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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2008

Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning JUL 1, 2008, and ending JUN 30, 2009

Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type
See Specific
Instructions.

Name of foundation

McKnight Brain Research Foundation

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

Post Office Box 620005

City or town, state, and ZIP code

Orlando, FL 32862

A Employer identification number

65-6301255

B Telephone number

407-237-5907

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 39,447,095. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)**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))

(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

2 Check ☒ If the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 25,306,350.

7 Capital gain net income (from Part IV, line 2)

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)

11 Other income

12 Total Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees Stmt 4 42,186.

b Accounting fees Stmt 5 1,000.

c Other professional fees

17 Interest

18 Taxes Stmt 6 76,600.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses Stmt 7 3,050.

24 Total operating and administrative expenses Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements.

Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	485,760.	1,170,543.	1,170,543.
	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			
	7 Other notes and loans receivable ▶ 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			
	b Investments - corporate stock Stmt 8	999,801.	1,961,603.	2,122,260.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	51,144,087.	40,389,850.	36,154,292.
Liabilities	14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	52,629,648.	43,521,996.	39,447,095.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	52,629,648.	43,521,996.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
Net Assets or Fund Balances	30 Total net assets or fund balances	52,629,648.	43,521,996.	
	31 Total liabilities and net assets/fund balances	52,629,648.	43,521,996.	

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	52,629,648.
2 Enter amount from Part I, line 27a	2	<9,082,920.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	43,546,728.
5 Decreases not included in line 2 (itemize) ▶ T. Rowe Price basis adjustment	5	24,732.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	43,521,996.

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				
b See Attached Statements				
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				
b				
c				
d				
e 25,306,350.		33,577,661.	<8,271,311.>	
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				
b				
c				
d				
e			<8,271,311.>	
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	<8,271,311.>
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). If (loss), enter -0- in Part I, line 8		{ }	3	N/A

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))
2007	3,050,875.	57,544,041.	.053018
2006	3,246,129.	57,950,543.	.056016
2005	1,978,489.	53,563,568.	.036937
2004	3,026,049.	49,369,240.	.061294
2003	1,665,404.	48,620,060.	.034253
2 Total of line 1, column (d)			2 .241518
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 .048304
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 40,492,632.
5 Multiply line 4 by line 3			5 1,955,956.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,870.
7 Add lines 5 and 6			7 1,963,826.
8 Enter qualifying distributions from Part XII, line 4			8 2,517,340.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	7,870.
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	7,870.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,870.
6 Credits/Payments:			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	82,539.	
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	82,539.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	74,669.	
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax 60,000. Refunded	11	14,669.	

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.tnbrf.org</u>	13	X	
14	The books are in care of ► <u>SunTrust Bank</u> Telephone no. ► <u>(407) 237-5907</u> Located at ► <u>300 South Orange Avenue, Orlando, FL</u> ZIP+4 ► <u>32801</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ► _____		
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.)	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. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2008 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 2008.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2008?		X

Form 990-PF (2008)

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

X

If you answered "Yes" to 6b, also 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?

N/A

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.

(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
See Statement 10		227,420.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. 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

0

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

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.

Form 990-PF (2008)

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	40,372,899.
b	Average of monthly cash balances	1b	736,372.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	41,109,271.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	41,109,271.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	616,639.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,492,632.
6	Minimum investment return. Enter 5% of line 5	6	2,024,632.

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	2,024,632.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	7,870.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,870.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,016,762.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,016,762.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,016,762.

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	2,517,340.
b	Program-related investments - total from Part IX-B	1b	0.
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	2,517,340.
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	5	7,870.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,509,470.

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				2,016,762.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006	448,561.			
e From 2007	292,939.			
f Total of lines 3a through e	741,500.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 2,517,340.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				2,016,762.
e Remaining amount distributed out of corpus	500,578.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	1,242,078.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,242,078.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006	448,561.			
d Excess from 2007	292,939.			
e Excess from 2008	500,578.			

N/A

Form **990-PF** (2008)

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				
University of Alabama, 153 Third Avenue South, Birmingham, Alabama 35294		Public charity	Funding of the Evelyn F. McKnight Brain Institute at UAB	1,000,000.
University of Arizona, P.O. Box 245115, Tuscon, Arizona 85724		Public charity	Funding of the University of Arizona Evelyn F. McKnight Brain Institute	1,300,000.
Total			3a	2,300,000.
b Approved for future payment				
None				
Total			3b	0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

- 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
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer or trustee

Date _____

Title

Preparer's
signature

Firm's name (or yours if self-employed), address, and ZIP code

Michelle M Wales, CTA

Date

05/17/10

☐ Check if self-employed

Preparer's identifying number

P00428093

EIN ► 20-4193611

Phone no. **407-770-6000**

Form **990-PF** (2008)

McKnight Brain Research Foundation

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	Dreyfus Advantage FD Inc Premier M/C	P	Various	Various
b	DWS International Fd Inc Intl Fd	P	Various	Various
c	DWS Investment Trust Cap Growth Fd	P	Various	Various
d	Goldman Sachs TR Emerging Mkts Equity	P	Various	Various
e	Goldman Sachs TR Emerging Mkts Equity	P	Various	Various
f	Johnson & Johnson Com	P	Various	Various
g	Legg Mason Global TR Inc Emerg Mkts - I	P	Various	Various
h	MFS Ser TR I Core Growth I	P	Various	Various
i	MFS Ser TR I Resh Intl Fd	P	Various	Various
j	PIMCO Fds Pac Invt Mgmt Ser Global	P	Various	Various
k	PIMCO Fds Pac Invt Mgmt Ser Global	P	Various	Various
l	Ridgeworth FD - Aggressive Grwth #558	P	Various	Various
m	Ridgeworth FD - Aggressive Grwth #558	P	Various	Various
n	Ridgeworth FD - Largecap Val Equity #512	P	Various	Various
o	Ridgeworth FD - Largecap Val Equity #512	P	Various	Various

(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 427,073.		799,454.	<372,381.>
b 7,047,972.		8,047,672.	<999,700.>
c 5,853,593.		8,814,998.	<2,961,405.>
d 894,166.		1,651,029.	<756,863.>
e 384,339.		454,833.	<70,494.>
f 343.		314.	29.
g 50,000.		55,071.	<5,071.>
h 900,000.		842,696.	57,304.
i 1,150,000.		1,851,486.	<701,486.>
j 2,028,832.		1,940,533.	88,299.
k 2,021,643.		2,241,062.	<219,419.>
l 1,278,919.		1,911,461.	<632,542.>
m 236,176.		384,329.	<148,153.>
n 1,373,623.		2,246,910.	<873,287.>
o 26,377.		36,872.	<10,495.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<372,381.>
b			<999,700.>
c			<2,961,405.>
d			<756,863.>
e			<70,494.>
f			29.
g			<5,071.>
h			57,304.
i			<701,486.>
j			88,299.
k			<219,419.>
l			<632,542.>
m			<148,153.>
n			<873,287.>
o			<10,495.>

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

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).
If (loss), enter "-0-" in Part I, line 8 }

3

McKnight Brain Research Foundation

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	Ridgeworth FD - Midcap Val Eq #412	P	Various	Various
b	Ridgeworth FD - Midcap Val Eq #412	P	Various	Various
c	T Rowe Price Real Estate FD Com	P	Various	Various
d	T Rowe Price Real Estate FD Com	P	Various	Various
e	Spdr DJ Wilshire Intl Real Estate Fd	P	Various	Various
f	Lighthouse Global Long/Short Fund, L.P.	P		
g	Lighthouse Global Long/Short Fund, L.P.	P		
h	Lighthouse Diversified Fund (QP) II, L.P.	P		
i	Lighthouse Diversified Fund (QP) II, L.P.	P		
j	Lighthouse Credit Opportunities Fund, L.P.	P		
k	Lighthouse Credit Opportunities Fund, L.P.	P		
l	Capital Gains Dividends			
m				
n				
o				

(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 25,000.		34,375.	<9,375.>
b 40,000.		44,967.	<4,967.>
c 508,530.		1,035,587.	<527,057.>
d 7,470.		15,044.	<7,574.>
e 752,178.		999,488.	<247,310.>
f 188.		291.	<103.>
g 361.		558.	<197.>
h 34,094.		59,020.	<24,926.>
i		65,367.	<65,367.>
j		3,572.	<3,572.>
k 47,469.		40,672.	6,797.
l 218,004.			218,004.
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<9,375.>
b			<4,967.>
c			<527,057.>
d			<7,574.>
e			<247,310.>
f			<103.>
g			<197.>
h			<24,926.>
i			<65,367.>
j			<3,572.>
k			6,797.
l			218,004.
m			
n			
o			

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	<8,271,311.>
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Dreyfus Advantage FD Inc Premier M/C				Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
427,073.	799,454.	0.	0.	<372,381.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
DWS International Fd Inc Intl Fd			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
7,047,972.	8,047,672.	0.	0.	<999,700.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
DWS Investment Trust Cap Growth Fd			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
5,853,593.	8,814,998.	0.	0.	<2,961,405.>	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
Goldman Sachs TR Emerging Mkts Equity				Purchased	Various	Various
	894,166.	1,651,029.	0.	0.	<756,863.>	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
Goldman Sachs TR Emerging Mkts Equity				Purchased	Various	Various
	384,339.	454,833.	0.	0.	<70,494.>	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
Johnson & Johnson Com				Purchased	Various	Various
	343.	314.	0.	0.	29.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired (e) Deprec.	Date Acquired (f) Gain or Loss	Date Sold
Legg Mason Global TR Inc Emerg Mkts - I				Purchased	Various	Various
	50,000.	55,071.	0.	0.	<5,071.>	

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
MFS Ser TR I Core Growth I	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
900,000.	842,696.	0.	0.	57,304.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
MFS Ser TR I Resh Intl Fd	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,150,000.	1,851,486.	0.	0.	<701,486.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
PIMCO Fds Pac Invt Mgmt Ser Global	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,028,832.	1,940,533.	0.	0.	88,299.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
PIMCO Fds Pac Invt Mgmt Ser Global	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,021,643.	2,241,062.	0.	0.	<219,419.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired	Date Acquired	Date Sold			
Ridgeworth FD - Aggressive Grwth #558	Purchased	Various	Various		
	1,278,919.	1,911,461.	0.	0.	<632,542.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired	Date Acquired	Date Sold			
Ridgeworth FD - Aggressive Grwth #558	Purchased	Various	Various		
	236,176.	384,329.	0.	0.	<148,153.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired	Date Acquired	Date Sold			
Ridgeworth FD - Largecap Val Eqty #512	Purchased	Various	Various		
	1,373,623.	2,246,910.	0.	0.	<873,287.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Manner Acquired	Date Acquired	Date Sold			
Ridgeworth FD - Largecap Val Eqty #512	Purchased	Various	Various		
	26,377.	36,872.	0.	0.	<10,495.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Ridgeworth FD - Midcap Val Eq #412	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
25,000.	34,375.	0.	0.	<9,375.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Ridgeworth FD - Midcap Val Eq #412	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
40,000.	44,967.	0.	0.	<4,967.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
T Rowe Price Real Estate FD Com	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
508,530.	1,035,587.	0.	0.	<527,057.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
T Rowe Price Real Estate FD Com	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
7,470.	15,044.	0.	0.	<7,574.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Spdr DJ Wilshire Intl Real Estate Fd	Purchased		Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
752,178.	999,488.	0.	0.	<247,310.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Lighthouse Global Long/Short Fund, L.P.	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
188.	291.	0.	0.	<103.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Lighthouse Global Long/Short Fund, L.P.	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
361.	558.	0.	0.	<197.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Lighthouse Diversified Fund (QP) II, L.P.	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
34,094.	0.	0.	0.	34,094.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Lighthouse Diversified Fund (QP) II, L.P.	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	65,367.	0.	0.	<65,367.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Lighthouse Credit Opportunities Fund, L.P.	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	24,968.	0.	0.	<24,968.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Lighthouse Credit Opportunities Fund, L.P.	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
47,469.	0.	0.	0.	47,469.

Capital Gains Dividends from Part IV	218,004.
Total to Form 990-PF, Part I, line 6a	<8,193,015.>

Form 990-PF	Dividends and Interest from Securities	Statement	2
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Domestic dividends	370,142.	0.	370,142.
Foreign dividends	110,549.	0.	110,549.
Foreign Interest	6,414.	0.	6,414.
Long-term 15% Capital Gains Dividend	218,004.	218,004.	0.

McKnight Brain Research Foundation

65-6301255

Nonqualified Domestic Dividends	198,085.	0.	198,085.
Nonqualified Foreign Dividends	26,992.	0.	26,992.
Nontaxable Dividends	11,988.	0.	11,988.
US Govt int reported as nonqualified dividends	868.	0.	868.
US Govt Int reported as qualified dividends	8.	0.	8.
Total to Fm 990-PF, Part I, ln 4	943,050.	218,004.	725,046.

Form 990-PF	Other Income	Statement	3
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Litigation Proceeds	63,324.	0.	
Income from Partnerships	1,051,694.	226,747.	
Total to Form 990-PF, Part I, line 11	1,115,018.	226,747.	

Form 990-PF	Legal Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	42,186.	14,343.		25,312.
To Fm 990-PF, Pg 1, ln 16a	42,186.	14,343.		25,312.

Form 990-PF	Accounting Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	1,000.	500.		500.
To Form 990-PF, Pg 1, ln 16b	1,000.	500.		500.

Form 990-PF	Taxes		Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Estimated 990-T payments	52,492.	0.		0.
Estimated 990-PF payments	4,761.	0.		0.
Foreign Taxes	19,347.	19,347.		0.
To Form 990-PF, Pg 1, ln 18	76,600.	19,347.		0.

Form 990-PF	Other Expenses		Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Miscellaneous Expenses	1,409.	705.		704.
Insurance	1,641.	821.		820.
To Form 990-PF, Pg 1, ln 23	3,050.	1,526.		1,524.

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value		Fair Market Value	
Equity Securities	1,961,603.		2,122,260.	
Total to Form 990-PF, Part II, line 10b	1,961,603.		2,122,260.	

Form 990-PF	Other Investments		Statement	9
Description	Valuation Method	Book Value	Fair Market Value	
Mutual Funds / Proprietary Funds	COST	40,389,850.	36,154,292.	
Total to Form 990-PF, Part II, line 13		40,389,850.	36,154,292.	

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
SunTrust Bank	Trustee 15.00	67,420.	0.	0.
Dr. Michael Dockery	Trustee 6.00	40,000.	0.	0.
Dr. J. Lee Dockery	Trustee 6.00	40,000.	0.	0.
Dr. Nina Ellenbogen Raim	Trustee 6.00	40,000.	0.	0.
Dr. John G. Clarkson	Trustee 6.00	40,000.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		227,420.	0.	0.

Form 990-PF	Grant Application Submission Information	Statement	11
	Part XV, Lines 2a through 2d		

Name and Address of Person to Whom Applications Should be Submitted

Teresa Borchek
c/o SunTrust Bank, 200 South Orange Avenue, SOAB-10
Orlando, Florida 32801

Telephone Number

Form and Content of Applications

No required format.

Any Submission Deadlines

None.

Restrictions and Limitations on Awards

The following guidelines will be used in review of applications:

- Innovative and efficient approaches to fundamental medical research of the brain on the mechanisms underlying the formation, storage and retrieval of memories, the impairment of these processes associated with aging, and the development of therapeutic strategies for the prevention and/or alleviation of these impairments in humans, intended principally for clinical application.
 - Seed grants to initiate promising new projects for medical research of the brain in age related memory loss.
 - Grants to charitable organizations or institutions involved in the medical research of the brain in age related memory loss.
-