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Form 990-PF

Department of the Treasury  
Internal Revenue ServiceReturn of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

JUL 1, 2012

, and ending

JUN 30, 2013

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)

200 South Orange Avenue, SOAB 10

Room/suite

B Telephone number

407-237-4485

City or town, state, and ZIP code

Orlando, FL 32801

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

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

\$ 44,288,551.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			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	654,474.	654,474.		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,066,906.			Statement 1
	b	Gross sales price for all assets on line 6a	26,042,658.			
	7	Capital gain net income (from Part IV, line 2)		2,708,311.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	40,085.	-122,430.		Statement 3
	12	Total. Add lines 1 through 11	3,761,465.	3,240,355.		
	13	Compensation of officers, directors, trustees, etc	310,283.	155,141.		155,142.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees Stmt 4	36,794.	7,359.		22,076.
	b	Accounting fees Stmt 5	11,383.	3,984.		3,984.
	c	Other professional fees				
	17	Interest				
	18	Taxes Stmt 6	96,457.	6,771.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	166,782.	3,152.		163,630.
	22	Printing and publications				
	23	Other expenses Stmt 7	4,982.	2,491.		2,491.
	24	Total operating and administrative expenses. Add lines 13 through 23	626,681.	178,898.		347,323.
	25	Contributions, gifts, grants paid	2,087,173.			2,087,173.
	26	Total expenses and disbursements. Add lines 24 and 25	2,713,854.	178,898.		2,434,496.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,047,611.			
	b	Net investment income (if negative, enter -0-)		3,061,457.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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<b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	963,910.	1,056,842.	1,056,842.
	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	2,124,114.	7,778,511.	8,664,768.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 9	34,049,711.	29,349,998.	34,566,941.
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶ )	5.	0.	0.	
16 <b>Total assets</b> (to be completed by all filers)	37,137,740.	38,185,351.	44,288,551.	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22)	0.	0.		
<b>Net Assets or Fund Balances</b>	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	37,137,740.	38,185,351.	
	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 <b>Total net assets or fund balances</b>	37,137,740.	38,185,351.		
31 <b>Total liabilities and net assets/fund balances</b>	37,137,740.	38,185,351.		

**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 37,137,740.
2 Enter amount from Part I, line 27a	2 1,047,611.
3 Other increases not included in line 2 (itemize) ▶	3 0.
4 Add lines 1, 2, and 3	4 38,185,351.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6 38,185,351.

**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 Statement			
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 26,042,658.		23,334,347.	2,708,311.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			2,708,311.

  

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,708,311.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income )

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,615,808.	40,291,078.	.064923
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

  

2 Total of line 1, column (d)	2	.367453
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	.073491
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	41,888,075.
5 Multiply line 4 by line 3	5	3,078,397.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	30,615.
7 Add lines 5 and 6	7	3,109,012.
8 Enter qualifying distributions from Part XII, line 4 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.	8	2,434,496.

**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)		
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	1	61,229.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	61,229.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	61,229.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
	6a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	50,500.
	6b Exempt foreign organizations - tax withheld at source	6b	
	6c Tax paid with application for extension of time to file (Form 8868)	6c	11,000.
	6d Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	61,500.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	271.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 271. Refunded <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 2012 or the taxable year beginning in 2012 (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.tmbrrf.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 <u>N/A</u>			
16	At any time during calendar year 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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 2012 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 2012.) <u>N/A</u>	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 2012?	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		310,283.	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 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	41,579,942.
b	Average of monthly cash balances	1b	946,022.
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	42,525,964.
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	42,525,964.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	637,889.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,888,075.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,094,404.

**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	2,094,404.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	61,229.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	13,141.
c	Add lines 2a and 2b	2c	74,370.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,020,034.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,020,034.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,020,034.

**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	2,434,496.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,434,496.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,434,496.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,020,034.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	292,939.			
b From 2008	500,578.			
c From 2009	1,837,066.			
d From 2010	1,925,179.			
e From 2011	641,870.			
f Total of lines 3a through e	5,197,632.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,434,496.				
a Applied to 2011, 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 2012 distributable amount				2,020,034.
e Remaining amount distributed out of corpus	414,462.			
5 Excess distributions carryover applied to 2012 (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:	5,612,094.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	292,939.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,319,155.			
10 Analysis of line 9:				
a Excess from 2008	500,578.			
b Excess from 2009	1,837,066.			
c Excess from 2010	1,925,179.			
d Excess from 2011	641,870.			
e Excess from 2012	414,462.			



**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
<b>a Paid during the year</b>				
Foundation for the National Institute of Health, Inc. 9650 Rockville Pike Bethesda, MD 20814	None	Public charity	Funding of the Research Partnership in Cognitive Aging	1,000,000.
National Academy of Sciences 2101 Constitution Avenue NW Washington, DC 20418	None	Public charity	Funding of the Institute of Medicine	87,173.
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.
<b>Total</b>			<b>3a</b>	2,087,173.
<b>b Approved for future payment</b>				
None				
<b>Total</b>			<b>3b</b>	0.



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

		Yes	No
<b>1</b>	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?		
<b>a</b>	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		X
	(2) Other assets		X
<b>b</b>	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
<b>c</b>	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
<b>d</b>	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.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
	I am a <u>partner in a partnership</u> of <u>the Mellright Brain Research Fdn.</u> Signature of officer or trustee <u>Michele M. Wales</u> Date <u>12/7/14</u> Title <u>First Vice President</u>					
Paid Preparer Use Only	Print/Type preparer's name <u>Michele M. Wales</u>		Preparer's signature <u>Michele M. Wales</u>		Check <input type="checkbox"/> if self-employed	PTIN <u>P00428093</u>
	Firm's name <u>Batts Morrison Wales &amp; Lee, P.A.</u>				Firm's EIN <u>20-4193611</u>	
	Firm's address <u>801 North Orange Avenue, Suite 800 Orlando, FL 32801</u>				Phone no. <u>407-770-6000</u>	

**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 See attached statements	P		
b Lighthouse Diversified QPII LP K-1	P		
c Lighthouse Diversified QPII LP K-1	P		
d Lighthouse Global Long/Short Fund, LP K-1	P		
e Lighthouse Global Long/Short Fund, LP K-1	P		
f Lighthouse Credit Opportunity Fund, LP K-1	P		
g Lighthouse Credit Opportunity Fund, LP K-1	P		
h HCP Private Equity Fund V, LP K-1	P		
i HCP Private Equity Fund V, LP K-1	P		
j Reverse: Lighthouse Diversified g/l per books	P		
k Reverse: Lighthouse Global g/l per books	P		
l Reverse: HCP Private Equity Fund V g/l per books	P		
m Capital Gains Dividends			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 25,617,473.		22,768,229.	2,849,244.
b 4,897.			4,897.
c		1,310.	-1,310.
d 166,943.			166,943.
e		1,953.	-1,953.
f 27,884.			27,884.
g		13,822.	-13,822.
h 4,436.			4,436.
i 3,363.			3,363.
j		186,464.	-186,464.
k		372,526.	-372,526.
l		-9,957.	9,957.
m 217,662.			217,662.
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,849,244.
b			4,897.
c			-1,310.
d			166,943.
e			-1,953.
f			27,884.
g			-13,822.
h			4,436.
i			3,363.
j			-186,464.
k			-372,526.
l			9,957.
m			217,662.
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	2,708,311.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
See attached statements			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
25,617,473.	22,768,229.	0.	0.	2,849,244.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Lighthouse Diversified QPII LP K-1			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
4,897.	4,897.	0.	0.	0.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Lighthouse Diversified QPII LP 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, LP K-1		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
166,943.	166,943.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Global Long/Short Fund, LP 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 Credit Opportunity Fund, LP K-1		Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
27,884.	27,884.	0.	0.	0.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Credit Opportunity Fund, LP 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
HCP Private Equity Fund V, LP K-1			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
4,436.	4,436.	0.	0.	0.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
HCP Private Equity Fund V, LP K-1			Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
3,363.	3,363.	0.	0.	0.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Lighthouse Diversified QPPI LP			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 Global Long/Short Fund, LP			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	
HCP Private Equity Fund V, LP	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.

Capital Gains Dividends from Part IV

217,662.

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

3,066,906.

Form 990-PF	Dividends and Interest from Securities	Statement	2
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Dividends	872,136.	217,662.	654,474.
Total to Fm 990-PF, Part I, ln 4	872,136.	217,662.	654,474.

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	3,334.	0.	
Income/Loss from partnerships	-15,276.	-123,410.	
Miscellaneous refunds - principal	51,047.	0.	
Miscellaneous refunds - interest	980.	980.	
Total to Form 990-PF, Part I, line 11	40,085.	-122,430.	

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	36,794.	7,359.		22,076.
To Fm 990-PF, Pg 1, ln 16a	36,794.	7,359.		22,076.

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	11,383.	3,984.		3,984.
To Form 990-PF, Pg 1, ln 16b	11,383.	3,984.		3,984.

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
Federal taxes	89,686.	0.		0.
Foreign taxes	6,771.	6,771.		0.
To Form 990-PF, Pg 1, ln 18	96,457.	6,771.		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	3,336.	1,668.		1,668.
Insurance	1,646.	823.		823.
To Form 990-PF, Pg 1, ln 23	4,982.	2,491.		2,491.

Form 990-PF	Corporate Stock	Statement	8
Description	Book Value	Fair Market Value	
IShares TR Russell Midcap Growth Index ETF	1,095,073.	1,410,390.	
IShares TR Russell Midcap Value Index ETF	1,175,826.	1,441,049.	
IShares TR Russell 1000 Growth Index ETF	2,113,667.	2,256,395.	
IShares TR Russell 1000 Value Index ETF	2,560,395.	2,748,647.	
IShares TR IBoxx \$ High Yield BD ETF	833,550.	808,287.	
Total to Form 990-PF, Part II, line 10b	7,778,511.	8,664,768.	

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	1,032,147.	1,188,364.
Hartford Mut Fds Dividend & Growth Instl FD CL Y	COST	1,197,505.	1,549,596.
HCP Private Equity FD V LP	COST	310,781.	335,003.
Invesco Growth Ser Small Cap Growth FD CL Instl	COST	735,835.	1,182,546.
Lighthouse Credit Opportunities LP	COST	1,821,493.	2,025,926.
Lighthouse Diversified QPII LP	COST	1,752,913.	3,008,281.
Lighthouse Global Long/Short LP	COST	1,727,551.	2,580,981.
MFS FDS Research Intl FD Instl CL	COST	2,166,584.	2,320,805.
Oppenheimer FDS Developing Mkts Instl FD	COST	1,663,830.	1,956,322.
PIMCO FDS Commodity Realreturn Strategy Instl	COST	600,464.	402,217.
PIMCO FDS Total Return FD Instl CL	COST	1,629,212.	1,576,422.
Templeton Income TR Global BD FD	COST	822,619.	812,700.
Vanguard Instl Index FD	COST	5,942,429.	7,611,094.
John Hancock FDS III Disciplined Value FD CL Instl	COST	1,643,000.	1,638,015.
Artisan FDS Intl Value FD Invs CL	COST	1,230,260.	1,407,869.
PIMCO FDS Emerging Local BD FD Instl CL	COST	245,241.	224,141.
PIMCO FDS Invt Grade Corp BD FD Instl CL	COST	1,165,186.	1,093,754.
Springharbour 2013 Private Equity Fund LP	COST	75,948.	75,948.
Price T Rowe FDS Large-Cap Growth FD Instl CL	COST	3,587,000.	3,576,957.
Total to Form 990-PF, Part II, line 13		29,349,998.	34,566,941.

Form 990-PF

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

Statement 10

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense 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. Robert Wah 200 South Orange Avenue, SOAB 10 Orlando, FL 32801	Trustee 6.00	40,000.	0.	0.
Dr. Gene G. Ryerson 200 South Orange Avenue, SOAB 10 Orlando, FL 32801	Trustee 6.00	40,000.	0.	0.
SunTrust Bank 200 South Orange Avenue, SOAB 10 Orlando, FL 32801	Trustee 15.00	110,283.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		310,283.	0.	0.

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

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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.
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Form 990-PF	Grant Application Submission Information	Statement 12
	Part XV, Lines 2a - 2d (Continuation)	

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Restrictions and Limitations on Awards

- Grants to charitable organizations or institutions involved in the medical research of the brain in age related memory loss.
- Proposals for collaborative support between individual research scientists of different institutions and organizations in age related memory loss.





## SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

MCKNIGHT BRAIN RESEARCH FDN TT  
ACCOUNT NO.

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DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
<b><u>SALES</u></b>					
07/03/12	200.751	ADVISORS CAMBIAR SMALL CAP-I	3,473.00	3,758.06-	285.06-
08/23/12	5,643.911	ADVISORS CAMBIAR SMALL CAP-I	101,026.00	105,654.02-	4,628.02-
09/27/12	1,381.111	ADVISORS CAMBIAR SMALL CAP-I	24,956.68	25,854.40-	897.72-
06/28/13	1,566.604	ADVISORS CAMBIAR SMALL CAP-I	33,541.00	29,326.83-	4,214.17
		TOTAL ADVISORS CAMBIAR SMALL CAP-I	162,996.68	164,593.31-	1,596.63-
09/27/12	707.072	ARTISAN INTL VALUE-INVS	19,997.99	19,854.58-	143.41
09/27/12	183.195	ARTISAN INTL VALUE-INVS	5,181.26	5,144.12-	37.14
06/28/13	1,205.285	ARTISAN INTL VALUE-INVS	39,907.00	36,761.21-	3,145.79
		TOTAL ARTISAN INTL VALUE-INVS	65,086.25	61,759.91-	3,326.34
07/03/12	967.589	FEDERATED STRATEGIC VALUE-I	4,896.00	4,779.89-	116.11
09/27/12	7,399.459	FEDERATED STRATEGIC VALUE-I	38,329.20	34,686.22-	3,642.98
09/27/12	1,934.17	FEDERATED STRATEGIC VALUE-I	10,019.00	8,703.76-	1,315.24
12/20/12	58,453.15	FEDERATED STRATEGIC VALUE-I	296,942.00	264,763.96-	32,178.04
02/11/13	245,574.35	FEDERATED STRATEGIC VALUE-I	1,281,898.11	1,105,862.41-	176,035.70
		TOTAL FEDERATED STRATEGIC VALUE-I	1,632,084.31	1,418,796.24-	213,288.07
VARIOUS	8,663,925.35	FEDERATED TRSY OBLIG MM-I #68 FFS	8,663,925.35	8,663,925.35-	0.00
07/03/12	470.312	HARBOR CAP APPRECIATION-I	19,311.00	17,345.11-	1,965.89
09/27/12	3,567.45	HARBOR CAP APPRECIATION-I	152,829.56	131,567.55-	21,262.01
09/27/12	929.132	HARBOR CAP APPRECIATION-I	39,804.00	34,266.39-	5,537.61
12/20/12	67,398.57	HARBOR CAP APPRECIATION-I	2,875,897.00	2,429,703.38-	446,193.62
06/28/13	77,149.356	HARBOR CAP APPRECIATION-I	3,605,960.90	2,454,121.02-	1,151,839.88
		TOTAL HARBOR CAP APPRECIATION-I	6,693,802.46	5,067,003.45-	1,626,799.01



## SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

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DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
07/03/12	433.072	HARTFORD DIVIDEND & GROWTH-Y	8,826.00	8,509.86-	316.14
09/27/12	3,290.257	HARTFORD DIVIDEND & GROWTH-Y	69,786.36	61,194.49-	8,591.87
09/27/12	857.049	HARTFORD DIVIDEND & GROWTH-Y	18,178.00	15,863.98-	2,314.02
06/28/13	3,797.662	HARTFORD DIVIDEND & GROWTH-Y	90,954.00	80,841.67-	10,112.33
06/28/13	68,797	HARTFORD DIVIDEND & GROWTH-Y	1,647,688.15	1,273,019.66-	374,668.49
		TOTAL HARTFORD DIVIDEND & GROWTH-Y	1,835,432.51	1,439,429.66-	396,002.85
08/22/12	2,375	HCP PRIVATE EQUITY MASTER FD V LP	2,375.00	6,688.47-	4,313.47-
08/22/12	655	HCP PRIVATE EQUITY MASTER FD V LP	655.00	1,844.61-	1,189.61-
09/27/12	2,375	HCP PRIVATE EQUITY MASTER FD V LP	2,375.00	6,298.97-	3,923.97-
09/27/12	622	HCP PRIVATE EQUITY MASTER FD V LP	622.00	1,152.35-	530.35-
11/16/12	10,007	HCP PRIVATE EQUITY MASTER FD V LP	10,007.00	10,007.00-	0.00
12/31/12	2,375	HCP PRIVATE EQUITY MASTER FD V LP	2,375.00	2,375.00-	0.00
12/31/12	629	HCP PRIVATE EQUITY MASTER FD V LP	629.00	629.00-	0.00
05/06/13	2,375	HCP PRIVATE EQUITY MASTER FD V LP	2,375.00	2,375.00-	0.00
05/06/13	894	HCP PRIVATE EQUITY MASTER FD V LP	894.00	894.00-	0.00
06/28/13	2,375	HCP PRIVATE EQUITY MASTER FD V LP	2,375.00	2,375.00-	0.00
06/28/13	601	HCP PRIVATE EQUITY MASTER FD V LP	601.00	601.00-	0.00
		TOTAL HCP PRIVATE EQUITY MASTER FD V LP	25,283.00	35,240.40-	9,957.40-
07/03/12	118.343	INVESCO SMALL CAP GROWTH-I	3,813.00	3,446.45-	366.55
08/23/12	6,289.285	INVESCO SMALL CAP GROWTH-I	206,603.00	148,128.78-	58,474.22
09/27/12	752.499	INVESCO SMALL CAP GROWTH-I	25,050.68	16,855.98-	8,194.70
09/27/12	197.987	INVESCO SMALL CAP GROWTH-I	6,591.00	4,434.91-	2,156.09
06/28/13	903.582	INVESCO SMALL CAP GROWTH-I	33,297.00	28,191.77-	5,105.23
		TOTAL INVESCO SMALL CAP GROWTH-I	275,354.68	201,057.89-	74,296.79
07/06/12	56	ISHARES RUSSELL MIDCAP GROWTH INDEX	3,314.57	3,425.26-	110.69-



SCHEDULE OF INVESTMENTS SOLD / MATURED / DISTRIBUTED

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DATE	PAR VALUE OR SHARES	DESCRIPTION	PROCEEDS	FEDERAL TAX COST	REALIZED GAIN/LOSS
10/01/12	610	ISHARES RUSSELL MIDCAP GROWTH INDEX	37,779.81	37,310.89-	468.92
		TOTAL ISHARES RUSSELL MIDCAP GROWTH INDEX	41,094.38	40,736.15-	358.23
07/06/12	78	ISHARES RUSSELL MIDCAP VALUE INDEX	3,605.08	3,685.01-	79.93-
10/01/12	772	ISHARES RUSSELL MIDCAP VALUE INDEX	37,541.59	37,225.84-	315.75
		TOTAL ISHARES RUSSELL MIDCAP VALUE INDEX	41,146.67	40,910.85-	235.82
01/14/13	1,428.067	LHP DIVERSIFIED QPII LP	250,000.00	152,364.19-	97,635.81
02/12/13	1,428.067-	LHP DIVERSIFIED QPII LP	250,000.00-	152,364.19	97,635.81-
02/12/13	1,419.505	LHP DIVERSIFIED QPII LP	250,000.00	151,450.70-	98,549.30
		TOTAL LHP DIVERSIFIED QPII LP	250,000.00	151,450.70-	98,549.30
10/23/12	5,134.346	LHP GLOBAL LONG/SHORT LP	750,000.00	596,953.62-	153,046.38
04/22/13	4,450.512	LHP GLOBAL LONG/SHORT LP	700,000.00	480,520.65-	219,479.35
		TOTAL LHP GLOBAL LONG/SHORT LP	1,450,000.00	1,077,474.27-	372,525.73
07/03/12	742.437	MFS RESEARCH INTL-I	10,602.00	12,346.73-	1,744.73-
08/23/12	55,324.196	MFS RESEARCH INTL-I	825,437.00	901,377.84-	75,940.84-
09/27/12	4,320.688	MFS RESEARCH INTL-I	65,588.04	70,384.01-	4,795.97-
09/27/12	1,123.847	MFS RESEARCH INTL-I	17,060.00	18,307.47-	1,247.47-
12/20/12	31,140.889	MFS RESEARCH INTL-I	490,469.00	507,285.08-	16,816.08-
06/28/13	4,010.472	MFS RESEARCH INTL-I	65,491.00	65,330.59-	160.41
		TOTAL MFS RESEARCH INTL-I	1,474,647.04	1,575,031.72-	100,384.68-
07/03/12	194.092	OPPENHEIMER DEVELOPING MKTS INSTL-Y	6,110.00	5,572.38-	537.62
09/27/12	1,471.383	OPPENHEIMER DEVELOPING MKTS INSTL-Y	48,791.05	42,243.41-	6,547.64



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09/27/12	383.595	OPPENHEIMER DEVELOPING MKTS INSTL-Y	12,720.00	11,013.01-	1,706.99
06/28/13	1,624.586	OPPENHEIMER DEVELOPING MKTS INSTL-Y	53,985.00	48,882.58-	5,102.42
		TOTAL OPPENHEIMER DEVELOPING MKTS INSTL-Y	121,606.05	107,711.38-	13,894.67
07/03/12	285.87	PIMCO COMMODITY REALTN STRATEGY-I	1,841.00	2,498.50-	657.50-
09/27/12	2,190.644	PIMCO COMMODITY REALTN STRATEGY-I	15,312.60	19,146.23-	3,833.63-
09/27/12	579.685	PIMCO COMMODITY REALTN STRATEGY-I	4,052.00	5,066.45-	1,014.45-
06/03/13	15,600	PIMCO COMMODITY REALTN STRATEGY-I	94,848.00	136,344.00-	41,496.00-
06/28/13	2,087.792	PIMCO COMMODITY REALTN STRATEGY-I	11,629.00	18,247.30-	6,618.30-
		TOTAL PIMCO COMMODITY REALTN STRATEGY-I	127,682.60	181,302.48-	53,619.88-
09/27/12	554.02	PIMCO EMERGING LOCAL BD-I	6,005.58	5,928.01-	77.57
09/27/12	146.494	PIMCO EMERGING LOCAL BD-I	1,588.00	1,567.49-	20.51
06/28/13	649.592	PIMCO EMERGING LOCAL BD-I	6,366.00	7,144.92-	778.92-
		TOTAL PIMCO EMERGING LOCAL BD-I	13,959.58	14,640.42-	680.84-
07/03/12	75.665	PIMCO GLOBAL BD US\$ HEDGED-I	796.00	787.72-	8.28
08/23/12	24,043.183	PIMCO GLOBAL BD US\$ HEDGED-I	256,540.76	246,209.76-	10,331.00
		TOTAL PIMCO GLOBAL BD US\$ HEDGED-I	257,336.76	246,997.48-	10,339.28
07/03/12	324.589	PIMCO INVT GRADE CORP BD-I	3,551.00	3,758.74-	207.74-
09/27/12	2,472.608	PIMCO INVT GRADE CORP BD-I	27,891.02	28,632.80-	741.78-
09/27/12	646.631	PIMCO INVT GRADE CORP BD-I	7,294.00	7,487.99-	193.99-
06/28/13	2,956.061	PIMCO INVT GRADE CORP BD-I	31,216.00	34,231.19-	3,015.19-
		TOTAL PIMCO INVT GRADE CORP BD-I	69,952.02	74,110.72-	4,158.70-



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07/03/12	416.755	PIMCO TOTAL RETURN-I	4,726.00	4,701.32-	24.68
09/27/12	3,160	PIMCO TOTAL RETURN-I	36,624.40	35,296.47-	1,327.93
09/27/12	825.971	PIMCO TOTAL RETURN-I	9,573.00	9,163.10-	409.90
06/28/13	4,163.941	PIMCO TOTAL RETURN-I	44,804.00	47,537.33-	2,733.33-
		TOTAL PIMCO TOTAL RETURN-I	95,727.40	96,698.22-	970.82-
07/03/12	449.781	RIDGEWORTH FD-HIGH INCOME #RGCI	3,081.00	3,251.92-	170.92-
08/10/12	14,367.816	RIDGEWORTH FD-HIGH INCOME #RGCI	100,000.00	103,879.31-	3,879.31-
09/27/12	3,112.009	RIDGEWORTH FD-HIGH INCOME #RGCI	21,846.30	22,499.82-	653.52-
09/27/12	818.376	RIDGEWORTH FD-HIGH INCOME #RGCI	5,745.00	5,916.86-	171.86-
12/20/12	127,565.144	RIDGEWORTH FD-HIGH INCOME #RGCI	919,744.69	846,701.52-	73,043.17
		TOTAL RIDGEWORTH FD-HIGH INCOME #RGCI	1,050,416.99	982,249.43-	68,167.56
07/03/12	244.364	RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	2,363.00	2,437.11-	74.11-
09/27/12	1,877.286	RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	18,622.68	18,716.54-	93.86-
09/27/12	483.065	RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	4,792.00	4,816.16-	24.16-
12/20/12	77,094.447	RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	784,050.53	660,270.97-	123,779.56
06/03/13	277.334	RIDGEWORTH SEIX HIGH YIELD #RGCL	2,853.77	2,818.64-	35.13
06/26/13	1.314	RIDGEWORTH SEIX HIGH YIELD #RGCL	12.94	13.47-	0.53-
		TOTAL RIDGEWORTH FD-SEIX HIGH YIELD #RGCL	812,694.92	689,072.89-	123,622.03
07/03/12	64.097	TEMPLETON GLOBAL BD-ADV	823.00	812.75-	10.25
09/27/12	491.848	TEMPLETON GLOBAL BD-ADV	6,521.90	6,334.32-	187.58
09/27/12	128.582	TEMPLETON GLOBAL BD-ADV	1,705.00	1,630.42-	74.58
06/28/13	1,799.067	TEMPLETON GLOBAL BD-ADV	23,136.00	24,112.62-	976.62-
		TOTAL TEMPLETON GLOBAL BD-ADV	32,185.90	32,890.11-	704.21-



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07/03/12	151.084	VANGUARD INSTL INDEX-I	18,893.00	18,386.96-	506.04
09/27/12	1,142.284	VANGUARD INSTL INDEX-I	150,747.20	132,957.33-	17,789.87
09/27/12	298.219	VANGUARD INSTL INDEX-I	39,356.00	34,566.56-	4,789.44
06/28/13	1,462.837	VANGUARD INSTL INDEX-I	216,061.00	219,235.38-	3,174.38-
		TOTAL VANGUARD INSTL INDEX-I	425,057.20	405,146.23-	19,910.97
		TOTAL SALES	25,617,472.75	22,768,229.26-	2,849,243.49
		FREE DELIVERIES			
09/06/12	1	AOL/TIME WARNER CL-ACT	0.00	1.00-	1.00-
12/28/12	1	AOL/TIME WARNER CL-ACT	0.00	0.00	0.00
		TOTAL AOL/TIME WARNER CL-ACT	0.00	1.00-	1.00-
09/06/12	1	AT & T CL-ACT	0.00	1.00-	1.00-
09/06/12	1	BRISTOL MYERS 2ND CL-ACT	0.00	1.00-	1.00-
12/28/12	1	BRISTOL MYERS 2ND CL-ACT	0.00	0.00	0.00
		TOTAL BRISTOL MYERS 2ND CL-ACT	0.00	1.00-	1.00-
09/06/12	1	HONEYWELL INTL INC CL-ACT	0.00	1.00-	1.00-
09/06/12	1	TENET HEALTHCARE CL-ACT	0.00	1.00-	1.00-
		TOTAL DELIVERIES	0.00	5.00-	5.00-
		TOTAL INVESTMENTS SOLD / MATURED / DISTRIBUTED	25,617,472.75	22,768,234.26-	2,849,238.49

THE REALIZED GAIN/LOSS NOTED ABOVE IS BASED ON THE FEDERAL TAX COST VALUE OF THE POSITION SOLD, NOT THE ADJUSTED BOOK VALUE.