



May 9, 2018

Ms. Melanie Cianciotto
McKnight Brain Research Foundation
200 South Orange Avenue, SOAB 10
Orlando, Florida 32801

Enclosed is the filing copy of Form 990-PF, Return of Private Foundation, for the year ended June 30, 2017. The original should be signed, dated, and mailed in the enclosed postage-paid envelope to the Internal Revenue Service on or before **May 15, 2018**. The filing of this return should result in an overpayment in the amount of **\$45,201**, which will be applied to your 2017 estimated tax. An electronic copy of this return has been sent to you via email.

Enclosed is an additional copy of this return, which is to be signed, dated and mailed to the Office of the Attorney General for Private Foundations, Department of Legal Affairs, The Capitol, Plaza Level 01, Tallahassee, Florida 32399-1050.

Please note that excess qualifying distributions in the amount of \$5,352,978 are being carried forward. The Foundation is not required to make any qualifying distributions during the year ending June 30, 2018.

It should be noted that a result of the Harbourvest 2015 Global Fund L.P., we were required to prepare Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation, which is being file with the Form 990-PF. The Form 926 was prepared using information provided by Harbourvest.

Further, enclosed is a filing copy of Form 990-T, Exempt Organization Business Income Tax Return, for the year ended June 30, 2017. The original should be signed, dated and mailed in the enclosed postage-paid envelope to the Internal Revenue Service on or before **May 15, 2018**. The filing of this return should result in an overpayment in the amount of **\$15,000** which will be applied to your 2017 estimated tax. An electronic copy of this return has been sent to you via email. As you requested, we have not prepared any state income tax returns for the June 30, 2017 year, based on the Board's decision (under advice of the Foundation's legal counsel) to not file state returns due to the lack of information from the partnerships necessary to make complete and accurate state filings.

Further, enclosed is a filing copy of the second Amended Form 990-T, Exempt Organization Business Income Tax Return, for the year ended June 30, 2015, which is being amended to carry back the net operating loss generated during the June 30, 2017 tax year. The original should be signed, dated and mailed in the enclosed postage-paid envelope to the Internal Revenue Service. The filing of this return should result in an overpayment in the amount of **\$4,598** which will be refunded to you. An electronic copy of this return has been sent to you via email.

We recommend that you send the returns by certified mail with a return receipt requested. We have prepared the receipts and attached them to the envelopes. Please take the returns to the post office and have them date stamped. Be sure to retain the postmarked receipts to show that the returns were mailed timely. The return receipts will be sent back to you and should be kept with the returns as proof of receipt.

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KEEPING WATCH FOR NONPROFITS ACROSS THE UNITED STATES

McKnight Brain Research Foundation

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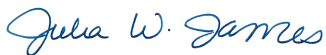
Copies of Forms 990-PF and 990-T, and related schedules must be available for inspection by the public during regular office hours for a period of three years from the date filed. Copies of Forms 990-PF and 990-T must be provided to anyone who requests it in person or in writing unless you elect to make such copies "widely available" through the use of the Internet. If the request is made in person, the copy must generally be provided the same business day. If the request is made in writing, you must generally provide the copy within 30 days after receiving the request. Federal law allows you to charge those who request copies a "reasonable" amount for copying costs and postage. You may require clear payment in advance. For your convenience, we have enclosed an electronic public inspection copy of Forms 990-PF and 990-T. Guidelines describing the details of the federal regulations regarding providing copies of your Forms 990-PF and 990-T have been included in your client copy of this return.

Please note that any documentation substantiating income and deductions reported on your return should be maintained for a minimum of seven years should the Internal Revenue Service select your return for audit. Your copy of the return should be filed with other permanent records you maintain.

Further, enclosed is Form 2848, Power of Attorney and Declaration of Representative, please sign on line 7, page 2 and return it to us via mail in the enclosed postage-paid envelope. This form will permit us to represent you before the tax authorities if there are any questions or issues related to the documents we have filed.

If you have any questions concerning the above or if I can be of any assistance, please contact me at your convenience. As always, we appreciate the opportunity to be of service to you.

Sincerely,



Julia W. James

JWJ:cf

Enclosures

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

2016

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2016 or tax year beginning **JUL 1, 2016**, and ending **JUN 30, 2017**

Name of foundation
McKnight Brain Research Foundation

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
200 South Orange Avenue, SOAB 10

City or town, state or province, country, and ZIP or foreign postal code
Orlando, FL 32801

A Employer identification number
65-6301255

B Telephone number
407-237-4485

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **46,358,645.**

J Accounting method: Cash Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	624,776.	624,776.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,049,117.			Statement 1
	b Gross sales price for all assets on line 6a 10,025,781.				
	7 Capital gain net income (from Part IV, line 2)		1,263,675.		
	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	-12,664.	-280,588.		Statement 3	
12 Total. Add lines 1 through 11	1,661,229.	1,607,863.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	348,639.	174,319.		174,320.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	46,951.	9,390.		28,171.
	b Accounting fees Stmt 5	15,750.	5,513.		5,513.
	c Other professional fees Stmt 6	7,735.	1,547.		4,641.
	17 Interest				
	18 Taxes Stmt 7	17,051.	7,051.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 8	63,328.	11,209.		52,116.
	24 Total operating and administrative expenses. Add lines 13 through 23	499,454.	209,029.		264,761.
	25 Contributions, gifts, grants paid	3,198,793.			3,198,793.
26 Total expenses and disbursements. Add lines 24 and 25	3,698,247.	209,029.		3,463,554.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,037,018.				
b Net investment income (if negative, enter -0-)		1,398,834.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only.</small>		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	65,038.	25,093.	25,093.
	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			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	35,490,281.	31,897,349.	46,333,552.
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	35,555,319.	31,922,442.	46,358,645.	
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	35,555,319.	31,922,442.	
	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	35,555,319.	31,922,442.		
31 Total liabilities and net assets/fund balances	35,555,319.	31,922,442.		

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	35,555,319.
2 Enter amount from Part I, line 27a	2	-2,037,018.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	33,518,301.
5 Decreases not included in line 2 (itemize) ▶ See Statement 9	5	1,595,859.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,922,442.

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	10,025,781.		8,762,106.	1,263,675.

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			1,263,675.

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	1,263,675.
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))
2015	4,881,405.	43,431,349.	.112394
2014	3,190,468.	47,806,566.	.066737
2013	2,298,603.	46,473,682.	.049460
2012	2,434,496.	41,888,075.	.058119
2011	2,615,808.	40,291,078.	.064923

2	Total of line 1, column (d)	2	.351633
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	.070327
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	44,225,577.
5	Multiply line 4 by line 3	5	3,110,252.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,988.
7	Add lines 5 and 6	7	3,124,240.
8	Enter qualifying distributions from Part XII, line 4	8	3,463,554.

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	13,988.
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	13,988.
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	13,988.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	59,189.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	59,189.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	45,201.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 45,201. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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 checked="" type="checkbox"/> \$ <u>0.</u> (2) On foundation managers. <input checked="" 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 checked="" 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>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" 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>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address ▶ <u>www.tnbrf.org</u>		
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 2016, 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?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. 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.

	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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	
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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	<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.)	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. ▶ _____, _____, _____, _____	2b	
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 2016 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 2016.)	N/A	
3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	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 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b Yes No X
 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? 7b 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		348,639.	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	44,636,527.
b	Average of monthly cash balances	1b	262,536.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	44,899,063.
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	44,899,063.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	673,486.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	44,225,577.
6	Minimum investment return. Enter 5% of line 5	6	2,211,279.

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	2,211,279.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	13,988.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,988.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,197,291.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,197,291.
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	2,197,291.

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	3,463,554.
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	3,463,554.
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	13,988.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,449,566.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				2,197,291.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011	641,870.			
b From 2012	414,462.			
c From 2013	51,860.			
d From 2014	881,173.			
e From 2015	2,739,220.			
f Total of lines 3a through e	4,728,585.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$	3,463,554.			
a Applied to 2015, 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 2016 distributable amount				2,197,291.
e Remaining amount distributed out of corpus	1,266,263.			
5 Excess distributions carryover applied to 2016 (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	5,994,848.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	641,870.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	5,352,978.			
10 Analysis of line 9:				
a Excess from 2012	414,462.			
b Excess from 2013	51,860.			
c Excess from 2014	881,173.			
d Excess from 2015	2,739,220.			
e Excess from 2016	1,266,263.			

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 2016, 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)

Table with 5 columns: (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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 address 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				
Foundation for the National Institute of Health, Inc. 9650 Rockville Pike Bethesda, MD 20814		Public charity	Funding of the Research Partnership in Cognitive Aging and of the 2017 Cognitive Aging Summit	1,186,364.
University of Alabama, Birmingham 1530 3rd Avenue South Birmingham, AL 35294		Public charity	Funding of the Evelyn F. McKnight Brain Institute at UAB	73,716.
University of Arizona- Evelyn F. McKnight Brain Institute P.O. Box 245115 Tucson, AZ 85724		Public charity	Funding of the Evelyn F. McKnight Brain Institute at the University of Arizona	1,274,968.
University of Florida Foundation P.O. Box 14425 Gainesville, FL 32604		Public charity	Funding of research	3,975.
University of Miami 1320 South Dixie Highway Coral Gables, FL 33146		Public charity	Funding of the Evelyn F. McKnight Brain Institute at the University of Miami	659,770.
Total				3,198,793.
b Approved for future payment				
None				
Total				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 Federated Treasury Oblig MM-I	P		
b I Shares Russell Midcap Value ETF	P		
c I Shares Russell Midcap Growth ETF	P		
d I Shares Russell 1000 Value ETF	P		
e I Shares Russell 1000 Growth ETF	P		
f I Shares Russell 2000 Growth ETF	P		
g I Shares IBOXX USD High Yield	P		
h Vanguard FTSE Emerging Markets ETF	P		
i Artisan Intl Value Fund-ADV	P		
j Artisan Intl Value Fund-INV	P		
k Brandes Intl S/C Equity-I	P		
l DFA International Core Equity	P		
m DFA Emerging Mkts Core Equity	P		
n DFA US L/C Value Portfolio	P		
o Vulcan Value Part SM Cap	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 3,893,387.		3,893,387.	0.
b 81,005.		50,315.	30,690.
c 78,233.		48,268.	29,965.
d 598,209.		558,234.	39,975.
e 277,049.		168,636.	108,413.
f 81,773.		71,130.	10,643.
g 45,608.		49,672.	-4,064.
h 59,663.		66,506.	-6,843.
i 53,453.		17,459.	35,994.
j 86,400.		91,118.	-4,718.
k 36,678.		29,044.	7,634.
l 114,050.		123,589.	-9,539.
m 4,200.		3,891.	309.
n 121,688.		97,906.	23,782.
o 84,900.		90,941.	-6,041.

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			0.
b			30,690.
c			29,965.
d			39,975.
e			108,413.
f			10,643.
g			-4,064.
h			-6,843.
i			35,994.
j			-4,718.
k			7,634.
l			-9,539.
m			309.
n			23,782.
o			-6,041.

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 T Rowe Price Inst L/C Grwth	P		
b Oppenheimer Developing Mkt-I	P		
c Templeton Global Bond-ADV	P		
d Vanguard Inst Index-INST	P		
e Western Asset Core Plus ED-I	P		
f Harbourvest 2015 Global Fd LP PFIC	P		
g Harbourvest 2016 Global Fd LP PFIC	P		
h HCP Private Equity Master Fd V LP	P		
i Springharbour 2013 Priv Eqty Fd LP	P		
j Reverse partnership redemptions per books	P		
k Sales price/cost adjustments	P		
l Asset adjustments	P		
m Lighthouse Global Long/Short Fund LP	P		
n Lighthouse Global Long/Short Fund LP	P		
o Lighthouse Diversified Fund	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 679,679.		471,144.	208,535.
b 1,527,051.		1,270,397.	256,654.
c 833,464.		966,708.	-133,244.
d 1,058,691.		635,159.	423,532.
e 161,357.		130,813.	30,544.
f 11,778.		11,778.	0.
g 8,351.		8,351.	0.
h 92,713.		92,713.	0.
i 36,401.		36,401.	0.
j -149,243.		-149,243.	0.
k -65,315.		-65,315.	0.
l 12,676.		-6,896.	19,572.
m 163,014.			163,014.
n -7,435.			-7,435.
o 77,284.			77,284.

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			208,535.
b			256,654.
c			-133,244.
d			423,532.
e			30,544.
f			0.
g			0.
h			0.
i			0.
j			0.
k			0.
l			19,572.
m			163,014.
n			-7,435.
o			77,284.

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 Lighthouse Diversified Fund	P		
b Lighthouse Credit Opportunities Fund	P		
c Lighthouse Credit Opportunities Fund	P		
d HCP Private Equity Master Fd V LP	P		
e HCP Private Equity Master Fd V LP	P		
f Springharbour 2013 Priv Eqty Fd LP	P		
g			
h			
i			
j			
k			
l			
m			
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 -15,505.			-15,505.
b 49,455.			49,455.
c -138,151.			-138,151.
d 24.			24.
e 57,288.			57,288.
f 15,908.			15,908.
g			
h			
i			
j			
k			
l			
m			
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			-15,505.
b			49,455.
c			-138,151.
d			24.
e			57,288.
f			15,908.
g			
h			
i			
j			
k			
l			
m			
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	1,263,675.
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	(e) Deprec.	(f) Gain or Loss
Federated Treasury Oblig MM-I	3,893,387.	3,893,387.	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
I Shares Russell Midcap Value ETF	81,005.	50,315.	0.	0.	30,690.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
I Shares Russell Midcap Growth ETF	78,233.	48,268.	0.	0.	29,965.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
I Shares Russell 1000 Value ETF	598,209.	558,234.	0.	0.	39,975.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
I Shares Russell 1000 Growth ETF	277,049.	168,636.	0.	0.	108,413.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
I Shares Russell 2000 Growth ETF	81,773.	71,130.	0.	0.	10,643.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
I Shares IBOXX USD High Yield	45,608.	49,672.	0.	0.	-4,064.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Vanguard FTSE Emerging Markets ETF	59,663.	66,506.	0.	0.	-6,843.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Artisan Intl Value Fund-ADV	53,453.	17,459.	0.	0.	35,994.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Artisan Intl Value Fund-INV	86,400.	91,118.	0.	0.	-4,718.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Brandes Intl S/C Equity-I	36,678.	29,044.	0.	0.	7,634.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
DFA International Core Equity	114,050.	123,589.	0.	0.	-9,539.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
DFA Emerging Mkts Core Equity	4,200.	3,891.	0.	0.	309.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
DFA US L/C Value Portfolio	121,688.	97,906.	0.	0.	23,782.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Vulcan Value Part SM Cap	84,900.	90,941.	0.	0.	-6,041.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
T Rowe Price Inst L/C Grwth	679,679.	471,144.	0.	0.	208,535.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Oppenheimer Developing Mkt-I	1,527,051.	1,270,397.	0.	0.	256,654.

(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 Bond-ADV	833,464.	966,708.	0.	0.	-133,244.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Vanguard Inst Index-INST	1,058,691.	635,159.	0.	0.	423,532.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Western Asset Core Plus ED-I	161,357.	130,813.	0.	0.	30,544.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Harbourvest 2015 Global Fd LP PFIC	11,778.	11,778.	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
Harbourvest 2016 Global Fd LP PFIC	8,351.	8,351.	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 Master Fd V LP	92,713.	92,713.	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
Springharbour 2013 Priv Eqty Fd LP	36,401.	36,401.	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
Reverse partnership redemptions per books	-149,243.	-149,243.	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
Sales price/cost adjustments	-65,315.	149,243.	0.	0.	-214,558.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
Asset adjustments	12,676.	-6,896.	0.	0.	19,572.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Global Long/Short Fund LP				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
163,014.	0.	0.	0.	163,014.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Global Long/Short Fund LP				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
-7,435.	0.	0.	0.	-7,435.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Diversified Fund				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
77,284.	0.	0.	0.	77,284.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Diversified Fund				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
-15,505.	0.	0.	0.	-15,505.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Credit Opportunities Fund				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
49,455.	0.	0.	0.	49,455.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
Lighthouse Credit Opportunities Fund				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
-138,151.	0.	0.	0.	-138,151.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
HCP Private Equity Master Fd V LP				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
24.	0.	0.	0.	24.

(a) Description of Property		Manner Acquired	Date Acquired	Date Sold
HCP Private Equity Master Fd V LP				
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
57,288.	0.	0.	0.	57,288.

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
			(f) Gain or Loss
Springharbour 2013 Priv Eqty Fd LP			
15,908.	0.	0.	0.
			15,908.
Capital Gains Dividends from Part IV			0.
Total to Form 990-PF, Part I, line 6a			1,049,117.

Form 990-PF	Dividends and Interest from Securities	Statement	2
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Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Dividends	623,463.	0.	623,463.	623,463.	
Interest	1,313.	0.	1,313.	1,313.	
To Part I, line 4	624,776.	0.	624,776.	624,776.	

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	49.	0.	
Income/Loss from partnerships	-12,713.	-280,785.	
Income from PFIC Distributions	0.	197.	
Total to Form 990-PF, Part I, line 11	-12,664.	-280,588.	

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	46,951.	9,390.		28,171.
To Fm 990-PF, Pg 1, ln 16a	46,951.	9,390.		28,171.

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	15,750.	5,513.		5,513.
To Form 990-PF, Pg 1, ln 16b	15,750.	5,513.		5,513.

Form 990-PF	Other Professional Fees			Statement 6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Consulting fees	7,735.	1,547.		4,641.
To Form 990-PF, Pg 1, ln 16c	7,735.	1,547.		4,641.

Form 990-PF	Taxes			Statement 7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal taxes	10,000.	0.		0.
Foreign taxes	7,051.	7,051.		0.
To Form 990-PF, Pg 1, ln 18	17,051.	7,051.		0.

Form 990-PF	Other Expenses			Statement	8
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Miscellaneous expenses	7,206.	541.		6,662.	
Insurance	1,625.	813.		812.	
Conferences and Meetings	54,497.	9,855.		44,642.	
To Form 990-PF, Pg 1, ln 23	63,328.	11,209.		52,116.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	9
Description		Amount	
Prior period adjustment to cost basis per books not impacting NII		1,595,859.	
Total to Form 990-PF, Part III, line 5		1,595,859.	

Form 990-PF	Other Investments		Statement	10
Description	Valuation Method	Book Value	Fair Market Value	
Accrued Interest	COST	44.	44.	
Artisan FDS Intl Value FD Invs CL	COST	1,471,638.	1,840,162.	
Brandes International Small Cap	COST	473,492.	477,962.	
DFA Emerging Markets Core Equity Portfolio	COST	1,451,805.	1,558,212.	
DFA International Core Fund	COST	1,990,452.	2,056,822.	
DFA US Large Cap Value Portfolio	COST	669,262.	761,305.	
Harbourvest 2015 Global Fund	COST	210,416.	242,386.	
Harbourvest 2016 Global Fund	COST	136,910.	154,459.	
HCP Private Equity FD V LP	COST	575,663.	1,153,825.	
IShares Russell 2000 Growth ETF	COST	1,095,396.	1,429,482.	
IShares TR IBoxx \$ High Yield BD ETF	COST	824,045.	790,649.	
IShares TR Russell 1000 Growth Index ETF	COST	1,144,602.	2,051,905.	
IShares TR Russell 1000 Value Index ETF	COST	2,998,758.	4,239,216.	
IShares TR Russell Midcap Growth Index ETF	COST	670,292.	1,369,787.	
IShares TR Russell Midcap Value Index ETF	COST	787,789.	1,402,201.	

Lighthouse Credit Opportunities LP	COST	1,821,493.	2,232,400.
Lighthouse Diversified QPII LP	COST	1,489,377.	3,266,750.
Lighthouse Global Long/Short LP	COST	1,727,551.	3,289,535.
Price T Rowe FDS Large-Cap Growth	COST	2,955,937.	4,824,949.
Springharbour 2013 Private Equity	COST	245,609.	380,306.
Vanguard FTSE Emerging Markets EFT	COST	1,037,120.	1,012,380.
Vanguard Instl Index FD	COST	3,654,467.	7,210,784.
Vulcan Value Partners Small Cap	COST	1,427,132.	1,555,060.
Western Asset Core Plus Bond	COST	3,038,099.	3,032,971.
Total to Form 990-PF, Part II, line 13		31,897,349.	46,333,552.

Form 990-PF Part VIII - List of Officers, Directors Statement 11
Trustees and Foundation Managers

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Expense Contrib 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.
Dr. Madhav Thambisetty 200 South Orange Avenue, SOAB 10 Orlando, FL 32801	Trustee 6.00	0.	0. 0.
Dr. Richard Isaacson 200 South Orange Avenue, SOAB 10 Orlando, FL 32801	Trustee 6.00	40,000.	0. 0.

McKnight Brain Research Foundation

65-6301255

SunTrust Bank	Trustee			
200 South Orange Avenue, SOAB 10	15.00	108,639.	0.	0.
Orlando, FL 32801				
Totals included on 990-PF, Page 6, Part VIII		<u>348,639.</u>	<u>0.</u>	<u>0.</u>

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.
-

Form 990-PF

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

Statement 13

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.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

▶ Information about Form 926 and its separate instructions is at www.irs.gov/form926.
 ▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment
 Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor McKnight Brain Research Foundation	Identifying number (see instructions) 65-6301255
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- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
 If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) HarbourVest 2015 Global Fund L.P.	4a Identifying number, if any 98-1210699
5 Address (including country) c/o HarbourVest Partners, LLC, One Financial Center Boston, MA 02111	4b Reference ID number
6 Country code of country of incorporation or organization CJ	
7 Foreign law characterization (see instructions) Cayman Islands Exempted Co.	
8 Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	08/11/2016		132,500.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .1479 % (b) After .1443 %

10 Type of nonrecognition transaction (see instructions) IRC Section 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for providing details for question 17b.

Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. McKnight Brain Research Foundation	Employer identification number (EIN) or 65-6301255
	Number, street, and room or suite no. If a P.O. box, see instructions. 200 South Orange Avenue, SOAB 10	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Orlando, FL 32801	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

SunTrust Bank

• The books are in the care of ▶ **200 South Orange Avenue - Orlando, FL 32801**
 Telephone No. ▶ **(407) 237-4485** Fax No. ▶ _____

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

1 I request an automatic 6-month extension of time until **May 15, 2018**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or
 ▶ tax year beginning **JUL 1, 2016**, and ending **JUN 30, 2017**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	13,965.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	59,189.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Product: **Exempt Extension**
 Name: **McKnight Brain Research Foundation**
 FEIN: *******1255**

Category:

IRS Center: **Ogden**
 e-Postmark: **11/14/2017 12:04 PM**

Notification:

Fiscal Year Begin Date: **7/1/2016**

Fiscal Year End Date: **6/30/2017**

eSigned:

Return Information

Date	Type of Activity	Submission ID	Refund/(Due)	Updated By	eSign Date
11/14/2017	Upload Started				
11/14/2017	Ready to Release by Customer				
11/14/2017	Released for Transmission - Validation in Progress			136453	
11/14/2017	Ready to transmit - Validation Complete				
11/14/2017	Transmitted to FD	59536020173180361e37			
11/14/2017	Accepted by FD on 11/14/2017				