

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

2001

Department of the Treasury
Internal Revenue Service

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

For calendar year **2001**, or tax year beginning **07/01**, 2001, and ending **06/30/2002**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, print or type See Specific Instructions	Name of organization 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) P O BOX 3838		B Telephone number (see page 10 of the instructions) () -
	City or town, state, and ZIP code ORLANDO, FL 32802		

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) **46,511,035**

J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis)

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) (see page 10 of the instructions))		(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 (attach schedule). Check <input type="checkbox"/> If the foundation is not required to attach Sch. B	2,662,000			STMT 1
2	Distributions from split-interest trusts				
3	Interest on savings and temporary cash investments	5,398	5,398		STMT 2
4	Dividends and interest from securities	374,145	372,010		STMT 3
5a	Gross rents				
	b (Net rental income or (loss))				
6a	Net gain or (loss) from sale of assets not on line 10	-6,549,086			
	b Gross sales price for all assets on line 6a 41,233,018				
7	Capital gain net income (from Part IV line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				STMT 6
12	Total Add lines 1 through 11	3,483,354	377,408		
13	Compensation of officers, directors, trustees, etc.	186,599	93,299		93,300
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) STMT 7	56,564	NONE	NONE	56,564
	b Accounting fees (attach schedule) STMT 8	1,500	NONE	NONE	1,500
	c Other professional fees (attach schedule) STMT 9	17,569	17,569		
17	Interest STMT 10	4,834	4,834		
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 11	7,983	7,983		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	11,619			11,619
22	Printing and publications				
23	Other expenses (attach schedule) STMT 12	18,211			18,211
24	Total operating and administrative expenses Add lines 13 through 23	304,879	123,685	NONE	181,194
25	Contributions, gifts, grants paid				
26	Total expenses and disbursements. Add lines 24 and 25	304,879	123,685	NONE	181,194
27	Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,788,233			
	b Net Investment Income (if negative, enter -0-)		253,723		
	c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	239		
	2	Savings and temporary cash investments	3,027,370	976,175	976,175
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	52,876,108	45,849,616	40,304,088
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 13	2,663	5,202,663	5,230,772	
14	Land buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	Total assets (to be completed by all filers - see page 16 of the instructions Also, see page 1, item I)	55,906,380	52,028,454	46,511,035	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Organizations 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			
	Organizations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	55,906,380	52,028,454	
	28	Paid-in or capital surplus or land, bldg and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	55,906,380	52,028,454		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	55,906,380	52,028,454		

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	55,906,380
2	Enter amount from Part I, line 27a	2	-3,788,233
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	52,118,147
5	Decreases not included in line 2 (itemize) SEE STATEMENT 14	5	89,693
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	52,028,454

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 PART IV SCHEDULE				
b				
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
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	-6,549,086
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the organization does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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))
2000	177,042	51,796,364	0.00341803915
1999	14,774,780	47,174,552	0.31319385927
1998		133,411	
1997			
1996			
2 Total of line 1, column (d)			0.31661189842
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			0.10553729947
4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5			48,134,899
5 Multiply line 4 by line 3			5,080,027
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,537
7 Add lines 5 and 6			5,082,564
8 Enter qualifying distributions from Part XII, line 4			181,194

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here [] and enter "N/A" on line 1
Date of ruling letter (attach copy of ruling letter if necessary - see instructions)
b Domestic organizations that meet the section 4940(e) requirements in Part V, check here [] and enter 1% of Part I, line 27b
c All other domestic organizations 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-)
3 Add lines 1 and 2
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
5 Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-
6 Credits/Payments
a 2001 estimated tax payments and 2000 overpayment credited to 2001 8,000
b Exempt foreign organizations - tax withheld at source NONE
c Tax paid with application for extension of time to file (Form 8868) NONE
d Backup withholding erroneously withheld
7 Total credits and payments Add lines 6a through 6d 8,000
8 Enter any penalty for underpayment of estimated tax. Check here [] if Form 2220 is attached
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 2,926
11 Enter the amount of line 10 to be Credited to 2002 estimated tax 2,926 Refunded

Part VII-A Statements Regarding Activities

1 a During the tax year, did the organization attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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 organization in connection with the activities
c Did the organization file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the organization \$ (2) On organization managers \$
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers \$
2 Has the organization engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities
3 Has the organization 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
4 a Did the organization have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T
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?
7 Did the organization have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) FLORIDA
b If the answer is "Yes" to line 7, has the organization 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
9 Is the organization claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2001 or the taxable year beginning in 2001 (see instructions for Part XIV on page 25)? If "Yes" complete Part XIV
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses
11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?
Web site address
12 The books are in care of SUNTRUST BANK Telephone no (407) 237-4293
Located at 200 S ORANGE AVE, ORLANDO, FL ZIP+4 32801
13 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

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

Table with columns for question descriptions, Yes/No checkboxes, and a summary table with Yes/No columns. Questions include: 1a During the year did the organization... 1b If any answer is "Yes" to 1a(1)-(6)... 1c Did the organization engage in a prior year... 2 Taxes on failure to distribute income... 2a At the end of tax year 2001... 2b Are there any years listed in 2a... 2c If the provisions of section 4942(a)(2)... 3a Did the organization hold more than a 2% direct or indirect interest... 3b If "Yes," did it have excess business holdings... 4a Did the organization invest during the year... 4b Did the organization make any investment... 5a During the year did the organization pay or incur any amount to... 5b If any answer is "Yes" to 5a(1)-(5)... 5c If the answer is "Yes" to question 5a(4)... 6a Did the organization, during the year, receive any funds... 6b Did the organization, during the year, pay premiums...

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 20 of the instructions):

(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 16		186,599	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 21 of the instructions). 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 ▶ NONE

3 Five highest-paid independent contractors for professional services - (see page 21 of the instructions). 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 ▶ NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 21 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2 NONE	
All other program-related investments See page 22 of the instructions	
3 NONE	
Total Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see page 22 of the 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	48,867,918
b Average of monthly cash balances	1b	
c Fair market value of all other assets (see page 22 of the instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	48,867,918
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	NONE
3 Subtract line 2 from line 1d	3	48,867,918
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 23 of the instructions)	4	733,019
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	48,134,899
6 Minimum investment return Enter 5% of line 5	6	2,406,745

Part XI Distributable Amount (see page 23 of the 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	2,406,745
2a Tax on investment income for 2001 from Part VI, line 5	2a	5,074
b Income tax for 2001 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	5,074
3 Distributable amount before adjustments Subtract line 2c from line 1	3	2,401,671
4a Recoveries of amounts treated as qualifying distributions	4a	NONE
b Income distributions from section 4947(a)(2) trusts	4b	
c Add lines 4a and 4b	4c	NONE
5 Add lines 3 and 4c	5	2,401,671
6 Deduction from distributable amount (see page 23 of the instructions)	6	NONE
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,401,671

Part XII Qualifying Distributions (see page 23 of the 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	181,194
b Program-related investments - Total from Part IX-B	1b	NONE
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	NONE
b Cash distribution test (attach the required schedule)	3b	NONE
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8 and Part XIII, line 4	4	181,194
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	N/A
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	181,194

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 page 24 of the instructions)

		(a) Corpus	(b) Years prior to 2000	(c) 2000	(d) 2001
1	Distributable amount for 2001 from Part XI, line 7				2,401,671
2	Undistributed income, if any, as of the end of 2000				
a	Enter amount for 2000 only			NONE	
b	Total for prior years		NONE		
3	Excess distributions carryover, if any, to 2001				
a	From 1996	NONE			
b	From 1997	NONE			
c	From 1998	NONE			
d	From 1999	10,128,484			
e	From 2000	NONE			
f	Total of lines 3a through e	10,128,484			
4	Qualifying distributions for 2001 from Part XII, line 4 ▶ 181,194				
a	Applied to 2000, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 24 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 24 of the instructions)	NONE			
d	Applied to 2001 distributable amount				181,194
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2001 (If an amount appears in column (d), the same amount must be shown in column (a))	2,220,477			2,220,477
6	Enter the net total of each column as indicated below				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,908,007			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b Taxable amount - see page 25 of the instructions		NONE		
e	Undistributed income for 2000 Subtract line 4a from line 2a Taxable amount - see page 25 of the instructions			NONE	
f	Undistributed income for 2001 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2002				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)	NONE			
8	Excess distributions carryover from 1996 not applied on line 5 or line 7 (see page 25 of the instructions)	NONE			
9	Excess distributions carryover to 2002. Subtract lines 7 and 8 from line 6a	7,908,007			
10	Analysis of line 9				
a	Excess from 1997	NONE			
b	Excess from 1998	NONE			
c	Excess from 1999	7,908,007			
d	Excess from 2000	NONE			
e	Excess from 2001	NONE			

Part XIV Private Operating Foundations (see page 25 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2001, enter the date of the ruling

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

	Prior 3 years				(e) Total
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test. Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(v)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year - see page 26 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

EVELYN FRANKS MCKNIGHT (DECEASED 10/02/1999)

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

SEE STATEMENT 17

b The form in which applications should be submitted and information and materials they should include

NO REQUIRED FORMAT

c Any submission deadlines

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE STATEMENT 18

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
Total				▶ 3a
<i>b Approved for future payment</i>				
Total				▶ 3b

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

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

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2 a Is the organization 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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements and to the best of my knowledge and belief, it is true correct and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. SUNTRUST BANK BY: [Signature] Signature of officer or trustee. Sign Here: Preparer's Use Only: Preparer's signature, Firm's name (or yours if self-employed), address, and ZIP code.

Schedule of Contributors

2001

Supplementary Information for
 line 1 of Form 990, 990-EZ and 990-PF (see instructions)

Name of organization MCKNIGHT BRAIN RESEARCH FOUNDATION	Employer identification number 65-6301255
--	--

Organization type (check one)

- | Filers of | Section |
|--------------------|---|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General rule** or a **Special rule** (Note: Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General rule and a Special rule - see instructions)

General Rule -

- For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules -

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the Parts unless the General rule applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year) ▶ \$ _____

Caution: Organizations that are not covered by the General rule and/or the Special rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

MCKNIGHT BRAIN RESEARCH FOUNDATION

Employer identification number

65-6301255

Part I Contributors (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EVELYN F MCKNIGHT ESTATE	2,662,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

FORM 990PF, PART I - CONTRIBUTIONS, GIFTS AND GRANTS RECEIVED

=====

NAME AND ADDRESS -----	DATE ----	DIRECT PUBLIC SUPPORT -----
EVELYN F MCKNIGHT ESTATE	10/30/2001	2,662,000
TOTAL CONTRIBUTION AMOUNTS		----- 2,662,000 =====

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
LIGHTHOUSE SUPER CASH FUND (QP) 11 LTD P	5,398	5,398
TOTAL	----- 5,398 =====	----- 5,398. =====

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AFLAC INC COM	920	920
ADOBE SYS INC COM	513	513
ALLERGAN INC	1,368	1,368
AMBAC INC	864	864
AMERICAN EXPRESS CO COM	1,120	1,120
AMERICAN INTERNATIONAL GROUP COM	1,932	1,932
ANADARKO PETE CORP COM	1,775	1,775
APACHE CORP COM	7,100	7,100
BANK OF AMERICA CORP COM	2,940	2,940
BRISTOL MYERS SQUIBB COM	11,000	11,000
CARNIVAL CORPORATION CL A	1,197	1,197
CITIGROUP INC COM	14,960	14,960
CLOROX CO COM	4,116	4,116
COLGATE PALMOLIVE CO COM	6,840	6,840
ELECTRONIC DATA SYSTEMS CORP COM	3,450	3,450
EXXON MOBIL CORP	16,520	16,520
FED HOME LOAN MTG CORP COM	7,680	7,680
FEDERAL NATL MTG ASSN COM	5,016	5,016
FIRST TENN NATL CORP	6,600	6,600
GENERAL DYNAMICS CORP COM	4,370	4,370
GENERAL ELEC CO COM	13,726	13,726
HARLEY DAVIDSON INC COM	1,248	1,248
HEWLETT PACKARD COM	2,080	2,080
HOME DEPOT INC COM	3,280	3,280
HONEYWELL INTERNATIONAL INC COM	10,688	10,688
INTEL CORP COM	1,624	1,624
INTERNATIONAL BUSINESS MACHS COR COM	2,800	2,800
ISHARES TR S&P MID CAP 400 BARRA GROWTH	783	783
ISHARES TR S&P MIDCAP 400/BARRA VALUE	6,110	6,110
JOHNSON & JOHNSON COM	12,269	12,269
LIZ CLAIBORNE INC COM	1,474	1,474
LOWES COS INC COM	960	960

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MBNA CORP COM	4,180	
		4,180
MARSH & MCLENNAN INC COM	11,130	11,130
MASCO CORP COM	1,836	1,836
MCGRAW HILL COMPANIES INC COM	6,528	6,528
MINNESOTA MNG & MFG CO COM	10,200	10,200
MOTOROLA INC COM	2,360	2,360
NOKIA CORP ADR	6,244	6,244
OMNICOM GROUP COM	3,000	3,000
PFIZER INC COM	11,520	11,520
PROCTER & GAMBLE CO COM	13,680	13,680
RADIOSHACK CORP COM	748	748
SLM CORP COM	1,500	1,500
STI CLASSIC FUNDS INTERNATIONAL EQUITY	19,272	19,272
SCHWAB CHARLES CORP NEW COM	550	550
STATE STREET CORP COM	2,882	2,882
SYSCO CORP COM	1,980	1,980
TALBOTS INC COM	920	920
TEXAS INSTRS INC COM	880	880
TIDEWATER INC COM	6,608	6,608
TYCO INTERNATIONAL LTD COM	750	750
USA EDUCATION INC COM	6,750	6,750
UNION PACIFIC CORP COM	14,540	14,540
UNITED PARCEL SVC INC CL B	3,800	3,800
UNITED TECHNOLOGIES CORP COM	5,562	5,562
UNITEDHEALTH GROUP INC COM	249	249
VERIZON COMMUNICATIONS COM	11,550	11,550
VODAFONE GROUP PLC SPONS ADR SEDOL #2726	2,710	2,710
WALMART STORES INC COM	2,100	2,100
STI CLASSIC FD-PRIME MM	52,948	52,948
LIGHTHOUSE SUPER CASH FUND (QP) II LTD P	9,845	7,710

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL	374,145.	372,010

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND FORM 990PF YE 6/01	9,803
LIGHTHOUSE SUPER CASH FUND, L P	1,409
LIGHTHOUSE SUPER CASH FUND, L P	12,977

TOTALS	24,189 =====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
AKERMAN, SENTERFITT LEGAL SERVICES	56,420			56,420
HANK RAATTAMA LEGAL SERVICES	144			144
TOTALS	56,564	NONE	NONE	56,564

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
SUNTRUST BANK TAX PREP FEE	1,500.			1,500
TOTALS	1,500	NONE	NONE	1,500

FORM 990PF, PART 1 - OTHER PROFESSIONAL FEES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ASSOCIATION OF SMALL FOUNDATIONS		
MEMBERSHIP FEES	300	300.
FUND EVALUATION GROUP, INC		
SEARCH FEE	8,000.	8,000
EDWARD A MOSES, PHD		
DATA ANALYSIS	1,081	1,081.
LIGHTHOUSE SUPER CASH FUND, L P		
MANAGEMENT FEES	5,840.	5,840
OTHER EXPENSES	2,348	2,348
	-----	-----
TOTALS	17,569	17,569.
	=====	=====

FORM 990PF, PART I - INTEREST EXPENSE

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
LIGHTHOUSE SUPER CASH FUND, L.P INTEREST EXPENSE	4,834	4,834
TOTALS	----- 4,834 =====	----- 4,834 =====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	7,983.	7,983.
TOTALS	----- 7,983 =====	----- 7,983 =====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
KEEN, BATTLE, MEAD & COMPANY - RENEWAL OF INSURANCE POLICY	15,200.	15,200
LIGHTHOUSE SUPER CASH FUND, L P PORTFOLIO DEDUCTIONS	3,011	3,011
TOTALS	----- 18,211 =====	----- 18,211. =====

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MAJOR INVESTMENT CLASS	MARKET VALUE	/ MKT VALUE	TAX COST	BOOK VALUE	ESTIMATED ANNUAL INCOME	YLD AT MARKET
INCOME ACCOUNT						
TOTAL INCOME ACCOUNT						
PRINCIPAL ACCOUNT						
SHORT TERM INVESTMENTS	976,174 84	2 10	976,174 84	976,174 84	14,268 54	1 4
COMMON STOCKS	40,304,087 92	86 65	45,849,615.91	46,013,381 22	298,790 88	7
LIMITED PARTNERSHIPS	5,230,771 64	11 25	5,202,663 25	5,202,663.25		
TOTAL PRINCIPAL ACCOUNT	<u>46,511,034 40</u>	<u>100.00</u>	<u>52,028,454 00</u>	<u>52,192,219 31</u>	<u>313,059 42</u>	<u>6</u>
TOTAL ACCOUNT	<u>46,511,034 40</u>	<u>100.00</u>	<u>52,028,454 00</u>	<u>52,192,219 31</u>	<u>313,059 42</u>	<u>6</u>

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PAR VALUE	MARKET VALUE	% SECTOR / TOTAL	TAX COST	ESTIMATED MKT YLD
/SHARES ASSET DESCRIPTION	MARKET PRICE	AT MKT AT MKT	BOOK VALUE	ANNUAL INCOME / TD MAT

PRINCIPAL PORTFOLIO

SHORT TERM INVESTMENTS

MONEY MARKET FUNDS

976,174 84 976,174 84 100 00 2 099 976,174 84

TOTAL MONEY MARKET FUNDS

TOTAL SHORT TERM INVESTMENTS

COMMON STOCKS

CONSUMER DISCRETIONARY

12,000 000 BED BATH & BEYOND INC COM 452,000.00 37 760 1 12 0 974 378,272 40

15,250 000 BEST BUY INC COM 553,575 00 1 37 1 190 705,405 00

11,400 000 CARNIVAL CORP COM 315,666 00 0 78 0 679 360,816 22

10,400 000 COACH INC 570,960 00 1.41 1 228 383,276 40

7,100 000 GANNETT INC COM 530,890 00 1 33 1 159 544,073 32

11,300 000 HARLEY DAVIDSON INC COM 579,351 00 1 43 1 246 542,513 00

12,400 000 HOME DEPOT INC COM 655,452 00 1 13 0 979 606,356 50

2,480 00 0 545 2,480 00

1,582 00 0 273 1,582 00

6,532 00 1 212 6,532 00

0 000 0 000 0 000

4,788 00 1 517 4,788 00

0 000 0 000 0 000

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PAR VALUE / SHARES ASSET DESCRIPTION	MARKET VALUE	% SECTOR / TOTAL AT MKT AT MKT	TAX COST BOOK VALUE	ESTIMATED MKT YLD ANNUAL INCOME / TO MAT
5,000 000 KOHLS CORP COM	406,664 00	1 00 0 874	380,608 76	0 00 0 000
12,000 000 LOWES COS INC COM	544,800 00	1 35 1 171	228,105 00	968 00 0 176
12,800 000 MCGRAW HILL COMPANIES INC COM	764,160 00	1 89 1 643	775,806 72	1 709 0 000
32,600 000 OFFICE DEPOT COM	547,680 00	1 35 1 178	518,366 03	0 00 0 000
TOTAL CONSUMER DISCRETIONARY	5,729,878 00	14 21 12 321	5,511,597 35	29,398 00 0 513
CONSUMER STAPLES	533,415 00	1 32 1 147	522,137 39	2 031 0 000
12,900 000 CLOROX CO COM	533,415 00	1 32 1 147	522,137 39	10,836 00 2 031
TOTAL CONSUMER STAPLES	533,415 00	1 32 1 147	522,137 39	10,836 00 2 031
ENERGY	833,468 00	2 06 1 792	792,415 00	5,800 00 0 696
14,500 000 APACHE CORP COM	833,468 00	2 06 1 792	792,415 00	8 008 0 696
16,500 000 EXXON MOBIL CORP	675,180 00	1 67 1 452	626,466 62	15,180 00 2 268
TOTAL ENERGY	1,508,648 00	3 74 3 244	1,418,881 62	20,980 00 1 391
FINANCIALS	188,160 00	0 46 0 405	158,445 00	1,008 00 0 536
2,800 000 AMBAC INC	188,160 00	0 46 0 405	158,445 00	0 000 0 536
12,800 000 AMERICAN EXPRESS CO COM	664,896 00	1 15 1 000	526,468 36	4,096 00 0 881
	36 320		526,468 36	0 000

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PAR VALUE	/SHARES ASSET DESCRIPTION	MARKET VALUE	% SECTOR	AT MKT	AT MKT	TAX COST	ESTIMATED MKT YLD	ANNUAL INCOME /10 MAT
12,000 000	AMERICAN INTERNATIONAL GROUP COM	810,760 00	2 03	1 760	903,082 50	921,949 06	0 276	2,256 00
4,900 000	BANK OF AMERICA CORP COM	366,766 00	0 85	0 761	353,526 18	353,526 18	3 411	11,760 00
22,666 000	CITIGROUP INC COM	878,307 50	2 17	1 888	1,068,327 12	1,068,328 61	1 858	16,319 52
12,000 000	FEDERAL HOME LN MTG CORP COM	734,600 00	1 82	1 579	773,160 00	773,160 00	1 438	10,560 00
7,600 000	FANNIE MAE COM	560,500 00	1 39	1 285	615,296 00	615,296 00	1 798	10,032 00
22,000 000	MBNA CORP COM	727,540 00	1 80	1 566	661,894 00	661,894 00	1 210	8,800 00
7,000 000	HARSH & MCLENNAN INC COM	676,200 00	1 67	1 454	654,920 00	654,920 00	1 159	7,840 00
7,500 000	SLM CORP COM	726,750 00	1 80	1 563	308,117 25	308,117 25	0 826	6,000 00
TOTAL FINANCIALS								
		6,120,277 50	15 18	13 159	6,804,028 41			78,671 52
10,100 000	ALLERGAN INC	674,175 00	1 67	1 449	654,638 00	654,638 00	0 539	3,636 00
7,000 000	FOREST LABS INC COM	695,600 00	1 23	1 066	697,526 68	697,526 48	0 000	0 000
12,500 000	GUIDANT CORP COM	377,875 00	0 93	0 812	597,208 60	597,208 60	0 003	312 50
HEALTH CARE								

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PAR VALUE	MARKET VALUE	% SECTOR	TOTAL	TAX COST	ESTIMATED MKT YLD	MARKET PRICE	AT MKT	AT MKT	BOOK VALUE	ANNUAL INCOME / TO MAT	SHARES ASSET DESCRIPTION
30,000.00	606,500.00	1.50	1.50	564,399.00	0.00	20.150			564,399.00	0.00	HEALTH MGMT ASSOC INC NEW CL A COM
15,756.929	823,457.11	2.04	1.770	635,274.58	1.569	52.260			651,678.44	0.008	JOHNSON & JOHNSON COM
26,000.000	840,000.00	2.08	1.806	976,528.25	1.466	35.000			976,528.25	1.466	PFIZER INC COM
9,300.000	665,415.00	1.65	1.431	550,100.00	0.000	71.550			550,100.00	0.000	TENET HEALTHCARE CORP COM
6,600.000	604,230.00	1.49	1.299	451,944.92	0.033	91.550			451,944.92	0.033	UNITEDHEALTH GROUP INC COM
7,900.000	614,699.00	1.52	1.322	453,522.00	0.000	77.010			453,522.00	0.000	WELLPOINT HEALTH NETWORKS INC NEW CL A
INDUSTRIALS											
13,500.000	532,170.00	1.32	1.144	354,150.00	0.000	39.420			354,150.00	0.000	APOLLO GROUP INC CL A COM
5,500.000	584,925.00	1.45	1.258	441,350.00	1.128	106.350			441,350.00	1.128	GENERAL DYNAMICS CORP COM
20,700.000	601,335.00	1.49	1.293	1,053,130.50	2.478	29.050			1,045,990.06	2.478	GENERAL ELEC CO COM
8,300.000	566,890.00	1.48	1.219	508,690.40	1.288	68.300			508,690.40	1.288	ILLINOIS TOOL WKS INC COM
20,500.000	550,333.00	1.36	1.183	548,069.30	1.992	27.110			548,069.30	1.992	MASCO CORP COM
TOTAL HEALTH CARE											
	5,699,951.11	14.14	12.255	5,361,228.63	0.518				5,361,228.63	0.518	

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PAR VALUE	MARKET VALUE	/ SECTOR / TOTAL	AT MKT	AT MKT	TAX COST	ESTIMATED MKT YLD	ANNUAL INCOME / TO MAT
15,400 000 SABRE HLDS CORP	551,328 00	1 36	1 185	683,049 05	683,049 05	0 00	0 000
CL A	35 000						0 000
2,400 000 TYCO INTL LTD NEW	32,424 00	0 08	0 070	114,879 50	118,742 00	0 370	0 000
COM	13 510						0 000
10,000 000 UNION PACIFIC CORP	632,600 00	1 57	1 361	425,644 00	425,644 00	1 264	0 000
COM	63 200						0 000
11,000 000 UNITED TECHNOLOGIES CORP COM	746,900 00	1 85	1 606	732,728 00	732,728 00	1 443	0 000
TOTAL INDUSTRIALS	4,799,097 00	11 90	10 319	4,921,691 55	50,670 00	1 223	
INFORMATION TECHNOLOGY							
16,000,000 ADOBE SYS INC COM	456,000 00	1 13	0 980	365,280 00	365,280 00	0 175	0 000
20,400 000 BMC SOFTWARE INC COM	338,640 00	0 84	0 728	381,663 68	381,663 60	0 000	0 000
35,000 000 CISCO SYSTEMS COM	488,250 00	1 21	1 050	653,950 00	653,950 00	0 000	0 000
11,500 000 ELECTRONIC DATA SYSTEMS CORP COM	427,225 00	1 06	0 919	781,540 00	781,540 00	1 615	0 000
20,800 000 INTEL CORP COM	380,016 00	0 94	0 017	654,256 68	654,256 68	0 438	1,664 00
13,200 000 LEXMARK INTL INC NEW	718,080 00	1 78	1 544	639,557 16	639,557 16	0 000	0 000
COM	54 400						0 000
16,400 000 MICROSOFT CORP COM	897,880 00	2 22	1 929	1,204,231 25	1,223,762 14	0 000	0 000
14,550 000 MICROCHIP TECHNOLOGY INC COM	399,106 50	0 99	0 858	382,327 44	382,327 44	0 000	0 000

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MCKNIGHT BRAIN RESEARCH FDN

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PAR VALUE /SHARES	ASSET DESCRIPTION	MARKET VALUE	% SECTOR	AT TOTAL	AT MKT	AT MKT	TAX COST	BOOK VALUE	ESTIMATED MKT YLD	ANNUAL INCOME /10 MAT
22,500 000	ISHARES TR	2,884,400 00	5 17	4 402			2,261,025 00	26,907 50	1 195	0 000
	S&P MIDCAP 400/BARRA VALUE INDEX FUND	92 640					2,261,025 00			0 000
489,471 841	STI CLASSIC FD-INTRL EQ INDEX FD TRUST SHRS	4,601,035 31	11 41	9 892			6,758,318 58	14,196 68	0 309	0 080
	TOTAL MUTUAL FUNDS - EQUITY	8,690,678 81	21 56	18 685			11,273,713 83	42,258 18	0 486	
	TOTAL COMMON STOCKS	48,304,887 92	99 99	86 658			45,849,615 91	298,798 88	0 741	
	LIMITED PARTNERSHIPS									
1 000	LIGHTHOUSE DIVERSIFIED FD QP11 LTD PARTNERSHIP	5,230,771 64	100 00	11 246			5,200,000 00	0 000	0 000	0 000
159 000	DANSON ENERGY CO UNIT LTD PARTNERSHIP CL A	0.000	0 00	0 000			2,663 25	0 000	0 000	0 000
	TOTAL LIMITED PARTNERSHIPS	5,230,771 64	100 00	11 246			5,202,663 25	0 000	0 000	0 000
	TOTAL PRINCIPAL PORTFOLIO	46,511,034 40	100 00	100 000			52,028,454 00	313,059 42	0 673	0 673
	TOTAL INVESTED ASSETS	46,511,034 40	100 00	100 000			52,028,454 00	313,059 42	0 673	0 673
	UNINVESTED PRINCIPAL CASH	0 00					0 00			0 00
	UNINVESTED INCOME CASH	0 00					0 00			0 00
	TOTAL ASSETS	46,511,034 40					52,028,454 00			0 00

TOTALS

LIMITED PARTNERSHIPS

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

5,202,663

5,230,772

5,202,663

5,230,772

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION

AMOUNT

BASIS ADJUSTMENT FOR TRANSFER
OF LIGHTHOUSE SUPER CASH FUND
FOR DIVERSIFIED FUND
CASH TIMING DIFFERENCES

87,673
2,020

TOTAL

89,693
=====

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/89	Adj basis as of 12/31/89	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					8,674	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					52	
758,001		20000 SCHERING PLOUGH CORP COM PROPERTY TYPE SECURITIES 991,194					06/28/2000 -233,193	07/17/2001
37,900		1000 SCHERING PLOUGH CORP COM PROPERTY TYPE SECURITIES 43,393					07/31/2000 -5,493	07/17/2001
1,036,747		30000 FIRST TENN NATL CORP PROPERTY TYPE SECURITIES 949,653					03/12/2001 87,094	08/01/2001
1,006,396		10000 QUAKER OATS CO COM PROPERTY TYPE SECURITIES 920,720					06/25/2001 85,676	08/01/2001
2,804		100 ZIMMER HOLDINGS INC-W/I COM PROPERTY TYPE SECURITIES 3,096					04/17/2000 -292	08/15/2001
5,608		200 ZIMMER HOLDINGS INC-W/I COM PROPERTY TYPE SECURITIES 5,915					04/10/2000 -307	08/15/2001
8,973		320 ZIMMER HOLDINGS INC-W/I COM PROPERTY TYPE SECURITIES 9,233					04/03/2000 -260	08/15/2001
26,639		950 ZIMMER HOLDINGS INC-W/I COM PROPERTY TYPE SECURITIES 24,947					06/28/2000 1,692	08/15/2001
1,402		50 ZIMMER HOLDINGS INC-W/I COM PROPERTY TYPE SECURITIES 1,292					05/10/2000 110	08/15/2001
8,412		300 ZIMMER HOLDINGS INC-W/I COM PROPERTY TYPE SECURITIES 7,589					04/27/2000 823	08/15/2001

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,243		80 ZIMMER HOLDINGS INC-W/I COM PROPERTY TYPE SECURITIES 1,711				02/24/1997	08/15/2001 532	
32,521.		1400 HEWLETT PACKARD COM PROPERTY TYPE SECURITIES 80,757				04/10/2000	08/30/2001 -48,236	
23,229		1000 HEWLETT PACKARD COM PROPERTY TYPE SECURITIES 52,879				04/13/2000	08/30/2001 -29,650	
69,688		3000 HEWLETT PACKARD COM PROPERTY TYPE SECURITIES 154,884.				04/17/2000	08/30/2001 -85,196	
106,854		4600 HEWLETT PACKARD COM PROPERTY TYPE SECURITIES 236,961				04/03/2000	08/30/2001 -130,107	
46,458		2000 HEWLETT PACKARD COM PROPERTY TYPE SECURITIES 101,319				05/03/2000	08/30/2001 -54,861	
46,458		2000 HEWLETT PACKARD COM PROPERTY TYPE SECURITIES 98,344				05/10/2000	08/30/2001 -51,886	
278,751		12000 HEWLETT PACKARD COM PROPERTY TYPE SECURITIES 565,994				05/25/2000	08/30/2001 -287,243	
35,119		1600 RADIOSHACK CORP COM PROPERTY TYPE SECURITIES 74,928				05/15/2000	09/19/2001 -39,809	
109,746		5000 RADIOSHACK CORP COM PROPERTY TYPE SECURITIES 223,525				05/09/2000	09/19/2001 -113,779	
109,746		5000 RADIOSHACK CORP COM PROPERTY TYPE SECURITIES 222,900				06/02/2000	09/19/2001 -113,154.	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/89	Adj basis as of 12/31/89	Excess of FMV over adj basis		Gain or (loss)	
43,899		81,410				-37,511		
108,076		216,320				-108,244		
270,191		529,738				-259,547		
515,483		766,400				-250,917		
78,010		97,020				-19,010		
54,174		63,643				-9,469		
187,224		218,220				-30,996		
108,347		120,410				-12,063		
113,981		115,205				-1,224		
751,819		1,010,000				-258,181		
54,136		66,080				-11,944		

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
200,305		3700 UNITED PARCEL SVC INC CL B PROPERTY TYPE SECURITIES 234,746					04/10/2000 -34,441	11/14/2001
81,205		1500 UNITED PARCEL SVC INC CL B PROPERTY TYPE SECURITIES 95,151					05/15/2000 -13,946	11/14/2001
162,409		3000 UNITED PARCEL SVC INC CL B PROPERTY TYPE SECURITIES 186,803					06/02/2000 -24,394	11/14/2001
27,068		500 UNITED PARCEL SVC INC CL B PROPERTY TYPE SECURITIES 30,821					05/10/2000 -3,753	11/14/2001
178,650		3300 UNITED PARCEL SVC INC CL B PROPERTY TYPE SECURITIES 200,945					04/03/2000 -22,295	11/14/2001
270,682		5000 UNITED PARCEL SVC INC CL B PROPERTY TYPE SECURITIES 300,088					06/28/2000 -29,406	11/14/2001
108,273		2000 UNITED PARCEL SVC INC CL B PROPERTY TYPE SECURITIES 114,110					04/17/2000 -5,837	11/14/2001
56,991		2200 VODAFONE GROUP PLC SPONS ADR PROPERTY TYPE SECURITIES 118,426					04/10/2000 -61,435	11/14/2001
64,762		2500 VODAFONE GROUP PLC SPONS ADR PROPERTY TYPE SECURITIES 130,044					04/13/2000 -65,282	11/14/2001
25,905		1000 VODAFONE GROUP PLC SPONS ADR PROPERTY TYPE SECURITIES 51,643					04/04/2000 -25,738	11/14/2001
25,905		1000 VODAFONE GROUP PLC SPONS ADR PROPERTY TYPE SECURITIES 49,955					06/02/2000 -24,050	11/14/2001

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/89	Adj basis as of 12/31/89	Excess of FMV over adj basis		Gain or (loss)	
38,857		68,933				04/17/2000	11/14/2001	
							-30,076.	
181,335.		301,560				05/15/2000	11/14/2001	
							-120,225.	
25,905		42,330				05/03/2000	11/14/2001	
							-16,425	
77,715		115,928				05/09/2000	11/14/2001	
							-38,213	
77,715		111,240				09/18/2000	11/14/2001	
							-33,525.	
46,629						05/23/1995	11/14/2001	
							46,629	
65,662		91,288				09/18/2000	11/15/2001	
							-25,626	
218,873		302,500				09/11/2000	11/15/2001	
							-83,627	
437,746		433,906				11/22/2000	11/15/2001	
							3,840	
195,895		163,325				04/10/2000	11/16/2001	
							32,570.	
195,895		161,294				05/15/2000	11/16/2001	
							34,601.	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
156,716		128,910				04/17/2000	11/16/2001	
						27,806		
39,179		31,759				05/10/2000	11/16/2001	
						7,420		
78,358		61,830				04/27/2000	11/16/2001	
						16,528.		
313,432		245,820				09/18/2000	11/16/2001	
						67,612.		
78,358		60,643				05/03/2000	11/16/2001	
						17,715		
78,358		58,143				07/31/2000	11/16/2001	
						20,215.		
274,253		200,436				04/03/2000	11/16/2001	
						73,817		
580,431		471,250				10/02/1999	11/19/2001	
						109,181.		
145,618		261,360.				06/02/2000	11/23/2001	
						-115,742		
32,360		56,705				04/13/2000	11/23/2001	
						-24,345		
32,360		56,080				04/27/2000	11/23/2001	
						-23,720		

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
110,022		3400 HONEYWELL INTERNATIONAL INC PROPERTY TYPE SECURITIES 183,935.					04/03/2000	11/23/2001 -73,913
58,247		1800 HONEYWELL INTERNATIONAL INC PROPERTY TYPE SECURITIES 97,119					04/10/2000	11/23/2001 -38,872
16,180		500 HONEYWELL INTERNATIONAL INC PROPERTY TYPE SECURITIES 26,853					05/10/2000	11/23/2001 -10,673
97,079		3000 HONEYWELL INTERNATIONAL INC PROPERTY TYPE SECURITIES 160,740					04/17/2000	11/23/2001 -63,661
25,888		800 HONEYWELL INTERNATIONAL INC PROPERTY TYPE SECURITIES 32,500					02/24/1997	11/23/2001 -6,612
97,079		3000 HONEYWELL INTERNATIONAL INC PROPERTY TYPE SECURITIES 108,053					09/18/2000	11/23/2001 -10,974
42,139		1000 ANALOG DEVICES INC COM PROPERTY TYPE SECURITIES 92,330					06/02/2000	11/27/2001 -50,191
168,554		4000 ANALOG DEVICES INC COM PROPERTY TYPE SECURITIES 305,570					04/03/2000	11/27/2001 -137,016
84,277		2000 ANALOG DEVICES INC COM PROPERTY TYPE SECURITIES 148,660					04/10/2000	11/27/2001 -64,383
42,139		1000 ANALOG DEVICES INC COM PROPERTY TYPE SECURITIES 73,018					04/04/2000	11/27/2001 -30,879
42,139		1000 ANALOG DEVICES INC COM PROPERTY TYPE SECURITIES 71,393					04/27/2000	11/27/2001 -29,254

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
84,277		2000 ANALOG DEVICES INC COM PROPERTY TYPE SECURITIES 118,160					04/17/2000	11/27/2001
							-33,883	
42,139		1000 ANALOG DEVICES INC COM PROPERTY TYPE SECURITIES 54,455					05/10/2000	11/27/2001
							-12,316	
733,928		16000 BJ'S WHOLESALE CLUB INC W/I PROPERTY TYPE SECURITIES 594,915					09/11/2000	11/27/2001
							139,013	
145,679		2500 COLGATE PALMOLIVE CO COM PROPERTY TYPE SECURITIES 151,450					04/10/2000	11/28/2001
							-5,771	
58,272		1000 COLGATE PALMOLIVE CO COM PROPERTY TYPE SECURITIES 59,330					05/10/2000	11/28/2001
							-1,058	
29,136		500 COLGATE PALMOLIVE CO COM PROPERTY TYPE SECURITIES 29,540					04/27/2000	11/28/2001
							-404	
116,543		2000 COLGATE PALMOLIVE CO COM PROPERTY TYPE SECURITIES 115,035					04/03/2000	11/28/2001
							1,508	
715,138		13900 BAXTER INTL INC COM PROPERTY TYPE SECURITIES 680,249					11/27/2001	12/03/2001
							34,889	
398,510		3490 MINNESOTA MNG & MFG CO COM PROPERTY TYPE SECURITIES 328,933					10/02/1999	12/04/2001
							69,577	
149,584		1310 MINNESOTA MNG & MFG CO COM PROPERTY TYPE SECURITIES 107,800					10/26/1996	12/04/2001
							41,784	
137,023		1200 MINNESOTA MNG & MFG CO COM PROPERTY TYPE SECURITIES 22,712					05/22/1995	12/04/2001
							114,311	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
199,613		203,063				09/14/2000	12/05/2001 -3,450	
133,076		120,250				10/27/2000	12/05/2001 12,826	
165,654		182,158				03/29/2001	12/05/2001 -16,504	
52,838		61,109				04/17/2000	12/05/2001 -8,271	
105,676		116,745				04/10/2000	12/05/2001 -11,069	
105,676		113,890				04/03/2000	12/05/2001 -8,214	
174,868		172,553				04/03/2000	12/05/2001 2,315	
116,579		89,660				09/18/2000	12/05/2001 26,919	
136,395		268,125				04/10/2000	12/05/2001 -131,730	
34,099		66,359				06/02/2000	12/05/2001 -32,260	
125,553		290,400				06/02/2000	12/05/2001 -164,847	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
50,221		2000 NOKIA CORP ADR PROPERTY TYPE SECURITIES 112,410					04/27/2000	12/05/2001
							-62,189	
30,604		1010 TIDEWATER INC COM PROPERTY TYPE SECURITIES 49,988.					02/16/2001	12/05/2001
							-19,384	
120,901		3990 TIDEWATER INC COM PROPERTY TYPE SECURITIES 197,476					02/16/2001	12/05/2001
							-76,575	
64,666		1200 BRISTOL MYERS SQUIBB COM PROPERTY TYPE SECURITIES 68,334					04/03/2000	12/10/2001
							-3,668	
511,938		9500 BRISTOL MYERS SQUIBB COM PROPERTY TYPE SECURITIES 492,376					06/28/2000	12/10/2001
							19,562	
26,944		500 BRISTOL MYERS SQUIBB COM PROPERTY TYPE SECURITIES 25,498					05/10/2000	12/10/2001
							1,446	
161,665		3000 BRISTOL MYERS SQUIBB COM PROPERTY TYPE SECURITIES 149,776					04/27/2000	12/10/2001
							11,889	
43,111		800 BRISTOL MYERS SQUIBB COM PROPERTY TYPE SECURITIES 33,776					02/24/1997	12/10/2001
							9,335	
144,343.		1200 INTERNATIONAL BUSINESS MACHS PROPERTY TYPE SECURITIES 147,396					04/10/2000	12/10/2001
							-3,053	
369,879		3075 INTERNATIONAL BUSINESS MACHS PROPERTY TYPE SECURITIES 363,859					10/02/1999	12/10/2001
							6,020	
60,143		500 INTERNATIONAL BUSINESS MACHS PROPERTY TYPE SECURITIES 52,009					04/17/2000	12/10/2001
							8,134	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
27,064		21,348				03/29/2001	12/10/2001	
							5,716.	
50,338		112,705.				04/17/2000	12/10/2001	
							-62,367.	
33,559		74,160				06/02/2000	12/10/2001	
							-40,601	
50,338		95,893				05/15/2000	12/10/2001	
							-45,555	
33,559		60,762				05/10/2000	12/10/2001	
							-27,203	
437,250		722,595				02/16/2001	12/10/2001	
							-285,345	
41,862		69,785				02/16/2001	12/12/2001	
							-27,923	
30,134		50,235				02/16/2001	12/12/2001	
							-20,101	
456,133		358,640				09/18/2000	12/13/2001	
							97,493	
16,139		30,381				05/10/2000	12/13/2001	
							-14,242	
193,674		242,460				10/12/2000	12/13/2001	
							-48,786	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
372,995		432,345					05/15/2000	12/14/2001
							-59,350	
47,238		54,643					05/10/2000	12/14/2001
							-7,405	
52,151		22,112					05/22/1995	12/14/2001
							30,039	
173,214		180,375					10/27/2000	12/17/2001
							-7,161	
115,476		119,320					04/18/2001	12/17/2001
							-3,844	
57,738		54,188					04/27/2000	12/17/2001
							3,550	
115,476		107,250					05/03/2000	12/17/2001
							8,226	
288,690		263,125					04/17/2000	12/17/2001
							25,565	
76,117		101,613					04/03/2000	12/18/2001
							-25,496	
53,870		57,824					08/02/2001	12/18/2001
							-3,954	
111,336		126,660					04/10/2000	12/18/2001
							-15,324	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
167,004		3000 PROPERTY TYPE 176,865	WALMART STORES INC SECURITIES	COM		06/02/2000	12/18/2001	-9,861
278,341		5000 PROPERTY TYPE 294,463	WALMART STORES INC SECURITIES	COM		04/03/2000	12/18/2001	-16,122
111,336		2000 PROPERTY TYPE 114,910	WALMART STORES INC SECURITIES	COM		04/27/2000	12/18/2001	-3,574
55,668		1000 PROPERTY TYPE 56,080	WALMART STORES INC SECURITIES	COM		05/10/2000	12/18/2001	-412
55,668		1000 PROPERTY TYPE 55,205	WALMART STORES INC SECURITIES	COM		04/17/2000	12/18/2001	463
55,668		1000 PROPERTY TYPE 53,080	WALMART STORES INC SECURITIES	COM		05/03/2000	12/18/2001	2,588
66,398		2000 PROPERTY TYPE 132,719	INTEL CORP COM SECURITIES	COM		06/02/2000	12/19/2001	-66,321
33,199		1000 PROPERTY TYPE 63,688	INTEL CORP COM SECURITIES	COM		04/13/2000	12/19/2001	-30,489
33,199		1000 PROPERTY TYPE 62,781	INTEL CORP COM SECURITIES	COM		04/27/2000	12/19/2001	-29,582
66,398		2000 PROPERTY TYPE 116,188	INTEL CORP COM SECURITIES	COM		05/03/2000	12/19/2001	-49,790
33,199		1000 PROPERTY TYPE 57,313	INTEL CORP COM SECURITIES	COM		04/17/2000	12/19/2001	-24,114

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
66,398		2000, INTEL CORP COM PROPERTY TYPE SECURITIES 110,063					05/10/2000	12/19/2001
							-43,665.	
219,113		6600 INTEL CORP COM PROPERTY TYPE SECURITIES 202,290					04/18/2001	12/19/2001
							16,823	
403,106		3275, INTERNATIONAL BUSINESS MACHS PROPERTY TYPE SECURITIES 310,732					03/29/2001	12/20/2001
							92,374.	
212,323		1725 INTERNATIONAL BUSINESS MACHS PROPERTY TYPE SECURITIES 35,464					05/23/1995	12/20/2001
							176,859	
174,474		3000, LEXMARK INTL GROUP CL A COM PROPERTY TYPE SECURITIES 145,354					11/14/2001	12/20/2001
							29,120	
99,499		2500 EXXON MOBIL CORP PROPERTY TYPE SECURITIES 101,428					06/02/2000	01/04/2002
							-1,929	
102,023		2500 GENERAL ELEC CO COM PROPERTY TYPE SECURITIES 145,825					09/18/2000	01/04/2002
							-43,802	
308		5,254 JOHNSON & JOHNSON COM PROPERTY TYPE SECURITIES 297					12/11/2001	01/04/2002
							11	
311		5 302 JOHNSON & JOHNSON COM PROPERTY TYPE SECURITIES 296					09/11/2001	01/04/2002
							15	
258		4 398 JOHNSON & JOHNSON COM PROPERTY TYPE SECURITIES 224					09/07/1999	01/04/2002
							34	
341		5 813 JOHNSON & JOHNSON COM PROPERTY TYPE SECURITIES 295					06/12/2001	01/04/2002
							46	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P r o p e r t y	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
280		4 781 JOHNSON & JOHNSON COM PROPERTY TYPE SECURITIES 225				12/07/1999	01/04/2002	55
86,431		1474 45 JOHNSON & JOHNSON COM PROPERTY TYPE SECURITIES 64,766				03/29/2001	01/04/2002	21,665
264,896		15000 OFFICE DEPOT COM STK PROPERTY TYPE SECURITIES 193,200				09/19/2001	01/04/2002	71,696
185,917		8000 SPRINT CORP (PCS GROUP) COM PROPERTY TYPE SECURITIES 231,918				10/04/2001	01/04/2002	-46,001
89,189		1500 UNION PACIFIC CORP COM PROPERTY TYPE SECURITIES 63,847				10/24/2000	01/04/2002	25,342
268,946		5000 ANADARKO PETE CORP COM PROPERTY TYPE SECURITIES 303,596				03/29/2001	01/08/2002	-34,650
348,795		20000 OFFICE DEPOT COM STK PROPERTY TYPE SECURITIES 257,600				09/19/2001	01/08/2002	91,195
337,900		9000 ADOBE SYS INC COM PROPERTY TYPE SECURITIES 205,470				09/27/2001	01/10/2002	132,430
95,699		2000 APACHE CORP COM PROPERTY TYPE SECURITIES 121,910				01/22/2001	01/10/2002	-26,211
237,939		3800 TENET HEALTHCARE CORPORATION PROPERTY TYPE SECURITIES 224,808				12/20/2001	01/10/2002	13,131
336,047		5800 UNION PACIFIC CORP COM PROPERTY TYPE SECURITIES 246,874				10/24/2000	01/10/2002	89,173

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
251,911		3600. UNITEDHEALTH GROUP INC COM PROPERTY TYPE SECURITIES 235,606					11/16/2001	01/10/2002
							16,305	
83,299		700 WELLPOINT HEALTH NETWORKS IN PROPERTY TYPE SECURITIES 80,371					12/14/2001	01/10/2002
							2,928.	
394,662.		11400 INTEL CORP COM PROPERTY TYPE SECURITIES 349,410					04/18/2001	01/14/2002
							45,252	
13,292		200 ELECTRONIC DATA SYSTEMS CORP PROPERTY TYPE SECURITIES 13,592					12/13/2001	01/15/2002
							-300	
192,201		3300 LEXMARK INTL GROUP CL A COM PROPERTY TYPE SECURITIES 159,889					11/14/2001	01/15/2002
							32,312.	
126,272		1900 ELECTRONIC DATA SYSTEMS CORP PROPERTY TYPE SECURITIES 129,124					12/13/2001	01/16/2002
							-2,852	
81,407		3200 AFLAC INC COM PROPERTY TYPE SECURITIES 84,992					11/27/2001	01/17/2002
							-3,585	
417,425		4900 USA EDUCATION INC COM PROPERTY TYPE SECURITIES 201,303					09/11/2000	01/18/2002
							216,122	
139,104		1600 USA EDUCATION INC COM PROPERTY TYPE SECURITIES 65,732					09/11/2000	01/22/2002
							73,372	
162,101		4700 WASHINGTON MUTUAL INC COM PROPERTY TYPE SECURITIES 145,832					12/05/2001	01/23/2002
							16,269	
154,500		8500 CITRIX SYSTEMS INC COM PROPERTY TYPE SECURITIES 174,516					03/29/2001	01/24/2002
							-20,016	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/89	Excess of FMV over adj basis		Gain or (loss)	
110,526		3200 WASHINGTON MUTUAL INC COM PROPERTY TYPE SECURITIES 99,290					12/05/2001	01/24/2002
							11,236	
236,821		6800 WASHINGTON MUTUAL INC COM PROPERTY TYPE SECURITIES 210,990					12/05/2001	01/25/2002
							25,831	
294,085		16500 CITRIX SYSTEMS INC COM PROPERTY TYPE SECURITIES 338,766					03/29/2001	01/28/2002
							-44,681	
231,423		6600 WASHINGTON MUTUAL INC COM PROPERTY TYPE SECURITIES 204,785					12/05/2001	01/28/2002
							26,638	
163,752		4100 SAFEWAY INC COM NEW PROPERTY TYPE SECURITIES 182,368					08/02/2001	01/30/2002
							-18,616	
192,057		4700 SAFEWAY INC COM NEW PROPERTY TYPE SECURITIES 209,056					08/02/2001	01/31/2002
							-16,999	
197,117		4900 SAFEWAY INC COM NEW PROPERTY TYPE SECURITIES 217,952					08/02/2001	01/31/2002
							-20,835	
132,018		4500 SYSCO CORP COM PROPERTY TYPE SECURITIES 115,814					01/08/2002	02/01/2002
							16,204	
80,045		900 GENERAL DYNAMICS CORP COM PROPERTY TYPE SECURITIES 72,221					12/18/2001	02/05/2002
							7,824	
470,569		18400 AFLAC INC COM PROPERTY TYPE SECURITIES 488,704					11/27/2001	02/13/2002
							-18,135	
134,841		4700 LIZ CLAIBORNE INC COM PROPERTY TYPE SECURITIES 115,896					12/04/2001	02/21/2002
							18,945	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
43,791		2300 OFFICE DEPOT COM STK PROPERTY TYPE SECURITIES 37,872					01/18/2002	02/21/2002 5,919.
239,708		4800 COACH INC COM PROPERTY TYPE SECURITIES 176,897					08/31/2001	02/27/2002 62,811
125,611		1700 UNITED TECHNOLOGIES CORP COM PROPERTY TYPE SECURITIES 113,002					01/04/2002	03/01/2002 12,609
118,198		10000 SPRINT CORP (PCS GROUP) COM PROPERTY TYPE SECURITIES 289,897					10/04/2001	03/07/2002 -171,699
94,559		8000 SPRINT CORP (PCS GROUP) COM PROPERTY TYPE SECURITIES 186,240					10/19/2001	03/07/2002 -91,681
51,093		1800 LIZ CLAIBORNE INC COM PROPERTY TYPE SECURITIES 44,386					12/04/2001	03/08/2002 6,707
45,316		1600 LIZ CLAIBORNE INC COM PROPERTY TYPE SECURITIES 39,454					12/04/2001	03/11/2002 5,862
216,984		7700 LIZ CLAIBORNE INC COM PROPERTY TYPE SECURITIES 189,873					12/04/2001	03/12/2002 27,111.
142,050		5000 LIZ CLAIBORNE INC COM PROPERTY TYPE SECURITIES 123,294					12/04/2001	03/13/2002 18,756
155,828		5400 LIZ CLAIBORNE INC COM PROPERTY TYPE SECURITIES 133,158					12/04/2001	03/14/2002 22,670
314,528		4000 BEST BUY INC COM PROPERTY TYPE SECURITIES 280,240					12/10/2001	03/18/2002 34,288

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
79,067		2200 TALBOTS INC COM PROPERTY TYPE SECURITIES 75,716					12/05/2001 3,351	03/19/2002
308,237		12000 AOL TIME WARNER INC COM PROPERTY TYPE SECURITIES 587,760					04/18/2001 -279,523	03/20/2002
286,721		5000 ANADARKO PETE CORP COM PROPERTY TYPE SECURITIES 303,596					03/29/2001 -16,875	04/02/2002
353,883		13400 BIOMET INC PROPERTY TYPE SECURITIES 387,930					12/05/2001 -34,047	04/02/2002
465,307		11800 GENZYME CORP GENERAL DIVISIO PROPERTY TYPE SECURITIES 642,746					11/23/2001 -177,439	04/05/2002
121,588		2000 AMBAC INC PROPERTY TYPE SECURITIES 114,520					03/20/2002 7,068	04/09/2002
98,403		1800 COACH INC COM PROPERTY TYPE SECURITIES 66,336					08/31/2001 32,067	04/09/2002
25,087		700 TALBOTS INC COM PROPERTY TYPE SECURITIES 24,091					12/05/2001 996	04/09/2002
224,723		4500 HOME DEPOT INC COM PROPERTY TYPE SECURITIES 304,391					04/03/2000 -79,668	04/11/2002
104,871		2100 HOME DEPOT INC COM PROPERTY TYPE SECURITIES 140,212					04/10/2000 -35,341	04/11/2002
79,603		2500 TALBOTS INC COM PROPERTY TYPE SECURITIES 86,041					12/05/2001 -6,438	04/11/2002

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
60,499		1900 TALBOTS INC COM PROPERTY TYPE SECURITIES 63,954				12/10/2001	04/11/2002	
						-3,455		
131,877.		4200 TALBOTS INC COM PROPERTY TYPE SECURITIES 141,372				12/10/2001	04/12/2002	
						-9,495		
160,481		2900 HARLEY DAVIDSON INC COM PROPERTY TYPE SECURITIES 139,229				11/15/2001	04/17/2002	
						21,252		
141,674		1700 UNITEDHEALTH GROUP INC COM PROPERTY TYPE SECURITIES 111,259				11/16/2001	04/18/2002	
						30,415		
133,167		1900 WELLPOINT HEALTH NETWORKS IN PROPERTY TYPE SECURITIES 109,075				12/14/2001	04/18/2002	
						24,092		
150,571		2400 AMBAC INC PROPERTY TYPE SECURITIES 137,424				03/20/2002	04/19/2002	
						13,147		
56,464		900 AMBAC INC PROPERTY TYPE SECURITIES 50,929				12/19/2001	04/19/2002	
						5,535		
678,571		67385 444 STI CLASSIC FUNDS MID-C PROPERTY TYPE SECURITIES 1,000,000				06/28/2000	04/30/2002	
						-321,429		
206,918		20547 945 STI CLASSIC FUNDS MID-C PROPERTY TYPE SECURITIES 300,000				07/24/2000	04/30/2002	
						-93,082		
69,592		6910 85 STI CLASSIC FUNDS MID-CA PROPERTY TYPE SECURITIES 100,000				05/15/2000	04/30/2002	
						-30,408		
626,330		62197 65 STI CLASSIC FUNDS MID-CA PROPERTY TYPE SECURITIES 900,000				05/15/2000	04/30/2002	
						-273,670		

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,087,473.		107991.36 PROPERTY TYPE 1,500,000.	STI CLASSIC FUNDS SECURITIES	MID-CA		04/27/2000	-412,527	04/30/2002
1,104,974		109729 334 PROPERTY TYPE 1,500,000	STI CLASSIC FUNDS SECURITIES	MID-C		04/18/2000	-395,026	04/30/2002
130,459		12955 202 PROPERTY TYPE 174,377	STI CLASSIC FUNDS SECURITIES	MID-C		08/23/2000	-43,918	04/30/2002
445,854		44275 442 PROPERTY TYPE 595,947	STI CLASSIC FUNDS SECURITIES	MID-C		08/23/2000	-150,093	04/30/2002
172,817		17161 531 PROPERTY TYPE 194,440.	STI CLASSIC FUNDS SECURITIES	MID-C		12/13/2000	-21,623	04/30/2002
60,025		3300 PROPERTY TYPE 166,295	TYCO INTERNATIONAL LTD COM SECURITIES			04/03/2000	-106,270	04/30/2002
340,487		7300 PROPERTY TYPE 307,488	UNIVERSAL HEALTH SVCS INC B SECURITIES			11/19/2001	32,999	04/30/2002
194,488		3100 PROPERTY TYPE 175,421	AMBAC INC SECURITIES			12/19/2001	19,067	05/01/2002
60,181		2700 PROPERTY TYPE 136,060	TYCO INTERNATIONAL LTD COM SECURITIES			04/03/2000	-75,879	05/03/2002
24,518		1100 PROPERTY TYPE 54,676	TYCO INTERNATIONAL LTD COM SECURITIES			04/10/2000	-30,158	05/03/2002
174,795		5000 PROPERTY TYPE 191,300	COX COMMUNICATIONS, INC SECURITIES	CL		11/16/2001	-16,505	05/06/2002

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
166,742		4800 PROPERTY TYPE 183,648	COX COMMUNICATIONS, INC SECURITIES	CL		11/16/2001	05/06/2002	
						-16,906		
59,054		1700 PROPERTY TYPE 63,318	COX COMMUNICATIONS, INC SECURITIES	CL		01/28/2002	05/06/2002	
						-4,264		
69,154		2000 PROPERTY TYPE 74,492	COX COMMUNICATIONS, INC SECURITIES	CL		01/28/2002	05/08/2002	
						-5,338.		
110,646		3200 PROPERTY TYPE 109,312	COX COMMUNICATIONS, INC SECURITIES	CL		02/21/2002	05/08/2002	
						1,334		
167,584		5900 PROPERTY TYPE 151,845	SYSCO CORP COM SECURITIES			01/08/2002	05/10/2002	
						15,739		
391,943		13800 PROPERTY TYPE 355,162	SYSCO CORP COM SECURITIES			01/08/2002	05/10/2002	
						36,781		
159,536		2700 PROPERTY TYPE 114,924	UNION PACIFIC CORP COM SECURITIES			10/24/2000	05/13/2002	
						44,612		
369,900		7700 PROPERTY TYPE 416,206	STATE STREET CORP COM SECURITIES			12/10/2001	05/15/2002	
						-46,306		
254,380		5400 PROPERTY TYPE 291,885	STATE STREET CORP COM SECURITIES			12/10/2001	05/15/2002	
						-37,505		
64,265		2300 PROPERTY TYPE 59,194	SYSCO CORP COM SECURITIES			01/08/2002	05/15/2002	
						5,071		
5,239		700 PROPERTY TYPE 44,017	EMC CORP MASS COM SECURITIES			06/02/2000	05/30/2002	
						-38,778		

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
27,749		3700 PROPERTY TYPE 232,664	EMC CORP MASS COM SECURITIES				06/02/2000	05/31/2002 -204,915.
2,756		400 PROPERTY TYPE 25,153.	EMC CORP MASS COM SECURITIES				06/02/2000	06/03/2002 -22,397
6,890		1000 PROPERTY TYPE 61,415	EMC CORP MASS COM SECURITIES				04/04/2000	06/03/2002 -54,525
22,047		3200 PROPERTY TYPE 194,571	EMC CORP MASS COM SECURITIES				04/03/2000	06/03/2002 -172,524
1,378.		200 PROPERTY TYPE 11,802	EMC CORP MASS COM SECURITIES				12/21/2000	06/03/2002 -10,424
15,962		2300 PROPERTY TYPE 135,720	EMC CORP MASS COM SECURITIES				12/21/2000	06/04/2002 -119,758
13,880		2000 PROPERTY TYPE 117,756	EMC CORP MASS COM SECURITIES				05/10/2000	06/04/2002 -103,876
21,513		3100 PROPERTY TYPE 111,848	EMC CORP MASS COM SECURITIES				04/18/2001	06/04/2002 -90,335
2,828.		400 PROPERTY TYPE 14,432	EMC CORP MASS COM SECURITIES				04/18/2001	06/05/2002 -11,604
14,140		2000 PROPERTY TYPE 27,800	EMC CORP MASS COM SECURITIES				02/08/2002	06/05/2002 -13,660
35,940		4900 PROPERTY TYPE 68,110	EMC CORP MASS COM SECURITIES				02/08/2002	06/06/2002 -32,170

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
16,899		2500 PROPERTY TYPE 34,750	EMC CORP MASS COM SECURITIES			02/08/2002	06/07/2002 -17,851	
222,985		2800 PROPERTY TYPE 236,569	OMNICOM GROUP COM SECURITIES			12/17/2001	06/10/2002 -13,584	
101,267		1300 PROPERTY TYPE 109,836	OMNICOM GROUP COM SECURITIES			12/17/2001	06/10/2002 -8,569	
104,109		1800 PROPERTY TYPE 152,080	OMNICOM GROUP COM SECURITIES			12/17/2001	06/12/2002 -47,971	
24,737		1900 PROPERTY TYPE 94,440	TYCO INTERNATIONAL LTD COM SECURITIES			04/10/2000	06/13/2002 -69,703	
11,718		900 PROPERTY TYPE 43,947	TYCO INTERNATIONAL LTD COM SECURITIES			06/02/2000	06/13/2002 -32,229	
167,024		1600 PROPERTY TYPE 128,393	GENERAL DYNAMICS CORP COM SECURITIES			12/18/2001	06/17/2002 38,631	
40,482		700 PROPERTY TYPE 59,142	OMNICOM GROUP COM SECURITIES			12/17/2001	06/18/2002 -18,660	
39,014		2700 PROPERTY TYPE 131,841	TYCO INTERNATIONAL LTD COM SECURITIES			06/02/2000	06/18/2002 -92,827	
33,752		600 PROPERTY TYPE 50,693	OMNICOM GROUP COM SECURITIES			12/17/2001	06/19/2002 -16,941	
16,430		300 PROPERTY TYPE 25,347	OMNICOM GROUP COM SECURITIES			12/17/2001	06/20/2002 -8,917	

FORM 990-PF - PART IV

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
19,643							06/02/2000	06/28/2002	
			68,362.				-48,719		
14,031							04/04/2000	06/28/2002	
			46,518				-32,487		
TOTAL GAIN(LOSS)							-----	-6549086	
							=====		

MCKNIGHT BRAIN RESEARCH FOUNDATION

65-6301255

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS	DATE	DIRECT PUBLIC SUPPORT
EVELYN F MCKNIGHT ESTATE	10/30/2001	2,662,000
=====		
TOTAL CONTRIBUTION AMOUNTS		2,662,000

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION
SUNTRUST BANK P O BOX 3838 ORLANDO, FL 32802	TRUSTEE	80,349
DR MICHAEL DOCKERY 101 W T HARRIS BLVD , SUITE 500 CHARLOTTE, NC 28262	TRUSTEE	43,750
DR J LEE DOCKERY 6809 NW 81ST BLVD GAINESVILLE, FL 32608	TRUSTEE	31,250
DR NINA ELLENBOGEN RAIM 39 LA GORCE CIRCLE MIAMI BEACH, FL 33141	TRUSTEE	31,250
GRAND TOTALS		186,599

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
=====

TERESA BORCHECK
C/O SUNTRUST BANK
P O BOX 3838
ORLANDO, FL 32802
407-237-5907

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS
=====

THE SPECIFIC PURPOSE FOR WHICH THE FOUNDATION WAS
ESTABLISHED IS TO PROVIDE SUPPORT FOR MEDICAL RESEARCH OF
THE BRAIN TO ACCOMPLISH ALLEVIATION OF MEMORY LOSS OF THE
AGING, INCLUDING MAKING GRANTS TO CHARITABLE ORGANIZATIONS
INVOLVED IN SUCH RESEARCH