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Return of Private Foundation

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

Treated as a Private Foundation

OMB No 1545-0052

2009

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 2009, or tax year beginning JUL 1, 2009, and ending JUN 30, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation McKnight Brain Research Foundation		A Employer identification number 65-6301255
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 200 South Orange Avenue, SOAB 10		B Telephone number 407-237-5907
	City or town, state, and ZIP code Orlando, FL 32801		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 39,991,365.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		531,320.	529,937.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		576,948.			Statement 1
b Gross sales price for all assets on line 6a 21,613,855.					
7 Capital gain net income (from Part IV, line 2)			618,140.		
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		23,494.	<84,236.>		Statement 3
12 Total. Add lines 1 through 11		1,131,762.	1,063,841.		
13 Compensation of officers, directors, trustees, etc		251,365.	125,682.		125,683.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 4		39,343.	13,377.		23,606.
b Accounting fees Stmt 5		24,632.	12,316.		12,316.
c Other professional fees					
17 Interest					
18 Taxes		24,968.	10,433.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		61,434.	4,857.		56,577.
22 Printing and publications					
23 Other expenses Stmt 7		2,668.	1,334.		1,334.
24 Total operating and administrative expenses. Add lines 13 through 23		404,410.	167,999.		219,516.
25 Contributions, gifts, grants paid		3,570,100.			3,570,100.
26 Total expenses and disbursements. Add lines 24 and 25		3,974,510.	167,999.		3,789,616.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<2,842,748.>			
b Net investment income (if negative, enter -0-)			895,842.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		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	1,170,543.	949,607.	949,607.
	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	1,961,603.	1,634,662.	1,678,250.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	40,389,850.	38,094,979.	37,363,508.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	43,521,996.	40,679,248.	39,991,365.	
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			
	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	43,521,996.	40,679,248.	
	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.		
30 Total net assets or fund balances	43,521,996.	40,679,248.		
31 Total liabilities and net assets/fund balances	43,521,996.	40,679,248.		

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 43,521,996.
2 Enter amount from Part I, line 27a	2 <2,842,748.>
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 40,679,248.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 40,679,248.

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 21,613,855.		20,995,715.	618,140.

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			618,140.

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	618,140.
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))
2008	2,509,470.	40,492,632.	.061973
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

2 Total of line 1, column (d)	2	.269238
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	.053848
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	40,674,864.
5 Multiply line 4 by line 3	5	2,190,260.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,958.
7 Add lines 5 and 6	7	2,199,218.
8 Enter qualifying distributions from Part XII, line 4	8	3,789,616.

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 or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	8,958.
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		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	8,958.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	8,958.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	88,776.	
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	88,776.	
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	79,818.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 20,000. Refunded <input type="checkbox"/>	11	59,818.	

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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> 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 2009 or the taxable year beginning in 2009 (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>200 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	1b	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 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	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. ► _____, _____, _____, _____		
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 2009 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 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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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?

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

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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		251,365.	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.

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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	40,981,161.
b	Average of monthly cash balances	1b	313,117.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	41,294,278.
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	41,294,278.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	619,414.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,674,864.
6	Minimum investment return. Enter 5% of line 5	6	2,033,743.

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	2,033,743.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	8,958.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	72,235.
c	Add lines 2a and 2b	2c	81,193.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,952,550.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,952,550.
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	1,952,550.

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	3,789,616.
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	3,789,616.
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	8,958.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,780,658.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				1,952,550.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				448,561.
d From 2007				292,939.
e From 2008				500,578.
f Total of lines 3a through e	1,242,078.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 3,789,616.				
a Applied to 2008, 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 2009 distributable amount				1,952,550.
e Remaining amount distributed out of corpus	1,837,066.			
5 Excess distributions carryover applied to 2009 (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:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,079,144.			
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 2008 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,079,144.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				448,561.
c Excess from 2007				292,939.
d Excess from 2008				500,578.
e Excess from 2009				1,837,066.

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

- | | | Yes | No |
|---|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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.

Signature of officer or trustee	Date
<i>By: Melissa D. Caneels</i>	<i>5</i>

Date _____

Title

Sign Here

Paid
Preparer's
Use Only

Preparer's
signature

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

► Michele M. Wale CPA

Date

05/16/11

Check if self-employee	
------------------------	--

Preparer's identifying number

P00428093

EIN ▶ 20-4193611

Phone no 407-770-6000

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	IShares S&P/CITI Intl Trsy BD ETF	P	Various	Various
b	IShares TR Russell 1000 Growth Index	P	Various	Various
c	MFS Core Growth-I	P	Various	Various
d	MFS Research Intl-I	P	Various	Various
e	MFS Research Intl-I	P	Various	Various
f	Ridgeworth FD-Largecap Val Eqty #512	P	Various	Various
g	Ridgeworth FD-Midcap Val Eqty #412	P	Various	Various
h	Ridgeworth FD-Midcap Val Eqty #412	P	Various	Various
i	Ridgeworth FD-Seix High Yield #855	P	Various	Various
j	Ridgeworth FD-Smallcap Growth #614	P	Various	Various
k	Ridgeworth FD-Smallcap Growth #614	P	Various	Various
l	Rowe T Price Real Estate FD Com	P	Various	Various
m	Rowe T Price Real Estate FD Com	P	Various	Various
n	Vanguard Institutional Index Fdshr Ben Int	P	Various	Various
o	Vanguard Institutional Index Fdshr Ben Int	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 334,704.		326,941.	7,763.
b 6,734,543.		6,702,564.	31,979.
c 7,261,329.		5,676,905.	1,584,424.
d 150,000.		188,251.	<38,251.>
e 55,000.		66,110.	<11,110.>
f 2,590,000.		3,470,693.	<880,693.>
g 65,976.		66,858.	<882.>
h 284,024.		298,488.	<14,464.>
i 550,000.		487,647.	62,353.
j 304,704.		250,000.	54,704.
k 455,712.		563,612.	<107,900.>
l 61,179.		41,041.	20,138.
m 409,796.		601,288.	<191,492.>
n 332,502.		450,000.	<117,498.>
o 858,736.		1,063,589.	<204,853.>

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			7,763.
b			31,979.
c			1,584,424.
d			<38,251.>
e			<11,110.>
f			<880,693.>
g			<882.>
h			<14,464.>
i			62,353.
j			54,704.
k			<107,900.>
l			20,138.
m			<191,492.>
n			<117,498.>
o			<204,853.>

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

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	Lighthouse Global Long/Short Fund, L.P. K1		P	Various	Various
b	Lighthouse Credit Opportunities Fund, L.P. K1		P	Various	Various
c	Lighthouse Credit Opportunities Fund, L.P. K1		P	Various	Various
d	Lighthouse Diversified Fund (QP) II, L.P. K1		P	Various	Various
e	Lighthouse Diversified Fund (QP) II, L.P. K1		P	Various	Various
f	Lighthouse Global Long/Short Fund, L.P. K1		P	Various	Various
g	Lighthouse Diversified Fund (QP) II, L.P.				
h	Lighthouse Global Long/Short Fund, L.P.				
i					
j					
k					
l					
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 348,176.		57,266.	290,910.
b 48,431.		9,182.	39,249.
c 5,594.		1,020.	4,574.
d 763,449.		530,125.	233,324.
e		126,184.	<126,184.>
f		17,951.	<17,951.>
g			0.
h			0.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			290,910.
b			39,249.
c			4,574.
d			233,324.
e			<126,184.>
f			<17,951.>
g			0.
h			0.
i			
j			
k			
l			
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	618,140.
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	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
IShares S&P/CITI INTl Trsy BD ETF					
	334,704.	326,941.	0.	0.	7,763.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
IShares TR Russell 1000 Growth Index					
	6,734,543.	6,702,564.	0.	0.	31,979.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
MFS Core Growth-I					
	7,261,329.	5,676,905.	0.	0.	1,584,424.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
MFS Research Intl-I			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
150,000.	188,251.	0.	0.	<38,251.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
MFS Research Intl-I			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
55,000.	66,110.	0.	0.	<11,110.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ridgeworth FD-Largecap Val Eqty #512			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
2,590,000.	3,470,693.	0.	0.	<880,693.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ridgeworth FD-Midcap Val Eqty #412			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
65,976.	66,858.	0.	0.	<882.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ridgeworth FD-Midcap Val Eqty #412			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
284,024.	298,488.	0.	0.	<14,464.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ridgeworth FD-Seix High Yield #855			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
550,000.	487,647.	0.	0.	62,353.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ridgeworth FD-Smallcap Growth #614			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
304,704.	250,000.	0.	0.	54,704.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ridgeworth FD-Smallcap Growth #614			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
455,712.	563,612.	0.	0.	<107,900.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Rowe T 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	
61,179.	41,041.	0.	0.	20,138.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Rowe T 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	
409,796.	601,288.	0.	0.	<191,492.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Vanguard Institutional Index Fdshr Ben Int			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
332,502.	450,000.	0.	0.	<117,498.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Vanguard Institutional Index Fdshr Ben Int			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
858,736.	1,063,589.	0.	0.	<204,853.>	

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Global Long/Short Fund, L.P. K1		Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
348,176.	348,176.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Credit Opportunities Fund, L.P. K1		Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
48,431.	48,431.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Credit Opportunities Fund, L.P. K1		Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
5,594.	5,594.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Diversified Fund (QP) II, L.P. K1		Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
763,449.	763,449.	0.	0.	0.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Lighthouse Diversified Fund (QP) II, L.P. K1	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	0.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold	
Lighthouse Global Long/Short Fund, L.P. K1	Purchased	Various	Various	
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	0.	0.	0.	0.

(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.	<393,234.>	0.	0.	393,234.

(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
0.	10,504.	0.	0.	<10,504.>

Capital Gains Dividends from Part IV

0.

Total to Form 990-PF, Part I, line 6a

576,948.

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	291,427.	0.	291,427.
Foreign dividends	58,335.	0.	58,335.
Foreign Interest	18,267.	0.	18,267.
Nonqualified Domestic Dividends	161,471.	0.	161,471.
Nontaxable Dividends	1,383.	0.	1,383.
US Govt int reported as nonqualified dividends	437.	0.	437.
Total to Fm 990-PF, Part I, ln 4	531,320.	0.	531,320.

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	23,494.	0.	
Income/Loss from Partnerships	0.	<84,236.>	
Total to Form 990-PF, Part I, line 11	23,494.	<84,236.>	

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	39,343.	13,377.		23,606.
To Fm 990-PF, Pg 1, ln 16a	39,343.	13,377.		23,606.

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	24,632.	12,316.		12,316.
To Form 990-PF, Pg 1, ln 16b	24,632.	12,316.		12,316.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Estimated 990-T payments	24,569.	0.		0.
Estimated 990-PF payments	4,207.	0.		0.
Foreign Taxes	10,433.	10,433.		0.
2008 Federal Tax Refund received	<14,241.>	0.		0.
To Form 990-PF, Pg 1, ln 18	24,968.	10,433.		0.

Form 990-PF	Other Expenses	Statement	7
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Miscellaneous Expenses	1,028.	514.		514.
Insurance	1,640.	820.		820.
To Form 990-PF, Pg 1, ln 23	2,668.	1,334.		1,334.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
Equity Securities	1,634,662.	1,678,250.
Total to Form 990-PF, Part II, line 10b	1,634,662.	1,678,250.

Form 990-PF Other Investments Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Mutual Funds / Proprietary Funds	COST	38,094,979.	37,363,508.
Total to Form 990-PF, Part II, line 13		38,094,979.	37,363,508.

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	10
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Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Dr. John G. Clarkson	Trustee 6.00	40,000.	0.	0.
Dr. J. Lee Dockery	Trustee 6.00	40,000.	0.	0.
Dr. Michael Dockery	Trustee 6.00	40,000.	0.	0.
Dr. Nina Ellenbogen Raim	Trustee 6.00	40,000.	0.	0.
Dr. Judith A. Salerno	Trustee 6.00	40,000.	0.	0.

McKnight Brain Research Foundation

65-6301255

SunTrust Bank	Trustee 15.00	51,365.	0.	0.
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Totals included on 990-PF, Page 6, Part VIII

<u>251,365.</u>	<u>0.</u>	<u>0.</u>
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Form 990-PF

Grant Application Submission Information
Part XV, Lines 2a through 2d

Statement 11

Name and Address of Person to Whom Applications Should be Submitted

Foundations and Endowments Specialty Practice
c/o SunTrust Bank, 200 South Orange Avenue, SOAB 10
Orlando, FL 32801

Telephone NumberForm 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.



MCKNIGHT BRAIN RESEARCH FDN TT
ACCOUNT NO.

PORTFOLIO SUMMARY

AS OF 06/30/10

PAGE 2

MAJOR INVESTMENT CLASS	MARKET VALUE	PERCENT OF ACCOUNT	FEDERAL TAX COST	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET
PRINCIPAL PORTFOLIO						
STIF & MONEY MARKET FUNDS	949,606.84	2.37 %	949,606.84	0.00	633	0.07 %
EQUITY SECURITIES	1,678,250.00	4.20 %	1,634,662.20	43,587.80	41,895	2.50 %
MUTUAL FUNDS	29,643,758.28	74.13 %	30,361,169.16	717,410.88	270,998	0.91 %
PROPRIETARY FUNDS	7,719,749.25	19.30 %	7,733,804.01	14,054.76	217,690	2.82 %
MISCELLANEOUS ASSETS	0.00	0.00 %	6.00	6.00	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL	39,991,364.37	100.00 %	40,679,248.21	687,883.84	531,217	1.33 %

TOTAL ASSETS	39,991,364.37	100.00 %	40,679,248.21	687,883.84	531,217	1.33 %
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MCKNIGHT BRAIN RESEARCH FDN TT
ACCOUNT NO.

PORTFOLIO DETAIL
AS OF 06/30/10

PAGE 3

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
<u>STIF & MONEY MARKET FUNDS</u>						
949,606.84	RIDGEWORTH FD-PRIME QUALITY MMKT I SHS #500 CUSIP: 76628T389	949,606.84 1.000 2.37 %	949,606.84 1.00	0.00	633	0.07 % 0.00 %
<u>EQUITY SECURITIES</u>						
<u>MUTUAL FUNDS-FIXED INCOME</u>						
17,500	ISHARES TR S&P/CITIGROUP INTL TREASURY BD ETF CUSIP: 464288117	1,678,250.00 95.900 4.20 %	1,634,662.20 93.41	43,587.80	41,895	2.50 % 0.00 %
<u>MUTUAL FUNDS</u>						
100,597.296	HARBOR FD CAPITAL APPRECIATION FD INSTL CL CUSIP: 411511504	2,963,596.34 29,460 7.41 %	3,200,000.00 31.81	236,403.66-	8,752	0.30 % 0.00 %
148,237.509	HARTFORD MUT FDS INC DIVIDEND & GROWTH FD CL Y CUSIP: 416645828	2,365,870.64 15.960 5.92 %	2,736,428.55 18.46	370,557.91-	45,805	1.94 % 0.00 %
39,925.022	INVESCO GROWTH SER SMALL CAP GROWTH FD CL INSTL CUSIP: 00141M622	928,256.76 23.250 2.32 %	907,000.00 22.72	21,256 76	0	0.00 % 0.00 %
138,136.82	JENSEN PORTFOLIO INC CL I SHS CUSIP: 476313309	3,132,943.08 22,680 7.83 %	3,487,078.32 25.24	354,135.24-	43,651	1.39 % 0.00 %



MCKNIGHT BRAIN RESEARCH FDN TT
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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
84,343.295	LEGG MASON GLOBAL TR INC BATTERYMARCH EMERGING MKTS TR INSTL CUSIP: 52465U607	1,610,113.50 19.090 4.03 %	1,136,370.70 13.47	473,742.80	13,664	0.85 % 0.00 %
27,500	LIGHTHOUSE CREDIT OPPORTUNITIES LP CUSIP: LHP000482	2,294,985.00 83.454 5.74 %	2,750,000.00 100.00	455,015.00-	0	0.00 % 0.00 %
36,477.422	LIGHTHOUSE GLOBAL LONG/SHORT LP CUSIP: 532LHP156	4,913,545.19 134.701 12.29 %	4,289,495.80 117.59	624,049.39	0	0.00 % 0.00 %
25,258.813	LIGHTHOUSE DIVERSIFIED QPII LP CUSIP: 532LHP107	3,985,486.99 157.786 9.97 %	2,694,928.29 106.69	1,290,558.70	0	0.00 % 0.00 %
226,235.276	MFS SER TR I RESEARCH INTL FD INSTL CL CUSIP: 552983470	2,834,728.01 12.530 7.09 %	3,565,662.09 15.76	730,934.08-	51,808	1.83 % 0.00 %
48,936.608	VANGUARD INSTL INDEX FD SH BEN INT CUSIP: 922040100	4,614,232.77 94.290 11.54 %	5,594,205.41 114.32	979,972.64-	107,318	2.33 % 0.00 %
TOTAL MUTUAL FUNDS		29,643,758.28	30,361,169.16	717,410.88-	270,998	0.91 %



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PROPRIETARY FUNDS						
86,968.332	RIDGEWORTH FD-CORPORATE BD FD I SHS #414 CUSIP: 76628T546	854,029.02 9.820 2.14 %	785,960.87 9.04	68,068.15	39,918	4.67 % 0.00 %
109,215.285	RIDGEWORTH FD-HIGH INCOME I SHS #615 CUSIP: 76628T405	708,807.20 6.490 1.77 %	720,983.50 6.60	12,176.30-	59,195	8.35 % 0.00 %
269,988.826	RIDGEWORTH FD-LARGCAP VAL EQUITY I SHS #512 CUSIP: 76628R672	2,810,583.68 10.410 7.03 %	3,200,707.40 11.85	390,123.72-	43,738	1.56 % 0.00 %
185,177.331	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #412 CUSIP: 76628R615	1,835,107.35 9.910 4.59 %	1,401,064.20 7.57	434,043.15	20,184	1.10 % 0.00 %
57,066.207	RIDGEWORTH FD-SEIX HIGH YIELD I SHS #855 CUSIP: 76628T645	526,150.43 9.220 1.32 %	462,733.33 8.11	63,417.10	43,770	8.32 % 0.00 %
90,706.406	RIDGEWORTH FD-SMALLCAP VAL EQUITY I SHS #588 CUSIP: 76628R474	985,071.57 10.860 2.46 %	1,162,354.71 12.81	177,283.14-	10,885	1.10 % 0.00 %
TOTAL PROPRIETARY FUNDS				14,054.76-	217,690	2.82 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
MISCELLANEOUS ASSETS						
1	CLASS ACTION PENDING AOL/TIME WARNER ON RCPT OF FINAL PMT CUSIP: 997000JA3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING AT & T ON RCPT OF FINAL PMT CUSIP: 997000KY9	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING BRISTOL MYERS 2ND ON RCPT OF FINAL PMT CUSIP: 997000KD5	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CAREER EDUCATION ON RCPT OF FINAL PMT CUSIP: 997000ZM9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING COCA COLA CO (THE) ON RCPT OF FINAL PMT CUSIP: 997000ZY3	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING CONAGRA ON RCPT OF FINAL PMT CUSIP: 997000EJ9	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING DELL INC ON RCPT OF FINAL PMT CUSIP: 997001HY1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	CLASS ACTION PENDING ENRON CORP ON RCPT OF FINAL PMT CUSIP: 997000WS9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT CUSIP: 997000NN0	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING HONEYWELL INTL INC ON RCPT OF FINAL PMT CUSIP: 997000BB9	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING KING PHARMACEUTICALS ON RCPT OF FINAL PMT CUSIP: 997000QD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MERCURY INTERACTIVE CORP ON RCPT OF FINAL PMT CUSIP: 997001AC6	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING MOTOROLA ON RCPT OF FINAL PMT CUSIP: 997001FD9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING SPRINT CORP ON RCPT OF FINAL PMT CUSIP: 997000VN1	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %



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PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
1	CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT CUSIP: 997000KE3	0.00 0.000 0.00 %	1.00 1.00	1.00-	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TENET HEALTHCARE CORP ON RCPT OF FINAL PMT CUSIP: 997001AH5	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
1	CLASS ACTION PENDING TYCO INTL ON RCPT OF FINAL PMT CUSIP: 997000VX9	0.00 0.000 0.00 %	0.00 0.00	0.00	0	0.00 % 0.00 %
TOTAL MISCELLANEOUS ASSETS		0.00	6.00	6.00-	0	0.00 %
PRINCIPAL PORTFOLIO TOTAL		39,991,364.37	40,679,248.21	687,883.84-	531,217	1.33 %
TOTAL ASSETS		39,991,364.37	40,679,248.21	687,883.84-	531,217	1.33 %