

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

2011

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

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

Name of foundation McKnight Brain Research Foundation		A Employer identification number 65-6301255
Number and street (or P.O. box number if mail is not delivered to street address) 200 South Orange Avenue, SOAB 10	Room/suite	B Telephone number 407-237-4485
City or town, state, and ZIP code Orlando, FL 32801		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 41,206,393.	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.)	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	817,640.	817,640.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<46,886.>			Statement 1
	b Gross sales price for all assets on line 6a	9,471,239.			
	7 Capital gain net income (from Part IV, line 2)		22,072.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less: Cost of goods sold				
c Gross profit or (loss)					
11 Other income	87,710.	<71,932.>		Statement 3	
12 Total. Add lines 1 through 11	858,464.	767,780.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	252,310.	126,155.		126,155.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	33,359.	6,672.		20,015.
	b Accounting fees Stmt 5	12,675.	4,436.		4,436.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 6	9,336.	9,336.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	156,965.	3,554.		153,411.
	22 Printing and publications				
	23 Other expenses Stmt 7	3,582.	1,791.		1,791.
	24 Total operating and administrative expenses. Add lines 13 through 23	468,227.	151,944.		305,808.
	25 Contributions, gifts, grants paid	2,310,000.			2,310,000.
26 Total expenses and disbursements. Add lines 24 and 25	2,778,227.	151,944.		2,615,808.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,919,763.>				
b Net investment income (if negative, enter -0-)		615,836.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,069,633.	963,910.	963,910.
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock Stmt 8	4,785,009.	2,124,114.	2,173,743.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other Stmt 9	33,202,856.	34,049,711.	38,068,740.	
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation				
15 Other assets (describe Statement 10)	5.	5.	0.	
16 Total assets (to be completed by all filers)	39,057,503.	37,137,740.	41,206,393.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	39,057,503.	37,137,740.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	39,057,503.	37,137,740.		
31 Total liabilities and net assets/fund balances	39,057,503.	37,137,740.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	39,057,503.
2 Enter amount from Part I, line 27a	2	<1,919,763.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	37,137,740.
5 Decreases not included in line 2 (itemize)	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,137,740.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b See Attached Statements			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 9,471,239.		9,449,167.	22,072.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			22,072.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	22,072.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	3,963,509.	41,901,598.	.094591
2009	3,780,658.	40,674,864.	.092948
2008	2,509,470.	40,492,632.	.061973
2007	3,050,875.	57,544,041.	.053018
2006	3,246,129.	57,950,543.	.056016

2 Total of line 1, column (d)	2	.358546
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.071709
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	40,291,078.
5 Multiply line 4 by line 3	5	2,889,233.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,158.
7 Add lines 5 and 6	7	2,895,391.
8 Enter qualifying distributions from Part XII, line 4	8	2,615,808.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, domestic foundations, tax under section 511, add lines, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount credited to 2012 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political campaign influence, political expenditures, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.tmbrf.org
14 The books are in care of SunTrust Bank Telephone no. (407) 237-4485 Located at 200 South Orange Avenue, Orlando, FL ZIP+4 32801
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
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?
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **N/A**

Organizations relying on a current notice regarding disaster assistance check here Yes No

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 11		252,310.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 Yes No **0**

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	40,680,711.
b	Average of monthly cash balances	1b	223,937.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	40,904,648.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	40,904,648.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	613,570.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	40,291,078.
6	Minimum investment return. Enter 5% of line 5	6	2,014,554.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	2,014,554.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	12,317.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	28,299.
c	Add lines 2a and 2b	2c	40,616.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,973,938.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,973,938.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,973,938.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,615,808.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,615,808.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,615,808.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,973,938.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	448,561.			
b From 2007	292,939.			
c From 2008	500,578.			
d From 2009	1,837,066.			
e From 2010	1,925,179.			
f Total of lines 3a through e	5,004,323.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	2,615,808.			
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				1,973,938.
e Remaining amount distributed out of corpus	641,870.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,646,193.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	448,561.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,197,632.			
10 Analysis of line 9:				
a Excess from 2007	292,939.			
b Excess from 2008	500,578.			
c Excess from 2009	1,837,066.			
d Excess from 2010	1,925,179.			
e Excess from 2011	641,870.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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 2011, 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)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

None

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 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 13

See Statement 12

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Cold Spring Harbor Laboratory P.O. Box 100 Cold Spring Harbor, NY 11724	None	Public charity	Funding of the 2012 CSHL Workshop in Cognitive Aging	10,000.
Foundation for the National Institutes of Health 9650 Rockville Pike Bethesda, MD 20814	None	Public charity	Funding of the Research Partnership in Cognitive Aging	1,000,000.
University of Alabama at Birmingham 1530 3rd Avenue South Birmingham, AL 35294	None	Public charity	Funding of the Evelyn F. McKnight Brain Institute at UAB	1,000,000.
University of Florida 1938 West University Avenue Gainesville, FL 32603	None	Public charity	Funding of the William G. Luttge Lectureship in Neuroscience	300,000.
Total				3a 2,310,000.
b Approved for future payment				
None				
Total				3b 0.

McKnight Brain Research Foundation

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Advisors Cambiar Small Cap-I	P		
b Advisors Cambiar Small Cap-I	P		
c Federated Strategic Value-I	P		
d Harbor Fund Capital Appreciation Fund	P		
e Harbor Fund Capital Appreciation Fund	P		
f Hartford Dividend & Growth-Y	P		
g Hartford Dividend & Growth-Y	P		
h Invesco Small Cap Growth-I	P		
i Invesco Small Cap Growth-I	P		
j Ishares Russell Midcap Growth Index	P		
k Ishares Russell Midcap Growth Index	P		
l Ishares Russell Midcap Value Index	P		
m Ishares Russell Midcap Value Index	P		
n Ishares TR Russell 1000 Value Index FD	P		
o Legg Mason BatteryMRC Emrg Mkts-I	P		

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

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<4.>
b			<5,022.>
c			11,102.
d			2,248.
e			16,582.
f			<3,558.>
g			3,528.
h			628.
i			<1,612.>
j			<72,470.>
k			<1,670.>
l			<60,049.>
m			<1,963.>
n			<296,627.>
o			<110,265.>

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

McKnight Brain Research Foundation

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Legg Mason BatteryMRC Emrg Mkts-I	P		
b MFS Research Intl-I	P		
c MFS Research Intl-I	P		
d Oppenheimer Developing Mkts Instl-Y	P		
e Pacific Investment Mgmt Instl Trust Total Return	P		
f Pacific Investment Mgmt Instl Trust Total Return	P		
g Pimco Commodity Realrtn Strategy-I	P		
h Pimco Global BD US\$ Hedged-I	P		
i Pimco Invt Grade Corp BD-I	P		
j Ridgeworth FD-High Income #RGCI	P		
k Ridgeworth FD-High Income #RGCI	P		
l Ridgeworth FD-SEIX High Yield #RGCL	P		
m Ridgeworth FD-SEIX High Yield #RGCL	P		
n Templeton Global DB-ADV	P		
o The Jensen Portfolio-I	P		

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

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			436,675.
b			<106.>
c			<23,052.>
d			2,386.
e			<304.>
f			<11,579.>
g			<2,524.>
h			135.
i			<2,509.>
j			<988.>
k			<1,491.>
l			<326.>
m			<906.>
n			<7,536.>
o			<971.>

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

McKnight Brain Research Foundation

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a The Jensen Portfolio-I	P		
b Vanguard Institutional Index Fdshr Ben Int	P		
c Vanguard Institutional Index Fdshr Ben Int	P		
d Lighthouse Diversified Fund (QP) II, L.P. K-1	P		
e Lighthouse Diversified Fund (QP) II, L.P. K-1	P		
f Lighthouse Global Long/Short Fund, L.P. K-1	P		
g Lighthouse Global Long/Short Fund, L.P. K-1	P		
h Lighthouse Credit Opportunities Fund, L.P. K-1	P		
i Lighthouse Credit Opportunities Fund, L.P. K-1	P		
j HCP Private Equity FD V LP - K-1	P		
k HCP Private Equity FD V LP - K-1	P		
l HCP Private Equity FD V LP	P		
m Lighthouse Credit Opportunities Fund, L.P.	P		
n Capital Gains Dividends			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,281,868.		2,289,552.	<7,684.>
b 469,730.		475,677.	<5,947.>
c 911,956.		871,253.	40,703.
d		18,550.	<18,550.>
e		108,151.	<108,151.>
f 204,658.			204,658.
g 30,330.			30,330.
h		55,381.	<55,381.>
i 11,307.			11,307.
j 79.			79.
k 1,065.			1,065.
l			0.
m			0.
n 61,891.			61,891.
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<7,684.>
b			<5,947.>
c			40,703.
d			<18,550.>
e			<108,151.>
f			204,658.
g			30,330.
h			<55,381.>
i			11,307.
j			79.
k			1,065.
l			0.
m			0.
n			61,891.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	22,072.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	(e) Date Acquired	(f) Date Sold	Gain or Loss
Advisors Cambiar Small Cap-I	343.	347.	0.	Purchased			<4.>

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Ridgeworth FD-SEIX High Yield #RGCL	16,563.	17,469.	0.	0.	<906.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Templeton Global DB-ADV	258,429.	265,965.	0.	0.	<7,536.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
The Jensen Portfolio-I	18,170.	19,141.	0.	0.	<971.>

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
The Jensen Portfolio-I	2,281,868.	2,289,552.	0.	0.	<7,684.>

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

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

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

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

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

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

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

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

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

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

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

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Lighthouse Credit Opportunities Fund, L.P.	0.	<702.>	0.	0.	702.

Capital Gains Dividends from Part IV 61,891.

Total to Form 990-PF, Part I, line 6a <46,886.>

Form 990-PF	Dividends and Interest from Securities	Statement	2
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Domestic dividends	327,825.	0.	327,825.
Foreign dividends	70,449.	0.	70,449.
Long-term 15% Capital Gains Dividends	61,891.	61,891.	0.
Nonqualified domestic dividends	382,389.	0.	382,389.
Nonqualified foreign dividends	25,989.	0.	25,989.
US Govt int reported as nonqualified dividends	10,988.	0.	10,988.
Total to Fm 990-PF, Part I, ln 4	879,531.	61,891.	817,640.

Form 990-PF	Other Income	Statement	3
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Litigation proceeds	10,630.	0.	
Income/Loss from partnerships	<10,297.>	<80,793.>	
Miscellaneous refunds - principal	78,516.	0.	
Miscellaneous refunds - interest	8,861.	8,861.	
Total to Form 990-PF, Part I, line 11	87,710.	<71,932.>	

Form 990-PF	Legal Fees	Statement	4
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal fees	33,359.	6,672.		20,015.
To Fm 990-PF, Pg 1, ln 16a	33,359.	6,672.		20,015.

Form 990-PF	Accounting Fees	Statement	5
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<u>Description</u>	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting fees	12,675.	4,436.		4,436.
To Form 990-PF, Pg 1, ln 16b	12,675.	4,436.		4,436.

Form 990-PF	Taxes	Statement	6
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<u>Description</u>	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes	9,336.	9,336.		0.
To Form 990-PF, Pg 1, ln 18	9,336.	9,336.		0.

Form 990-PF	Other Expenses	Statement	7
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<u>Description</u>	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Miscellaneous expenses	1,934.	967.		967.
Insurance	1,648.	824.		824.
To Form 990-PF, Pg 1, ln 23	3,582.	1,791.		1,791.

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

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

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

Form 990-PF

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

Statement 12

Name and Address of Person to Whom Applications Should be Submitted

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

Telephone Number

202-879-6319

Form and Content of Applications

No required format.

Any Submission Deadlines

None.

Restrictions and Limitations on Awards

The following guidelines will be used in review of applications:

- Innovative and efficient approaches to fundamental medical research of the brain on the mechanisms underlying the formation, storage and retrieval of memories, the impairment of these processes associated with aging, and the development of therapeutic strategies for the prevention and/or alleviation of these impairments in humans, intended principally for clinical application.
 - Seed grants to initiate promising new projects for medical research of the brain in age related memory loss.
 - Grants to charitable organizations or institutions involved in the medical research of the brain in age related memory loss.
-

Restrictions and Limitations on Awards

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

Underpayment of Estimated Tax by Corporations

▶ See separate instructions.
▶ Attach to the corporation's tax return.

Form **990-PF**

2011

Name **McKnight Brain Research Foundation** Employer identification number **65-6301255**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment			
1	Total tax (see instructions)	1	12,317.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	12,317.
4	Enter the tax shown on the corporation's 2010 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	19,983.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	12,317.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).	
6	<input type="checkbox"/> The corporation is using the adjusted seasonal installment method.
7	<input type="checkbox"/> The corporation is using the annualized income installment method.
8	<input checked="" type="checkbox"/> The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment		(a)	(b)	(c)	(d)
9	Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	11/15/11	12/15/11	03/15/12	06/15/12
10	Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	3,079.	3,080.	3,079.	3,079.
11	Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	12,017.			
Complete lines 12 through 18 of one column before going to the next column.					
12	Enter amount, if any, from line 18 of the preceding column		8,938.	5,858.	2,779.
13	Add lines 11 and 12		8,938.	5,858.	2,779.
14	Add amounts on lines 16 and 17 of the preceding column				
15	Subtract line 14 from line 13. If zero or less, enter -0-	12,017.	8,938.	5,858.	2,779.
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		0.	0.	
17	Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18				300.
18	Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	8,938.	5,858.	2,779.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2011 and before 7/1/2011	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2011 and before 10/1/2011	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2011 and before 1/1/2012	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2011 and before 4/1/2012	27	See Attached Worksheet		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{366}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2012 and before 7/1/2012	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2012 and before 10/01/2012	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2012 and before 1/1/2013	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2012 and before 2/16/2013	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38		\$	4.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

