

Return 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

2006

990-PF

Form Department of the Treasury
Internal Revenue Service

POSTMARK DATE JAN 15 2008

For calendar year 2006, or tax year beginning 07/01, 2006, and ending 06/30/2007

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 foundation MCKNIGHT BRAIN RESEARCH FOUNDATION 52-5511641	A Employer identification number 65-6301255
	Number and street (or P O box number if mail is not delivered to street address) Room/suite P.O. BOX 620005	B Telephone number (see page 11 of the instructions) () -
	City or town, state, and ZIP code ORLANDO, FL 32862-0005	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 63,053,988.		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

	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 11 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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	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	939,560.	1,352,740.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,868,857.			
	b Gross sales price for all assets on line 6a 27,402,694.				
	7 Capital gain net income (from Part IV, line 2)		4,235,125.		
	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)		651,305.		STMT 2
	12 Total. Add lines 1 through 11	4,808,417.	6,239,170.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	261,973.	130,987.		130,986.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 3	42,113.	14,319.	NONE	25,268.
	b Accounting fees (attach schedule) STMT 4	1,400.	NONE	NONE	1,400.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	119,618.	16,970.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	10,342.			10,342.
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 6	6,935.	696,647.		6,935.
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	442,381.	858,923.	NONE	174,931.
	25 Contributions, gifts, grants paid	3,125,000.			3,125,000.
	26 Total expenses and disbursements (Add lines 24 and 25)	3,567,381.	858,923.	NONE	3,299,931.
	27 Subtract line 25 from line 26	1,241,036.			
	b Net investment income (if negative, enter -0-)		5,380,247.		
	c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form 990-PF (2006)

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	746,454.	1,251,118.	1,251,118.	
	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 16 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) . STMT 7	314.	314.	1,026.	
	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 8	49,125,359.	49,861,732.	61,801,844.		
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 17 of the instructions Also, see page 1, item I)	49,872,127.	51,113,164.	63,053,988.		
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	49,872,127.	51,113,164.		
	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 18 of the instructions)	49,872,127.	51,113,164.		
	31	Total liabilities and net assets/fund balances (see page 18 of the instructions)	49,872,127.	51,113,164.		

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 49,872,127.
2	Enter amount from Part I, line 27a	2 1,241,036.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3 1.
4	Add lines 1, 2, and 3	4 51,113,164.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 51,113,164.

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			(i) 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)			2	4,235,125.	
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 18 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 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 page 19 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))
2005	1,978,489.	53,563,568.	0.03693721449
2004	3,026,049.	49,369,240.	0.06129421883
2003	1,665,404.	48,620,060.	0.03425343367
2002	148,481.	42,312,965.	0.00350911358
2001	181,194.	48,134,899.	0.00376429584
2 Total of line 1, column (d)			0.13975827641
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			0.02795165528
4 Enter the net value of noncharitable-use assets for 2006 from Part X, line 5			57,950,543.
5 Multiply line 4 by line 3			1,619,814.
6 Enter 1% of net investment income (1% of Part I, line 27b)			53,802.
7 Add lines 5 and 6			1,673,616.
8 Enter qualifying distributions from Part XII, line 4			3,299,931.

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 19

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 19 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	53,802.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	53,802.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	53,802.
6	Credits/Payments		
a	2006 estimated tax payments and 2005 overpayment credited to 2006	6a	129,732.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	129,732.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	75,930.
11	Enter the amount of line 10 to be Credited to 2007 estimated tax <input checked="" type="checkbox"/> 53,804. Refunded <input type="checkbox"/>	11	22,126.

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 page 20 of the instructions for definition)? <i>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</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
4b 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? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 20 of the instructions) <input checked="" type="checkbox"/> STMT 10		
8b 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? <i>If "No," attach explanation</i>	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 2006 or the taxable year beginning in 2006 (see instructions for Part XIV on page 28)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities Continued

11a	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)	11a		X
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b	N/A	
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ SUNTRUST BANK Telephone no ▶ (407) 237-4293 Located at ▶ 200 S. ORANGE AVE., ORLANDO, FL ZIP + 4 ▶ 32801			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrues during the year ▶ 15			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the 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 2006?	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 2006, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2006? <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 page 22 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2006 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 2006)	3b	N/A
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 2006?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required Continued

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) 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 page 23 of the instructions)? **5b** N/A

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? Yes No **N/A**

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

If you answered "Yes" to 6b, also file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** 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 (see page 23 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 11		261,973.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 24 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 NONE

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

3 Five highest-paid independent contractors for professional services (see page 24 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
SEE STATEMENT 13	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 24 of the instructions)

Describe the two largest program-related investments made up by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 25 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 25 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	58,428,345.
b	Average of monthly cash balances	1b	404,694.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	58,833,039.
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	58,833,039.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 26 of the instructions)	4	882,496.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,950,543.
6	Minimum investment return. Enter 5% of line 5	6	2,897,527.

Part XI Distributable Amount (see page 26 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	2,897,527.
2a	Tax on investment income for 2006 from Part VI, line 5	2a	53,802.
b	Income tax for 2006 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	53,802.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,843,725.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	2,843,725.
6	Deduction from distributable amount (see page 26 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	2,843,725.

Part XII Qualifying Distributions (see page 26 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	3,299,931.
b	Program-related investments - total from Part IX-B	1b	
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	3,299,931.
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 (see page 27 of the instructions)	5	53,802.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,246,129.

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 27 of the instructions)

	(a) Corpus	(b) Years prior to 2005	(c) 2005	(d) 2006
1 Distributable amount for 2006 from Part XI, line 7				2,843,725.
2 Undistributed income, if any, as of the end of 2005				
a Enter amount for 2005 only			7,645.	
b Total for prior years <u>2004</u>		NONE		
3 Excess distributions carryover, if any, to 2006				
a From 2001				NONE
b From 2002				NONE
c From 2003				NONE
d From 2004				NONE
e From 2005				NONE
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2006 from Part XII, line 4 ▶ \$ <u>3,299,931.</u>				
a Applied to 2005, but not more than line 2a . . .			7,645.	
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions) . .		NONE		
c Treated as distributions out of corpus (Election required - see page 27 of the instructions) . . .	NONE			
d Applied to 2006 distributable amount				2,843,725.
e Remaining amount distributed out of corpus . . .	448,561.			
5 Excess distributions carryover applied to 2006 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	448,561.			
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 27 of the instructions		NONE		
e Undistributed income for 2005 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			None	
f Undistributed income for 2006 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2007				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 28 of the instructions)	NONE			
8 Excess distributions carryover from 2001 not applied on line 5 or line 7 (see page 28 of the instructions)	NONE			
9 Excess distributions carryover to 2007. Subtract lines 7 and 8 from line 6a	448,561.			
10 Analysis of line 9				
a Excess from 2002				NONE
b Excess from 2003				NONE
c Excess from 2004				NONE
d Excess from 2005				NONE
e Excess from 2006	448,561.			

Part XIV Private Operating Foundations (see page 28 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 2006, enter the date of the ruling					
b Check box to indicate whether the foundation is a private operating foundation described in section		4942(j)(3) or		4942(j)(5)	
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	Tax year	Prior 3 years			(e) Total
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	
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)(iii)					
(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 28 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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 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 14

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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
<p>a <i>Paid during the year</i></p> <p>SEE STATEMENT 16</p>				
Total ▶ 3a				3,125,000.
<p>b <i>Approved for future payment</i></p>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business Code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include 1 Program service revenue, 2 Membership dues, 3 Interest, 4 Dividends (939,560), 5 Net rental income, 6 Net rental income, 7 Other investment income, 8 Gain or loss from sales (3,868,857), 9 Net income from special events, 10 Gross profit from sales, 11 Other revenue, and 12 Subtotal (4,808,417).

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No. and Explain below how each activity... Row 1 contains the text 'NOT APPLICABLE'.

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Includes handwritten 'N/A' in column (c).

2 a 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Includes handwritten 'N/A' in column (a).

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

Sign Here section containing signatures and names: SUNTRUST BANK, Robert M. Koje, KPMG LLP, PO BOX 6768, PROVIDENCE, RI

**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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,377,387.	
33,659.00		742.863			FIDELITY INSTL TR U S EQU PROPERTY TYPE: SECURITIES		11/02/2004	07/06/2006
		29,833.00					3,826.00	
11,797.00		521.519			FIDELITY ADVISOR SER VIII PROPERTY TYPE: SECURITIES		02/08/2006	07/06/2006
		11,656.00					141.00	
6,357.00		270.265			MELLON INSTL FDS INVT TR PROPERTY TYPE: SECURITIES		06/28/2006	07/06/2006
		6,103.00					254.00	
5,955.00		616.437			PIMCO FDS PAC INVT MGMT S PROPERTY TYPE: SECURITIES		09/29/2005	07/06/2006
		6,041.00					-86.00	
26,066.00		910.449			PRICE T ROWE GROWTH STK F PROPERTY TYPE: SECURITIES		10/28/2004	07/06/2006
		22,370.00					3,696.00	
7,296.00		324.984			ROWE T PRICE REAL ESTATE PROPERTY TYPE: SECURITIES		06/28/2006	07/06/2006
		6,964.00					332.00	
15,233.00		892.901			STI CLASSIC LARGE CAP REL PROPERTY TYPE: SECURITIES		08/12/2005	07/06/2006
		15,099.00					134.00	
2,493.00		117.			STI CLASSIC FD-SM CAP GROWTH PROPERTY TYPE: SECURITIES		12/21/2004	07/06/2006
		2,384.00					109.00	
1,626.00		80.799			STI CLASSIC FUNDS SMALL PROPERTY TYPE: SECURITIES		03/15/2004	07/06/2006
		1,443.00					183.00	
5,391.00		404.392			STI CLASSIC FUNDS MID CAP PROPERTY TYPE: SECURITIES		08/12/2005	07/06/2006
		5,302.00					89.00	

**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)	
10,450.00		751.29 STI CLASSIC LARGE CAP VALU PROPERTY TYPE: SECURITIES 8,662.00				10/22/2004	07/06/2006 1,788.00	
6,305.00		556.018 STI CLASSIC FD-AGGRESSIVE PROPERTY TYPE: SECURITIES 5,916.00				08/12/2005	07/06/2006 389.00	
3,049.00		226. STI CLASSIC FD-L/C QUAN EQTY PROPERTY TYPE: SECURITIES 3,205.00				08/12/2005	07/06/2006 -156.00	
1113051800		246960.691 FIDELITY INSTL TR U S EQU PROPERTY TYPE: SECURITIES 9917941.00				11/02/2004	08/08/2006 1212577.00	
2,600.00		114.537 FIDELITY ADVISOR SER VIII PROPERTY TYPE: SECURITIES 2,560.00				02/08/2006	09/19/2006 40.00	
1,400.00		59.222 MELLON INSTL FDS INVT TR PROPERTY TYPE: SECURITIES 1,179.00				08/12/2005	09/19/2006 221.00	
1,300.00		133.883 PIMCO FDS PAC INVT MGMT S PROPERTY TYPE: SECURITIES 1,312.00				09/29/2005	09/19/2006 -12.00	
5,900.00		197.456 PRICE T ROWE GROWTH STK F PROPERTY TYPE: SECURITIES 5,414.00				08/12/2005	09/19/2006 486.00	
1,700.00		70.335 ROWE T PRICE REAL ESTATE PROPERTY TYPE: SECURITIES 1,507.00				06/28/2006	09/19/2006 193.00	
3,400.00		193.182 STI CLASSIC LARGE CAP REL PROPERTY TYPE: SECURITIES 3,267.00				08/12/2005	09/19/2006 133.00	
500.00		24.57 STI CLASSIC FD-SM CAP GROW PROPERTY TYPE: SECURITIES 501.00				12/21/2004	09/19/2006 -1.00	

**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)	
350.00		17.632 315.00	STI CLASSIC FUNDS PROPERTY TYPE: SECURITIES	SMALL		03/15/2004	09/19/2006	
						35.00		
1,200.00		90.361 1,185.00	STI CLASSIC FUNDS MID CAP PROPERTY TYPE: SECURITIES			08/12/2005	09/19/2006	
						15.00		
2,300.00		160.279 1,848.00	STI CLASSIC LARGE CAP VAL PROPERTY TYPE: SECURITIES			10/22/2004	09/19/2006	
						452.00		
1,400.00		124.004 1,319.00	STI CLASSIC FD-AGGRESSIVE PROPERTY TYPE: SECURITIES			08/12/2005	09/19/2006	
						81.00		
650.00		48.435 687.00	STI CLASSIC FD-L/C QUAN E PROPERTY TYPE: SECURITIES			08/12/2005	09/19/2006	
						-37.00		
7,500.00		61.999 7,467.00	VANGUARD INSTITUTIONAL IN PROPERTY TYPE: SECURITIES			09/05/2006	09/19/2006	
						33.00		
85,500.00		3766.52 84,182.00	FIDELITY ADVISOR SER VIII PROPERTY TYPE: SECURITIES			02/08/2006	09/25/2006	
						1,318.00		
46,400.00		1951.22 38,849.00	MELLON INSTL FDS INVT TR PROPERTY TYPE: SECURITIES			08/12/2005	09/25/2006	
						7,551.00		
43,900.00		4470.468 43,811.00	PIMCO FDS PAC INVT MGMT S PROPERTY TYPE: SECURITIES			09/29/2005	09/25/2006	
						89.00		
195,200.00		6498.003 178,175.00	PRICE T ROWE GROWTH STK F PROPERTY TYPE: SECURITIES			08/12/2005	09/25/2006	
						17,025.00		
56,000.00		2344.077 46,557.00	ROWE T PRICE REAL ESTATE PROPERTY TYPE: SECURITIES			09/29/2005	09/25/2006	
						9,443.00		

**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)	
113,100.00		6400.679			STI CLASSIC LARGE CAP REL PROPERTY TYPE: SECURITIES 108,235.00		08/12/2005	09/25/2006
							4,865.00	
16,900.00		829.244			STI CLASSIC FD-SM CAP GRO PROPERTY TYPE: SECURITIES 16,900.00		12/21/2004	09/25/2006
11,600.00		580.29			STI CLASSIC FUNDS SMALL PROPERTY TYPE: SECURITIES 10,495.00		03/15/2004	09/25/2006
38,300.00		2890.566			STI CLASSIC FUNDS MID CAP PROPERTY TYPE: SECURITIES 37,895.00		08/12/2005	09/25/2006
77,500.00		5381.944			STI CLASSIC LARGE CAP VAL PROPERTY TYPE: SECURITIES 62,054.00		10/22/2004	09/25/2006
45,100.00		3938.864			STI CLASSIC FD-AGGRESSIVE PROPERTY TYPE: SECURITIES 41,910.00		08/12/2005	09/25/2006
21,600.00		1605.948			STI CLASSIC FD-L/C QUAN E PROPERTY TYPE: SECURITIES 22,772.00		08/12/2005	09/25/2006
248,900.00		2053.8			VANGUARD INSTITUTIONAL INDE PROPERTY TYPE: SECURITIES 247,339.00		09/05/2006	09/25/2006
61,134.00		2852.747			STI CLASSIC FD-SM CAP GRO PROPERTY TYPE: SECURITIES 60,792.00		12/12/2005	10/19/2006
749,580.00		34978.067			STI CLASSIC FD-SM CAP GRO PROPERTY TYPE: SECURITIES 711,494.00		03/15/2004	10/19/2006
93,819.00		6863.097			STI CLASSIC FUNDS MID CAP PROPERTY TYPE: SECURITIES 88,927.00		09/20/2006	10/19/2006

**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)	
1704253.00		124671.006	STI CLASSIC FUNDS MID CAP PROPERTY TYPE: SECURITIES			08/12/2005	10/19/2006	
		1634437.00				69,816.00		
2400000.00		19195.393	VANGUARD INSTITUTIONAL IN PROPERTY TYPE: SECURITIES			08/09/2006	10/19/2006	
		2263356.00				136,644.00		
845,000.00		6749.74	VANGUARD INSTITUTIONAL IND PROPERTY TYPE: SECURITIES			08/09/2006	10/20/2006	
		782,362.00				62,638.00		
200,000.00		6447.453	PRICE T ROWE GROWTH STK F PROPERTY TYPE: SECURITIES			08/12/2005	10/25/2006	
		176,789.00				23,211.00		
300,000.00		16189.962	STI CLASSIC LARGE CAP REL PROPERTY TYPE: SECURITIES			08/12/2005	10/25/2006	
		273,772.00				26,228.00		
200,000.00		13333.333	STI CLASSIC LARGE CAP VAL PROPERTY TYPE: SECURITIES			10/22/2004	10/25/2006	
		153,733.00				46,267.00		
500,000.00		3954.758	VANGUARD INSTITUTIONAL IN PROPERTY TYPE: SECURITIES			08/09/2006	10/25/2006	
		458,396.00				41,604.00		
			. LIGHTHOUSE DIVERSIFIED PROPERTY TYPE: SECURITIES			01/01/2006	12/31/2006	
						118,949.00		
700.00		26.515	BLAIR WILLIAM MUT FDS INC PROPERTY TYPE: SECURITIES			10/20/2006	03/27/2007	
		708.00				-8.00		
5,800.00		240.864	FIDELITY ADVISOR SER VIII PROPERTY TYPE: SECURITIES			02/08/2006	03/27/2007	
		5,383.00				417.00		
1,800.00		73.35	GOLDMAN SACHS TR EMERGING PROPERTY TYPE: SECURITIES			12/08/2006	03/27/2007	
		1,701.00				99.00		

**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)	
1,700.00		112.807 PROPERTY TYPE: SECURITIES 1,632.00					12/27/2006	03/27/2007
						68.00		
2,300.00		90.409 PROPERTY TYPE: SECURITIES 1,869.00					12/14/2005	03/27/2007
						431.00		
1,800.00		182.927 PROPERTY TYPE: SECURITIES 1,793.00					09/29/2005	03/27/2007
						7.00		
8,600.00		268.331 PROPERTY TYPE: SECURITIES 7,358.00					08/12/2005	03/27/2007
						1,242.00		
2,700.00		104.328 PROPERTY TYPE: SECURITIES 1,974.00					09/29/2005	03/27/2007
						726.00		
4,900.00		274.51 PROPERTY TYPE: SECURITIES 4,642.00					08/12/2005	03/27/2007
						258.00		
550.00		31.609 PROPERTY TYPE: SECURITIES 598.00					12/14/2005	03/27/2007
						-48.00		
3,400.00		223.684 PROPERTY TYPE: SECURITIES 3,107.00					03/20/2006	03/27/2007
						293.00		
2,200.00		172.549 PROPERTY TYPE: SECURITIES 1,836.00					08/12/2005	03/27/2007
						364.00		
990.00		69.965 PROPERTY TYPE: SECURITIES 992.00					08/12/2005	03/27/2007
						-2.00		
7,800.00		59.761 PROPERTY TYPE: SECURITIES 7,841.00					03/23/2007	03/27/2007
						-41.00		

**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)	
457,683.00		24177.662			STI CLASSIC LARGE CAP REL PROPERTY TYPE: SECURITIES		03/20/2007	05/03/2007
		426,305.00					31,378.00	
5157255.00		272438.173			STI CLASSIC LARGE CAP REL PROPERTY TYPE: SECURITIES		12/14/2005	05/03/2007
		4604325.00					552,930.00	
20,000.00		715.82			BLAIR WILLIAM MUT FDS INC PROPERTY TYPE: SECURITIES		10/20/2006	06/26/2007
		19,120.00					880.00	
131,000.00		5190.174			FIDELITY ADVISOR SER VIII PROPERTY TYPE: SECURITIES		02/08/2006	06/26/2007
		116,000.00					15,000.00	
41,000.00		1504.035			GOLDMAN SACHS TR EMERGING PROPERTY TYPE: SECURITIES		10/20/2006	06/26/2007
		33,852.00					7,148.00	
41,000.00		2556.11			LAZARD FDS INC MID CAP POR PROPERTY TYPE: SECURITIES		12/27/2006	06/26/2007
		36,987.00					4,013.00	
51,000.00		1907.255			MELLON INSTL FDS INVT TR PROPERTY TYPE: SECURITIES		12/14/2005	06/26/2007
		39,423.00					11,577.00	
41,000.00		4324.895			PIMCO FDS PAC INVT MGMT S PROPERTY TYPE: SECURITIES		09/29/2005	06/26/2007
		42,384.00					-1,384.00	
191,000.00		5594.61			PRICE T ROWE GROWTH STK FD PROPERTY TYPE: SECURITIES		08/12/2005	06/26/2007
		153,404.00					37,596.00	
51,000.00		2199.224			ROWE T PRICE REAL ESTATE PROPERTY TYPE: SECURITIES		09/29/2005	06/26/2007
		41,609.00					9,391.00	
10,000.00		546.151			STI CLASSIC FUNDS SMALL PROPERTY TYPE: SECURITIES		12/12/2005	06/26/2007
		10,114.00					-114.00	

**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)		
181,000.00		11305.434			STI CLASSIC LARGE CAP VAL PROPERTY TYPE: SECURITIES		10/22/2004	06/26/2007	
		135,534.00					45,466.00		
51,000.00		3766.617			STI CLASSIC FD-AGGRESSIVE PROPERTY TYPE: SECURITIES		08/12/2005	06/26/2007	
		40,077.00					10,923.00		
20,000.00		1365.188			STI CLASSIC FD-L/C QUAN E PROPERTY TYPE: SECURITIES		08/12/2005	06/26/2007	
		19,358.00					642.00		
171,000.00		1253.758			VANGUARD INSTITUTIONAL IN PROPERTY TYPE: SECURITIES		08/09/2006	06/26/2007	
					. LIGHTHOUSE DIVERSIFIED PROPERTY TYPE: SECURITIES		01/01/2006	06/30/2007	
							247,320.00		
TOTAL GAIN(LOSS)							-----	4,235,125.	
							=====		

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	939,560.	1,352,740.
TOTAL	----- 939,560. -----	----- 1,352,740. -----

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
LIGHTHOUSE FUNDS	-----	651,305.
TOTALS	=====	651,305.
	=====	=====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
AKERMAN, SENTERFITT	42,113.	14,319.	----- NONE	25,268.
TOTALS	----- 42,113. =====	----- 14,319. =====	----- NONE =====	----- 25,268. =====

5511641 MCKNIGHT BRAIN RESEARCH FOUNDATION
APPORTIONMENT OF LEGAL FEES
EIN: 65-6301255
6/30/2007

LEGAL FEES	NET INVESTMENT 990 T /UBTI INCOME		DISBURSEMENTS TO CHARITY
	34%	6%	60%
\$42,113	\$14,319	\$2,526	\$25,268

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
TAX PREP FEES	1,400.			1,400.
TOTALS	1,400.	NONE	NONE	1,400.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
990 PF ESTIMATES	71,560.	
990 T ESTIMATES	30,455.	
2005 BAL DUE 990 T	17,603.	
FOREIGN TAX		16,970.
TOTALS	----- 119,618. =====	----- 16,970. =====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
MEMBERSHIP DUES	450.		450.
INSURANCE	1,625.		1,625.
ADMINISTRATION EXP	4,860.		4,860.
PORTFOLIO DEDUCT K-1		696,647.	
TOTALS	----- 6,935. =====	----- 696,647. =====	----- 6,935. =====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENT	314.	314.	1,026.
TOTALS	----- 314. =====	----- 314. =====	----- 1,026. =====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED STATEMENT	C	49,125,359.	49,861,732.	61,801,844.
TOTALS		----- 49,125,359. =====	----- 49,861,732. =====	----- 61,801,844. =====

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

DESCRIPTION

AMOUNT

PENDING CLASS ACTION

1.

TOTAL

1.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

FL

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

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

P.O. BOX 620005
ORLANDO, FL 32862

TITLE:

TRUSTEE, VAR

COMPENSATION 101,973.

OFFICER NAME:

DR. MICHAEL DOCKERY,

ADDRESS:

C/O SUNTRUST BANK, PO BOX 620005
ORLANDO, FL 32862

TITLE:

TRUSTEE, VAR

COMPENSATION 40,000.

OFFICER NAME:

DR. J. LEE DOCKERY

ADDRESS:

C/O SUNTRUST BANK, PO BOX 620005
ORLANDO,, FL 32862

TITLE:

TRUSTEE

COMPENSATION 40,000.

OFFICER NAME:

DR. NINA ELLENBOGEN RAIM

ADDRESS:

C/O SUNTRUST BANK, PO BOX 620005
ORLANDO,, FL 32862

TITLE:

TRUSTEE, VAR

COMPENSATION 40,000.

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

=====

OFFICER NAME:

JOHN CLARKSON

ADDRESS:

C/O SUNTRUST BANK, PO BOX 620005
ORLANDO, FL 32862

TITLE:

TRUSTEE, VAR

COMPENSATION 40,000.

TOTAL COMPENSATION: 261,973.

=====

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
=====

NAME :
NONE

RECIPIENT NAME:

TERESA BORCHECK

ADDRESS:

C/O SUNTRUST BANK, P.O BOX 620005
ORLANDO, FL 32862

FORM, INFORMATION AND MATERIALS:

NO REQUIRED FORMAT

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE FOUNDATION WAS ESTABLISHED TO PROVIDE SUPPORT FOR MEDICAL RESEARCH
OF THE BRAIN TO ACCOMPLISH ALLEVIATION OF MEMORY LOSS OF THE AGING,
INCLUDING MAKING GRANTS TO ORGANIZATIONS INVOLVED IN THIS RESEARCH.

=====

RECIPIENT NAME:

UNIVERSITY OF MIAMI

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RESEARCH OF THE BRAIN

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 875,000.

RECIPIENT NAME:

UNIVERSITY OF ALABAMA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

ANNUAL PAYMENT FOR BRAIN RESEARCH

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID1,000,000.

RECIPIENT NAME:

UNIVERSITY OF ARIZONA

ADDRESS:

1501 NORTH CAMPBELL AVE

TUSCON, AZ 85724

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION TO THE CHAIR

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID1,000,000.

RECIPIENT NAME:

FNIH

ADDRESS:

1 CLOISTER COURT SUITE 152

BETHESEDA, MD 30814

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COGNITIVE AGING SUMMIT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 250,000.

=====

TOTAL GRANTS PAID:

3,125,000.

=====

Capital Gains and Losses

2006

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

Name of estate or trust MCKNIGHT BRAIN RESEARCH FOUNDATION 52-5511641	Employer identification number 65-6301255
---	---

Note: Form 5227 filers need to complete **only** Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 35)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
1 SEE STATEMENT 2			5,151,419.	4,836,200.	434,168.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2005 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1 through 4 in column (f) Enter here and on line 13, column (3) below					5 434,168.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 35)	(f) Gain or (Loss) for the entire year (col (d) less col (e))
6 LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 6			1,377,387.
SEE STATEMENT 5			20,858,940.	18,697,638.	2,408,622.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9 14,948.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2005 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6 through 11 in column (f) Enter here and on line 14a, column (3) below					12 3,800,957.

Part III Summary of Parts I and II

Caution: Read the instructions **before** completing this part.

(1) Beneficiaries' (see page 36)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)		434,168.
14 Net long-term gain or (loss):		
a Total for year		3,800,957.
b Unrecaptured section 1250 gain (see line 18 of the worksheet on page 36).		5,948.
c 28% rate gain		
15 Total net gain or (loss). Combine lines 13 and 14a		4,235,125.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4. If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4, the smaller of
 a The loss on line 15, column (3) or
 b \$3,000 **16** ()

If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22, is a loss, complete the **Capital Loss Carryover Worksheet** on page 39 of the instructions to determine your capital loss carryover

Part V Tax Computation Using Maximum Capital Gains Rates (Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22 is more than zero)

Note: If line 14b, column (2) or line 14c, column (2) is more than zero, complete the worksheet on page 38 of the instructions and skip Part V Otherwise, go to line 17

17 Enter taxable income from Form 1041, line 22	17	
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2)	19	
20 Add lines 18 and 19	20	
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22 Subtract line 21 from line 20 If zero or less, enter -0-	22	
23 Subtract line 22 from line 17 If zero or less, enter -0-	23	
24 Enter the smaller of the amount on line 17 or \$2,050	24	
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 through 27, go to line 28 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25	
26 Subtract line 25 from line 24	26	
27 Multiply line 26 by 5% (.05)	27	
28 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 28 through 31, go to line 32 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	28	
29 Enter the amount from line 26 (If line 26 is blank, enter -0-)	29	
30 Subtract line 29 from line 28	30	
31 Multiply line 30 by 15% (.15)	31	
32 Figure the tax on the amount on line 23 Use the 2006 Tax Rate Schedule on page 23 of the instructions	32	
33 Add lines 27, 31, and 32	33	
34 Figure the tax on the amount on line 17 Use the 2006 Tax Rate Schedule on page 23 of the instructions	34	
35 Tax on all taxable income. Enter the smaller of line 33 or line 34 here and on line 1a of Schedule G, Form 1041	35	

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
521.519 FIDELITY ADVISOR SER VIII DIVERSIFIE	02/08/2006	07/06/2006	11,797.00	11,656.00	141.00
270.265 MELLON INSTL FDS INVT	06/28/2006	07/06/2006	6,357.00	6,103.00	254.00
616.437 PIMCO FDS PAC INVT MGMT SER GLOBAL	09/29/2005	07/06/2006	5,955.00	6,041.00	-86.00
324.984 ROWE T PRICE REAL ESTATE FD COM	06/28/2006	07/06/2006	7,296.00	6,964.00	332.00
892.901 STI CLASSIC LARGE CAP RELATIVE VALUE	08/12/2005	07/06/2006	15,233.00	15,099.00	134.00
404.392 STI CLASSIC FUNDS MID CAP EQUITY	08/12/2005	07/06/2006	5,391.00	5,302.00	89.00
556.018 STI CLASSIC FD-AGGRESSIVE GRWTH #558	08/12/2005	07/06/2006	6,305.00	5,916.00	389.00
226. STI CLASSIC FD-L/C QUAN EQTY #624	08/12/2005	07/06/2006	3,049.00	3,205.00	-156.00
114.537 FIDELITY ADVISOR SER VIII DIVERSIFIE	02/08/2006	09/19/2006	2,600.00	2,560.00	40.00
133.883 PIMCO FDS PAC INVT MGMT SER GLOBAL	09/29/2005	09/19/2006	1,300.00	1,312.00	-12.00
70.335 ROWE T PRICE REAL ESTATE FD COM	06/28/2006	09/19/2006	1,700.00	1,507.00	193.00
61.999 VANGUARD INSTITUTIONAL INDEX FDSHR BEN INT	09/05/2006	09/19/2006	7,500.00	7,467.00	33.00
3766.52 FIDELITY ADVISOR SER VIII DIVERSIFIE	02/08/2006	09/25/2006	85,500.00	84,182.00	1,318.00
4470.468 PIMCO FDS PAC INVT MGMT SER GLOBAL	09/29/2005	09/25/2006	43,900.00	43,811.00	89.00
2344.077 ROWE T PRICE REAL ESTATE FD COM	09/29/2005	09/25/2006	56,000.00	46,557.00	9,443.00
2053.8 VANGUARD INSTITUTIONAL INDEX FDSHR BEN INT	09/05/2006	09/25/2006	248,900.00	247,339.00	1,561.00
2852.747 STI CLASSIC FD-SM CAP GROWTH TRUST SHRS					
Totals					

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
	12/19/2005	10/19/2006	61,134.00	60,792.00	342.00
6863.097 STI CLASSIC FUNDS MID CAP EQUITY	09/20/2006	10/19/2006	93,819.00	88,927.00	4,892.00
19195.393 VANGUARD INSTITUTIONAL INDEX FDSHR BEN INT	08/09/2006	10/19/2006	2,400,000.00	2,263,356.00	136,644.00
6749.74 VANGUARD INSTITUTIONAL INDEX FDSHR BEN INT	08/09/2006	10/20/2006	845,000.00	782,362.00	62,638.00
3954.758 VANGUARD INSTITUTIONAL INDEX FDSHR BEN INT	08/09/2006	10/25/2006	500,000.00	458,396.00	41,604.00
. LIGHTHOUSE DIVERSIFIED	01/01/2006	12/31/2006			118,949.00
26.515 BLAIR WILLIAM MUT FDS INC SMALL CAP	10/20/2006	03/27/2007	700.00	708.00	-8.00
73.35 GOLDMAN SACHS TR EMERGING MKTS EQTY	12/08/2006	03/27/2007	1,800.00	1,701.00	99.00
112.807 LAZARD FDS INC MID CAP PORTFOLIO INS	12/27/2006	03/27/2007	1,700.00	1,632.00	68.00
59.761 VANGUARD INSTITUTIONAL INDEX FDSHR BEN INT	03/23/2007	03/27/2007	7,800.00	7,841.00	-41.00
24177.662 STI CLASSIC LARGE CAP RELATIVE VALUE	03/20/2007	05/03/2007	457,683.00	426,305.00	31,378.00
715.82 BLAIR WILLIAM MUT FDS INC SMALL CAP	10/20/2006	06/26/2007	20,000.00	19,120.00	880.00
1504.035 GOLDMAN SACHS TR EMERGING MKTS EQTY	10/20/2006	06/26/2007	41,000.00	33,852.00	7,148.00
2556.11 LAZARD FDS INC MID CAP PORTFOLIO INS	12/27/2006	06/26/2007	41,000.00	36,987.00	4,013.00
1253.758 VANGUARD INSTITUTIONAL INDEX FDSHR BEN INT	08/09/2006	06/26/2007	171,000.00	159,200.00	11,800.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			5,151,419.00	4,836,200.00	434,168.00
Totals			5,151,419.00	4,836,200.00	434,168.00

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
742.863 FIDELITY INSTL TR U S EQUITY INDEX PORTFOLIO	11/02/2004	07/06/2006	33,659.00	29,833.00	3,826.00
910.449 PRICE T ROWE GROWTH STK FD INC	10/28/2004	07/06/2006	26,066.00	22,370.00	3,696.00
117. STI CLASSIC FD-SM CAP GROWTH TRUST SHRS	12/21/2004	07/06/2006	2,493.00	2,384.00	109.00
80.799 STI CLASSIC FUNDS SMALL CAP EQUITY FD TR C	03/15/2004	07/06/2006	1,626.00	1,443.00	183.00
751.29 STI CLASSIC LARGE CAP VALUE EQUITY FUND	10/22/2004	07/06/2006	10,450.00	8,662.00	1,788.00
246960.691 FIDELITY INSTL TR U S EQUITY INDEX PORTFOLIO	11/02/2004	08/08/2006	11130518.00	9,917,941.00	1,212,577.00
59.222 MELLON INSTL FDS INVT	08/12/2005	09/19/2006	1,400.00	1,179.00	221.00
197.456 PRICE T ROWE GROWTH STK FD INC	08/12/2005	09/19/2006	5,900.00	5,414.00	486.00
193.182 STI CLASSIC LARGE CAP RELATIVE VALUE	08/12/2005	09/19/2006	3,400.00	3,267.00	133.00
24.57 STI CLASSIC FD-SM CAP GROWTH TRUST SHRS	12/21/2004	09/19/2006	500.00	501.00	-1.00
17.632 STI CLASSIC FUNDS SMALL CAP EQUITY FD TR C	03/15/2004	09/19/2006	350.00	315.00	35.00
90.361 STI CLASSIC FUNDS MID CAP EQUITY	08/12/2005	09/19/2006	1,200.00	1,185.00	15.00
160.279 STI CLASSIC LARGE CAP VALUE EQUITY FUND	10/22/2004	09/19/2006	2,300.00	1,848.00	452.00
124.004 STI CLASSIC FD-AGGRESSI VE GRWTH #558	08/12/2005	09/19/2006	1,400.00	1,319.00	81.00
48.435 STI CLASSIC FD-L/C QUAN EQTY #624	08/12/2005	09/19/2006	650.00	687.00	-37.00
1951.22 MELLON INSTL FDS INVT TR	08/12/2005	09/25/2006	46,400.00	38,849.00	7,551.00
6498.003 PRICE T ROWE GROWTH STK FD INC	08/12/2005	09/25/2006	195,200.00	178,175.00	17,025.00
Totals					

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
6400.679 STI CLASSIC LARGE CAP RELATIVE VALUE	08/12/2005	09/25/2006	113,100.00	108,235.00	4,865.00
829.244 STI CLASSIC FD-SM CAP GROWTH TRUST SHRS	12/21/2004	09/25/2006	16,900.00	16,900.00	
580.29 STI CLASSIC FUNDS SMALL CAP EQUITY FD TR C	03/15/2004	09/25/2006	11,600.00	10,495.00	1,105.00
2890.566 STI CLASSIC FUNDS MID CAP EQUITY	08/12/2005	09/25/2006	38,300.00	37,895.00	405.00
5381.944 STI CLASSIC LARGE CAP VALUE EQUITY FUND	10/22/2004	09/25/2006	77,500.00	62,054.00	15,446.00
3938.864 STI CLASSIC FD-AGGRESSI VE GRWTH #558	08/12/2005	09/25/2006	45,100.00	41,910.00	3,190.00
1605.948 STI CLASSIC FD-L/C QUAN EQTY #624	08/12/2005	09/25/2006	21,600.00	22,772.00	-1,172.00
34978.067 STI CLASSIC FD-SM CAP GROWTH TRUST SHRS	03/15/2004	10/19/2006	749,580.00	711,494.00	38,086.00
124671.006 STI CLASSIC FUNDS MID CAP EQUITY	08/12/2005	10/19/2006	1,704,253.00	1,634,437.00	69,816.00
6447.453 PRICE T ROWE GROWTH STK FD INC	08/12/2005	10/25/2006	200,000.00	176,789.00	23,211.00
16189.962 STI CLASSIC LARGE CAP RELATIVE VALUE	08/12/2005	10/25/2006	300,000.00	273,772.00	26,228.00
13333.333 STI CLASSIC LARGE CAP VALUE EQUITY FUND	10/22/2004	10/25/2006	200,000.00	153,733.00	46,267.00
240.864 FIDELITY ADVISOR SER VIII DIVERSIFIE	02/08/2006	03/27/2007	5,800.00	5,383.00	417.00
90.409 MELLON INSTL FDS INVT	12/14/2005	03/27/2007	2,300.00	1,869.00	431.00
182.927 PIMCO FDS PAC INVT MGMT SER GLOBAL	09/29/2005	03/27/2007	1,800.00	1,793.00	7.00
268.331 PRICE T ROWE GROWTH STK FD INC	08/12/2005	03/27/2007	8,600.00	7,358.00	1,242.00
104.328 ROWE T PRICE REAL ESTATE FD COM	09/29/2005	03/27/2007	2,700.00	1,974.00	726.00
274.51 STI CLASSIC LARGE CAP RELATIVE VALUE	08/12/2005	03/27/2007	4,900.00	4,642.00	258.00
Totals					

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
31.609 STI CLASSIC FUNDS SMALL CAP EQUITY FD TR C	12/14/2005	03/27/2007	550.00	598.00	-48.00
223.684 STI CLASSIC LARGE CAP VALUE EQUITY FUND	03/20/2006	03/27/2007	3,400.00	3,107.00	293.00
172.549 STI CLASSIC FD-AGGRESSIVE VE GRWTH #558	08/12/2005	03/27/2007	2,200.00	1,836.00	364.00
69.965 STI CLASSIC FD-L/C QUANT EQTY #624	08/12/2005	03/27/2007	990.00	992.00	-2.00
272438.173 STI CLASSIC LARGE CAP RELATIVE VALUE	12/14/2005	05/03/2007	5,157,255.00	4,604,325.00	552,930.00
5190.174 FIDELITY ADVISOR SERIES VIII DIVERSIFIED	02/08/2006	06/26/2007	131,000.00	116,000.00	15,000.00
1907.255 MELLON INSTL FDS INVT	12/14/2005	06/26/2007	51,000.00	39,423.00	11,577.00
4324.895 PIMCO FDS PAC INVT MGMT SER GLOBAL	09/29/2005	06/26/2007	41,000.00	42,384.00	-1,384.00
5594.61 PRICE T ROWE GROWTH STK FD INC	08/12/2005	06/26/2007	191,000.00	153,404.00	37,596.00
2199.224 ROWE T PRICE REAL ESTATE FD COM	09/29/2005	06/26/2007	51,000.00	41,609.00	9,391.00
546.151 STI CLASSIC FUNDS SMALL CAP EQUITY FD TR C	12/12/2005	06/26/2007	10,000.00	10,114.00	-114.00
11305.434 STI CLASSIC LARGE CAP VALUE EQUITY FUND	10/22/2004	06/26/2007	181,000.00	135,534.00	45,466.00
3766.617 STI CLASSIC FD-AGGRESSIVE VE GRWTH #558	08/12/2005	06/26/2007	51,000.00	40,077.00	10,923.00
1365.188 STI CLASSIC FD-L/C QUANT EQTY #624	08/12/2005	06/26/2007	20,000.00	19,358.00	642.00
. LIGHTHOUSE DIVERSIFIED	01/01/2006	06/30/2007			247,320.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			20858940.00	18697638.00	2,408,622.00
Totals			20858940.00	18697638.00	2,408,622.00

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

BLAIR WILLIAM MUT FDS INC SMALL CAP	47,951.00	
FIDELITY ADVISOR SER VIII DIVERSIFIE	309,561.00	
GOLDMAN SACHS TR EMERGING MKTS EQTY	7,088.00	
LAZARD FDS INC MID CAP PORTFOLIO INS	64,213.00	
MELLON INSTL FDS INVT TR	235,034.00	
PRICE T ROWE GROWTH STK FD INC	138,889.00	
ROWE T PRICE REAL ESTATE FD COM	66,946.00	
STI CLASSIC LARGE CAP RELATIVE VALUE	256,837.00	
STI CLASSIC FUNDS SMALL CAP EQUITY FD TR CL	96,260.00	
STI CLASSIC LARGE CAP VALUE EQUITY FUND	132,020.00	
STI CLASSIC FD-L/C QUAN EQTY #624	22,590.00	

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,377,387.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,377,387.00
		=====

Investment Review (27 Items) - as of 07/20/2007 (Settle Date View)

print | expand | contract | save | ticker | accounts |

Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment information (available) **Disclaimer Pricing changes made since the last statement may not be reflected in Investment Review values

Assets as of: 06/30/2007

Account: All Accounts

5511641									
	P/I	Units	Market Value	% Mkt Value	Accrued Income	Tax Cost	Est Annual Income	Yield at Mkt	N
STIF & MONEY MARKET FUNDS			\$1,251,118.02	1.984%	\$1,681.31	\$1,251,118.02	\$60,620.42	4.845%	
<input type="checkbox"/>	STI TAXABLE		\$1,251,118.02	1.984%	\$1,681.31	\$1,251,118.02	\$60,620.42	4.845%	
<input type="checkbox"/>	784766107	1,251,118 0200	\$1,251,118.02	1.984%	\$1,681.31	\$1,251,118.02	\$60,620.42	4.845%	
	STI CLASSIC FDS-PRIME QUALITY MM FD I SHS FKA T SHS								
	5511641	P 1,251,118 0200	\$1,251,118.02	1.984%	\$1,681.31	\$1,251,118.02	\$60,620.42	4.845%	
	MCKNIGHT BRAIN RESEARCH FDN TT								
EQUITY SECURITIES			\$1,025.67	0.002%	\$0.00	\$313.55	\$8.30	0.809%	
<input type="checkbox"/>	COMMUNICATIONS EQUIPMENT		\$717.57	0.001%	\$0.00	\$0.00	\$0.00	0.000%	
<input type="checkbox"/>	549463131	4,221 0000	\$717.57	0.001%	\$0.00	\$0.00	\$0.00	0.000%	
	LUCENT TECHNOLOGIES INC WTS PUR COM EXP 12/10/2007								
	5511641	P 4,221 0000	\$717.57	0.001%	\$0.00	\$0.00	\$0.00	0.000%	
	MCKNIGHT BRAIN RESEARCH FDN TT								
<input type="checkbox"/>	PHARMACEUTICALS		\$308.10	0.000%	\$0.00	\$313.55	\$8.30	2.694%	
<input type="checkbox"/>	478160104	5 0000	\$308.10	0.000%	\$0.00	\$313.55	\$8.30	2.694%	
	JOHNSON & JOHNSON COM Rating A+								
MUTUAL FUNDS			\$48,541,917.27	76.985%	\$5,151.87	\$38,299,288.22	\$452,847.04	0.933%	
<input type="checkbox"/>	ALTERNATIVE INVT PROPRIETARY		\$11,545,452.44	18.310%	\$0.00	\$7,800,000.00	\$0.00	0.000%	
<input type="checkbox"/>	532LHP107	48,738 1520	\$8,222,516.15	13.040%	\$0.00	\$5,200,000.00	\$0.00	0.000%	
	LIGHTHOUSE DIVERSIFIED QPII LP								
<input type="checkbox"/>	532LHP156	24,080 8190	\$3,322,936.29	5.270%	\$0.00	\$2,600,000.00	\$0.00	0.000%	
	LIGHTHOUSE GLOBAL LONG/SHORT LP								
<input type="checkbox"/>	INTL EMERGING		\$2,161,171.13	3.427%	\$0.00	\$1,687,016.60	\$11,382.85	0.527%	
<input type="checkbox"/>	38142B369	78,502 4020	\$2,161,171.13	3.427%	\$0.00	\$1,687,016.60	\$11,382.85	0.527%	
	GOLDMAN SACHS TR EMERGING MKTS EQTY INSTL CL								
<input type="checkbox"/>	OTHER DOMESTIC EQUITY		\$21,216,034.46	33.647%	\$0.00	\$16,931,499.84	\$214,985.09	1.013%	
<input type="checkbox"/>	093001485	27,337 0360	\$773,911.49	1.227%	\$0.00	\$730,172.23	\$0.00	0.000%	
	BLAIR WILLIAM FDS SMALL CAP GROWTH FD CL I								
<input type="checkbox"/>	52106N723	121,384 8250	\$1,961,578.77	3.111%	\$0.00	\$1,754,085.47	\$9,710.79	0.495%	
	LAZARD FDS INC								

MID CAP PORTFOLIO INSTL SHS

741479109	283,488 5450	\$9,740,666 41	15 448%	\$0 00	\$7,073,248 59	\$53,862 82	0 553%
PRICE T ROWE GROWTH STK FD INC COM							
922040100	63,618 2690	\$8,739,877 80	13 861%	\$0 00	\$7,373,993 55	\$151,411 48	1 732%
VANGUARD INSTL INDEX FD SH BEN INT							
OTHER INTL EQUITY		\$9,161,398.17	14.529%	\$0 00	\$7,801,392.27	\$92,394.78	1.009%
315920686	256,127 4520	\$6,567,107 87	10 415%	\$0 00	\$5,828,714 86	\$74,533 09	1 135%
FIDELITY ADVISOR SER VIII DIVERSIFIED INTL FD INSTL CL							
58552D762	96,549 6950	\$2,594,290 30	4 114%	\$0 00	\$1,972,677 41	\$17,861 69	0 689%
MELLON INSTL FDS INVT TR BOSTON CO INTL SMALL CAP FD							
OTHER INTL FIXED INCOME		\$1,919,667.52	3.044%	\$5,151.87	\$1,977,261.21	\$61,970.34	3.228%
693390874	201,857 7830	\$1,919,667 52	3 044%	\$5,151 87	\$1,977,261 21	\$61,970 34	3 228%
PIMCO FDS PAC INVT MGMT SER GLOBAL FD INSTL CL							
REIT FDS		\$2,538,193.54	4.025%	\$0.00	\$2,102,118.30	\$72,113.98	2.841%
779919109	109,263 6050	\$2,538,193 54	4 025%	\$0 00	\$2,102,118 30	\$72,113 98	2 841%
ROWE T PRICE REAL ESTATE FD COM							
PROPRIETARY FUNDS		\$13,259,927.32	21.029%	\$0.00	\$11,562,437.64	\$149,382.68	1.127%
LARGE CAP GROWTH		\$2,424,540.43	3 845%	\$0 00	\$1,880,255 85	\$0.00	0.000%
784767188	176,715 7750	\$2,424,540 43	3 845%	\$0 00	\$1,880,255 85	\$0 00	0 000%
STI CLASSIC FD-AGGRESSIVE GROWTH STK I SHS #558 FKA T SHS							
LARGE CAP VALUE		\$10,212,118.44	16.196%	\$0.00	\$9,087,922.56	\$145,115.56	1.421%
784767527	74,282 8700	\$1,096,415 16	1 739%	\$0 00	\$1,046,524 89	\$6,091 20	0 556%
STI CLASSIC FD-LARGECAP QUAN EQUITY I SHS #624 FKA T SHS FKA STRATEGIC							
784766834	565,139 6950	\$9,115,703 28	14 457%	\$0 00	\$8,041,397 67	\$139,024 37	1 525%
STI CLASSIC FD-LARGECAP VALUE EQUITY I SHS #512 FKA VAL INC STK T SHS							
SMALL CAP VALUE		\$623,268.44	0.988%	\$0.00	\$594,259.23	\$4,267.12	0 685%
784766370	33,599 3770	\$623,268 44	0 988%	\$0 00	\$594,259 23	\$4,267 12	0 685%
STI CLASSIC FD-SM CAP VAL EQUITY I SHS #588 FKA T SHS *EFF 04/30/04 FD CLOSED TO NEW INVS*							
MISCELLANEOUS ASSETS		\$0.00	0.000%	\$0.00	\$6.00	\$0.00	0.000%
ACCOUNT RECEIVABLES		\$0.00	0.000%	\$0.00	\$6 00	\$0.00	0.000%
997000JA3	1 0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 000%
CLASS ACTION PENDING AOL/TIME WARNER ON RCPT OF FINAL PMT							
997000KY9	1 0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 000%
CLASS ACTION PENDING							

AT & T ON RCPT OF FINAL PMT								
⊕	997000KD5 CLASS ACTION PENDING BRISTOL MYERS(2ND) ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 000%
⊕	997000ND2 CLASS ACTION PENDING CISCO SYSTEMS ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	0 000%
⊕	997000EJ9 CLASS ACTION PENDING CONAGRA ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 000%
⊕	997000NN0 CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	0 000%
⊕	997000BB9 CLASS ACTION PENDING HONEYWELL INTL INC ON RCPT OF FINAL PMT	1.0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 000%
⊕	997000QD9 CLASS ACTION PENDING KING PHARMACEUTICALS ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	0 000%
⊕	997000KE3 CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 000%
TOTAL:			\$63,053,988.27	100%	\$6,833.18	\$51,113,163.43	\$662,858.44	1.051%

Please note Market values and transactions reflect beginning of current business day's pricing and activities Month end values may differ from your month end Statement of Account due to retroactive pricing.

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Investment Review (27 Items) - as of 07/20/2007 (Settle Date View)

print | expand | contract | save | ticker | accounts |

Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment information (available) **Disclaimer Pricing changes made since the last statement may not be reflected in Investment Review values

Assets as of 06/30/2007

Account: All Accounts

5511641									
	P/I	Units	Market Value	% Mkt Value	Accrued Income	Tax Cost	Est Annual Income	Yield at Mkt	
STIF & MONEY MARKET FUNDS									
<input type="checkbox"/> STI TAXABLE			\$1,251,118.02	1.984%	\$1,681.31	\$1,251,118.02	\$60,620.42	4.845%	
<input type="checkbox"/> 784766107		1,251,118 0200	\$1,251,118 02	1.984%	\$1,681 31	\$1,251,118 02	\$60,620 42	4.845%	
STI CLASSIC FDS-PRIME QUALITY MM FD I SHS FKA T SHS									
5511641	P	1,251,118 0200	\$1,251,118 02	1.984%	\$1,681 31	\$1,251,118 02	\$60,620 42	4.845%	
MCKNIGHT BRAIN RESEARCH FDN TT									
EQUITY SECURITIES									
<input type="checkbox"/> COMMUNICATIONS EQUIPMENT			\$1,025.67	0.002%	\$0.00	\$313.55	\$8.30	0.809%	
<input type="checkbox"/> 549463131		4,221 0000	\$717 57	0.001%	\$0 00	\$0 00	\$0 00	0.000%	
LUCENT TECHNOLOGIES INC WTS PUR COM EXP 12/10/2007									
5511641	P	4,221 0000	\$717 57	0.001%	\$0 00	\$0 00	\$0 00	0.000%	
MCKNIGHT BRAIN RESEARCH FDN TT									
<input type="checkbox"/> PHARMACEUTICALS			\$308 10	0.000%	\$0.00	\$313.55	\$8.30	2.694%	
<input type="checkbox"/> 478160104		5 0000	\$308 10	0.000%	\$0 00	\$313 55	\$8 30	2.694%	
JOHNSON & JOHNSON COM Rating A+									
MUTUAL FUNDS									
<input type="checkbox"/> ALTERNATIVE INVT PROPRIETARY			\$48,541,917.27	76.985%	\$5,151.87	\$38,299,288.22	\$452,847.04	0.933%	
<input type="checkbox"/> 532LHP107		48,738 1520	\$8,222,516 15	13.040%	\$0 00	\$5,200,000 00	\$0 00	0.000%	
LIGHTHOUSE DIVERSIFIED QP II LP									
<input type="checkbox"/> 532LHP156		24,080 8190	\$3,322,936 29	5.270%	\$0 00	\$2,600,000 00	\$0 00	0.000%	
LIGHTHOUSE GLOBAL LONG/SHORT LP									
<input type="checkbox"/> INTL EMERGING			\$2,161,171.13	3.427%	\$0.00	\$1,687,016.60	\$11,382.85	0.527%	
<input type="checkbox"/> 38142B369		78,502 4020	\$2,161,171 13	3.427%	\$0 00	\$1,687,016 60	\$11,382 85	0.527%	
GOLDMAN SACHS TR EMERGING MKTS EQTY INSTL CL									
<input type="checkbox"/> OTHER DOMESTIC EQUITY			\$21,216,034.46	33.647%	\$0.00	\$16,931,499.84	\$214,985.09	1.013%	
<input type="checkbox"/> 093001485		27,337 0360	\$773,911 49	1.227%	\$0 00	\$730,172 23	\$0 00	0.000%	
BLAIR WILLIAM FDS SMALL CAP GROWTH FD CL I									
<input type="checkbox"/> 52106N723		121,384 8250	\$1,961,578 77	3.111%	\$0 00	\$1,754,085 47	\$9,710 79	0.495%	
LAZARD FDS INC									

MID CAP PORTFOLIO INSTL SHS

<input checked="" type="checkbox"/>	741479109 PRICE T ROWE GROWTH STK FD INC COM	283,488 5450 \$9,740,666 41	15 448%	\$0 00	\$7,073,248 59	\$53,862 82	0.553%
<input checked="" type="checkbox"/>	922040100 VANGUARD INSTL INDEX FD SH BEN INT	63,618 2690 \$8,739,877 80	13 861%	\$0 00	\$7,373,993 55	\$151,411 48	1 732%
<input type="checkbox"/>	OTHER INTL EQUITY	\$9,161,398.17	14.529%	\$0.00	\$7,801,392.27	\$92,394.78	1.009%
<input checked="" type="checkbox"/>	315920686 FIDELITY ADVISOR SER VIII DIVERSIFIED INTL FD INSTL CL	256,127 4520 \$6,567,107 87	10 415%	\$0 00	\$5,828,714 86	\$74,533 09	1 135%
<input checked="" type="checkbox"/>	58552D762 MELLON INSTL FDS INVT TR BOSTON CO INTL SMALL CAP FD	96,549 6950 \$2,594,290 30	4 114%	\$0 00	\$1,972,677 41	\$17,861 69	0 689%
<input type="checkbox"/>	OTHER INTL FIXED INCOME	\$1,919,667.52	3.044%	\$5,151.87	\$1,977,261.21	\$61,970.34	3.228%
<input checked="" type="checkbox"/>	693390874 PIMCO FDS PAC INVT MGMT SER GLOBAL FD INSTL CL	201,857 7830 \$1,919,667 52	3 044%	\$5,151 87	\$1,977,261 21	\$61,970 34	3 228%
<input type="checkbox"/>	REIT FDS	\$2,538,193.54	4.025%	\$0.00	\$2,102,118.30	\$72,113.98	2.841%
<input checked="" type="checkbox"/>	779919109 ROWE T PRICE REAL ESTATE FD COM	109,263.6050 \$2,538,193 54	4 025%	\$0 00	\$2,102,118 30	\$72,113 98	2 841%
PROPRIETARY FUNDS		\$13,259,927.32	21.029%	\$0.00	\$11,562,437.64	\$149,382.68	1.127%
<input type="checkbox"/>	LARGE CAP GROWTH	\$2,424,540 43	3.845%	\$0.00	\$1,880,255.85	\$0.00	0.000%
<input checked="" type="checkbox"/>	784767188 STI CLASSIC FD-AGGRESSIVE GROWTH STK I SHS #558 FKA T SHS	176,715 7750 \$2,424,540 43	3 845%	\$0 00	\$1,880,255 85	\$0 00	0 000%
<input type="checkbox"/>	LARGE CAP VALUE	\$10,212,118.44	16.196%	\$0.00	\$9,087,922.56	\$145,115.56	1.421%
<input checked="" type="checkbox"/>	784767527 STI CLASSIC FD-LARGECAP QUAN EQUITY I SHS #624 FKA T SHS FKA STRATEGIC	74,282 8700 \$1,096,415 16	1 739%	\$0 00	\$1,046,524 89	\$6,091 20	0 556%
<input checked="" type="checkbox"/>	784766834 STI CLASSIC FD-LARGECAP VALUE EQUITY I SHS #512 FKA VAL INC STK T SHS	565,139 6950 \$9,115,703 28	14 457%	\$0 00	\$8,041,397 67	\$139,024 37	1 525%
<input type="checkbox"/>	SMALL CAP VALUE	\$623,268.44	0.988%	\$0.00	\$594,259.23	\$4,267.12	0.685%
<input checked="" type="checkbox"/>	784766370 STI CLASSIC FD-SM CAP VAL EQUITY I SHS #588 FKA T SHS *EFF 04/30/04 FD CLOSED TO NEW INVS*	33,599 3770 \$623,268 44	0 988%	\$0 00	\$594,259 23	\$4,267 12	0 685%
MISCELLANEOUS ASSETS		\$0.00	0.000%	\$0.00	\$6.00	\$0.00	0.000%
<input type="checkbox"/>	ACCOUNT RECEIVABLES	\$0 00	0.000%	\$0.00	\$6.00	\$0.00	0.000%
<input checked="" type="checkbox"/>	997000JA3 CLASS ACTION PENDING AOL/TIME WARNER ON RCPT OF FINAL PMT	1 0000 \$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 000%
<input checked="" type="checkbox"/>	997000KY9 CLASS ACTION PENDING	1 0000 \$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 000%

AT & T
ON RCPT OF FINAL PMT

⊕ 997000KD5 CLASS ACTION PENDING BRISTOL MYERS(2ND) ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 000%
⊕ 997000ND2 CLASS ACTION PENDING CISCO SYSTEMS ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	0 000%
⊕ 997000EJ9 CLASS ACTION PENDING CONAGRA ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 000%
⊕ 997000NN0 CLASS ACTION PENDING FEDERAL HOME LOAN MTG CORP ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	0 000%
⊕ 997000BB9 CLASS ACTION PENDING HONEYWELL INTL INC ON RCPT OF FINAL PMT	1 0000	\$0 00	0.000%	\$0 00	\$1 00	\$0 00	0 000%
⊕ 997000QD9 CLASS ACTION PENDING KING PHARMACEUTICALS ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$0 00	\$0 00	0 000%
⊕ 997000KE3 CLASS ACTION PENDING TENET HEALTHCARE ON RCPT OF FINAL PMT	1 0000	\$0 00	0 000%	\$0 00	\$1 00	\$0 00	0 000%
TOTAL:		\$63,053,988.27	100%	\$6,833.18	\$51,113,163.43	\$662,858.44	1.051%

Please note. Market values and transactions reflect beginning of current business day's pricing and activities. Month end values may differ from your month end Statement of Account due to retroactive pricing.

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Investor Reporting of Tax Shelter Registration Number

▶ Attach to your tax return.

OMB No 1545-0881

Department of the Treasury
Internal Revenue Service

▶ If you received this form from a partnership, S corporation, or trust, see the instructions

Attachment
Sequence No **71**

Investor's name(s) shown on return		Investor's identifying number	Investor's tax year ended
PARTNER # 68 EVELYN F. MCKNIGHT BRIAN		65-6301255	12/31/2006
	(a) Tax Shelter Name	(b) Tax Shelter Registration Number (11 digit number)	(c) Tax Shelter Identifying Number
1	NATURAL RESOURCE PARTNERS, L.P.	02247000042	35-2164875
2	ALLIANCE RESOURCE PARTNERS, L.P.	99225000019	73-1564280
3			
4			
5			
6			
7			
8			
9			
10			

What's New

After October 22, 2004, tax shelter registration numbers are no longer being issued. The American Jobs Creation Act of 2004 amended section 6111 to replace the tax shelter registration requirement with a new disclosure requirement for material advisors who provide material aid, assistance, or advice with respect to any reportable transaction. For more information, see Notice 2004-80, 2004-50 I R B 963. However, Form 8271 must be filed for any year you claim or report income or a deduction, loss, credit, or other tax benefit from a registration-required tax shelter.

General Instructions

Section references are to the Internal Revenue Code.

Purpose of Form

Use Form 8271 to report the tax shelter registration number the IRS assigns to certain tax shelters required to be registered under section 6111 ("registration-required tax shelters") and to report the name identifying number of the tax shelter. This information must be reported even if the particular interest is producing net income for the filer of Form 8271. Use additional forms to report more than 10 tax shelter registration numbers.

Note: A tax shelter registration number does not indicate that the tax shelter or its claimed tax benefits have been reviewed, examined, or approved by the IRS.

Who Must File

Any person claiming or reporting any deduction, loss, credit, or other tax benefit, or reporting any income on any tax return from an interest purchased or otherwise acquired in a registration-required tax shelter must file Form 8271. If the interest is purchased or otherwise acquired by a pass-through entity, both the pass-through entity and its partners, shareholders, or beneficiaries must file Form 8271.

A pass-through entity that is the registration-required tax shelter does not have to prepare Form 8271 and give copies to its partners, shareholders, or beneficiaries unless the pass-through entity itself has invested in a registration-required tax shelter.

Note: Even if you have an interest in a registration-required tax shelter, you do not have to file Form 8271 if you did not claim or report any deduction, loss, credit, or other tax benefit, or report any income on your tax return from an interest in the registration-required tax shelter. This could occur, for example, if for a particular year you are unable to

claim any portion of a loss because of the passive activity loss limitations, and that loss is the only tax item reported to you from the shelter.

Filing Form 8271

Attach Form 8271 to any return on which a deduction, loss, credit, or other tax benefit is claimed or reported, or any income reported, from an interest in a registration-required tax shelter. These returns include applications for tentative refunds (Form 1045 and 1139) and amended returns (Form 1040X and 1120X).

Furnishing Copies of Form 8271 to Investors

A pass-through entity that has invested in a registration-required tax shelter must furnish copies of its Form 8271 to its partners, shareholders, or beneficiaries.

However, in the case where (a) the pass-through entity acquired at least a 50% interest in one tax year in a registered tax shelter (and in which it had not held an interest in a prior year), and (b) the investment would not meet the definition of a tax shelter immediately following the acquisition if it had been offered for sale at that time, the pass-through entity need not distribute copies of Form 8271 to its investors. The pass-through entity alone is required to prepare Form 8271 and include it with the entity tax return.

Investor Reporting of Tax Shelter Registration Number

▶ Attach to your tax return.

OMB No. 1545-0881

Department of the Treasury
Internal Revenue Service

▶ If you received this form from a partnership, S corporation, or trust, see the instructions.

Attachment
Sequence No. **71**

Investor's name(s) shown on return EVELYN MCKNIGHT	PARTNER # 229	Investor's identifying number 65-6301255	Investor's tax year ended 12/31/2006
--	----------------------	--	--

	(a) Tax Shelter Name	(b) Tax Shelter Registration Number (11 digit number)	(c) Tax Shelter Identifying Number
1	HUGOTON ROYALTY TRUST	99064000013	58-6379215
2	ML MEDIA PARTNERS, LP	86105000268	13-3321085
3	WESTIN HOTELS LIMITED PARTNERSHIP	86189000283	91-1328985
4	RANCON REALTY FUND VI	86063000623	33-0061355
5	RANCON REALTY FUND V	85275000280	33-0098488
6	STAR GAS PARTNERS LP	96026000016	06-1437793
7	ENTERPRISE PRODUCTS PARTNERS LP	99061000007	76-0568219
8	ALLIANCE RESOURCE PARTNERS LP	99225000019	73-1564280
9	MAGELLAN MIDSTREAM PARTNERS LP	01036000014	73-1599053
10	PENGROWTH ENERGY TRUST	99068000003	98-0185056

What's New

After October 22, 2004, tax shelter registration numbers are no longer being issued. The American Jobs Creation Act of 2004 amended section 6111 to replace the tax shelter registration requirement with a new disclosure requirement for material advisors who provide material aid, assistance, or advice with respect to any reportable transaction. For more information, see Notice 2004-80, 2004-50 IRB 963. However, Form 8271 must be filed for any year you claim or report income or a deduction, loss, credit, or other tax benefit from a registration-required tax shelter.

General Instructions

Section references are to the Internal Revenue Code.

Purpose of Form

Use Form 8271 to report the tax shelter registration number the IRS assigns to certain tax shelters required to be registered under section 6111 ("registration-required tax shelters") and to report the name identifying number of the tax shelter. This information must be reported even if the particular interest is producing net income for the filer of Form 8271. Use additional forms to report more than 10 tax shelter registration numbers.

Note: A tax shelter registration number does not indicate that the tax shelter or its claimed tax benefits have been reviewed, examined, or approved by the IRS.

Who Must File

Any person claiming or reporting any deduction, loss, credit, or other tax benefit, or reporting any income on any tax return from an interest purchased or otherwise acquired in a registration-required tax shelter must file Form 8271. If the interest is purchased or otherwise acquired by a pass-through entity, both the pass-through entity and its partners, shareholders, or beneficiaries must file Form 8271.

A pass-through entity that is the registration-required tax shelter does not have to prepare Form 8271 and give copies to its partners, shareholders, or beneficiaries unless the pass-through entity itself has invested in a registration-required tax shelter.

Note: Even if you have an interest in a registration-required tax shelter, you do not have to file Form 8271 if you did not claim or report any deduction, loss, credit, or other tax benefit, or report any income on your tax return from an interest in the registration-required tax shelter. This could occur, for example, if for a particular year you are unable to

claim any portion of a loss because of the passive activity loss limitations, and that loss is the only tax item reported to you from the shelter.

Filing Form 8271

Attach Form 8271 to any return on which a deduction, loss, credit, or other tax benefit is claimed or reported, or any income reported, from an interest in a registration-required tax shelter. These returns include applications for tentative refunds (Form 1045 and 1139) and amended returns (Form 1040X and 1120X).

Furnishing Copies of Form 8271 to Investors

A pass-through entity that has invested in a registration-required tax shelter must furnish copies of its Form 8271 to its partners, shareholders, or beneficiaries.

However, in the case where (a) the pass-through entity acquired at least a 50% interest in one tax year in a registered tax shelter (and in which it had not held an interest in a prior year), and (b) the investment would not meet the definition of a tax shelter immediately following the acquisition if it had been offered for sale at that time, the pass-through entity need not distribute copies of Form 8271 to its investors. The pass-through entity alone is required to prepare Form 8271 and include it with the entity tax return.

Investor Reporting of Tax Shelter Registration Number

▶ Attach to your tax return

OMB No 1545-0881

Attachment
Sequence No **71**

▶ If you received this form from a partnership, S corporation, or trust, see the instructions.

Investor's name(s) shown on return		Investor's identifying number	Investor's tax year ended
	(a) Tax Shelter Name	(b) Tax Shelter Registration Number (11 digit number)	(c) Tax Shelter Identifying Number
1	ONEOK PARTNERS LP	93271000031	93-1120873
2	KINDER MORGAN ENERGY PARTNERS LP	92289000496	76-0380342
3	PLAINS ALL AMERICAN PIPELINE LP	99061000009	76-0582150
4	SUBURBAN PROPANE PARTNERS LP	96080000050	22-3410353
5	MARKWEST ENERGY PARTNERS LP	02184000024	27-0005456
6	NATURAL RESOURCE PARTNERS LP	02247000042	35-2164875
7			
8			
9			
10			

What's New

After October 22, 2004, tax shelter registration numbers are no longer being issued. The American Jobs Creation Act of 2004 amended section 6111 to replace the tax shelter registration requirement with a new disclosure requirement for material advisors who provide material aid, assistance, or advice with respect to any reportable transaction. For more information, see Notice 2004-80, 2004-50 IRB 963. However, Form 8271 must be filed for any year you claim or report income or a deduction, loss, credit, or other tax benefit from a registration-required tax shelter.

General Instructions

Section references are to the Internal Revenue Code.

Purpose of Form

Use Form 8271 to report the tax shelter registration number the IRS assigns to certain tax shelters required to be registered under section 6111 ("registration-required tax shelters") and to report the name identifying number of the tax shelter. This information must be reported even if the particular interest is producing net income for the filer of Form 8271. Use additional forms to report more than 10 tax shelter registration numbers.

Note: A tax shelter registration number does not indicate that the tax shelter or its claimed tax benefits have been reviewed, examined, or approved by the IRS.

Who Must File

Any person claiming or reporting any deduction, loss, credit, or other tax benefit, or reporting any income on any tax return from an interest purchased or otherwise acquired in a registration-required tax shelter must file Form 8271. If the interest is purchased or otherwise acquired by a pass-through entity, both the pass-through entity and its partners, shareholders, or beneficiaries must file Form 8271.

A pass-through entity that is the registration-required tax shelter does not have to prepare Form 8271 and give copies to its partners, shareholders, or beneficiaries unless the pass-through entity itself has invested in a registration-required tax shelter.

Note: Even if you have an interest in a registration-required tax shelter, you do not have to file Form 8271 if you did not claim or report any deduction, loss, credit, or other tax benefit, or report any income on your tax return from an interest in the registration-required tax shelter. This could occur, for example, if for a particular year you are unable to

claim any portion of a loss because of the passive activity loss limitations, and that loss is the only tax item reported to you from the shelter.

Filing Form 8271

Attach Form 8271 to any return on which a deduction, loss, credit, or other tax benefit is claimed or reported, or any income reported, from an interest in a registration-required tax shelter. These returns include applications for tentative refunds (Form 1045 and 1139) and amended returns (Form 1040X and 1120X).

Furnishing Copies of Form 8271 to Investors

A pass-through entity that has invested in a registration-required tax shelter must furnish copies of its Form 8271 to its partners, shareholders, or beneficiaries.

However, in the case where (a) the pass-through entity acquired at least a 50% interest in one tax year in a registered tax shelter (and in which it had not held an interest in a prior year), and (b) the investment would not meet the definition of a tax shelter immediately following the acquisition if it had been offered for sale at that time, the pass-through entity need not distribute copies of Form 8271 to its investors. The pass-through entity alone is required to prepare Form 8271 and include it with the entity tax return.

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II (on page 2 of this form)
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

Section 501(c) corporations required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for section 501(c) corporations required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T

Name of Exempt Organization: MCKNIGHT BRAIN RESEARCH FOUNDATION 52-5511641
Employer identification number: 65-6301255
Number, street, and room or suite no: P.O. BOX 620005
City, town or post office, state, and ZIP code: ORLANDO, FL 32862-0005

Check type of return to be filed (file a separate application for each return)

Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (corporation), Form 990-T (sec 401(a) or 408(a) trust), Form 990-T (trust other than above), Form 1041-A, Form 4720, Form 5227, Form 6069, Form 8870

The books are in the care of SUNTRUST BANK
Telephone No (407) 237-4293 FAX No

- If the organization does not have an office or place of business in the United States, check this box
If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)
for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover

I request an automatic 3-month (6 months for a section 501(c) corporation required to file Form 990-T) extension of time until 02/15, 2008, to file the exempt organization return for the organization named above
calendar year or tax year beginning 07/01, 2006, and ending 06/30, 2007

If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

Table with 3 rows: 3a Tentative tax, less any nonrefundable credits \$53,802; 3b Refundable credits and estimated tax payments made \$129,732; 3c Balance Due

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions