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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation
McKnight Brain Research Foundation

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
2200 South Orange Avenue, SOAB 10

City or town, state, and ZIP code
Orlando, FL 32801

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **41,206,393.** (Part I, column (d) must be on cash basis.)

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

A Employer identification number
65-6301255

B Telephone number
407-237-4485

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 ☐

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		817,640.	817,640.		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<46,886.>			Statement 1
b Gross sales price for all assets on line 6a		9,471,239.			
7 Capital gain net income (from Part IV, line 2)			22,072.		
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		87,710.	<71,932.>		Statement 3
12 Total. Add lines 1 through 11		858,464.	767,780.		
13 Compensation of officers, directors, trustees, etc.		252,310.	126,155.		126,155.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees Stmt 4		33,359.	6,672.		20,015.
b Accounting fees Stmt 5		12,675.	4,436.		4,436.
c Other professional fees					
17 Interest					
18 Taxes Stmt 6		9,336.	9,336.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		156,965.	3,554.		153,411.
22 Printing and publications					
23 Other expenses Stmt 7		3,582.	1,791.		1,791.
24 Total operating and administrative expenses. Add lines 13 through 23		468,227.	151,944.		305,808.
25 Contributions, gifts, grants paid		2,310,000.			2,310,000.
26 Total expenses and disbursements. Add lines 24 and 25		2,778,227.	151,944.		2,615,808.
27 Subtract line 26 from line 12		<1,919,763.>			
a Excess of revenue over expenses and disbursements			615,836.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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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	1,069,633.	963,910.	963,910.
	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 Stmt 8	4,785,009.	2,124,114.	2,173,743.
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans Stmt 9	33,202,856.	34,049,711.	38,068,740.
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Statement 10)	5.	5.	0.
Net Assets or Fund Balances	16 Total assets (to be completed by all filers)	39,057,503.	37,137,740.	41,206,393.
	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.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	39,057,503.	37,137,740.	
	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	39,057,503.	37,137,740.	
	31 Total liabilities and net assets/fund balances	39,057,503.	37,137,740.	

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	39,057,503.
2 Enter amount from Part I, line 27a	2	<1,919,763.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	37,137,740.
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	37,137,740.

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 9,471,239.		9,449,167.	22,072.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			22,072.

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	22,072.
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))
2010	3,963,509.	41,901,598.	.094591
2009	3,780,658.	40,674,864.	.092948
2008	2,509,470.	40,492,632.	.061973
2007	3,050,875.	57,544,041.	.053018
2006	3,246,129.	57,950,543.	.056016

2 Total of line 1, column (d)	2	.358546
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	.071709
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	40,291,078.
5 Multiply line 4 by line 3	5	2,889,233.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,158.
7 Add lines 5 and 6	7	2,895,391.
8 Enter qualifying distributions from Part XII, line 4	8	2,615,808.

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	12,317.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	12,317.
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	12,317.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6a	12,017.
b Exempt foreign organizations - tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	66.
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	12,083.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	4.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	238.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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
1c 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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.tnbrf.org</u>	13	X	
14	The books are in care of ► <u>SunTrust Bank</u> Telephone no ► <u>(407) 237-4485</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	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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 2011 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 2011.)	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 2011?	4b	X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

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 11		252,310.	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 (2011)

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	40,680,711.
b	Average of monthly cash balances	1b	223,937.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	40,904,648.
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	40,904,648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	613,570.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,291,078.
6	Minimum investment return. Enter 5% of line 5	6	2,014,554.

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	2,014,554.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,317.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	28,299.
c	Add lines 2a and 2b	2c	40,616.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,973,938.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,973,938.
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	1,973,938.

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	2,615,808.
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	2,615,808.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,615,808.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,973,938.
2 Undistributed Income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	448,561.			
b From 2007	292,939.			
c From 2008	500,578.			
d From 2009	1,837,066.			
e From 2010	1,925,179.			
f Total of lines 3a through e	5,004,323.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 2,615,808.				
a Applied to 2010, 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 2011 distributable amount				1,973,938.
e Remaining amount distributed out of corpus	641,870.			
5 Excess distributions carryover applied to 2011 (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	5,646,193.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	448,561.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,197,632.			
10 Analysis of line 9				
a Excess from 2007	292,939.			
b Excess from 2008	500,578.			
c Excess from 2009	1,837,066.			
d Excess from 2010	1,925,179.			
e Excess from 2011	641,870.			

N/A

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

- | Tax year | Prior 3 years | | | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | |

- (4) Gross investment income**

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				
Cold Spring Harbor Laboratory P.O. Box 100 Cold Spring Harbor, NY 11724	None	Public charity	Funding of the 2012 CSHL Workshop in Cognitive Aging	10,000.
Foundation for the National Institutes of Health 9650 Rockville Pike Bethesda, MD 20814	None	Public charity	Funding of the Research Partnership in Cognitive Aging	1,000,000.
University of Alabama at Birmingham 1530 3rd Avenue South Birmingham, AL 35294	None	Public charity	Funding of the Evelyn F. McKnight Brain Institute at UAB	1,000,000.
University of Florida 1938 West University Avenue Gainesville, FL 32603	None	Public charity	Funding of the William G. Luttge Lectureship in Neuroscience	300,000.
Total				2,310,000.
b Approved for future payment				
None				
Total				0.

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		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of preparer *Sunlight Bank as Corporate Trustee of the Sunlight Family Research Fund*
Sy-Melinda Canuso | *2/8/13* | *First Vice President*

Signature of officer or trustee	Date	Title
<i>Sy-Melinda Canuso</i>	<i>2/8/13</i>	<i>First Vice President</i>

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Michele M. Wales	<i>Michele M. Wales</i>	02/06/13		P00428093
Firm's name ▶ Batts Morrison Wales & Lee, P.A.			Firm's EIN ▶ 20-4193611	
Firm's address ▶ 801 North Orange Avenue, Suite 800 Orlando, FL 32801			Phone no 407-770-6000	

Form **990-PF** (2011)

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 Advisors Cambiar Small Cap-I	P		
b Advisors Cambiar Small Cap-I	P		
c Federated Strategic Value-I	P		
d Harbor Fund Capital Appreciation Fund	P		
e Harbor Fund Capital Appreciation Fund	P		
f Hartford Dividend & Growth-Y	P		
g Hartford Dividend & Growth-Y	P		
h Invesco Small Cap Growth-I	P		
i Invesco Small Cap Growth-I	P		
j Ishares Russell Midcap Growth Index	P		
k Ishares Russell Midcap Growth Index	P		
l Ishares Russell Midcap Value Index	P		
m Ishares Russell Midcap Value Index	P		
n Ishares TR Russell 1000 Value Index FD	P		
o Legg Mason BatteryMRC Emrg Mkts-I	P		

(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 343.		347.	<4.>
b 34,582.		39,604.	<5,022.>
c 182,472.		171,370.	11,102.
d 16,801.		14,553.	2,248.
e 196,804.		180,222.	16,582.
f 61,645.		65,203.	<3,558.>
g 62,862.		59,334.	3,528.
h 17,865.		17,237.	628.
i 20,548.		22,160.	<1,612.>
j 386,576.		459,046.	<72,470.>
k 33,439.		35,109.	<1,670.>
l 294,609.		354,658.	<60,049.>
m 36,021.		37,984.	<1,963.>
n 1,477,470.		1,774,097.	<296,627.>
o 325,373.		435,638.	<110,265.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			<4.>
b			<5,022.>
c			11,102.
d			2,248.
e			16,582.
f			<3,558.>
g			3,528.
h			628.
i			<1,612.>
j			<72,470.>
k			<1,670.>
l			<60,049.>
m			<1,963.>
n			<296,627.>
o			<110,265.>

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 Legg Mason BatteryMRC Emrg Mkts-I	P		
b MFS Research Intl-I	P		
c MFS Research Intl-I	P		
d Oppenheimer Developing Mkts Instl-Y	P		
e Pacific Investment Mgmt Instl Trust Total Return	P		
f Pacific Investment Mgmt Instl Trust Total Return	P		
g Pimco Commodity Realrtn Strategy-I	P		
h Pimco Global BD US\$ Hedged-I	P		
i Pimco Invst Grade Corp BD-I	P		
j Ridgeworth FD-High Income #RGCI	P		
k Ridgeworth FD-High Income #RGCI	P		
l Ridgeworth FD-SEIX High Yield #RGCL	P		
m Ridgeworth FD-SEIX High Yield #RGCL	P		
n Templeton Global DB-ADV	P		
o The Jensen Portfolio-I	P		

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,478,392.		1,041,717.	436,675.
b 1,012.		1,118.	<106.>
c 106,309.		129,361.	<23,052.>
d 61,835.		59,449.	2,386.
e 4,412.		4,716.	<304.>
f 313,767.		325,346.	<11,579.>
g 6,290.		8,814.	<2,524.>
h 8,453.		8,318.	135.
i 37,193.		39,702.	<2,509.>
j 12,975.		13,963.	<988.>
k 19,083.		20,574.	<1,491.>
l 8,062.		8,388.	<326.>
m 16,563.		17,469.	<906.>
n 258,429.		265,965.	<7,536.>
o 18,170.		19,141.	<971.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			436,675.
b			<106.>
c			<23,052.>
d			2,386.
e			<304.>
f			<11,579.>
g			<2,524.>
h			135.
i			<2,509.>
j			<988.>
k			<1,491.>
l			<326.>
m			<906.>
n			<7,536.>
o			<971.>

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 The Jensen Portfolio-I		P		
b Vanguard Institutional Index Fdshr Ben Int		P		
c Vanguard Institutional Index Fdshr Ben Int		P		
d Lighthouse Diversified Fund (QP) II, L.P. K-1		P		
e Lighthouse Diversified Fund (QP) II, L.P. K-1		P		
f Lighthouse Global Long/Short Fund, L.P. K-1		P		
g Lighthouse Global Long/Short Fund, L.P. K-1		P		
h Lighthouse Credit Opportunities Fund, L.P. K-1		P		
i Lighthouse Credit Opportunities Fund, L.P. K-1		P		
j HCP Private Equity FD V LP - K-1		P		
k HCP Private Equity FD V LP - K-1		P		
l HCP Private Equity FD V LP		P		
m Lighthouse Credit Opportunities Fund, L.P.		P		
n Capital Gains Dividends				
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 2,281,868.		2,289,552.	<7,684.>
b 469,730.		475,677.	<5,947.>
c 911,956.		871,253.	40,703.
d		18,550.	<18,550.>
e		108,151.	<108,151.>
f 204,658.			204,658.
g 30,330.			30,330.
h		55,381.	<55,381.>
i 11,307.			11,307.
j 79.			79.
k 1,065.			1,065.
l			0.
m			0.
n 61,891.			61,891.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV 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			<7,684.>
b			<5,947.>
c			40,703.
d			<18,550.>
e			<108,151.>
f			204,658.
g			30,330.
h			<55,381.>
i			11,307.
j			79.
k			1,065.
l			0.
m			0.
n			61,891.
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	22,072.
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
Advisors Cambiar Small Cap-I	Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
343.	347.	0.	0.
			<4.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Advisors Cambiar Small Cap-I	Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
34,582.	39,604.	0.	0.
			<5,022.>

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Federated Strategic Value-I	Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
182,472.	171,370.	0.	0.
			11,102.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Harbor Fund Capital Appreciation Fund	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
16,801.	14,553.	0.	0.	2,248.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Harbor Fund Capital Appreciation Fund	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
196,804.	180,222.	0.	0.	16,582.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Hartford Dividend & Growth-Y	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
61,645.	65,203.	0.	0.	<3,558.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Hartford Dividend & Growth-Y	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
62,862.	59,334.	0.	0.	3,528.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Invesco Small Cap Growth-I			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
17,865.	17,237.	0.	0.	628.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Invesco Small Cap Growth-I			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
20,548.	22,160.	0.	0.	<1,612.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ishares Russell Midcap Growth Index			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
386,576.	459,046.	0.	0.	<72,470.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ishares Russell Midcap Growth Index			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
33,439.	35,109.	0.	0.	<1,670.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ishares Russell Midcap Value Index			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
294,609.	354,658.	0.	0.	<60,049.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ishares Russell Midcap Value Index			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
36,021.	37,984.	0.	0.	<1,963.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Ishares TR Russell 1000 Value Index FD			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
1,477,470.	1,774,097.	0.	0.	<296,627.>	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Legg Mason BatteryMRC Emrg Mkts-I			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
325,373.	435,638.	0.	0.	<110,265.>	

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Legg Mason BatteryMRC Emrg Mkts-I	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,478,392.	1,041,717.	0.	0.	436,675.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
MFS Research Intl-I	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,012.	1,118.	0.	0.	<106.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
MFS Research Intl-I	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
106,309.	129,361.	0.	0.	<23,052.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Oppenheimer Developing Mkts Instl-Y	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
61,835.	59,449.	0.	0.	2,386.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Pacific Investment Mgmt Instl Trust Total Return	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
4,412.	4,716.	0.	0.	<304.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Pacific Investment Mgmt Instl Trust Total Return	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
313,767.	325,346.	0.	0.	<11,579.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Pimco Commodity Realrtn Strategy-I	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
6,290.	8,814.	0.	0.	<2,524.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Pimco Global BD US\$ Hedged-I	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,453.	8,318.	0.	0.	135.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Pimco Invt Grade Corp BD-I		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
37,193.	39,702.	0.	0.	<2,509.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Ridgeworth FD-High Income #RGCI		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
12,975.	13,963.	0.	0.	<988.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Ridgeworth FD-High Income #RGCI		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
19,083.	20,574.	0.	0.	<1,491.>

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Ridgeworth FD-SEIX High Yield #RGCL		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
8,062.	8,388.	0.	0.	<326.>

(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
Ridgeworth FD-SEIX High Yield #RGCL				Purchased		
	16,563.	17,469.	0.	0.	<906.>	

(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
Templeton Global DB-ADV				Purchased		
	258,429.	265,965.	0.	0.	<7,536.>	

(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
The Jensen Portfolio-I				Purchased		
	18,170.	19,141.	0.	0.	<971.>	

(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
The Jensen Portfolio-I				Purchased		
	2,281,868.	2,289,552.	0.	0.	<7,684.>	

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Vanguard Institutional Index Fdshr Ben Int	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
469,730.	475,677.	0.	0.	<5,947.>

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Vanguard Institutional Index Fdshr Ben Int	Purchased			
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
911,956.	871,253.	0.	0.	40,703.

(a) Description of Property	Manner Acquired		Date Acquired	Date Sold
Lighthouse Diversified Fund (QP) II, L.P. K-1	Purchased			
(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. K-1	Purchased			
(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. K-1			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
204,658.	204,658.	0.	0.	0.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Lighthouse Global Long/Short Fund, L.P. K-1			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
30,330.	30,330.	0.	0.	0.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Lighthouse Credit Opportunities Fund, L.P. K-1			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
0.	0.	0.	0.	0.	0.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Lighthouse Credit Opportunities Fund, L.P. K-1			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
11,307.	11,307.	0.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
HCP Private Equity FD V LP - K-1		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
79.	79.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
HCP Private Equity FD V LP - K-1		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
1,065.	1,065.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
HCP Private Equity FD V LP		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
0.	4,303.	0.	0.	<4,303.>

(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.	<702.>	0.	0.	702.

Capital Gains Dividends from Part IV

61,891.

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

<46,886.>

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	327,825.	0.	327,825.
Foreign dividends	70,449.	0.	70,449.
Long-term 15% Capital Gains Dividends	61,891.	61,891.	0.
Nonqualified domestic dividends	382,389.	0.	382,389.
Nonqualified foreign dividends	25,989.	0.	25,989.
US Govt int reported as nonqualified dividends	10,988.	0.	10,988.
Total to Fm 990-PF, Part I, ln 4	879,531.	61,891.	817,640.

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	10,630.	0.	
Income/Loss from partnerships	<10,297.>	<80,793.>	
Miscellaneous refunds - principal	78,516.	0.	
Miscellaneous refunds - interest	8,861.	8,861.	
Total to Form 990-PF, Part I, line 11	87,710.	<71,932.>	

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	33,359.	6,672.		20,015.
To Fm 990-PF, Pg 1, ln 16a	33,359.	6,672.		20,015.

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	12,675.	4,436.		4,436.
To Form 990-PF, Pg 1, ln 16b	12,675.	4,436.		4,436.

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
Foreign taxes	9,336.	9,336.		0.
To Form 990-PF, Pg 1, ln 18	9,336.	9,336.		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	1,934.	967.		967.
Insurance	1,648.	824.		824.
To Form 990-PF, Pg 1, ln 23	3,582.	1,791.		1,791.

Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
IShares TR Russell 1000 Value Index FD	0.	0.
IShares TR Russell Midcap Growth Index FD	964,470.	1,036,772.
IShares TR Russell Midcap Value Index FD	1,159,644.	1,136,971.
Total to Form 990-PF, Part II, line 10b	2,124,114.	2,173,743.

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
Advisors Inner Circle FD Cambiar Small Cap FD Instl CL	COST	1,180,876.	1,095,916.
Harbor FD Cap Appreciation FD Instl CL	COST	5,042,609.	6,094,581.
Hartford Mut Fds Dividend & Growth Instl FD CL Y	COST	2,528,754.	2,787,335.
HCP Private Equity FD V LP	COST	185,721.	175,607.
Invesco Growth Ser Small Cap Growth FD CL Instl	COST	852,581.	1,204,973.
Jensen Portfolio Inc CL I	COST	0.	0.
Legg Mason Global TR Batterymarch Emerging Mkts TR Instl	COST	0.	0.
Lighthouse Credit Opportunities LP	COST	1,821,493.	1,825,463.
Lighthouse Diversified QPII LP	COST	1,904,363.	3,051,737.
Lighthouse Global Long/Short LP	COST	2,805,026.	3,625,695.
MFS FDS Research Intl FD Instl CL	COST	3,688,654.	3,346,851.
PIMCO FDS Pac Invt Mgmt Ser Invt Grade Corp BD FD Instl CL	COST	1,161,953.	1,122,182.
PIMCO FDS Total Return FD Instl CL	COST	1,463,754.	1,490,971.
Ridgeworth FD-High Income I Shs	COST	952,144.	971,272.
Ridgeworth FD-SEIX High Yield I Shs	COST	661,757.	746,692.
Vanguard Instl Index FD	COST	5,389,516.	5,963,098.
Federated Equity FDS Strategic Value	COST	1,386,949.	1,543,431.
Oppenheimer FDS Developing Mkts Instl FD	COST	1,756,712.	1,928,301.
PIMCO FDS Commodity Realreturn Strategy Instl	COST	763,095.	581,982.
PIMCO FDS Global BD FD	COST	245,936.	251,712.
Templeton Income TR Global BD FD	COST	257,818.	260,941.
Total to Form 990-PF, Part II, line 13		34,049,711.	38,068,740.

Form 990-PF	Other Assets	Statement	10
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Miscellaneous assets	5.	5.	0.
To Form 990-PF, Part II, line 15	5.	5.	0.

Form 990-PF Part VIII - List of Officers, Directors Statement 11
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib Account	
Dr. J. Lee Dockery 200 South Orange Avenue, SOAB 10 Orlando, FL 32801	Trustee 6.00	40,000.	0.	0.
Dr. Michael Dockery 200 South Orange Avenue, SOAB 10 Orlando, FL 32801	Trustee 6.00	40,000.	0.	0.
Dr. Nina Ellenbogen Raim 200 South Orange Avenue, SOAB 10 Orlando, FL 32801	Trustee 6.00	40,000.	0.	0.
Dr. Judith A. Salerno 200 South Orange Avenue, SOAB 10 Orlando, FL 32801	Trustee (term ended 04/12) 6.00	30,000.	0.	0.
Dr. Gene G. Ryerson 200 South Orange Avenue, SOAB 10 Orlando, FL 32801	Trustee (term began 04/12) 6.00	10,000.	0.	0.
SunTrust Bank 200 South Orange Avenue, SOAB 10 Orlando, FL 32801	Trustee 15.00	92,310.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		252,310.	0.	0.

Form 990-PF	Grant Application Submission Information	Statement 12
	Part XV, Lines 2a through 2d	

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 Number

202-879-6319

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.
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Form 990-PF

Grant Application Submission Information
Part XV, Lines 2a - 2d (Continuation)

Statement 13

Restrictions and Limitations on Awards

- Proposals for collaborative support between individual research scientists of different institutions and organizations in age related memory loss.