS TR	5,365.479	24.710	132,580.99	3.74	138,643.98	0	0.00	0.00
GROWTH OPPORTUNITIES FD INSTL CL								
HARBOR FD	20,358.165	42.520	865,629.18	24.44	894,944.93	3,440	0.00	0.40
CAP APPRECIATION FD INSTL CL								
INVECO GROWTH SER	1,013.838	31.920	32,361.71	0.91	34,500.91	46	0.00	0.14
SMALL CAP GROWTH FD CL INSTL								
ISHARES TR	3,708.000	57.240	212,245.92	5.99	207,240.12	7,864	0.00	3.70
DOW JONES SELECT DIVIDEND INDEX ETF								
ISHARES TR	6,085.000	72.820	443,109.70	12.51	416,214.00	10,198	0.00	2.30
RUSSELL 1000 VALUE INDEX ETF								
MANNING & NAPIER FDS	28,384.570	7.750	219,980.42	6.21	253,138.29	3,434	0.00	1.56
WORLD OPPTY'S SER CL A								
MFS SER TR I	4,573.620	15.750	72,034.52	2.03	68,970.19	1,390	0.00	1.93
RESEARCH INTL FD INSTL CL								
OPPENHEIMER FDS	6,291.766	34.880	219,456.80	6.20	215,735.33	1,566	0.00	0.71
DEVELOPING MKTS INSTL FD CL Y								
PIMCO FDS	10,509.191	6.640	69,781.03	1.97	86,667.48	1,849	0.00	2.65
COMMODITY REALRETURN STRATEGY INSTL								
Total Common Stocks			\$2,304,569.09	65.06%	\$2,353,124.50	\$29,791	\$0.00	1.29%
Other								
FORUM FDS	9,380.447	11.080	103,935.35	2.93	102,144.41	28	0.00	0.03
ABSOLUTE STRATEGIES FD INSTL CL								
WASATCH FDS	5,161.086	13.930	71,893.93	2.03	66,113.51	113	0.00	0.16
LONG/SHORT FD								
Total Other			\$175,829.28	4.96%	\$168,257.92	\$141	\$0.00	0.08%



Statement Period
December 1, 2012 - December 31, 2012

Account Number
7906330

Account Statement

Page 5 of 16

TCH BRINKLEY FDN

Portfolio Detail

ASSET DESCRIPTION	NO OF SHARES/ PAR VALUE	UNIT PRICE	MARKET VALUE	PERCENT OF PORTFOLIO	TAX COST BASIS	ESTIMATED ANNUAL INCOME	ACCURED INCOME	YIELD AT MARKET
Miscellaneous								
CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT	1 000	0 000	0 00	0.00	0.00	0	0.00	0.00
CLASS ACTION PENDING MERRILL LYNCH / TYCO ON RCPT OF FINAL PMT	1 000	0 000	0 00	0.00	0.00	0	0.00	0.00
CLASS ACTION PENDING AMERICAN INTL GROUP ON RCPT OF FINAL PMT	1 000	0 000	0 00	0.00	0.00	0	0.00	0.00
CLASS ACTION PENDING MOTOROLA ON RCPT OF FINAL PMT	1 000	0 000	0 00	0.00	0.00	0	0.00	0.00
Total Miscellaneous			\$0.00	0.00%	\$0.00	\$0	\$0.00	0.00%
Cash								
CASH PRINCIPAL			1,449 16		1,449 16	0	0.00	0.00
Total Cash			\$1,449.16		\$1,449.16	\$0	\$0.00	0.00%
Total Principal Portfolio			\$3,543,707.87	100.00%	\$3,556,309.83	\$60,648	\$1,388.62	1.71%
Total Portfolio			\$3,543,707.87	100.00%	\$3,556,309.83	\$60,648	\$1,388.62	1.71%

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				Capital Gains/Losses			Cost, Other Basis and Expenses			Net Gain or Loss																							
								Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss																											
Long Term CG Distributions		Amount																																							
Short Term CG Distributions		13,293																																							
		0																																							
1	X	VERIZON COMMUNICATIONS	92343V104		9/6/2011	4/24/2012	7,850	7,040						810																											
2	X	VERIZON COMMUNICATIONS	92343V104		9/22/2011	4/24/2012	7,850	7,850						797																											
3	X	INVESTCO SMALL CAP GROWTH	00141M622		4/27/2012	11/26/2012	1,488	1,488						0																											
4	X	ABBOTT LABS COM	002824100		5/28/2011	4/24/2012	9,064	7,807						1,257																											
5	X	ABBOTT LABS COM	002824100		6/1/2011	4/24/2012	6,043	5,207						836																											
6	X	ABBOTT LABS COM	002824100		8/4/2011	4/24/2012	6,043	4,919						1,124																											
7	X	ABBOTT LABS COM	002824100		8/10/2011	4/24/2012	9,064	7,203						1,861																											
8	X	ABBOTT LABS COM	002824100		8/16/2011	4/24/2012	6,043	4,989						1,054																											
9	X	ABBOTT LABS COM	002824100		9/9/2011	4/24/2012	6,043	5,045						998																											
10	X	ABBOTT LABS COM	002824100		7/8/2011	4/24/2012	59,903	63,245						-3,342																											
11	X	ABERDEEN EQUITY LONG SH	003020336		8/1/2011	6/6/2012	2,945	3,044						-99																											
12	X	ABERDEEN EQUITY LONG SH	003020336		4/27/2012	6/6/2012	6,668	7,000						-332																											
13	X	ADVISORS CAMBIAR SMALL C	0075W0593		7/8/2011	4/27/2012	612	625						-13																											
14	X	ADVISORS CAMBIAR SMALL C	0075W0593		3/22/2011	4/27/2012	43,388	42,637						751																											
15	X	ADVISORS CAMBIAR SMALL C	0075W0593		3/22/2011	11/26/2012	1,578	1,630						-52																											
16	X	APACHE CORP COM	037411105		5/1/2011	4/24/2012	9,092	12,404						-3,312																											
17	X	APACHE CORP COM	037411105		7/6/2011	4/24/2012	9,092	12,377						-3,285																											
18	X	APACHE CORP COM	037411105		8/10/2011	4/24/2012	4,546	4,968						-422																											
19	X	APACHE CORP COM	037411105		8/16/2011	4/24/2012	4,546	5,202						-656																											
20	X	APACHE CORP COM	037411105		4/1/2012	4/24/2012	18,184	18,732						-548																											
21	X	APPLE INC COM	037833100		9/10/2011	4/24/2012	28,063	18,478						9,585																											
22	X	APPLE INC COM	037833100		9/6/2011	4/24/2012	14,032	9,461						4,571																											
23	X	APPLE INC COM	037833100		10/5/2011	4/24/2012	14,032	9,461						4,571																											
24	X	APPLE INC COM	037833100		1/21/2011	4/24/2012	15,915	14,560						1,355																											
25	X	BBAT CORP COM	054937107		3/8/2012	4/24/2012	15,915	15,915						0																											
26	X	BBAT CORP COM	054937107		4/1/2012	4/24/2012	52,498	50,924						1,574																											
27	X	BANK OF NOVA SCOTIA 2 90	064149D87		5/11/2011	4/24/2012	17,380	14,572						2,808																											
28	X	CVS CAREMARK CORP COM	126650100		9/9/2011	4/24/2012	8,690	7,131						1,559																											
29	X	CVS CAREMARK CORP COM	126650100		9/19/2011	4/24/2012	8,690	6,887						1,803																											
30	X	CVS CAREMARK CORP COM	126650100		9/22/2011	4/24/2012	20,558	19,412						1,146																											
31	X	CHEVRON CORP COM	168764100		8/26/2011	4/24/2012	30,836	30,355						481																											
32	X	CHEVRON CORP COM	168764100		4/1/2012	4/24/2012	54,352	51,417						2,935																											
33	X	CISCO SYS INC 3 150% 3	17275RAK8		7/6/2011	4/24/2012	18,372	18,372						0																											
34	X	DARDEN RESTAURANTS INC	237194105		8/10/2011	4/24/2012	10,092	9,302						790																											
35	X	DARDEN RESTAURANTS INC	237194105		8/18/2011	4/24/2012	5,046	4,451						595																											
36	X	DARDEN RESTAURANTS INC	237194105		9/7/2011	4/24/2012	5,046	4,372						674																											
37	X	DARDEN RESTAURANTS INC	237194105		9/22/2011	4/24/2012	6,907	6,765						122																											
38	X	EMC CORP MASS COM	268648102		7/15/2011	4/24/2012	20,722	20,018						704																											
39	X	EMC CORP MASS COM	268648102		7/15/2011	4/24/2012	1,518	1,508						10																											
40	X	EATON VANCE FLTG-RT-1	277911491		4/27/2012	4/24/2012	30,964	29,700						1,264																											
41	X	ECOLAB INC COM	278865100		5/26/2011	4/24/2012	7,626	8,055						-429																											
42	X	EMERSON ELEC CO COM	291011104		7/15/2011	4/24/2012	5,084	5,625						-541																											
43	X	EMERSON ELEC CO COM	291011104		7/15/2011	4/24/2012	10,168	11,032						-864																											
44	X	EMERSON ELEC CO COM	291011104		8/16/2011	4/24/2012	2,542	2,322						220																											
45	X	EMERSON ELEC CO COM	291011104		8/26/2011	4/24/2012	5,084	4,563						521																											
46	X	EMERSON ELEC CO COM	291011104		9/6/2011	4/24/2012	5,084	4,323						761																											
47	X	EMERSON ELEC CO COM	291011104		7/12/2011	4/24/2012	17,190	16,065						1,125																											
48	X	EXPRESS SCRIPTS HLDG CO	30219G108		7/15/2011	4/24/2012	11,460	10,376						1,084																											
49	X	EXPRESS SCRIPTS HLDG CO	30219G108		8/1/2011	4/24/2012	11,762	10,504						1,258																											
50	X	WAL-MART STORES INC COM	931142103		8/1/2011	4/24/2012	5,881	5,055						826																											
51	X	WAL-MART STORES INC COM	931142103		8/10/2011	4/24/2012	5,881	4,904						977																											
52	X	WAL-MART STORES INC COM	931142103		8/18/2011	4/24/2012	5,881	5,109						772																											
53	X	WAL-MART STORES INC COM	931142103		7/8/2011	4/24/2012	52,693	52,885						-192																											
54	X	WAL-MART STORES INC 3 20	931142C04		6/6/2012	4/24/2012	3,064	2,886						178																											
55	X	WASATCH LONG/SHORT FD	936793R35		8/26/2011	4/24/2012	16,535	12,405						4,130																											
56	X	WELLS FARGO & CO COM NE	949746101		9/6/2011	4/24/2012	9,921	7,182						2,739																											
57	X	WELLS FARGO & CO COM NE	949746101		9/6/2011	4/24/2012	6,614	4,718						1,896																											
58	X	WELLS FARGO & CO COM NE	949746101		10/5/2011	4/24/2012	6,614	4,831						1,783																											
59	X	WELLS FARGO & CO COM NE	949746101		8/1/2011	4/24/2012	5,730	5,314						416																											
60	X	EXPRESS SCRIPTS HLDG CO	30219G108		8/26/2011	4/24/2012	11,460	9,932						1,528																											
61	X	EXPRESS SCRIPTS HLDG CO	30219G108		10/5/2011	4/24/2012	11,460	7,173						4,287																											
62	X	EXPRESS SCRIPTS HLDG CO	30219G108		5/6/2011	4/24/2012	17,238	16,578						660																											
63	X	EXXON MOBIL CORP COM	30231G102		5/11/2011	4/24/2012	8,619	8,096						523																											
64	X	EXXON MOBIL CORP COM	30231G102		9/1/2011	4/24/2012	8,619	7,930						689																											
65	X	FEDERATED ULTRASHORT BI	31428Q747		5/23/2011	4/24/2012	100,000	100,654						-654																											
66	X	FEDERATED ULTRASHORT BI	31428Q747		5/23/2011	4/24/2012	272,562	274,346						-1,784																											
67	X	FORUM ABSOLUTE STRATEG	34984T600		4/27/2012	11/26/2012	4,581	4,528						53																											

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

Check "X" to include in Part IV	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	Adjustments	Net Gain or Loss							
Totals																					
Capital Gains/Losses								15,588	14,732					856							
Other sales								7,794	7,370					424							
Gross Sales								7,794	7,708					86							
Cost, Other Basis and Expenses								7,734	7,086					86							
Net Gain or Loss								5,953	6,622					1,132							
								37,296	39,055					-1,759							
								15,477	11,100					4,377							
								5,159	3,554					1,605							
								5,159	3,554					1,605							
								15,477	10,272					5,205							
								10,318	6,362					3,956							
								11,306	10,106					1,200							
								8,479	9,921					1,558							
								9,195	9,054					141							
								60,837	55,594					5,243							
								10,855	10,048					807							
								11,336	10,794					542							
								18,807	18,125					681							
								6,066	6,066					0							
								3,072	3,030					42							
								9,359	11,360					-2,001							
								15,328	14,816					512							
								3,832	3,639					193							
								7,664	6,405					1,259							
								25,648	25,471					177							
								21,442	21,287					115							
								15,554	12,760					2,774							
								7,777	6,243					1,534							
								3,071	3,066					65							
								9,228	9,802					-574							
								373,214	375,000					-1,786							
								3,832	3,555					277							
								15,328	12,228					3,100							
								3,340	3,178					162							
								6,680	10,521					-501							
								10,020	6,821					-141							
								10,020	9,574					446							
								6,680	6,013					667							
								11,340	9,394					1,946							
								15,876	13,362					2,514							
								4,536	4,230					306							
								9,072	8,434					638							
								15,876	15,456					420							
								8,682	6,851					1,831							
								3,174	4,283					-1,109							
								28,122	24,714					3,408							
								6,696	6,596					100							
								6,696	6,492					204							
								6,696	5,999					697							
								6,696	6,057					639							
								24,820	19,351					5,469							
								6,205	5,058					1,147							
								6,205	4,812					1,393							
								12,410	9,782					2,628							
								45,962	47,450					-1,488							
								3,829	3,708					121							
								55,604	63,250					-7,646							
								4,887	5,205					-318							
								20,545	21,850					-1,305							
								49,455	51,309					-1,854							
								2,515	2,522					-7							
								13,653	14,145					-492							
								4,551	4,913					-362							
								4,551	4,921					-370							
								4,551	3,923					628							

Amount

Part I, Line 16b (990-PF) - Accounting Fees

		1,000	0	0	1,000
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	1,000			1,000

Part I, Line 18 (990-PF) - Taxes

		1,523	798	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	798	798		
2	ESTIMATED EXCISE PAYMENTS	725			

83	ISHARES TR DOW JONES SEL DVD INQ
----	----------------------------------

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

Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
85 ISHARES TR BARCLAYS TIPS BD ETF	464287176		4/25/2011	4/24/2012	10,855		0	10,048	807		0	0	128,093
86 ISHARES BOXX INVT GRADE CORP BD	464287242		4/24/2012	11/26/2012	11,336		0	10,794	542		0	0	807
87 ISHARES TR RUSSELL 1000 VALUE INC	464287598		4/24/2012	11/26/2012	18,807		0	18,126	681		0	0	542
88 ISHARES BARCLAYS MBS BD ETF	464288588		4/24/2012	11/26/2012	6,066		0	6,066	0		0	0	681
89 MFS RESEARCH INTL-I	552983470		4/27/2012	11/26/2012	3,072		0	3,030	42		0	0	0
90 MANNING & NAPIER WORLD OPTTYS A	563821545		7/8/2011	11/26/2012	9,359		0	11,360	-2,001		0	0	42
91 MERCK & CO INC COM	589331105		5/23/2011	4/24/2012	15,328		0	14,816	512		0	0	-2,001
92 MERCK & CO INC COM	589331105		6/1/2011	4/24/2012	15,328		0	14,816	512		0	0	512
93 MERCK & CO INC COM	589331105		8/19/2011	4/24/2012	15,328		0	14,816	512		0	0	512
94 MICROSOFT CORP COM	594918104		3/20/2012	4/24/2012	25,648		0	25,471	177		0	0	177
95 NATIONAL OILWELL VARCO INC COM	637071101		4/11/2012	4/24/2012	22,442		0	21,287	1,155		0	0	1,155
96 NATIONAL OILWELL VARCO INC COM	637071101		8/26/2011	4/24/2012	15,554		0	12,780	2,774		0	0	2,774
97 NEUBERGER BERMAN HIGH INCOME	864128468		4/27/2012	11/26/2012	3,071		0	3,006	65		0	0	65
98 OPPENHEIMER DEVELOPING MKTS INC	883914505		7/8/2011	11/26/2012	9,228		0	9,802	-574		0	0	-574
99 PINCO LOW DURATION-I	893390304		5/23/2011	4/24/2012	373,214		0	375,000	-1,786		0	0	-1,786
100 MERCK & CO INC COM	589331105		7/8/2011	4/24/2012	3,832		0	3,555	277		0	0	277
101 MERCK & CO INC COM	589331105		8/10/2011	4/24/2012	15,328		0	12,228	3,100		0	0	3,100
102 MERCK & CO INC COM	589331105		4/27/2012	11/26/2012	3,340		0	3,178	162		0	0	162
103 PINCO FOREIGN ED US\$ HEDGED-I	713448108		5/28/2011	4/24/2012	6,880		0	10,521	-3,641		0	0	-3,641
104 PERSICO INC COM	713448108		7/15/2011	4/24/2012	6,880		0	6,821	59		0	0	59
105 PERSICO INC COM	713448108		8/1/2011	4/24/2012	10,020		0	9,574	446		0	0	446
106 PERSICO INC COM	713448108		8/1/2011	4/24/2012	6,880		0	6,013	867		0	0	867
107 PERSICO INC COM	713448108		10/17/2011	4/24/2012	11,340		0	9,384	1,946		0	0	1,946
108 PFIZER INC COM	717081103		11/21/2011	4/24/2012	15,876		0	13,362	2,514		0	0	2,514
109 PFIZER INC COM	717081103		12/16/2011	4/24/2012	4,536		0	4,230	306		0	0	306
110 PFIZER INC COM	717081103		12/19/2011	4/24/2012	9,072		0	8,434	638		0	0	638
111 PFIZER INC COM	717081103		4/11/2012	4/24/2012	15,876		0	15,456	420		0	0	420
112 PFIZER INC COM	717081103		5/23/2011	4/24/2012	8,682		0	6,911	1,771		0	0	1,771
113 PHILIP MORRIS INTL COM	718172109		7/12/2011	4/24/2012	17,385		0	13,488	3,897		0	0	3,897
114 PHILIP MORRIS INTL COM	718172109		8/16/2011	4/24/2012	8,682		0	6,851	1,831		0	0	1,831
115 PHILIP MORRIS INTL COM	718172109		5/23/2011	4/24/2012	3,174		0	4,283	-1,109		0	0	-1,109
116 PINCO COMMODITY REALTRN STRATE	722005987		8/16/2011	4/24/2012	28,122		0	24,714	3,408		0	0	3,408
117 PRAXAIR INC COM	74005P104		5/19/2011	4/24/2012	6,896		0	6,595	301		0	0	301
118 PROCTER & GAMBLE CO COM	742718109		6/28/2011	4/24/2012	6,896		0	6,492	404		0	0	404
119 PROCTER & GAMBLE CO COM	742718109		7/12/2011	4/24/2012	6,896		0	5,999	897		0	0	897
120 PROCTER & GAMBLE CO COM	742718109		8/4/2011	4/24/2012	6,896		0	6,057	839		0	0	839
121 PROCTER & GAMBLE CO COM	742718109		8/16/2011	4/24/2012	24,820		0	19,351	5,469		0	0	5,469
122 QUALCOMM CORP COM	747525103		8/10/2011	4/24/2012	6,205		0	5,058	1,147		0	0	1,147
123 QUALCOMM CORP COM	747525103		8/16/2011	4/24/2012	6,205		0	4,812	1,393		0	0	1,393
124 QUALCOMM CORP COM	747525103		8/18/2011	4/24/2012	12,410		0	9,782	2,628		0	0	2,628
125 QUALCOMM CORP COM	747525103		9/6/2011	4/24/2012	45,982		0	47,450	-1,468		0	0	-1,468
126 SCHROEDER US SMALL/MID CAP OPTT	80808R204		7/8/2011	4/24/2012	3,828		0	3,708	120		0	0	120
127 SCHROEDER US SMALL/MID CAP OPTT	80808R204		8/1/2011	4/24/2012	55,604		0	63,250	-7,646		0	0	-7,646
128 SENTINEL SMALL CO-I	81728B825		7/8/2011	4/24/2012	4,887		0	5,205	-318		0	0	-318
129 SENTINEL SMALL CO-I	81728B825		8/1/2011	4/24/2012	20,545		0	21,850	-1,305		0	0	-1,305
130 TEMPLETON GLOBAL BD-ADV	880208400		4/25/2011	4/24/2012	4,887		0	51,309	-1,854		0	0	-1,854
131 TEMPLETON GLOBAL BD-ADV	880208400		3/25/2011	4/24/2012	2,515		0	2,522	-7		0	0	-7
132 TEVA PHARMACEUTICAL INDS LTD ADF	881624209		5/6/2011	4/24/2012	13,653		0	14,145	-492		0	0	-492
133 TEVA PHARMACEUTICAL INDS LTD ADF	881624209		7/6/2011	4/24/2012	4,551		0	4,913	-362		0	0	-362
134 TEVA PHARMACEUTICAL INDS LTD ADF	881624209		7/12/2011	4/24/2012	4,551		0	4,921	-370		0	0	-370
135 TEVA PHARMACEUTICAL INDS LTD ADF	881624209		8/10/2011	4/24/2012	4,551		0	3,923	628		0	0	628
136 TEVA PHARMACEUTICAL INDS LTD ADF	881624209		9/9/2011	4/24/2012	4,551		0	3,859	692		0	0	692
137 TEVA PHARMACEUTICAL INDS LTD ADF	881624209		9/19/2011	4/24/2012	4,551		0	3,792	759		0	0	759
138 TEVA PHARMACEUTICAL INDS LTD ADF	881624209		3/9/2012	4/24/2012	18,204		0	18,004	200		0	0	200
139 TOTAL CAPITAL SA 3.125% 10/2/15	891521A00		5/11/2011	4/24/2012	52,882		0	52,121	761		0	0	761
140 TRAVELERS COS INC THE COM	89417E109		8/26/2011	4/24/2012	15,800		0	12,042	3,758		0	0	3,758
141 TRAVELERS COS INC THE COM	89417E109		9/8/2011	4/24/2012	6,320		0	4,834	1,486		0	0	1,486
142 UNION PACIFIC CORP COM	807818108		7/12/2011	4/24/2012	21,876		0	20,358	1,518		0	0	1,518
143 UNION PACIFIC CORP COM	807818108		7/15/2011	4/24/2012	10,888		0	10,015	873		0	0	873
144 UNION PACIFIC CORP COM	807818108		7/15/2011	4/24/2012	12,079		0	8,838	3,241		0	0	3,241
145 UNITED TECHNOLOGIES CORP COM	913017108		5/23/2011	4/24/2012	8,053		0	12,961	-4,908		0	0	-4,908
146 UNITED TECHNOLOGIES CORP COM	913017108		8/17/2011	4/24/2012	3,386		0	6,215	-2,829		0	0	-2,829
147 VANGUARD BD INDEX SHORT TERM BDI	921937627		4/24/2012	11/26/2012	9,834		0	5,386	4,448		0	0	4,448
148 VANGUARD BD INDEX TOTAL BD MKT	92343V104		3/25/2012	11/26/2012	9,812		0	9,303	509		0	0	509
149 VERIZON COMMUNICATIONS COM	92343V104		5/11/2011	4/24/2012	7,850		0	9,330	-1,480		0	0	-1,480
150 VERIZON COMMUNICATIONS COM	92343V104		9/17/2011	4/24/2012	5,887		0	7,286	-1,399		0	0	-1,399
151 VERIZON COMMUNICATIONS COM	92343V104		7/15/2011	4/24/2012	7,850		0	5,526	2,324		0	0	2,324
152 VERIZON COMMUNICATIONS COM	92343V104		9/10/2011	4/24/2012	7,850		0	6,768	1,082		0	0	1,082

•

•

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	5/15/2012	1 115
2 First quarter estimated tax payment	12/31/2012	2 725
3 Second quarter estimated tax payment		3
4 Third quarter estimated tax payment		4
5 Fourth quarter estimated tax payment		5
6 Other payments		6
7 Total		7 840

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	<u>12,992</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>12,992</u>