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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 05-01-2016 , and ending 04-30-2017

Name of foundation
BRINKLEY FAMILY FOUNDATION

A Employer identification number
52-6851031

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

Room/suite

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

City or town, state or province, country, and ZIP or foreign postal code
LUTHERVILLE, MD 21093

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)*▶$ 2,465,100

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	3,945	3,945		
	4	Dividends and interest from securities	29,670	29,670		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	188,962			
	b	Gross sales price for all assets on line 6a 1,333,090				
	7	Capital gain net income (from Part IV, line 2)		188,962		
	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)	259	259		
	12	**Total.** Add lines 1 through 11	222,836	222,836		
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)	6,900			6,900
	c	Other professional fees (attach schedule)	11,130	11,130		
	17	Interest	4,612	4,612		
	18	Taxes (attach schedule) (see instructions)	59	59		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	42,823	42,773		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	65,524	58,574		6,900
	25	Contributions, gifts, grants paid	7,850			7,850
	26	**Total expenses and disbursements.** Add lines 24 and 25	73,374	58,574		14,750
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	149,462			
	b	**Net investment income** (if negative, enter -0-)		164,262		
	c	**Adjusted net income**(if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	44,465	40,477	40,477
	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)	2,335,111	2,355,200	2,424,623
	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)	2,379,576	2,395,677	2,465,100
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 ▶)	136,659	3,298	
	23	**Total liabilities**(add lines 17 through 22)	136,659	3,298	
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	2,242,917	2,392,379	
	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)	2,242,917	2,392,379	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,379,576	2,395,677	

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	2,242,917
2	Enter amount from Part I, line 27a	2	149,462
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,392,379
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	2,392,379

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)
1 a	VARIOUS SECURITIES SEE ATTACHED	P		
b	PASSTHROUGH FROM K-1S			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,329,563		1,144,128	185,435
b	1,482			1,482
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				185,435
b				1,482
c				
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	188,962
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	

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 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))
2015	158,230	2,181,164	000 072544
2014	175,906	2,453,513	000 071696
2013	21,140	2,491,972	000 008483
2012	115,640	2,064,122	000 056024
2011	311,176	1,964,958	000 158363

2	**Total** of line 1, column (d)	2	000 367110
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	000 073422
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,368,058
5	Multiply line 4 by line 3	5	173,868
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,643
7	Add lines 5 and 6	7	175,511
8	Enter qualifying distributions from Part XII, line 4	8	14,750

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	3,285
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	
3	Add lines 1 and 2			3	3,285
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	3,285
6	Credits/Payments				
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	4,217		
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	4,217
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	932
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 932 **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
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	Yes	
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	Yes	
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	Yes	
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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

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 2016, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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		
	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 2016?		1c		No
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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		
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 2016 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 2016).*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		No
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 2016?		4b		No

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**

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** 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**

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	Title, and average hours per week (b) 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 000 00	0		
DANA BRINKLEY 311 MEADOWCROFT LANE LUTHERVILLE, MD 21093	TRUSTEE 000 00	0		
DOUGLAS BRINKLEY 1901 RUXTON ROAD RUXTON, MD 21204	TRUSTEE 000 00	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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

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
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	0
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 . . . . ▶	

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	2,338,857
b	Average of monthly cash balances.	1b	68,561
c	Fair market value of all other assets (see instructions).	1c	0
d	**Total** (add lines 1a, b, and c).	1d	2,407,418
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	3,298
3	Subtract line 2 from line 1d.	3	2,404,120
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	36,062
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,368,058
6	**Minimum investment return.** Enter 5% of line 5.	6	118,403

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	118,403
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	3,285		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	3,285
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	115,118
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	115,118
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	115,118

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	14,750
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	14,750
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	14,750

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					115,118
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only.					
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2016					
a From 2011.	163,164				
b From 2012.	13,162				
c From 2013.					
d From 2014.	65,744				
e From 2015.	51,255				
f Total of lines 3a through e.		293,325			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 14,750					
a Applied to 2015, 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 2016 distributable amount.					14,750
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2016 *(If an amount appears in column (d), the same amount must be shown in column (a))*		100,368			100,368
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		192,957			
b Prior years' undistributed income Subtract line 4b from line 2b					
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					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 2011 not applied on line 5 or line 7 (see instructions) . . .		62,796			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a		130,161			
10 Analysis of line 9					
a Excess from 2012. . . .	13,162				
b Excess from 2013. . . .					
c Excess from 2014. . . .	65,744				
d Excess from 2015. . . .	51,255				
e Excess from 2016. . . .					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
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)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the organization 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 email 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* See Additional Data Table				
Total . . . . ▶ 3a				7,850
b *Approved for future payment*				
Total . . . . ▶ 3b				

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	3,945	
4 Dividends and interest from securities. . . .			14	29,670	
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	188,962	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a ROYALTIES			15	17	
b 1231 Income from K1			15	242	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				222,836	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 222,836

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

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

******	2017-09-15	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Janet B Casey		2017-09-15		
Firm's name ▶ ORACLE CAPITAL STRATEGIES LLC				Firm's EIN ▶
Firm's address ▶ 2330 W JOPPA RD SUITE 107-A LUTHERVILLE, MD 21093				Phone no (410) 878-7002

Form 990PF Part XV Line 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 and Mary PO BOX 1693 WILLIAMSBURG, VA 23187	None	PC	To further the exempt purpose of the organization	1,000
The Family Tree 2108 N Charles St Baltimore, MD 21218	None	PC	To further the exempt purpose of the organization	2,500
Catholic Charities Annas House 320 Cathedral St Baltimore, MD 21201	None	PC	To further the exempt purpose of the organization	1,000
The ALS Association 7507 Standish Place Rockville, MD 20855	None	PC	To further the exempt purpose of the organization	100
Church of Holy Comforter 130 W SEMINARY AVE LUTHERVILLE, MD 21093	None	PC	To further the exempt purpose of the organization	2,000
Total . . . . ▶ **3a**				7,850

Form 990PF Part XV Line 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*				
Garrison Forest 300 Garrison Forest Road Owings Mills, MD 21117	None	PC	To further the exempt purpose of the organization	1,250
Total . . . . ▶ 3a				7,850

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TY 2016 Accounting Fees Schedule

Name: BRINKLEY FAMILY FOUNDATION

EIN: 52-6851031

Software ID: 16000333

Software Version: 17.2.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ORACLE CAPITAL STRATEGIES, LLC	6,900			6,900

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2016 Gain/Loss from Sale of Other Assets Schedule

Name: BRINKLEY FAMILY FOUNDATION

EIN: 52-6851031

Software ID: 16000333

Software Version: 17.2.1.0

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
VARIOUS SECURITIES SEE ATTACHED		P			1,329,563	1,144,128			185,435	
PASSTHROUGH FROM K-1S					1,482				1,482	

TY 2016 General Explanation Attachment

Name: BRINKLEY FAMILY FOUNDATION

EIN: 52-6851031

Software ID: 16000333

Software Version: 17.2.1.0

General Explanation Attachment

Identifier	Return Reference	Explanation	
1		Election for Treatment of Unused Prior Year Corpus Distributions Pursuant to IRC Section 4942g3 and	Election for Treatment of Unused Prior Year Corpus Distributions Pursuant to IRC Section 4942g)3) and Reg 53 4942a)3c)2)iv) the Foundation elects to treat unused prior tax years distributions that were treated as corpus distributions as distributions from corpus in the current tax year IRC SECTION 751 STATEMENT

TY 2016 Investments Corporate Stock Schedule

Name: BRINKLEY FAMILY FOUNDATION

EIN: 52-6851031

Software ID: 16000333

Software Version: 17.2.1.0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK SEE ATTACHED	2,355,200	2,424,623

TY 2016 Investments - Other Schedule

Name: BRINKLEY FAMILY FOUNDATION

EIN: 52-6851031

Software ID: 16000333

Software Version: 17.2.1.0

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TY 2016 Other Expenses Schedule

Name: BRINKLEY FAMILY FOUNDATION

EIN: 52-6851031

Software ID: 16000333

Software Version: 17.2.1.0

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NONDEDUCTIBLE EXPENSES FROM PASSTHROUGH K-1S	50			
CHARITABLE CONTRIBUTIONS FROM PASSTHROUGH K-1S	3	3		
ORDINARY LOSS FROM PASSTHROUGH K-1S	42,770	42,770		

TY 2016 Other Income Schedule

Name: BRINKLEY FAMILY FOUNDATION

EIN: 52-6851031

Software ID: 16000333

Software Version: 17.2.1.0

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ROYALTIES FROM K-1S	17	17	
1231 Income from K1s	242	242	

TY 2016 Other Liabilities Schedule

Name: BRINKLEY FAMILY FOUNDATION

EIN: 52-6851031

Software ID: 16000333

Software Version: 17.2.1.0

Description	Beginning of Year - Book Value	End of Year - Book Value
MARGIN LOAN	136,659	3,298

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TY 2016 Other Professional Fees Schedule

Name: BRINKLEY FAMILY FOUNDATION

EIN: 52-6851031

Software ID: 16000333

Software Version: 17.2.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	11,130	11,130		

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491258003207

TY 2016 Taxes Schedule

Name: BRINKLEY FAMILY FOUNDATION

EIN: 52-6851031

Software ID: 16000333

Software Version: 17.2.1.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax Withheld	59	59		

Elections

Election for Treatment of Unused Prior Year Corpus Distributions

Pursuant to IRC Section 4942(g)(3) and Reg. 53.4942(a)-3(c)(2)(iv), the Foundation elects to treat unused prior tax year's distributions that were treated as corpus distributions as distributions from corpus in the current tax year

James W. Brinkley Trustee

Officer Signature Title

Other Elections

Statements

IRC SECTION 751 STATEMENT

BRINKLEY FAMILY FOUNDATION
52-6851031
2016 FORM 990-PF, PART II, BALANCE SHEETS, LINE 10(b)

DESCRIPTION	ACCT#	COST	MARKET VALUE AS OF 4/30/17
Advance Auto Parts	157435	50,785.75	47,332.62
Allergan	157435	46,924.28	51,942.18
Alphabet Inc	157435	41,523.74	70,263.52
Anthem Inc Com (Antm)	157435	42,252.56	45,361.95
Autodesk Inc	157435	35,689.76	66,651.80
CDN Pacific RY LTD NEW (CP)	157435	31,073.23	32,795.50
Celegen Corp	157435	35,837.78	48,007.35
Danaher Corp	157435	44,308.72	53,081.21
Delphi Automotive	157435	26,429.65	31,034 40
Dollar General	157435	54,187.80	53,078.30
Facebook	157435	40,494.15	78,430.50
Newell Brands Inc (NWL)	157435	49,499.79	50,174.74
Nielsen Holdings	157435	50,910.81	48,739.05
Northern Trust Corp	157435	40,370.56	49,320.00
Progressive Corp Ohio	157435	20,898.03	22,322.64
Quintiles IMS Holdings Inc Com	157435	49,837.96	54,782.00
Raymond James	157435	26,890.91	25,783.92
Sabre Corp	157435	36,580.86	34,763.85
Schkumberger LTD	157435	52,404.27	48,199.76
Visa Inc	157435	59,989.21	66,681.82
Willis TowersWatson Pub	157435	35,530.58	44,162.46
XPO Logistics	157435	31,493.79	33,387.64
		903,914.19	1,056,297.21
BLACKSTONE GROUP LP	157348	141,130.00	123,360.00
JPMORGAN CHASE & CO	157348	64,886.89	229,680.00
USG CORPORATION NEW 5/93	157348	142,327.02	151,500.00
MORGAN STANLEY EMERG MKTS FUND	157348	33,169.62	60,000.50
PROSHARES SHORT 20+TREASURY	157348	102,960.00	92,400.00
PROSHARES ULTRASHORT 20+YRS TR	157348	420,069.90	170,550.00
PROSHARES ULTRASHORT LEHMAN 7	157348	126,350.00	107,725.00
ROYCE VALUE TRUST INC	157348	120,430.71	124,121.83
		1,151,324.14	1,059,337.33
Alphabet Inc	156034	19,184.84	22,649.00
Apple Inc	156034	5,721.50	7,182.50
Bank of America	156034	3,113.36	4,668 00
Blackrock Global	156034	14,970.00	15,405.44
Blackrock Strategic	156034	14,903.23	15,092.64
Columbia PPTY TR Inc	156034	2,276.00	2,250.00

Dow Chemical	156034	5,261.66	6,280 00
Duke Energy	156034	7,905.66	8,250.00
Eaton Corp	156034	6,164.67	7,564.00
Facebook	156034	6,432.00	7,512.50
First Eagle Global	156034	14,794.36	15,197.00
Gilead Science	156034	14,677.50	13,710.00
Glaxosmithkline	156034	4,285.00	4,090.00
Iron Mtn Inc	156034	3,576.35	3,476.00
ISHARES NASDAQ BIOTECH	156034	2,910.62	2,976.40
ISHARES S&P MIDCAP 400 INDEX	156034	15,949.73	18,121.95
Janus Flexible Bons	156034	15,763.55	15,748.36
Johnson & Johnson	156034	5,932.36	6,173.50
Lord Abbett SHT Duration Inc	156034	15,900.52	15,763.55
Natl Grid Transco	156034	3,178.75	3,243.50
Neuberger Intrinsic Value Inst	156034	5,624.14	6,261.07
Outfront Media	156034	2,201.00	2,616.00
Proctor & Gamble	156034	4,440.00	4,366.50
Putnam Short Duration Income	156034	15,748.51	15,763.55
RPM Inc	156034	5,155.50	5,256.00
T Rowe Price	156034	6,690.03	7,089.00
Thomas Reuters Corp	156034	4,047.99	4,543.00
Touchstone Small Cap	156034	5,705.16	6,006.31
Under Armour Ind	156034	5,870.50	4,298.00
Verizon	156034	5,173 50	4,591.00
Vodafone Group	156034	2,648.86	2,619.00
Enlink Midstream Partners	156034	3,038 99	3,550.00
Enterprise Prod Prtners LP	156034	1,617.14	13,660.00
EQT Midstream Prtners LP	156034	11,185.91	15,608.00
Shell Midstream Partners	156034	6,318.00	6,406 00
Tallgrass Energy	156034	4,104.00	5,130.00
Western Gas Partners	156034	3,343.35	5,871.00
PASSIVE LOSS CARRYOVERS		24,147.00	-
		299,961.24	308,988.77
TOTAL EQUITIES		2,355,199 57	2,424,623.31
CASH		40,476.82	40,476.82
MARGIN LOAN		(3,297.80)	(3,297.80)
TOTAL ASSETS		2,392,378 59	2,461,802.33

BRINKLEY FAMILY FOUNDATION
52-6851031
2016 FORM 990-T, PART I, Line 5 Income (loss) from Partnerships

Entity	Gross Income	Deductions	UBTI
Amerigas Partners LP	850	814	36
Buckeye Partners LP	1,476	1,624	(148)
Enbridge Energy Partners LP	2,150	2,651	(501)
Energy Transfer Partners LP	15,270	17,039	(1,769)
Energy Transfer Equity	1,776	1,999	(223)
Enlink Midstream Partners	6,618	8,347	(1,729)
Enterprise Products Partners	21,901	21,915	(14)
EQT Midstream Partners LP	1,991	2,596	(605)
Genesis Energy LP	1,912	2,780	(868)
Magellan Midstream Partners LP	3,652	3,541	111
MPLX LP 5456 (formerly Markwest Energy)	3,419	3,907	(488)
Oneok Partners LP	8,809	9,037	(228)
Phillips 66 Partners LP	302	486	(184)
Plains All American	54,402	55,415	(1,013)
Shell Midstream Partners LP	600	1,079	(479)
Spectra Energy Partners LP	804	1,043	(239)
Sunoco Logistics Partners L.P.	640	725	(85)
Tallgrass Energy Partners	1,309	1,801	(492)
The Blackstone Group LP	2,635	2,397	238
Western Gas Partners LP	17	774	(757)
Williams Partners LP	648	1,197	(549)
Totals	131,181	141,167	(9,986)
Passive losses Suspended			(32,784)
Net UBTI			(42,770)

BRINKLEY FAMILY FOUNDATION
2016/17 FORM 990-PF
PART IV SCHEDULE OF CAPITAL GAINS & LOSSES

DESCRIPTION	ACCT#	# OF SHARES	DATE ACQUIRED	DATE SOLD	PROCEEDS	COST BASIS	GAIN/(LOSS)
ROYCE VALUE TRUST INC	157348	0 070	6/27/2016	6/27/2016	0 76	0.8	(0.04)
ROYCE VALUE TRUST INC	157348	0 660	9/26/2016	9/26/2016	8 25	8 16	0.09
ROYCE VALUE TRUST INC	157348	0 520	12/27/2016	12/27/2016	6 95	7 01	(0.06)
ROYCE VALUE TRUST INC	157348	0 120	3/24/2017	3/24/2017	1 64	1 65	(0.01)
USG CORPORATION NEW 5/93	157348	2,500.000	12/27/2011	3/20/2017	84801.64	26044	58,757.64
PENNYMAC MORTGAGE INEVESTMENT	157348	3,000 000	12/31/2014	2/23/2017	50816.48	62189.58	(11,373.10)
PJP PARTNERS INC COM CL A	157348	100 000	12/26/2014	8/2/2016	2385 94	380 9	2,005.04
					138,021.66	88,632 10	49,389 56
ALLERGAN PLC SHS	157435	216.000	4/5/2016	12/9/2016	41,612.03	49,884 21	(8,272 18)
ALPHABET INC CL A	157435	19 000	4/10/2015	1/31/2017	15,536.18	10,380 94	5,155 24
AUTODESK INC DELAWARE	157435	225.000	8/21/2015	5/25/2016	13,261.82	11,792.07	1,469 75
AUTODESK INC DELAWARE	157435	105 000	8/21/2015	2/22/2017	9,067 20	5,502.97	3,564 23
CELGENE CORP	157435	110 000	7/14/2014	3/17/2017	13,854.81	9,729.60	4,125.21
CELGENE CORP	157435	41 000	7/14/2014	4/19/2017	5,036 09	3,626 49	1,409 60
DELPHI AUTOMOTIVE PLC	157435	163 000	12/1/2015	10/21/2016	10,415.36	14,364 49	(3,949 13)
DELPHI AUTOMOTIVE PLC	157435	272.000	12/2/2015	10/21/2016	17,380.23	23,834.95	(6,454 72)
DELPHI AUTOMOTIVE PLC	157435	176.000	12/2/2015	12/9/2016	12,540.60	15,422.62	(2,882.02)
FACEBOOK INC CL-A	157435	81 000	3/11/2015	5/25/2016	9,542 13	6,283 58	3,258.55
FACEBOOK INC CL-A	157435	45 000	3/11/2015	4/19/2017	6,386 78	3,490.88	2,895.90
FORTIVE CORP	157435	164 000	6/3/2014	7/11/2016	8,332.32	6,131 81	2,200.51
HOLOGIC INC	157435	286.000	7/13/2015	1/31/2017	11,540 87	11,133.44	407.43
HOLOGIC INC	157435	268 000	7/13/2015	3/17/2017	11,439 14	10,432.73	1,006.41
HOLOGIC INC	157435	800 000	7/13/2015	4/6/2017	34,013.01	31,142.48	2,870.53
HOLOGIC INC	157435	210 000	11/5/2015	4/6/2017	8,928 42	8,383.24	545.18
IMS HEALTH HOLDINGS INC	157435	224 000	5/13/2015	5/20/2016	5,677.31	6,481.46	(804.15)
ISHARES RUSSELL 3000 ETF	157435	1,713 000	12/9/2016	1/9/2017	230,775.46	230,616 22	159.24
MADISON SQUARE GARDEN	157435	90.000	3/20/2015	5/6/2016	14,630.46	16,025.36	(1,394 90)
MADISON SQUARE GARDEN	157435	67.000	3/20/2015	5/18/2016	10,789.88	11,929.99	(1,140.11)
MADISON SQUARE GARDEN	157435	14 000	3/20/2015	5/23/2016	2,309.78	2,492 83	(183 05)
MADISON SQUARE GARDEN	157435	48 000	3/23/2015	5/23/2016	7,919.26	8,621 09	(701 83)
NEWELL BRANDS INC	157435	615.000	5/18/2016	12/9/2016	28,074.94	28,940 18	(865 24)
NEWELL BRANDS INC	157435	437.000	7/5/2016	12/9/2016	19,949.18	20,917.22	(968 04)
NIELSEN HLDGS PLC	157435	533.000	7/3/2014	12/9/2016	22,708 29	26,376.25	(3,667.96)
NIELSEN HLDGS PLC	157435	376.000	7/25/2014	12/9/2016	16,019 35	18,195 84	(2,176.49)
QUINTILES IMS HOLDINGS INC COM	157435	123.000	5/13/2015	4/19/2017	9,994 43	9,310 18	684.25
QUINTILES IMS HOLDINGS INC COM	157435	0 376	5/14/2015	10/4/2016	30.59	28 49	2 10
STERICYCLE INC	157435	206 000	12/7/2015	10/28/2016	16,450 64	23,889 98	(7,439 34)
STERICYCLE INC	157435	230 000	12/8/2015	10/28/2016	18,367 22	26,524 96	(8,157 74)
STERICYCLE INC	157435	68 000	4/29/2016	10/28/2016	5,430.30	6,523 31	(1,093 01)
UNITED PARCEL SER INC CL-B	157435	498.000	12/3/2015	12/16/2016	57,712.06	50,947 34	6,764 72
VIPSHOP HLDGS LTD ADS	157435	983.000	8/26/2015	7/5/2016	10,917.06	17,897 78	(6,980 72)
VIPSHOP HLDGS LTD ADS	157435	1,548.000	11/13/2015	7/5/2016	17,191.86	21,686 71	(4,494 85)
VISA INC CL A	157435	316.000	9/1/2016	12/9/2016	25,017 17	25,730.43	(713 26)
VISA INC CL A	157435	179 000	10/21/2016	12/9/2016	14,171 12	14,732 04	(560.92)
WILLIS TOWERS WATSON PUB LTD	157435	412 000	1/5/2016	12/9/2016	50,502 01	51,589 91	(1,087.90)
WILLIS TOWERS WATSON PUB LTD	157435	72 000	1/9/2017	3/17/2017	9,346 70	9,105 88	240 82
WYNN RESORTS LTD	157435	69 000	9/25/2015	9/1/2016	6,455 89	4,062 09	2,393 80
WYNN RESORTS LTD	157435	113.000	9/25/2015	9/9/2016	11,041.43	6,652 40	4,389 03
WYNN RESORTS LTD	157435	74.000	7/6/2012	5/20/2016	6,571.87	6,929 31	(357 44)
WYNN RESORTS LTD	157435	99.000	9/18/2012	5/20/2016	8,792 09	10,503.72	(1,711 63)
WYNN RESORTS LTD	157435	8.000	9/18/2012	9/1/2016	748 51	848.79	(100.28)
WYNN RESORTS LTD	157435	37.000	4/23/2014	9/1/2016	3,461 85	7,882.12	(4,420 27)
WYNN RESORTS LTD	157435	73.000	9/23/2014	9/1/2016	6,830.15	13,293.94	(6,463.79)
WYNN RESORTS LTD	157435	88 000	4/29/2015	9/1/2016	8,233.60	9,612.70	(1,379.10)
WYNN RESORTS LTD	157435	164 000	9/25/2015	11/8/2016	14,201.86	9,654.81	4,547.05
					889,209 31	919,539.83	(30,330.52)
ISHARES S&P MID-CAP 400 V ETF	156034	50 000	9/16/2016	10/25/2016	6,537.78	6,485 62	52 16
PRUDENTIAL JENNISON MD CP GW Z	156034	251 030	9/16/2016	10/25/2016	9,132.62	9,100.00	32 62

					15,670 40	15,585 62	84 78
							-
Total Securities					1,042,901.37	1,023,757 55	19,143 82
K-1 Summary							
Amerigas Partners LP	156034	87 0	Various	Various	3,994 08	795.00	3,199 08
Buckeye Partners LP	156034	121 0	Various	Various	8,225 86	7,714 00	511.86
Enbridge Energy Partners LP	156034	454 0	Various	Various	10,624 29	5,281 00	5,343.29
Energy Transfer Equity	156034	-	Various	Various	-	(168 00)	168 00
Energy Transfer Partners LP	156034	1,203.0	Various	Various	42,991.45	23,028.00	19,963 45
Enlink Midstream Partners	156034	286 0	Various	Various	4,884 77	3,289.00	1,595 77
Enterprise Products Partners	156034	1,914 0	Various	Various	50,011 36	1,778 00	48,233 36
EQT Midstream Partners LP	156034	33 0	Various	Various	2,469 19	1,249 00	1,220.19
Genesis Energy LP	156034	379.0	Various	Various	12,810.00	(2,020 00)	14,830 00
Magellan Midstream Partners LP	156034	600.0	Various	Various	41,308.96	15,461.00	25,847 96
MPLX LP 5456 (formerly Markwest Energy)	156034	787 0	Various	Various	25,235 30	7,400.00	17,835 30
Oneok Partners LP	156034	342 0	Various	Various	12,589 90	83 00	12,506 90
Phillips 66 Partners LP	156034	82 0	Various	Various	3,865 62	4,538.00	(672.38)
Plains All American	156034	655 0	Various	Various	17,920 40	8,830.00	9,090.40
Shell Midstream Partners LP	156034	251.0	Various	Various	7,460.58	4,869.00	2,591 58
Spectra Energy Partners LP	156034	159.0	Various	Various	6,964.87	6,596.00	368 87
Sunoco Logistics Partners L.P.	156034	270.0	Various	Various	7,470.73	7,236.00	234 73
Tallgrass Energy Partners	156034	221.0	Various	Various	10,074.48	9,198.00	876.48
Western Gas Partners LP	156034	56.0	Various	Various	2,649.87	1,969.00	680.87
Williams Partners LP	156034	417.0	Various	Various	15,110.33	13,245.00	1,865.33
Total K-1's sold					286,662.04	120,371.00	166,291.04
				Total MSSB	1,329,563 41	1,144,128 55	185,434.86
				Pass through from K-1's	1,482.00		1,482 00
				Capital Gain Distributions	2,044.83		2,044 83
				TOTAL	1,333,090 24	1,144,128 55	188,961.69