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 5/1/2012 **, and ending** 4/30/2013

Name of foundation: BRINKLEY FAMILY FOUNDATION

A Employer identification number: 52-6851031

Number and street (or P O box number if mail is not delivered to street address): 311 MEADOWCROFT LANE

Room/suite:

B Telephone number (see instructions): (410) 454-5605

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,269,786

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

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

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

		(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	461	461		
	4 Dividends and interest from securities	20,906	20,906		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	29,652			
	b Gross sales price for all assets on line 6a 514,505				
	7 Capital gain net income (from Part IV, line 2)		29,652		
	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)	1,698			
	12 **Total.** Add lines 1 through 11	52,717	51,019	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,140			7,140
	c Other professional fees (attach schedule)	9,664	9,664		
	17 Interest	1,111	1,111		
	18 Taxes (attach schedule) (see instructions)	435	435		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,489	3,429		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,839	14,639	0	7,140
	25 Contributions, gifts, grants paid	108,500			108,500
	26 **Total expenses and disbursements.** Add lines 24 and 25	130,339	14,639	0	115,640
	27 Subtract line 26 from line 12.				
	a **Excess of revenue over expenses and disbursements**	-77,622			
	b **Net investment income** (if negative, enter -0-)		36,380		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

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

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	38,348	118,853	118,853
	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)	1,603,814	1,620,087	2,112,103
	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)	321,041	27,664	38,830
	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)	1,963,203	1,766,604	2,269,786
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 ▶ MARGIN LOAN)	118,977		
	23	**Total liabilities** (add lines 17 through 22)	118,977	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	1,844,226	1,766,604	
	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)	1,844,226	1,766,604	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,963,203	1,766,604	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,844,226
2	Enter amount from Part I, line 27a	2	-77,622
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,766,604
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,766,604

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	Capital Gains Distributions			
b	SECURITIES (SEE ATTACHED)			
c	PASSTHROUGH FROM K-1			
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				0
b	507,414		484,853	22,561
c	1,003			1,003
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				0
b				22,561
c				1,003
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	29,652
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	311,176	1,964,958	0 158363
2010	165,000	2,393,224	0 068945
2009	111,550	2,241,893	0 049757
2008	172,057	2,425,837	0 070927
2007	187,473	3,854,009	0 048644

2	Total of line 1, column (d)	2	0.396636
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	0.079327
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,064,122
5	Multiply line 4 by line 3	5	163,741
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	364
7	Add lines 5 and 6	7	164,105
8	Enter qualifying distributions from Part XII, line 4	8	115,640

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	728
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	728
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	728
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,100		
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	1,100
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	372
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 372 **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ORACLE CAPITAL STRATEGIES, LLC Telephone no ▶ (410) 878-7002

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

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

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

		Line	Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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)?		**5b**	N/A
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945–5(d)*	☐ Yes ☐ No		
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*		**6b**	X (No)
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES BRINKLEY 3170 SOUTH OCEAN BLVD PALM BEACH, FL 3	TRUSTEE	0		
DANA BRINKLEY 311 MEADOWCROFT LANE LUTHERVILLE, MD	TRUSTEE	0		
DOUGLAS BRINKLEY 1901 RUXTON ROAD RUXTON, MD 21204	TRUSTEE	0		

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

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

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

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

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

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

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

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

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
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	1,997,678
b	Average of monthly cash balances		1b	97,877
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,095,555
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	2,095,555
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	31,433
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,064,122
6	**Minimum investment return.** Enter 5% of line 5		6	103,206

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	103,206
2a	Tax on investment income for 2012 from Part VI, line 5	2a 728		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	728
3	Distributable amount before adjustments Subtract line 2c from line 1		3	102,478
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	102,478
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	102,478

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	115,640
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	115,640
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	115,640

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					102,478
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				0	
b	Total for prior years 20 ____, 20 ____, 20 ____					
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	51,701				
b	From 2008					
c	From 2009					
d	From 2010	49,156				
e	From 2011	215,012				
f	**Total** of lines 3a through e		315,869			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 115,640					
a	Applied to 2011, but not more than line 2a					
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					102,478
e	Remaining amount distributed out of corpus		13,162			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		329,031			
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)		51,701			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		277,330			
10	Analysis of line 9					
a	Excess from 2008					
b	Excess from 2009					
c	Excess from 2010	49,156				
d	Excess from 2011	215,012				
e	Excess from 2012	13,162				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

JAMES BRINKLEY

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

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MARYLAND HISTORICAL SOCIETY 201 W MONUMENT STREET BALTIMORE, MD 21201	NONE	PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION	2,500
COLLEGE OF WILLIAM & MARY P O BOX 8795 WILLIAMSBURG, VA 23187	NONE	PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION	100,000
THE FAMILY TREE 2108 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION	5,000
ST MARTHA'S BUILDING FUND P O BOX 1478 BETHANY BEACH, DE 19930	NONE	PUBLIC CHARITY	TO FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION	1,000
Total			▶ 3a	108,500
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	461	
4 Dividends and interest from securities			14	20,906	
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	29,652	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory .					
11 Other revenue a 2011 TAX REFUND				1,698	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		52,717	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 52,717

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		NOT APPLICABLE	

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

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

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

▶ James W Brinkley | 7-22-13 ▶ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARY BOWDEN	MARY BOWDEN	7/19/2013		P00285275
Firm's name ▶ ORACLE CAPITAL STRATEGIES, LLC			Firm's EIN ▶ 26-2913689	
Firm's address ▶ 2330 W JOPPA RD , SUITE 107-A, LUTHERVILLE, MD 21093			Phone no (410) 878-7002	

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

	Amount
Long Term CG Distributions	6,088
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	514,505	484,853	29,652
Other sales	0	0	0

	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
1	X	SECURITIES (SEE ATTACHED							507,414	484,853	FMV				22,561
2	X	PASSTHROUGH FROM K-1							1,003						1,003

Part I, Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		1,698	0	0
1	2011 TAX REFUND	1,698	0	

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		7,140	0	0
1	ORACLE CAPITAL STRATEGIES, LLC	7,140		

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

	Disbursements for Charitable Purposes (Cash Basis Only)
	7,140
1	7,140

Part I, Line 16c (990-PF) - Other Professional Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		9,664	9,664	0
1	MANAGEMENT FEES	9,664	9,664	

Part I, Line 16c (990-PF) - Other Professional Fees

	Disbursements for Charitable Purposes (Cash Basis Only)
	0
1	

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		435	435	0
1	Foreign Tax Withheld	435	435	

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

	Disbursements for Charitable Purposes
	0
1	

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		3,489	3,429	0
1	NONDEDUCTIBLE EXPENSES FROM PASSTHRO	60		
2	CHARITABLE CONTRIBUTIONS FROM PASSTHR	7	7	
3	ORDINARY LOSS FROM PASSTHROUGH K-1'S	2,659	2,659	
4	SECTION 1231 LOSS FROM PASSTHROUGH K-1'	763	763	

Part I, Line 23 (990-PF) - Other Expenses

	Disbursements for Charitable Purposes
	0
1	
2	
3	
4	

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

	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year
			1,603,814	1,620,087	1,903,325	2,112,103
1	CORPORATE STOCK (SEE ATTACHED)		1,603,814	1,620,087	1,903,325	2,112,103

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

		Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
			321,041	27,664	38,830
1	MUTUAL FUNDS	AT COST	321,041	27,664	38,830

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

	Description	Beginning Balance
		118,977
1	MARGIN LOAN	118,977

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

	Ending Balance
	0
1	

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

	Amount
Long Term CG Distributions	6,088
Short Term CG Distributions	0

	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	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						508,417	0	0	484,853	23,564	0	0	0	23,564
1	Capital Gains Distributions								0	0	0	0	0	0
2	SECURITIES (SEE ATTACHED)					507,414			484,853	22,561	0	0	0	22,561
3	PASSTHROUGH FROM K-1					1,003			0	1,003	0	0	0	1,003

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	JAMES BRINKLEY		3170 SOUTH OCEAN BLVD	PALM BEACH	FL	33480		TRUSTEE		0	0	0
2	DANA BRINKLEY		311 MEADOWCROFT LANE	LUTHERVILLE	MD	21093		TRUSTEE		0	0	0
3	DOUGLAS BRINKLEY		1901 RUXTON ROAD	RUXTON	MD	21204		TRUSTEE		0	0	0

BRINKLEY FAMILY FOUNDATION
52-6851031
2012 FORM 990-PF, PART II, BALANCE SHEETS, LINE 10(b)

DESCRIPTION	ACCT#	COST	MARKET VALUE AS OF 4/30/13
ACCENTURE PLC IRELAND CL A	144209	20,822.07	40,882.88
AFFILIATED MGRS GROUP INC	144209	28,013.32	55,733.44
ANSYS INC	144209	26,963.62	38,570.22
EMC CORP MASS	144209	30,933.07	45,981.50
EXPRESS SCRIPTS HLDG CO COM	144209	31,294.53	37,937.43
HOSPIRA INC	144209	42,233.42	42,890.40
MASTERCARD INC CL A	144209	18,409.22	46,999.05
QUALCOMM INC	144209	35,206.07	62,770.40
ROBERT HALF INT	144209	43,404.63	53,266.86
SCRIPPS NETWORKS INTERAC CL A	144209	28,830.61	50,401.06
STANLEY BLACK & DECKER INC	144209	52,635.05	53,189.91
STARWOOD HTLS & RSTS WW INC	144209	46,664.51	56,390.48
SUNCOR ENERGY INC NEW COM	144209	44,631.46	47,161.10
WATERS CORP	144209	35,426.03	39,177.60
WYNN RESORTS LTD	144209	43,470.82	61,785.00
HEWLETT PACKARD	143942	205,667.70	123,600.00
JPMORGAN CHASE & CO	143942	64,886.89	129,386.40
LEGG MASON INC	143942	1,834.02	270,618.84
MORGAN STANLEY EMERG MKTS FUND	143942	33,169.62	62,013.42
PROSHARES ULTRASHORT LEHMAN 20	143942	310,194.00	149,325.00
USG CORPORATION NEW	143942	284,654.04	259,900.00
AMERIGAS PARTNERS COMMON UNITS	138144	1,725.83	3,943.71
EL PASO PIPELINE PARTNERS LP	138144	6,600.72	14,565.60
ENBRIDGE ENERGY PARTNERS LP	138144	9,766.00	10,549.20
ENERGY TRANSFER PARTNERS L P	138144	5,785.85	14,688.05
ENERGY TRANS EQTY LP	138144	12,175.64	34,151.76
ENTERPRISE PROD PRTNRS L.P.	138144	21,056.34	79,997.35
EV ENERGY PARTNERS LP	138144	6,743.00	5,447.52
GENESIS ENERGY LP COM	138144	4,082.48	21,054.66
KINDER MORGAN MGMT LLC	138144	8,940.53	16,859.57
KINDER MORGAN ENERGY PTRS LP	138144	6,780.02	31,399.75
LINN ENERGY LLC UTS REP LTD	138144	6,917.96	19,189.17
MAGELLAN MIDSTREAM PARTNERS LP	138144	6,972.60	22,802.90
MARKWEST ENGY PTNRS LP	138144	10,493.00	24,079.20
ONEOK PARTNERS LP	138144	3,494.15	14,066.00
PLAINS ALL AMERICAN PIPLIN L P	138144	13,927.64	37,323.00
REGENCY ENERGY PTNRS LP UTS	138144	2,249.55	12,397.50
TARGA RES PARTNERS LP	138144	7,729.00	8,217.40
WILLIAMS PARTNERS LTD	138144	4,052.16	13,389.25
PASSIVE LOSS CARRYOVERS		51,249.00	-
TOTAL EQUITIES		1,620,086.17	2,112,102.58
COLUMBIA MARSICO FOCUS EQI A	143942	27,664.15	38,830.17
TOTAL MUTUAL FUNDS		27,664.15	38,830.17
CASH		118,853.39	118,853.39
TOTAL ASSETS		1,766,603.71	2,269,786.14

BRINKLEY FAMILY FOUNDATION
2012 FORM 990-PF
PART IV SCHEDULE OF CAPITAL GAINS & LOSSES

DESCRIPTION	ACCT#	# OF SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	ST GAIN/(LOSS)	LT GAIN/(LOSS)
SENTINEL SHORT MATURITY GOVT S	143942	14,538.293	5/19/2011	6/20/2012	132,880.00	134,624.59	-	(1,744.59)
SENTINEL SHORT MATURITY GOVT S	143942	36.219	6/27/2011	6/21/2012	330 32	336 11	(5.79)	-
SENTINEL SHORT MATURITY GOVT S	143942	33.791	7/25/2011	6/21/2012	308.17	312.57	(4.40)	-
SENTINEL SHORT MATURITY GOVT S	143942	36.442	8/26/2011	6/21/2012	332 35	337.09	(4.74)	-
SENTINEL SHORT MATURITY GOVT S	143942	33 963	9/26/2011	6/21/2012	309.74	313.48	(3.74)	-
SENTINEL SHORT MATURITY GOVT S	143942	31.464	10/26/2011	6/21/2012	286.95	289.78	(2.83)	-
SENTINEL SHORT MATURITY GOVT S	143942	36.835	11/25/2011	6/21/2012	335.93	338 51	(2.58)	-
SENTINEL SHORT MATURITY GOVT S	143942	31.760	12/27/2011	6/21/2012	289.65	290.60	(0.95)	-
SENTINEL SHORT MATURITY GOVT S	143942	34.414	1/26/2012	6/21/2012	313.86	315.23	(1.37)	-
SENTINEL SHORT MATURITY GOVT S	143942	32.571	2/24/2012	6/21/2012	297.05	298.68	(1.63)	-
SENTINEL SHORT MATURITY GOVT S	143942	30.109	3/26/2012	6/21/2012	274.59	276.10	(1.51)	-
SENTINEL SHORT MATURITY GOVT S	143942	19.129	4/25/2012	6/21/2012	174.45	175.60	(1 15)	-
SENTINEL SHORT MATURITY GOVT S	143942	10.986	4/25/2012	6/21/2012	100.20	100 86	(0.66)	-
SENTINEL SHORT MATURITY GOVT S	143942	19.129	5/24/2012	6/21/2012	174.52	176.17	(1.65)	-
SENTINEL SHORT MATURITY GOVT S	143942	11.125	5/24/2012	6/21/2012	101 49	101 79	(0.30)	-
SENTINEL SHORT MATURITY GOVT S	143942	8,128.599	5/19/2011	6/21/2012	74,132.74	75,270.83	-	(1,138.09)
SENTINEL SHORT MATURITY GOVT S	143942	33.657	5/26/2011	6/21/2012	306.95	311.66	-	(4.71)
MS EM ACF81 TND	143942	1,129.000	12/29/2000	7/19/2012	16,810 81	9,674 12	-	7,136.69
LEGG MASON CAP MGMT VAL A	143942	7.219	12/29/2011	7/31/2012	290.42	271.00	19 42	-
LEGG MASON CAP MGMT VAL A	143942	583.158	10/6/1998	7/31/2012	23,460 44	25,000.00	-	(1,539.56)
LEGG MASON CAP MGMT VAL A	143942	4.535	12/4/1998	7/31/2012	182.44	244.93	-	(62.49)
LEGG MASON CAP MGMT VAL A	143942	21 523	6/11/1999	7/31/2012	865.87	1,445.72	-	(579.85)
LEGG MASON CAP MGMT VAL A	143942	61.244	6/30/2000	7/31/2012	2,463.85	4,051.29	-	(1,587 44)
LEGG MASON CAP MGMT VAL A	143942	97.635	12/22/2000	7/31/2012	3,927.86	5,243.00	-	(1,315.14)
LEGG MASON CAP MGMT VAL A	143942	3 521	7/6/2001	7/31/2012	141.65	199.70	-	(58 05)
LEGG MASON CAP MGMT VAL A	143942	13.023	6/25/2007	7/31/2012	523.92	989.34	-	(465.42)
LEGG MASON CAP MGMT VAL A	143942	59.850	12/24/2007	7/31/2012	2,407.76	3,728.06	-	(1,320.30)
LEGG MASON CAP MGMT VAL A	143942	58 641	6/24/2008	7/31/2012	2,359.13	2,625.94	-	(266 81)
LEGG MASON CAP MGMT VAL A	143942	0.994	6/24/2008	7/31/2012	39.99	44.51	-	(4 52)
LEGG MASON CAP MGMT VAL A	143942	8.453	12/10/2009	7/31/2012	340.06	301.77	-	38.29
LEGG MASON CAPMGMT OPPORT A	143942	2,055.498	12/28/2000	7/31/2012	17,204.52	20,000.00	-	(2,795.48)
LEGG MASON CAPMGMT OPPORT A	143942	7.814	12/21/2001	7/31/2012	65.40	74.00	-	(8 60)
LEGG MASON CAPMGMT OPPORT A	143942	12.356	12/20/2002	7/31/2012	103 42	103 17	-	0.25
LEGG MASON CAPMGMT OPPORT A	143942	0 708	6/6/2003	7/31/2012	5.93	8.30	-	(2.37)
LEGG MASON CAPMGMT OPPORT A	143942	7.203	12/19/2003	7/31/2012	60.29	95.51	-	(35 22)
LEGG MASON CAPMGMT OPPORT A	143942	0.791	6/27/2006	7/31/2012	6.62	12 92	-	(6.30)
LEGG MASON CAPMGMT OPPORT A	143942	1.559	12/11/2006	7/31/2012	13.05	29.60	-	(16.55)
LEGG MASON CAPMGMT OPPORT A	143942	8.150	6/25/2007	7/31/2012	68.22	178 64	-	(110 42)
LEGG MASON CAPMGMT OPPORT A	143942	212.510	12/24/2007	7/31/2012	1,778.71	3,557 42	-	(1,778.71)
LEGG MASON CAPMGMT OPPORT A	143942	294.164	6/24/2008	7/31/2012	2,462.15	3,659.40	-	(1,197.25)
LEGG MASON CAPMGMT OPPORT A	143942	12.261	6/30/2011	7/31/2012	102.62	124 82	-	(22.20)
OAKMARK SELECT I	143942	1 181	12/15/2011	7/31/2012	36 29	31.96	4.33	-
OAKMARK SELECT I	143942	398 883	5/1/2001	7/31/2012	12,253.68	10,000.00	-	2,253 68
OAKMARK SELECT I	143942	0.753	11/19/2001	7/31/2012	23 13	19 98	-	3 15
OAKMARK SELECT I	143942	0.374	11/25/2002	7/31/2012	11.49	9 19	-	2.30
OAKMARK SELECT I	143942	1.068	11/24/2003	7/31/2012	32.81	30.88	-	1 93
OAKMARK SELECT I	143942	0.332	1/2/2004	7/31/2012	10 20	10 15	-	0.05
OAKMARK SELECT I	143942	3.008	12/13/2004	7/31/2012	92.41	97 70	-	(5 29)
OAKMARK SELECT I	143942	3.576	12/19/2005	7/31/2012	109.85	118.58	-	(8.73)
OAKMARK SELECT I	143942	21.806	12/19/2005	7/31/2012	669.88	723.10	-	(53 22)
OAKMARK SELECT I	143942	5.001	12/15/2006	7/31/2012	153.63	168.43	-	(14.80)
OAKMARK SELECT I	143942	44.985	12/15/2006	7/31/2012	1,381.94	1,515.09	-	(133 15)
OAKMARK SELECT I	143942	5.895	12/14/2007	7/31/2012	181.09	155.09	-	26.00
OAKMARK SELECT I	143942	56.670	12/14/2007	7/31/2012	1,740.90	1,490.98	-	249 92
OAKMARK SELECT I	143942	8.741	12/18/2008	7/31/2012	268.52	137.32	-	131.20
OAKMARK SELECT I	143942	1.674	12/18/2009	7/31/2012	51.43	39.79	-	11 64
OAKMARK SELECT I	143942	1.139	12/16/2010	7/31/2012	34.99	31.01	-	3.98
SENTINEL SHORT MATURITY GOVT S	143942	11.264	6/21/2012	7/31/2012	102.84	102.73	0.11	-
SENTINEL SHORT MATURITY GOVT S	143942	0 013	7/24/2012	7/31/2012	0.12	0.12	-	-

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C.H. ROBINSON WORLDWIDE INC	144209	190.000	10/21/2005	5/4/2012	11,544.12	5,888.10	-	5,656.02
TERADATA CORP	144209	224.000	6/30/2010	5/9/2012	16,279 22	6,985.89	-	9,293.33
TERADATA CORP	144209	40.000	8/12/2009	5/9/2012	2,907.00	1,077 85	-	1,829.15
CME GROUP INC	144209	120.000	3/20/2012	5/16/2012	31,191.69	35,555.17	(4,363.48)	-
EXPRESS SCRIPTS HLDG CO COM	144209	260.000	11/29/2010	8/14/2012	15,831.64	13,566.28	-	2,265.36
ROCKWELL COLLINS INC	144209	466 000	1/24/2008	8/22/2012	23,298 77	28,981.99	-	(5,683.22)
ROCKWELL COLLINS INC	144209	199.000	2/4/2011	8/22/2012	9,949.48	13,166.08	-	(3,216.60)
ROCKWELL COLLINS INC	144209	68.000	5/24/2011	8/22/2012	3,399.82	4,091.12	-	(691.30)
SUNCOR ENERGY INC NEW COM	144209	416.000	3/31/2009	10/2/2012	13,916.30	9,397.32	-	4,518.98
SUNCOR ENERGY INC NEW COM	144209	333.000	8/19/2010	10/2/2012	11,139.73	10,561 03	-	578 70
ACCENTURE PLC IRELAND CL A	144209	308.000	8/18/2009	10/19/2012	21,075 99	11,098.75	-	9,977.24
EXPEDITORS INTL WASH INC	144209	27.000	6/26/2008	4/1/2013	955.46	1,153.25	-	(197.79)
EXPEDITORS INTL WASH INC	144209	319.000	6/10/2009	4/1/2013	11,288 58	10,995.42	-	293.16
EXPEDITORS INTL WASH INC	144209	308.000	8/9/2011	4/1/2013	10,899.32	12,931.47	-	(2,032.15)
							-	-
AMERIGAS PARTNERS	138144	38.000	12/28/2009	4/26/2013	1,683 41	753.92	-	929.49
ENTERPRISE PROD PRTNRS L.P.	138144	217.000	12/28/2009	11/13/2012	11,059.65	3,556.04	-	7,503.61
KINDER MORGAN MANAGEMENT LLC	138144	0.775	12/28/2009	5/15/2012	55 29	35.66	-	19.63
KINDER MORGAN MANAGEMENT LLC	138144	0.720	12/28/2009	8/14/2012	52.79	32 73	-	20.06
KINDER MORGAN MANAGEMENT LLC	138144	0.959	12/28/2009	11/14/2012	67.36	43.05	-	24 31
KINDER MORGAN MANAGEMENT LLC	138144	0.962	12/28/2009	2/14/2013	78.87	42.62	-	36.25
NUSTAR ENERGY LP	138144	39.000	12/28/2009	1/25/2013	1,954.36	1,302.06	-	652.30
NUSTAR ENERGY LP	138144	106.000	12/28/2009	3/4/2013	4,995.64	3,422.87	-	1,572.77
							-	-
							-	-
							-	-
							-	-
					507,413.78	484,853.58	-4,372.92	26,933.12
						Total Gain/Loss MSSB		22,560.20
				Pass through from K-1's	1,003.00			1,003.00
				Capital Gain Distributions	6,088.34			6,088.34
				TOTAL	514,505.12			29,651.54