

**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.

For calendar year 2012 or tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**

Name of foundation McKnight Brain Research Foundation		A Employer identification number 65-6301255
Number and street (or P.O. box number if mail is not delivered to street address) 200 South Orange Avenue, SOAB 10	Room/suite	B Telephone number 407-237-4485
City or town, state, and ZIP code Orlando, FL 32801		C If exemption application is pending, check here <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"/> 2. Foreign organizations meeting the 85% test, 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) ▶ \$ 44,288,551.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	
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	654,474.	654,474.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,066,906.			Statement 1
	b Gross sales price for all assets on line 6a	26,042,658.			
	7 Capital gain net income (from Part IV, line 2)		2,708,311.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income	40,085.	-122,430.		Statement 3	
12 Total. Add lines 1 through 11	3,761,465.	3,240,355.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	310,283.	155,141.		155,142.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	36,794.	7,359.		22,076.
	b Accounting fees Stmt 5	11,383.	3,984.		3,984.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 6	96,457.	6,771.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	166,782.	3,152.		163,630.
	22 Printing and publications				
	23 Other expenses Stmt 7	4,982.	2,491.		2,491.
	24 Total operating and administrative expenses. Add lines 13 through 23	626,681.	178,898.		347,323.
	25 Contributions, gifts, grants paid	2,087,173.			2,087,173.
26 Total expenses and disbursements. Add lines 24 and 25	2,713,854.	178,898.		2,434,496.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,047,611.				
b Net investment income (if negative, enter -0-)		3,061,457.			
c Adjusted net income (if negative, enter -0-)			N/A		

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	963,910.	1,056,842.	1,056,842.	
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock Stmt 8	2,124,114.	7,778,511.	8,664,768.	
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other Stmt 9	34,049,711.	29,349,998.	34,566,941.		
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation					
15	Other assets (describe)	5.	0.	0.		
16	Total assets (to be completed by all filers)	37,137,740.	38,185,351.	44,288,551.		
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	37,137,740.	38,185,351.		
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30	Total net assets or fund balances	37,137,740.	38,185,351.			
31	Total liabilities and net assets/fund balances	37,137,740.	38,185,351.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	37,137,740.
2	Enter amount from Part I, line 27a	2	1,047,611.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	38,185,351.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,185,351.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b See Attached Statement				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 26,042,658.		23,334,347.	2,708,311.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			2,708,311.	
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 2,708,311.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		{ }		3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,615,808.	40,291,078.	.064923
2010	3,963,509.	41,901,598.	.094591
2009	3,780,658.	40,674,864.	.092948
2008	2,509,470.	40,492,632.	.061973
2007	3,050,875.	57,544,041.	.053018
2 Total of line 1, column (d)			2 .367453
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .073491
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 41,888,075.
5 Multiply line 4 by line 3			5 3,078,397.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 30,615.
7 Add lines 5 and 6			7 3,109,012.
8 Enter qualifying distributions from Part XII, line 4			8 2,434,496.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	61,229.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	61,229.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	61,229.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	50,500.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	11,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	61,500.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	271.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	271.	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ <u>0.</u>		
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>	2	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>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	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>	5	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?	6	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>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>FL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.tnbrf.org</u>	13	X	
14	The books are in care of ► <u>SunTrust Bank</u> Telephone no. ► <u>(407) 237-4485</u> Located at ► <u>200 South Orange Avenue, Orlando, FL</u> ZIP+4 ► <u>32801</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2012?	4b	X

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

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

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

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

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

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

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

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

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 10		310,283.	0.	0.

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

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

Total number of other employees paid over \$50,000 **0**

Part 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	
3 All other program-related investments. See instructions.	
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	41,579,942.
b	Average of monthly cash balances	1b	946,022.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	42,525,964.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	42,525,964.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	637,889.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	41,888,075.
6	Minimum investment return. Enter 5% of line 5	6	2,094,404.

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

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

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,434,496.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,434,496.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,434,496.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,020,034.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	292,939.			
b From 2008	500,578.			
c From 2009	1,837,066.			
d From 2010	1,925,179.			
e From 2011	641,870.			
f Total of lines 3a through e	5,197,632.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	2,434,496.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,020,034.
e Remaining amount distributed out of corpus	414,462.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,612,094.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	292,939.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,319,155.			
10 Analysis of line 9:				
a Excess from 2008	500,578.			
b Excess from 2009	1,837,066.			
c Excess from 2010	1,925,179.			
d Excess from 2011	641,870.			
e Excess from 2012	414,462.			

Part 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 2012, 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	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 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 or e-mail of the person to whom applications should be addressed: **See Statement 12**

See Statement 11

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				
Foundation for the National Institute of Health, Inc. 9650 Rockville Pike Bethesda, MD 20814	None	Public charity	Funding of the Research Partnership in Cognitive Aging	1,000,000.
National Academy of Sciences 2101 Constitution Avenue NW Washington, DC 20418	None	Public charity	Funding of the Institute of Medicine	87,173.
University of Alabama at Birmingham 1530 3rd Avenue South Birmingham, AL 35294	None	Public charity	Funding of the Evelyn F. McKnight Brain Institute at UAB	1,000,000.
Total				3a 2,087,173.
b Approved for future payment				
None				
Total				3b 0.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See attached statements	P		
b Lighthouse Diversified QPII LP K-1	P		
c Lighthouse Diversified QPII LP K-1	P		
d Lighthouse Global Long/Short Fund, LP K-1	P		
e Lighthouse Global Long/Short Fund, LP K-1	P		
f Lighthouse Credit Opportunity Fund, LP K-1	P		
g Lighthouse Credit Opportunity Fund, LP K-1	P		
h HCP Private Equity Fund V, LP K-1	P		
i HCP Private Equity Fund V, LP K-1	P		
j Reverse: Lighthouse Diversified g/l per books	P		
k Reverse: Lighthouse Global g/l per books	P		
l Reverse: HCP Private Equity Fund V g/l per books	P		
m Capital Gains Dividends			
n			
o			

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			2,849,244.
b			4,897.
c			-1,310.
d			166,943.
e			-1,953.
f			27,884.
g			-13,822.
h			4,436.
i			3,363.
j			-186,464.
k			-372,526.
l			9,957.
m			217,662.
n			
o			

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

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

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

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

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

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Lighthouse Global Long/Short Fund, LP K-1					
	166,943.	166,943.	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 Global Long/Short Fund, LP 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 Credit Opportunity Fund, LP K-1					
	27,884.	27,884.	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 Credit Opportunity Fund, LP 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
HCP Private Equity Fund V, LP K-1	4,436.	4,436.	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 Fund V, LP K-1	3,363.	3,363.	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 QPII LP	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 Global Long/Short Fund, LP	0.	0.	0.	0.	0.

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

Capital Gains Dividends from Part IV 217,662.

Total to Form 990-PF, Part I, line 6a 3,066,906.

Form 990-PF Dividends and Interest from Securities Statement 2

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

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Litigation proceeds	3,334.	0.	
Income/Loss from partnerships	-15,276.	-123,410.	
Miscellaneous refunds - principal	51,047.	0.	
Miscellaneous refunds - interest	980.	980.	
Total to Form 990-PF, Part I, line 11	40,085.	-122,430.	

Form 990-PF	Legal Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Legal fees	36,794.	7,359.		22,076.	
To Fm 990-PF, Pg 1, ln 16a	36,794.	7,359.		22,076.	

Form 990-PF	Accounting Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Accounting fees	11,383.	3,984.		3,984.	
To Form 990-PF, Pg 1, ln 16b	11,383.	3,984.		3,984.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Federal taxes	89,686.	0.		0.	
Foreign taxes	6,771.	6,771.		0.	
To Form 990-PF, Pg 1, ln 18	96,457.	6,771.		0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Miscellaneous expenses	3,336.	1,668.		1,668.	
Insurance	1,646.	823.		823.	
To Form 990-PF, Pg 1, ln 23	4,982.	2,491.		2,491.	

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

Form 990-PF	Other Investments	Statement	9
Description	Valuation Method	Book Value	Fair Market Value
Advisors Inner Circle FD Cambiar Small Cap FD Instl CL	COST	1,032,147.	1,188,364.
Hartford Mut Fds Dividend & Growth Instl FD CL Y	COST	1,197,505.	1,549,596.
HCP Private Equity FD V LP	COST	310,781.	335,003.
Invesco Growth Ser Small Cap Growth FD CL Instl	COST	735,835.	1,182,546.
Lighthouse Credit Opportunities LP	COST	1,821,493.	2,025,926.
Lighthouse Diversified QPII LP	COST	1,752,913.	3,008,281.
Lighthouse Global Long/Short LP	COST	1,727,551.	2,580,981.
MFS FDS Research Intl FD Instl CL	COST	2,166,584.	2,320,805.
Oppenheimer FDS Developing Mkts Instl FD	COST	1,663,830.	1,956,322.
PIMCO FDS Commodity Realreturn Strategy Instl	COST	600,464.	402,217.
PIMCO FDS Total Return FD Instl CL	COST	1,629,212.	1,576,422.
Templeton Income TR Global BD FD	COST	822,619.	812,700.
Vanguard Instl Index FD	COST	5,942,429.	7,611,094.
John Hancock FDS III Disciplined Value FD CL Instl	COST	1,643,000.	1,638,015.
Artisan FDS Intl Value FD Invs CL	COST	1,230,260.	1,407,869.
PIMCO FDS Emerging Local BD FD Instl CL	COST	245,241.	224,141.
PIMCO FDS Invt Grade Corp BD FD Instl CL	COST	1,165,186.	1,093,754.
Springharbour 2013 Private Equity Fund LP	COST	75,948.	75,948.
Price T Rowe FDS Large-Cap Growth FD Instl CL	COST	3,587,000.	3,576,957.
Total to Form 990-PF, Part II, line 13		29,349,998.	34,566,941.

Form 990-PF Part VIII - List of Officers, Directors Statement 10
 Trustees and Foundation Managers

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

Form 990-PF

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

Statement 11

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.
-

Form 990-PF

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

Statement 12

Restrictions and Limitations on Awards

- Grants to charitable organizations or institutions involved in the medical research of the brain in age related memory loss.

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

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	61,229.
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a		
b 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		
c Credit for federal tax paid on fuels (see instructions)	2c		
d 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	61,229.
4 Enter the tax shown on the corporation's 2011 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	12,317.
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 checked="" 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	9	11/15/12	12/15/12	03/15/13	06/15/13
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.	10	796.	4,995.	36,824.	7,746.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11		6,000.	37,500.	7,000.
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	12			209.	885.
13 Add lines 11 and 12	13		6,000.	37,709.	7,885.
14 Add amounts on lines 16 and 17 of the preceding column	14		796.		
15 Subtract line 14 from line 13. If zero or less, enter -0-	15	0.	5,204.	37,709.	7,885.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16		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	17	796.			
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	18		209.	885.	

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 4/15/2012 and before 7/1/2012	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\%}{366}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2012 and before 10/1/2012	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\%}{366}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2012 and before 1/1/2013	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{366}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2012 and before 4/1/2013	27			
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2013 and before 7/1/2013	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2013 and before 10/01/2013	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2013 and before 1/1/2014	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2013 and before 2/16/2014	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	\$		0.

* 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.

Schedule A Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

Form 1120S filers: For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

Part I - Adjusted Seasonal Installment Method (Caution: Use this method only if the base period percentage for

any 6 consecutive months is at least 70%. See instructions.)

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
1 Enter taxable income for the following periods:					
a Tax year beginning in 2009	1a				
b Tax year beginning in 2010	1b				
c Tax year beginning in 2011	1c				
2 Enter taxable income for each period for the tax year beginning in 2011. (see instructions for the treatment of extraordinary items).	2				
3 Enter taxable income for the following periods:		First 4 months	First 6 months	First 9 months	Entire year
a Tax year beginning in 2009	3a				
b Tax year beginning in 2010	3b				
c Tax year beginning in 2011	3c				
4 Divide the amount in each column on line 1a by the amount in column (d) on line 3a	4				
5 Divide the amount in each column on line 1b by the amount in column (d) on line 3b	5				
6 Divide the amount in each column on line 1c by the amount in column (d) on line 3c	6				
7 Add lines 4 through 6	7				
8 Divide line 7 by 3.0	8				
9a Divide line 2 by line 8	9a				
b Extraordinary items (see instructions)	9b				
c Add lines 9a and 9b	9c				
10 Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return) ..	10				
11a Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a	11a				
b Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b	11b				
c Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c	11c				
12 Add lines 11a through 11c	12				
13 Divide line 12 by 3.0	13				
14 Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d)	14				
15 Enter any alternative minimum tax for each payment period (see instructions)	15				
16 Enter any other taxes for each payment period (see instr)	16				
17 Add lines 14 through 16	17				
18 For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	18				
19 Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0-	19				

**

Part II - Annualized Income Installment Method

		(a)	(b)	(c)	(d)	
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months	
20	Annualization periods (see instructions)	20				
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items) ...	21	26,525.	144,758.	1,420,507.	1,888,536.
22	Annualization amounts (see instructions)	22	6.000000	4.000000	2.000000	1.333330
23a	Annualized taxable income. Multiply line 21 by line 22 ...	23a	159,150.	579,032.	2,841,014.	2,518,042.
23b	Extraordinary items (see instructions)	23b				
23c	Add lines 23a and 23b	23c	159,150.	579,032.	2,841,014.	2,518,042.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24	3,183.	11,581.	56,820.	50,361.
25	Enter any alternative minimum tax for each payment period (see instructions)	25				
26	Enter any other taxes for each payment period (see instr)	26				
27	Total tax. Add lines 24 through 26	27	3,183.	11,581.	56,820.	50,361.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	28				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	3,183.	11,581.	56,820.	50,361.
30	Applicable percentage	30	25%	50%	75%	100%
31	Multiply line 29 by line 30	31	796.	5,791.	42,615.	50,361.

Part III - Required Installments

		1st installment	2nd installment	3rd installment	4th installment	
		Note: Complete lines 32 through 38 of one column before completing the next column.				
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	796.	5,791.	42,615.	50,361.
33	Add the amounts in all preceding columns of line 38 (see instructions)	33		796.	5,791.	42,615.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0- ...	34	796.	4,995.	36,824.	7,746.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter	35	3,079.	27,535.	15,307.	15,308.
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36		2,283.	24,823.	3,306.
37	Add lines 35 and 36	37	3,079.	29,818.	40,130.	18,614.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	38	796.	4,995.	36,824.	7,746.

** Annualized Income Installment Method Using Standard Option



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



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



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



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



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



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

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