Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public.**

▶ **Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 5/1/2013 **, and ending** 4/30/2014

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) / Room/suite 311 MEADOWCROFT LANE	**B** Telephone number (see instructions) (410) 454-5605
City or town: LUTHERVILLE · State: MD · ZIP code: 21093	
Foreign country name · Foreign province/state/county · Foreign postal code	**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)* ▶ $ 2,758,042

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).)*

	Line	Description	(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	684	684		
	4	Dividends and interest from securities	25,451	25,451		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	111,444			
	b	Gross sales price for all assets on line 6a 491,787				
	7	Capital gain net income (from Part IV, line 2)		111,444		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	43	43		
	12	**Total.** Add lines 1 through 11	137,622	137,622	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	7,140			7,140
	c	Other professional fees (attach schedule)	11,737	11,737		
	17	Interest	371	371		
	18	Taxes (attach schedule) (see instructions)	699	341		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,524	2,413		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	22,471	14,862	0	7,140
	25	Contributions, gifts, grants paid	14,000			14,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	36,471	14,862	0	21,140
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	101,151			
	b	**Net investment income** (if negative, enter -0-)		122,760		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	118,853	71,530	71,530
	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			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	1,620,087	1,755,765	2,645,800
	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)	27,664	40,460	40,712
	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)	1,766,604	1,867,755	2,758,042
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)			
	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	1,766,604	1,867,755	
	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)	1,766,604	1,867,755	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,766,604	1,867,755	

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	1,766,604
2	Enter amount from Part I, line 27a	2	101,151
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,867,755
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	1,867,755

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	488,974		380,343	108,631
c	371			371
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				108,631
c				371
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** 111,444

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))
2012	115,640	2,064,122	0 056024
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

2	**Total** of line 1, column (d)	2	0 404016
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 080803
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,491,972
5	Multiply line 4 by line 3	5	201,359
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,228
7	Add lines 5 and 6	7	202,587
8	Enter qualifying distributions from Part XII, line 4	8	21,140

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,455
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	2,455
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	2,455
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 730		
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	730
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	1,725
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 2014 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *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	
8a	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ ORACLE CAPITAL STRATEGIES, LLC Telephone no. ▶ (410) 878-7002
Located at ▶ 2330 W. JOPPA ROAD, SUITE 107-A LUTHERVILLE MD ZIP+4 ▶ 21093

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013)*	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 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	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 33480	TRUSTEE			
DANA BRINKLEY 311 MEADOWCROFT LANE LUTHERVILLE, MD 21093	TRUSTEE			
DOUGLAS BRINKLEY 1901 RUXTON ROAD RUXTON, MD 21204	TRUSTEE			

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	2,416,859
b	Average of monthly cash balances	1b	113,062
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,529,921
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	2,529,921
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	37,949
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,491,972
6	**Minimum investment return.** Enter 5% of line 5	6	124,599

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	124,599
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,455		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,455
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	122,144
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	122,144
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	122,144

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	21,140
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	21,140
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	21,140

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				122,144
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			0	
b	Total for prior years 20___, 20___, 20___				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008				
b	From 2009				
c	From 2010 49,156				
d	From 2011 215,012				
e	From 2012 13,162				
f	**Total** of lines 3a through e	277,330			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 21,140				
a	Applied to 2012, 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 2013 distributable amount				21,140
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	101,004			101,004
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	176,326			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	176,326			
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011 163,164				
d	Excess from 2012 13,162				
e	Excess from 2013				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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 address 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*				
COLLEGE OF WILLIAM & MARY P.O BOX 8795 WILLIAMSBURG, VA 23187	NONE	PC	TO FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION	10,500
THE FAMILY TREE 2108 NORTH CHARLES STREET BALTIMORE, MD 21218	NONE	PC	TO FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION	2,500
CHRISTOPHER NEWPORT UNIVERSITY 1 AVENUE OF THE ARTS NEWPORT NEWS, VA 23606	NONE	PC	TO FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION	1,000
Total . . . . . ▶ 3a				14,000
b *Approved for future payment*				
Total . . . . . ▶ 3b				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
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	684	
4 Dividends and interest from securities			14	25,451	
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	111,444	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a ROYALTIES			15	29	
b 1231 INCOME FROM K-1'S			18	14	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		137,622	0

13 Total. Add line 12, columns (b), (d), and (e) 13 137,622

(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

▶ [signature] 6-18-14 Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARY BOWDEN	MARY BOWDEN	6/10/2014		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	2,442
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	491,787	380,343	111,444
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							488,974	380,343					108,631
2	X	PASSTHROUGH FROM K-1							371						371

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		43	43	0
1	ROYALTIES	29	29	
2	SECTION 1231 INCOME FROM K-1'S	14	14	

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		7,140	0	0	7,140
1	ORACLE CAPITAL STRATEGIES, LLC	7,140			7,140

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		11,737	11,737	0	0
1	MANAGEMENT FEES	11,737	11,737		

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		699	341	0	0
1	Foreign Tax Withheld	341	341		
2	2013 ESTIMATED TAX PAYMENT	358			

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		2,524	2,413	0	0
1	NONDEDUCTIBLE EXPENSES FROM PASSTHROU	111			
2	CHARITABLE CONTRIBUTIONS FROM PASSTHRO	6	6		
3	ORDINARY LOSS FROM PASSTHROUGH K-1'S	2,407	2,407		
4	SECTION 1231 LOSS FROM PASSTHROUGH K-1'S				

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

			1,620,087	1,755,765	2,112,103	2,645,800
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	CORPORATE STOCK (SEE ATTACHED)		1,620,087	1,755,765	2,112,103	2,645,800

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

			27,664	40,460	40,712
	Asset Description	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	MUTUAL FUNDS	AT COST	27,664	40,460	40,712

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

	Amount
Long Term CG Distributions	2,442
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	FMV 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
						489,345	0	0	380,343	109,002	0	0	0	109,002
1	Capital Gains Distributions								0	0	0	0	0	0
2	SECURITIES (SEE ATTACHED)					488,974			380,343	108,631	0	0	0	108,631
3	PASSTHROUGH FROM K-1					371			0	371	0	0	0	371

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				
2	DANA BRINKLEY		311 MEADOWCROFT LANE	LUTHERVILLE	MD	21093		TRUSTEE				
3	DOUGLAS BRINKLEY		1901 RUXTON ROAD	RUXTON	MD	21204		TRUSTEE				

BRINKLEY FAMILY FOUNDATION
2013 FORM 990-PF
PART IV SCHEDULE OF CAPITAL GAINS & LOSSES

DESCRIPTION	ACCT#	# OF SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	GAIN/(LOSS)
COLUMBIA MARSICO FOCUS EQI A	143942	205 760	12/13/2012	9/6/2013	4,522 60	4,022 60	500 00
COLUMBIA MARSICO FOCUS EQI A	143942	27 162	12/13/2012	9/6/2013	597 02	531 01	66 01
COLUMBIA MARSICO FOCUS EQI A	143942	8 386	12/13/2012	9/6/2013	184 32	163 94	20 38
COLUMBIA MARSICO FOCUS EQI A	143942	116 587	6/25/2013	9/6/2013	2,562 59	2,442 49	120 10
COLUMBIA MARSICO FOCUS EQI A	143942	1,345 895	11/29/2001	9/6/2013	29,582 77	20,000 00	9,582 77
COLUMBIA MARSICO FOCUS EQI A	143942	13 706	12/17/2007	9/6/2013	301 26	343 60	(42 34)
COLUMBIA MARSICO FOCUS EQI A	143942	3 870	12/12/2008	9/6/2013	85 06	55 61	29 45
COLUMBIA MARSICO FOCUS EQI A	143942	1 910	6/18/2009	9/6/2013	41 98	29 59	12 39
COLUMBIA MARSICO FOCUS EQI A	143942	0 786	12/11/2009	9/6/2013	17 28	14 88	2 40
COLUMBIA MARSICO FOCUS EQI A	143942	0 740	12/9/2011	9/6/2013	16 27	16 28	(0 01)
COLUMBIA MARSICO FOCUS EQI A	143942	19 132	12/9/2011	9/6/2013	420 52	420 90	(0 38)
COLUMBIA MARSICO FOCUS EQI A	143942	90 802	6/19/2012	9/6/2013	1,995 83	2,065 74	(69 91)
USG CORPORATION NEW 5/93	143942	2,500 000	10/3/2006	12/26/2013	69,668 03	116,283 02	(46,614 99)
					109,995 53	146,389 66	(36,394 13)
AFFILIATED MGRS GROUP INC	144209	120 000	9/24/2007	6/12/2013	19,820 53	14,666 83	5,153 70
STARWOOD HTLS & RSTS WW INC	144209	167 000	6/6/2011	6/12/2013	11,082 49	9,755 86	1,326 63
SUNCOR ENERGY INC NEW COM	144209	33 000	8/19/2010	6/12/2013	999 81	1,046 59	(46 78)
SUNCOR ENERGY INC NEW COM	144209	187 000	8/25/2010	6/12/2013	5,665 59	5,544 45	121 14
SUNCOR ENERGY INC NEW COM	144209	149 000	8/25/2010	6/27/2013	4,387 38	4,417 77	(30 39)
SUNCOR ENERGY INC NEW COM	144209	514 000	9/27/2011	6/27/2013	15,134 98	14,250 44	884 54
SUNCOR ENERGY INC NEW COM	144209	631 000	4/16/2012	6/27/2013	18,580 09	19,372 20	(792 11)
QUALCOMM INC	144209	385 000	1/16/2009	7/10/2013	23,253 90	13,673 89	9,580 01
QUALCOMM INC	144209	105 000	3/18/2009	7/10/2013	6,341 97	3,898 65	2,443 32
QUALCOMM INC	144209	529 000	6/30/2010	7/10/2013	31,951 47	17,633 53	14,317 94
ROBERT HALF INT	144209	314 000	6/30/2010	8/20/2013	11,777 71	7,538 17	4,239 54
EXPRESS SCRIPTS HLDG CO COM	144209	80 000	11/8/2012	9/24/2013	4,928 48	4,400 82	527 66
EXPRESS SCRIPTS HLDG CO COM	144209	239 000	11/29/2010	9/24/2013	14,723 84	12,470 54	2,253 30
EXPRESS SCRIPTS HLDG CO COM	144209	320 000	8/19/2011	9/24/2013	19,713 93	14,423 17	5,290 76
WYNN RESORTS LTD	144209	139 000	7/6/2012	10/14/2013	23,231 37	13,015 88	10,215 49
SCRIPPS NETWORKS INTERAC CL A	144209	201 000	9/8/2009	10/24/2013	16,032 49	6,825 58	9,206 91
MASTERCARD INC CL A	144209	11 000	4/6/2009	11/7/2013	7,978 62	1,916 16	6,062 46
MASTERCARD INC CL A	144209	15 000	4/22/2009	11/7/2013	10,879 93	2,459 53	8,420 40
MASTERCARD INC CL A	144209	23 000	4/22/2009	12/2/2013	17,438 05	3,771 29	13,666 76
MASTERCARD INC CL A	144209	7 000	6/1/2011	12/2/2013	5,307 23	1,995 44	3,311 79
EMC CORP MASS	144209	2,050 000	8/19/2008	1/31/2014	50,021 99	30,933 05	19,088 94
MASTERCARD INC CL A	144209	290 000	6/1/2011	2/6/2014	21,647 60	8,266 80	13,380 80
STARWOOD HTLS & RSTS WW INC	144209	113 000	6/6/2011	4/23/2014	8,712 19	6,601 27	2,110 92
					349,611 64	218,877 91	130,733 73
KINDER MORGAN MGMT LLC	138144	0 821	12/28/2009	5/15/2013	70 81	35 92	34 89
KINDER MORGAN MGMT LLC	138144	52 000	12/28/2009	7/18/2013	4,383 23	2,279 97	2,103 26
KINDER MORGAN MGMT LLC	138144	70 000	12/28/2009	8/7/2013	5,584 57	3,069 19	2,515 38
KINDER MORGAN MGMT LLC	138144	0 214	11/20/2012	8/14/2013	16 96	10 93	6 03
KINDER MORGAN MGMT LLC	138144	6 000	10/24/2012	9/11/2013	451 04	387 89	63 15
KINDER MORGAN MGMT LLC	138144	8 000	11/20/2012	9/11/2013	601 39	318 06	283 33
KINDER MORGAN MGMT LLC	138144	23 763	12/28/2009	9/11/2013	1,786 35	1,041 90	744 45
KINDER MORGAN MGMT LLC	138144	34 237	9/30/2010	9/11/2013	2,573 71	1,756 55	817 16
KINDER MORGAN MGMT LLC	138144	1 000	11/20/2012	9/13/2013	74 41	39 76	34 65
EL PASO PIPELINE PARTNERS LP	138144	34 000	12/28/2009	1/17/2014	1,139 55	568 26	571 29
EL PASO PIPELINE PARTNERS LP	138144	40 000	12/28/2009	1/22/2014	1,381 92	668 54	713 38
EL PASO PIPELINE PARTNERS LP	138144	33 000	12/28/2009	1/23/2014	1,133 97	551 55	582 42
EL PASO PIPELINE PARTNERS LP	138144	39 000	12/28/2009	1/28/2014	1,321 46	651 83	669 63
EL PASO PIPELINE PARTNERS LP	138144	28 000	12/28/2009	1/29/2014	903 14	467 98	435 16
EL PASO PIPELINE PARTNERS LP	138144	36 000	12/28/2009	2/3/2014	1,162 43	601 69	560 74
EL PASO PIPELINE PARTNERS LP	138144	45 000	12/28/2009	4/14/2014	1,438 44	752 11	686 33
EL PASO PIPELINE PARTNERS LP	138144	10 000	3/18/2010	4/14/2014	319 65	167 14	152 51
EL PASO PIPELINE PARTNERS LP	138144	75 000	9/15/2010	4/14/2014	2,397 39	1,253 52	1,143 87
ENTERPRISE PROD PRTNRS L P	138144	39 000	12/28/2009	3/11/2014	2,626 79	453 34	2,173 45
					29,367 21	15,076 13	14,291 08
				Total MSSB	488,974 38	380,343 70	108,630 68
				Pass through from K-1's	371 00		371 00
				Capital Gain Distributions	2,442 49		2,442 49
				TOTAL	491,787 87	380,343 70	111,444 17

BRINKLEY FAMILY FOUNDATION
52-6851031
2013 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	25,810 75	45,564 96
AFFILIATED MGRS GROUP INC	144209	13,346 49	47,171 60
AMETEK INC NEW	144209	56,268 97	69,115 92
ANSYS INC	144209	26,963 62	36,399.87
AON PLC SHS CL-A	144209	42,580 91	45,071.28
HOSPIRA INC	144209	42,233 42	59,311 00
JONES LANG LASALLE INC	144209	26,929 05	27,465.93
ROBERT HALF INT	144209	35,866 47	58,643 20
SCRIPPS NETWORKS INTERAC CL A	144209	34,763 47	54,650 96
STANLEY BLACK & DECKER INC	144209	67,928 26	77,988 12
STARWOOD HTLS & RSTS WW INC	144209	30,307 39	45,530 10
T ROWE PRICE GROUP INC	144209	26,608 92	29,402 54
TOWERS WATSON & CO CL A	144209	47,216 99	47,805 72
TRIMBLE NAV LTD	144209	42,190 30	54,109 44
TWENTY-FIRST CENTURY FOX CL A	144209	45,737 13	46,204 86
WABTEC	144209	39,337 57	53,154 15
WATERS CORP	144209	35,426 03	41,780 96
WYNN RESORTS LTD	144209	38,337 07	70,953 72
CENTURYLINK INC	143942	94,680 00	104,730 00
HEWLETT PACKARD	143942	205,667.70	198,360 00
JPMORGAN CHASE & CO	143942	64,886.89	147,787.20
LEGG MASON INC	143942	1,834 02	398,283.66
MORGAN STANLEY EMERG MKTS FUND	143942	33,169.62	58,800 49
PROSHARES ULTRASHORT LEHMAN 20	143942	310,194.00	161,650.00
USG CORPORATION NEW	143942	168,371.02	223,950.00
ACCESS MIDSTREAM PARTNERS LP	138144	8,264.71	9,080 55
AMERIGAS PARTNERS COMMON UNITS	138144	1,444.75	4,035.06
ENBRIDGE ENERGY PARTNERS LP	138144	6,223 60	10,605.84
ENERGY TRANSFER PARTNERS L P	138144	4,837.45	16,281 05
ENERGY TRANS EQTY LP	138144	9,611.60	54,230.76
ENTERPRISE PROD PRTNRS L P	138144	14,896 42	93,606.40
EQT MIDSTREAM PARTNERS	138144	3,907.06	6,855 67
EV ENERGY PARTNERS LP	138144	5,652 79	4,220 19
GENESIS ENERGY LP COM	138144	4,217 05	27,599 16
KINDER MORGAN ENERGY PTRS LP	138144	2,555 22	26,759 90
LINN ENERGY LLC UTS REP LTD	138144	6,384 21	16,513 08
MAGELLAN MIDSTREAM PARTNERS LP	138144	10,531.60	36,659 74
MARKWEST ENGY PTNRS LP	138144	8,050.00	25,779 38
ONEOK PARTNERS LP	138144	9,905 84	25,474 53
PLAINS ALL AMERICAN PIPLIN L P	138144	13,442.43	37,218 60
REGENCY ENERGY PTNRS LP UTS	138144	(621.08)	12,939 00
TARGA RES PARTNERS LP	138144	10,075 76	14,506 45
WILLIAMS PARTNERS LTD	138144	8,574 90	19,548 82
PASSIVE LOSS CARRYOVERS		71,155.00	-
TOTAL EQUITIES		1,755,765 37	2,645,799 86
MAINSTAY MARKETFIELD A	143942	40,459 85	40,712 04
TOTAL MUTUAL FUNDS		40,459 85	40,712 04
CASH		71,529 71	71,529 71
TOTAL ASSETS		1,867,754 93	2,758,041.61