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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning 5/1/2015 **, and ending** 4/30/2016

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: 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)* ▶ $ 2,328,948

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	5,877	5,877		
	4	Dividends and interest from securities	32,271	32,271		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	103,731			
	b	Gross sales price for all assets on line 6a 805,011				
	7	Capital gain net income (from Part IV, line 2)		103,731		
	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)	1,317	1,179		
	12	**Total.** Add lines 1 through 11	143,196	143,058	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)	5,615			5,615
	c	Other professional fees (attach schedule)	12,195	12,195		
	17	Interest	3,870	3,870		
	18	Taxes (attach schedule) (see instructions)	12,714	98		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	22,797	22,745		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	57,191	38,908	0	5,615
	25	Contributions, gifts, grants paid	152,615			152,615
	26	**Total expenses and disbursements.** Add lines 24 and 25	209,806	38,908	0	158,230
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-66,610			
	b	**Net investment income** (if negative, enter -0-)		104,150		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
HTA

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (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	88,002	44,465	44,465
	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)	2,396,877	2,335,111	2,284,483
	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)			
	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)	2,484,879	2,379,576	2,328,948
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)	175,352	136,659	
	23	**Total liabilities** (add lines 17 through 22)	175,352	136,659	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,309,527	2,242,917	
	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)	2,309,527	2,242,917	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,484,879	2,379,576	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,309,527
2	Enter amount from Part I, line 27a	2	-66,610
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,242,917
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	2,242,917

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	VARIOUS SECURITIES (SEE ATTACHED)	P		
b	PASSTHROUGH FROM K1'S			
c				
d				
e	Capital Gains Distributions			

	(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	794,865		701,280	93,585
b	5,198			5,198
c				
d				
e				4,948

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				93,585
b				5,198
c				
d				
e				4,948

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	103,731
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))
2014	175,906	2,453,513	0 071696
2013	21,140	2,491,972	0.008483
2012	115,640	2,064,122	0 056024
2011	311,176	1,964,958	0 158363
2010	165,000	2,393,224	0.068945

2	**Total** of line 1, column (d)	2	0 363511
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 072702
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	2,181,164
5	Multiply line 4 by line 3	5	158,575
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,042
7	Add lines 5 and 6	7	159,617
8	Enter qualifying distributions from Part XII, line 4	8	158,230

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	2,083
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	2,083
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	2,083
6	Credits/Payments:		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 6,300		
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	6,300
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	4,217
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 4,217 **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 2015 or the taxable year beginning in 2015 (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 2015, 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 FinCEN Form 114. 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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 2015 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 2015.)*	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 2015?	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 4945(d)(4)(A)? (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 (No)

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	0		
DANA BRINKLEY 311 MEADOWCROFT LANE LUTHERVILLE, MD 21093	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	2,216,410
b	Average of monthly cash balances	1b	134,629
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,351,039
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	136,659
3	Subtract line 2 from line 1d	3	2,214,380
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	33,216
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,181,164
6	**Minimum investment return.** Enter 5% of line 5	6	109,058

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	109,058
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,083		
b	Income tax for 2015 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,083
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	106,975
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	106,975
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	106,975

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	158,230
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	158,230
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	158,230

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 2014	(c) 2014	(d) 2015
1	Distributable amount for 2015 from Part XI, line 7				106,975
2	Undistributed income, if any, as of the end of 2015:				
a	Enter amount for 2014 only			0	
b	Total for prior years: 20___, 20___, 20___				
3	Excess distributions carryover, if any, to 2015:				
a	From 2010				
b	From 2011 — 163,164				
c	From 2012 — 13,162				
d	From 2013				
e	From 2014 — 65,744				
f	Total of lines 3a through e	242,070			
4	Qualifying distributions for 2015 from Part XII, line 4. ▶ $ 158,230				
a	Applied to 2014, 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 2015 distributable amount				106,975
e	Remaining amount distributed out of corpus	51,255			
5	Excess distributions carryover applied to 2015 *(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	293,325			
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 2014. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f	Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8	Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	293,325			
10	Analysis of line 9:				
a	Excess from 2011 — 163,164				
b	Excess from 2012 — 13,162				
c	Excess from 2013				
d	Excess from 2014 — 65,744				
e	Excess from 2015 — 51,255				

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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
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*				
St Marthas Episcopal Church P.O. BOX 1478 BETHANY BEACH, DE 19930	None	PC	To further the exempt purpose of the organization	400
College of William and Mary P O. BOX 1693 WILLIAMSBURG, VA 23187	None	PC	To further the exempt purpose of the organization	150,000
Church of Holy Comforter 130 W SEMINARY AVE LUTHERVILLE, MD 21093	None	PC	To further the exempt purpose of the organization	2,000
Church of Holy Comforter 130 W SEMINARY AVE LUTHERVILLE, MD 21093	None	PC	To further the exempt purpose of the organization	115
The Salvation Army 1114 N CALVERT ST BALTIMORE, MD 21202	None	PC	To further the exempt purpose of the organization	100
Total ▶ **3a**				152,615
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	5,877	
4 Dividends and interest from securities			14	32,271	
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	103,731	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a ROYALTIES			15	34	
b 1231 Income from K1			15	1,145	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		143,058	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 143,058

(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 of officer or trustee: [signature] Date: 8/31/16 Title: Trustee

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
Janet B Casey	Janet B Casey	8/18/2016		P00629699

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

BRINKLEY FAMILY FOUNDATION
52-6851031
2015 FORM 990-PF, PART II, BALANCE SHEETS, LINE 10(b)

DESCRIPTION	ACCT#	COST	MARKET VALUE AS OF 4/30/16
Allergan	157435	49,884 21	46,776 96
Alphabet Inc	157435	51,904 68	67,248 60
Autodesk Inc	157435	52,984 80	64,007 40
Celegen Corp	157435	49,193 88	55,634 58
Danaher Corp	157435	25,840 98	31,734 00
Delphi Automotive	157435	68,609 70	61,112 90
Dollar General	157435	48,609 52	53,159 59
Facebook	157435	50,268 60	76,191 84
Hologic Inc	157435	61,091 89	52,534 76
IMS Health Holdings	157435	65,658 09	59,620 32
Madison Square Garden	157435	39,069 27	34,378 62
Nelsen Holdings	157435	50,946 75	54,955 56
Schkumberger LTD	157435	52,404 27	53,345 76
Stericycle Inc	157435	50,414 94	41,638 93
United Parcel Service	157435	50,947 34	52,324 86
Vipshop Holdings	157435	39,584 49	34,522 84
Willis TowersWatson Pub	157435	45,005 82	51,458 80
Wynn Resorts LTD	157435	69,439 88	64,017 50
		921,859 11	954,663 82
BLACKSTONE GROUP LP	157348	139,654 00	109,760 00
JPMORGAN CHASE & CO	157348	64,886 89	166,848 00
PENNYMAC MORTGAGE INVESTMENT	157348	62,189 58	40,770 00
PJT Partners	157348	380 90	2,232 00
USG CORPORATION NEW 5/93	157348	168,371 02	202,575 00
MORGAN STANLEY EMERG MKTS FUND	157348	33,169 62	51,406 88
PROSHARES SHORT 20+TREASURY	157348	102,960 00	91,160 00
PROSHARES ULTRASHORT 20+YRS TR	157348	420,069 90	167,445 00
PROSHARES ULTRASHORT LEHMAN 7	157348	126,350 00	105,900 00
ROYCE VALUE TRUST INC	157348	112,161 96	94,602 77
		1,230,193 87	1,032,699 65
AMERIGAS PARTNERS COMMON UNITS	156034	913 00	3,771 45
Buckeye Partners LP	156034	8,153 60	8,712 00
ENBRIDGE ENERGY PARTNERS LP	156034	6,265 50	9,824 56
ENERGY TRANSFER PARTNERS L P	156034	9,235 40	36,811 77
ENLINK MIDSTREAM PARTNERS LP	156034	8,595 99	6,842 88
ENTERPRISE PROD PRTNRS L P	156034	5,759 14	64,429 66
EQT MIDSTREAM PARTNERS	156034	14,149 00	18,474 57
GENESIS ENERGY LP COM	156034	(660 63)	12,287 18
MAGELLAN MIDSTREAM PARTNERS LP	156034	16,734 00	43,242 00
MPLX LP	156034	7,340 84	18,766 77
ONEOK PARTNERS LP	156034	886 80	12,127 32
Phillips 66 Partners LP	156034	4,791 42	4,693 68
PLAINS ALL AMERICAN PIPLIN L P	156034	10,665 80	15,025 70
Shell Midstream Partners	156034	12,876 00	13,370 58
Spectra Energy Partners	156034	7,028 84	8,018 37
TALLGRASS ENERGY PTNRS LP	156034	6,812 00	6,576 00
Western Gas Partners	156034	6,479 35	7,622 16
PASSIVE LOSS CARRYOVERS		57,032 00	-
		183,058 05	290,596 65
TOTAL EQUITIES		2,335,111 03	2,277,960 12
CASH		44,465 30	44,465 30
MARGIN LOAN		(136,659 46)	(136,659 46)
TOTAL ASSETS		2,242,916 87	2,185,765 96

BRINKLEY FAMILY FOUNDATION
2015 FORM 990-PF
PART IV SCHEDULE OF CAPITAL GAINS & LOSSES

DESCRIPTION	ACCT#	# OF SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	GAIN/(LOSS)
HI-CRUSH PARTNERS LP	157348	3,000 000	12/26/2014	5/8/2015	93293 78	95046 82	(1,753 04)
WILLIAMS CO INC	157348	2,000 000	1/5/2015	6/16/2015	94881 65	88320	6,561 65
ROYCE VALUE TRUST INC	157348	0 287	6/26/2015	6/26/2015	3 99	4 04	(0 05)
ROYCE VALUE TRUST INC	157348	0 178	9/25/2015	9/25/2015	2 08	2 11	(0 03)
ROYCE VALUE TRUST INC	157348	0 345	12/28/2015	12/28/2015	4 08	3 98	0 10
ROYCE VALUE TRUST INC	157348	0 423	3/24/2016	3/24/2016	4 78	4 89	(0 11)
					188,190 36	183,381 84	4,808 52
ACCENTURE PLC IRELAND CL A	157435	225 000	8/18/2009	8/31/2015	21,246 18	8,107 85	13,138 33
ACCENTURE PLC IRELAND CL A	157435	210 000	1/7/2010	8/31/2015	19,829 77	8,929 31	10,900 46
ACCENTURE PLC IRELAND CL A	157435	67 000	6/5/2012	8/31/2015	6,326 64	3,784 91	2,541 73
ACCENTURE PLC IRELAND CL A	157435	66 000	12/4/2013	8/31/2015	6,232 21	4,988 68	1,243 53
AFFILIATED MGRS GROUP INC	157435	52 000	9/28/2015	11/19/2015	9,235 00	8,659 28	575 72
AFFILIATED MGRS GROUP INC	157435	6 000	9/24/2007	11/19/2015	1,065 58	733 34	332 24
AFFILIATED MGRS GROUP INC	157435	29 000	9/25/2007	11/19/2015	5,150 29	3,500 60	1,649 69
AFFILIATED MGRS GROUP INC	157435	125 000	12/29/2008	11/19/2015	22,199 53	4,606 70	17,592 83
AFFILIATED MGRS GROUP INC	157435	78 000	6/17/2009	11/19/2015	13,852 51	4,505 85	9,346 66
AMETEK INC NEW	157435	347 000	6/12/2013	7/27/2015	18,252 14	14,704 16	3,547 98
AMETEK INC NEW	157435	63 000	6/12/2013	10/13/2015	3,467 05	2,669 63	797 42
AMETEK INC NEW	157435	517 000	6/13/2013	10/13/2015	28,451 79	21,960 76	6,491 03
AMETEK INC NEW	157435	7 000	8/20/2013	10/13/2015	385 22	309 26	75 96
AMETEK INC NEW	157435	200 000	8/20/2013	10/14/2015	10,900 08	8,835 94	2,064 14
AMETEK INC NEW	157435	177 000	8/21/2013	10/14/2015	9,646 57	7,789 22	1,857 35
AON PLC SHS CL-A	157435	433 000	11/7/2013	10/23/2015	39,963 64	34,561 28	5,402 36
AON PLC SHS CL-A	157435	98 000	12/2/2013	10/23/2015	9,044 89	8,019 63	1,025 26
DANAHER CORPORATION	157435	163 000	6/3/2014	11/4/2015	15,521 61	12,841 71	2,679 90
DANAHER CORPORATION	157435	113 000	6/3/2014	4/22/2016	10,847 75	8,902 53	1,945 22
JONES LANG LASALLE INC	157435	76 000	1/31/2014	9/29/2015	10,901 82	8,668 78	2,233 04
JONES LANG LASALLE INC	157435	4 000	1/31/2014	10/12/2015	594 09	456 25	137 84
JONES LANG LASALLE INC	157435	60 000	2/3/2014	10/12/2015	8,911 27	6,804 08	2,107 19
JONES LANG LASALLE INC	157435	69 000	2/3/2014	10/16/2015	10,364 74	7,824 70	2,540 04
JONES LANG LASALLE INC	157435	28 000	2/3/2014	10/29/2015	4,641 84	3,175 24	1,466 60
JONES LANG LASALLE INC	157435	74 000	5/1/2014	10/29/2015	12,267 73	8,732 78	3,534 95
MSG NETWORK INC CL A	157435	513 000	3/20/2015	10/14/2015	10,437 40	10,421 86	15 54
MSG NETWORK INC CL A	157435	144 000	3/23/2015	10/14/2015	2,929 80	2,950 84	(21 04)
STANLEY BLACK & DECKER INC	157435	117 000	10/2/2012	11/4/2015	12,560 30	8,888 83	3,671 47
STANLEY BLACK & DECKER INC	157435	52 000	10/19/2012	11/4/2015	5,582 36	3,656 14	1,926 22
STANLEY BLACK & DECKER INC	157435	192 000	10/19/2012	1/29/2016	18,088 54	13,499 58	4,588 96
STANLEY BLACK & DECKER INC	157435	197 000	10/21/2013	1/29/2016	18,559 60	15,293 21	3,266 39
T ROWE PRICE GROUP INC	157435	281 000	4/10/2015	6/4/2015	22,292 16	22,718 34	(426 18)
T ROWE PRICE GROUP INC	157435	358 000	10/14/2013	6/4/2015	28,400 69	26,608 92	1,791 77
TOWERS WATSON & CO CL A	157435	115 000	10/28/2013	11/2/2015	14,502 51	13,149 60	1,352 91
TRIMBLE NAV LTD	157435	1,022 000	10/11/2013	5/27/2015	24,350 03	30,623 92	(6,273 89)
TRIMBLE NAV LTD	157435	430 000	10/2/2014	5/28/2015	10,205 26	12,792 72	(2,587 46)
TRIMBLE NAV LTD	157435	192 000	10/31/2014	5/28/2015	4,556 76	5,222 76	(666 00)
TRIMBLE NAV LTD	157435	386 000	10/11/2013	5/28/2015	9,161 00	11,566 37	(2,405 37)
VIPSHOP HLDGS LTD ADS	157435	1,839 000	8/26/2015	3/2/2016	20,240 32	33,483 22	(13,242 90)
WABTEC	157435	106 000	5/9/2013	11/23/2015	8,214 98	5,607 70	2,607 28
WABTEC	157435	106 000	5/10/2013	11/23/2015	8,214 98	5,626 37	2,588 61
WABTEC	157435	134 000	5/13/2013	11/23/2015	10,384 98	7,091 46	3,293 52
WABTEC	157435	33 000	5/14/2013	11/23/2015	2,557 50	1,777 93	779 57
WABTEC	157435	65 000	5/14/2013	11/24/2015	5,037 67	3,501 97	1,535 70
WABTEC	157435	269 000	8/27/2013	11/24/2015	20,848 22	15,732 14	5,116 08
WYNN RESORTS LTD	157435	83 000	7/6/2012	4/22/2016	7,882 70	7,772 07	110 63
					564,307 70	462,058 42	102,249 28
ENERGY TRANS EQTY LP		2,020 0	Various	Various	11,392 84	15,491 29	(4,098 45)
ENLINK MIDSTREAM PARTNERS LP		372 0	Various	Various	3831 32	9,883 01	(6,051 69)
ENTERPRISE PROD PRTNRS L P		56 0	Various	Various	1366 12	200 86	1,165 26
ONEOK PARTNERS LP		105 0	Various	Various	3416 6	1,335 20	2,081 40
PLAINS ALL AMERICAN PIPLIN L P		116 0	Various	Various	2711 65	2,506 20	205 45
TARGA RES PTNRS LP REP UTS		335 0	Various	Various	5538 15	10,515 00	(4,976 85)
WILLIAMS PARTN LP NEW COM UNIT		691 0	Various	Various	14109 74	15,907 95	(1,798 21)
					42,366 42	55,839 52	(13,473 10)
				Total MSSB	794,864 48	701,279 78	93,584 70
				Pass through from K-1's	5,198 00		5,198 00
				Capital Gain Distributions	4,948 00		4,948 00
				TOTAL	805,010 48	701,279 78	103,730 70