

PUBLIC INSPECTION COPY

Return of Private Foundation

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

OMB No. 1545-0052

2017

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.
Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning JUL 1, 2017, and ending JUN 30, 2018

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 or province, country, and ZIP or foreign postal 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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 48,579,333.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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 (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	657,446.	642,967.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,753,543.			Statement 1
	b Gross sales price for all assets on line 6a	17,482,664.			
	7 Capital gain net income (from Part IV, line 2)		3,773,410.		
	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	12,186.	-375,325.		Statement 3	
12 Total. Add lines 1 through 11	4,423,175.	4,041,052.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	392,523.	196,261.		196,262.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 4	38,874.	7,775.		23,324.
	b Accounting fees Stmt 5	20,272.	7,095.		7,095.
	c Other professional fees Stmt 6	9,028.	1,806.		5,417.
	17 Interest				
	18 Taxes Stmt 7	62,920.	5,920.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 8	144,250.	16,281.		127,969.
	24 Total operating and administrative expenses. Add lines 13 through 23	667,867.	235,138.		360,067.
	25 Contributions, gifts, grants paid	2,302,549.			2,302,549.
26 Total expenses and disbursements. Add lines 24 and 25	2,970,416.	235,138.		2,662,616.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,452,759.				
b Net investment income (if negative, enter -0-)		3,805,914.			
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	25,093.	468,476.	468,476.
	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 9	31,897,349.	32,906,725.	48,110,857.	
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)	31,922,442.	33,375,201.	48,579,333.	
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 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 and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	31,922,442.	33,375,201.	
	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	31,922,442.	33,375,201.		
31 Total liabilities and net assets/fund balances	31,922,442.	33,375,201.		

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	31,922,442.
2 Enter amount from Part I, line 27a	2	1,452,759.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	33,375,201.
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	33,375,201.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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	17,482,664.	13,709,254.	3,773,410.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV 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			3,773,410.	
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	3,773,410.
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 doesn't 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))
2016	3,449,566.	44,225,577.	.077999
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

2	Total of line 1, column (d)	2	.364709
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.072942
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	47,783,089.
5	Multiply line 4 by line 3	5	3,485,394.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	38,059.
7	Add lines 5 and 6	7	3,523,453.
8	Enter qualifying distributions from Part XII, line 4	8	2,662,616.

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	76,118.
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	76,118.
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	76,118.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a		101,301.
b Exempt foreign organizations - tax withheld at source	6b		0.
c Tax paid with application for extension of time to file (Form 8868)	6c		0.
d Backup withholding erroneously withheld	6d		0.
7 Total credits and payments. Add lines 6a through 6d		7	101,301.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	0.
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	25,183.
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax <input type="checkbox"/> 25,183. 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 the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ FL		
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 General Instruction G? If "No," attach explanation	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 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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? Website address ▶ <u>www.tnbrf.org</u>	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 2017, 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 FinCEN Form 114. If "Yes," enter the name of the foreign country ▶		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	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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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.)	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 2017 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 2017.)	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 2017?	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:		Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	5b	
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>		
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 <input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

1 List all officers, directors, trustees, and 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		392,523.	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	
See Statement 11	80,962.
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.	
4	
5	
6	
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	48,095,715.
b	Average of monthly cash balances	1b	415,035.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	48,510,750.
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	48,510,750.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	727,661.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,783,089.
6	Minimum investment return. Enter 5% of line 5	6	2,389,154.

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	2,389,154.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	76,118.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	37,541.
c	Add lines 2a and 2b	2c	113,659.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,275,495.
4	Recoveries of amounts treated as qualifying distributions	4	14,965.
5	Add lines 3 and 4	5	2,290,460.
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	2,290,460.

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	2,662,616.
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	2,662,616.
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	2,662,616.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,290,460.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012	414,462.			
b From 2013	51,860.			
c From 2014	881,173.			
d From 2015	2,739,220.			
e From 2016	1,266,263.			
f Total of lines 3a through e	5,352,978.			
4 Qualifying distributions for 2017 from Part XII, line 4: ▶ \$ 2,662,616.				
a Applied to 2016, 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 2017 distributable amount				2,290,460.
e Remaining amount distributed out of corpus	372,156.			
5 Excess distributions carryover applied to 2017 (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	5,725,134.			
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 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7	414,462.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	5,310,672.			
10 Analysis of line 9:				
a Excess from 2013	51,860.			
b Excess from 2014	881,173.			
c Excess from 2015	2,739,220.			
d Excess from 2016	1,266,263.			
e Excess from 2017	372,156.			

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 2017, enter the date of the ruling
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

- a The name, address, and telephone number or email 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
American Brain Foundation 201 Chicago Ave Minneapolis, MN 55415-1126		Public charity	Funding scholarship in cognitive aging and memory loss	93,500.
Foundation for the National Institute of Health, Inc. 9650 Rockville Pike Bethesda, MD 20814		Public charity	Funding of the Research Partnership in Cognitive Aging	1,000,000.
University of Alabama, Birmingham 1530 3rd Avenue South Birmingham, AL 35294		Public charity	Funding of the Evelyn F. McKnight Brain Institute at UAB	80,226.
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	1,066,164.
University of Florida Foundation P.O. Box 14425 Gainesville, FL 32604		Public charity	Funding of research	62,659.
Total				3a 2,302,549.
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 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 MSCI EAFE Small Cap ETF	P		
h I Shares IBOXX USD High Yield	P		
i Vanguard FTSE Emerging Markets ETF	P		
j Artisan Intl Value Fund-ADV	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 3,882,674.		3,882,674.	0.
b 67,207.		37,086.	30,121.
c 68,770.		35,456.	33,314.
d 2,004,212.		1,527,713.	476,499.
e 104,450.		53,778.	50,672.
f 79,511.		65,713.	13,798.
g 18,555.		18,465.	90.
h 36,805.		39,363.	-2,558.
i 1,522,395.		1,500,123.	22,272.
j 140,674.		68,505.	72,169.
k 506,033.		507,540.	-1,507.
l 112,800.		106,595.	6,205.
m 80,700.		71,867.	8,833.
n 210,463.		72,738.	137,725.
o 2,151,831.		1,920,668.	231,163.

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			30,121.
c			33,314.
d			476,499.
e			50,672.
f			13,798.
g			90.
h			-2,558.
i			22,272.
j			72,169.
k			-1,507.
l			6,205.
m			8,833.
n			137,725.
o			231,163.

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	

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 Vanguard Inst Index-INST	P		
c Vanguard Russell 1000 GR-INS	P		
d Western Asset Core Plus ED-I	P		
e Harbourvest 2015 Global Fd LP PFIC	P		
f Harbourvest 2016 Global Fd LP PFIC	P		
g Harbourvest 2017 Global Fd LP PFIC	P		
h HCP Private Equity Master Fd V LP	P		
i Springharbour 2013 Priv Eqty Fd LP	P		
j LHP Global Long/Short LP-Eligible	P		
k LHP Diversified QP II LP-Eligible 1%	P		
l Reverse partnership redemptions per books			
m Sales price/cost adjustments	P		
n Asset adjustments	P		
o Lighthouse Global Long/Short Fund LP	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 696,332.		168,493.	527,839.
b 3,401,800.		1,782,721.	1,619,079.
c 8,700.		8,731.	-31.
d 967,333.		976,797.	-9,464.
e 25,762.		25,762.	0.
f 23,507.		23,507.	0.
g 8,485.		8,485.	0.
h 262,197.		262,197.	0.
i 95,605.		95,605.	0.
j 500,000.		250,225.	249,775.
k 500,000.		218,316.	281,684.
l -1,415,556.			-1,415,556.
m 864,230.		-19,869.	884,099.
n 5,863.			5,863.
o 199,263.			199,263.

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			527,839.
b			1,619,079.
c			-31.
d			-9,464.
e			0.
f			0.
g			0.
h			0.
i			0.
j			249,775.
k			281,684.
l			-1,415,556.
m			884,099.
n			5,863.
o			199,263.

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	

Part IV Capital Gains and Losses for Tax on Investment Income		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)	
(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.					
1a	Lighthouse Global Long/Short Fund LP	P			
b	Lighthouse Diversified Fund	P			
c	Lighthouse Diversified Fund	P			
d	Lighthouse Credit Opportunities Fund	P			
e	Lighthouse Credit Opportunities Fund	P			
f	HCP Private Equity Master Fd V LP	P			
g	HCP Private Equity Master Fd V LP	P			
h	Springharbour 2013 Priv Eqty Fd LP	P			
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	85,364.			85,364.	
b	-7,444.			-7,444.	
c	68,030.			68,030.	
d	5,745.			5,745.	
e	16,219.			16,219.	
f	2,005.			2,005.	
g	136,012.			136,012.	
h	46,132.			46,132.	
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				85,364.	
b				-7,444.	
c				68,030.	
d				5,745.	
e				16,219.	
f				2,005.	
g				136,012.	
h				46,132.	
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	3,773,410.
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) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
Federated Treasury Oblig MM-I	3,882,674.	3,882,674.	0.	0.	0.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
I Shares Russell Midcap Value ETF	67,207.	37,086.	0.	0.	30,121.	

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Manner Acquired Deprec.	(f) Date Acquired Gain or Loss	Date Sold
I Shares Russell Midcap Growth ETF	68,770.	35,456.	0.	0.	33,314.	

(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	2,004,212.	1,527,713.	0.	0.	476,499.

(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	104,450.	53,778.	0.	0.	50,672.

(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	79,511.	65,713.	0.	0.	13,798.

(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 MSCI EAFE Small Cap ETF	18,555.	18,465.	0.	0.	90.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold	(f) Gain or Loss
I Shares IBOXX USD High Yield	36,805.	39,363.	0.		0.		-2,558.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold	(f) Gain or Loss
Vanguard FTSE Emerging Markets ETF	1,522,395.	1,500,123.	0.		0.		22,272.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold	(f) Gain or Loss
Artisan Intl Value Fund-ADV	140,674.	68,505.	0.		0.		72,169.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold	(f) Gain or Loss
Brandes Intl S/C Equity-I	506,033.	507,540.	0.		0.		-1,507.

(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	112,800.	106,595.	0.	0.	6,205.

(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	80,700.	71,867.	0.	0.	8,833.

(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	210,463.	72,738.	0.	0.	137,725.

(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	2,151,831.	1,920,668.	0.	0.	231,163.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
T Rowe Price Inst L/C Grwth	696,332.	168,493.	0.			
				(e) Deprec.		(f) Gain or Loss
					0.	527,839.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Vanguard Inst Index-INST	3,401,800.	1,782,721.	0.			
				(e) Deprec.		(f) Gain or Loss
					0.	1,619,079.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Vanguard Russell 1000 GR-INS	8,700.	8,731.	0.			
				(e) Deprec.		(f) Gain or Loss
					0.	-31.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	Manner Acquired	Date Acquired	Date Sold
Western Asset Core Plus ED-I	967,333.	976,797.	0.			
				(e) Deprec.		(f) Gain or Loss
					0.	-9,464.

(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	25,762.	25,762.	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	23,507.	23,507.	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 2017 Global Fd LP PFIC	8,485.	8,485.	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	262,197.	262,197.	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	95,605.	95,605.	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
LHP Global Long/Short LP-Eligible	500,000.	250,225.	0.	0.	249,775.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
LHP Diversified QP II LP-Eligible 1%	500,000.	218,316.	0.	0.	281,684.

(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	-1,415,556.	-884,097.	0.	0.	-531,459.

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Sales price/cost adjustments					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
864,230.	884,095.	0.	0.	-19,865.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Asset adjustments					
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
5,863.	0.	0.	0.	5,863.	

(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	
199,263.	0.	0.	0.	199,263.	

(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	
85,364.	0.	0.	0.	85,364.	

(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
-7,444.	0.	0.	0.	-7,444.

(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
68,030.	0.	0.	0.	68,030.

(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
5,745.	0.	0.	0.	5,745.

(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
16,219.	0.	0.	0.	16,219.

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	Manner Acquired	Date Acquired	Date Sold
HCP Private Equity Master Fd V LP	2,005.	0.	0.	0.	2,005.			

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	Manner Acquired	Date Acquired	Date Sold
HCP Private Equity Master Fd V LP	136,012.	0.	0.	0.	136,012.			

(a) Description of Property	(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	Manner Acquired	Date Acquired	Date Sold
Springharbour 2013 Priv Eqty Fd LP	46,132.	0.	0.	0.	46,132.			

Capital Gains Dividends from Part IV					0.			
Total to Form 990-PF, Part I, line 6a					3,753,543.			

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Dividends	652,311.	0.	652,311.	637,832.	
Interest	5,135.	0.	5,135.	5,135.	
To Part I, line 4	657,446.	0.	657,446.	642,967.	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Litigation proceeds	83.	0.	
Income/Loss from partnerships	-12,253.	-404,705.	
Income from PFIC Distributions	0.	29,153.	
Miscellaneous refunds	24,356.	227.	
Total to Form 990-PF, Part I, line 11	12,186.	-375,325.	

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	38,874.	7,775.		23,324.
To Fm 990-PF, Pg 1, ln 16a	38,874.	7,775.		23,324.

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	20,272.	7,095.		7,095.
To Form 990-PF, Pg 1, ln 16b	20,272.	7,095.		7,095.

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	9,028.	1,806.		5,417.
To Form 990-PF, Pg 1, ln 16c	9,028.	1,806.		5,417.

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	57,000.	0.		0.
Foreign taxes	5,920.	5,920.		0.
To Form 990-PF, Pg 1, ln 18	62,920.	5,920.		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	2,779.	0.		2,779.
Insurance	1,625.	813.		812.
Conferences and Meetings	139,846.	15,468.		124,378.
To Form 990-PF, Pg 1, ln 23	144,250.	16,281.		127,969.

Form 990-PF

Other Investments

Statement 9

Description	Valuation Method	Book Value	Fair Market Value
Accrued Interest	COST	522.	522.
Artisan FDS Intl Value FD Invs CL	COST	1,955,106.	2,263,588.
DFA Emerging Markets Core Equity Portfolio	COST	1,412,006.	1,561,857.
DFA International Core Fund	COST	2,403,488.	2,587,734.
DFA US Small Cap Value Portfolio	COST	1,975,411.	1,930,889.
DFA US Large Cap Value Portfolio	COST	2,819,631.	2,915,634.
Eaton Vance Atlanta Capital SMID-Cap Fund	COST	985,700.	963,112.
Harbourvest 2015 Global Fund	COST	269,654.	345,815.
Harbourvest 2016 Global Fund	COST	203,403.	248,898.
Harbourvest 2017 Global Fund	COST	136,515.	147,141.
HCP Private Equity FD V LP	COST	319,475.	1,131,298.
IShares Russell 2000 Growth ETF	COST	1,673,438.	2,348,774.
IShares TR IBoxx \$ High Yield BD ETF	COST	784,683.	725,307.
IShares MSCI EAFE Small Cap ETF	COST	1,153,248.	1,150,024.
IShares TR Russell 1000 Growth Index ETF	COST	1,090,824.	2,362,634.
IShares TR Russell 1000 Value Index ETF	COST	1,471,045.	2,356,593.
IShares TR Russell Midcap Growth Index ETF	COST	634,836.	1,530,898.
IShares TR Russell Midcap Value Index ETF	COST	750,702.	1,406,106.
Lighthouse Credit Opportunities LP	COST	1,821,492.	2,361,975.
Lighthouse Diversified QPII LP	COST	1,271,060.	2,951,338.
Lighthouse Global Long/Short LP	COST	1,477,326.	3,157,108.
Springharbour 2013 Private Equity	COST	187,504.	371,842.
T. Rowe Price Institutional Large-Cap Growth Fund	COST	3,242,347.	5,936,647.
Vanguard Instl Index FD	COST	1,972,121.	4,507,305.
Vanguard Russell 1000 Growth Index	COST	737,720.	771,454.
Western Asset Core Plus Bond	COST	2,157,468.	2,076,364.
Total to Form 990-PF, Part II, line 13		32,906,725.	48,110,857.

Form 990-PF

Summary of Direct Charitable Activities

Statement 11

Activity One

The Foundation hosts an annual conference and other events for the purpose of fostering the necessary collaboration between research scientists in each of the four McKnight Brain Institutes to achieve successful outcomes in the understanding of cognitive aging and the problems of learning and memory in the aging with the emphasis on cognitive health, prevention and treatment of cognitive decline and loss. This year's conference was designed to foster and emphasize the collaboration between the research scientists in three main areas: epigenetics, neuroimaging, and standardization of cognitive assessment measures.

Expenses

To Form 990-PF, Part IX-A, line 1

80,962.

Form 990-PF

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

Statement 12

3

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.

Part III Information Regarding Transfer of Property (see instructions)

Section A - Cash, Stock, and Securities

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	01/31/2017		100,000.		
Stock and securities (other than those that qualify as eligible property under Regs. sec. 1.367(a)-2(b)(3))					

9 Was cash the only property transferred? Yes No
 If "Yes," skip the remainder of Part III and go to Part IV.

10 Did the transferor transfer stock or securities subject to section 367(a) with respect to which a gain recognition agreement was filed? Yes No

Section B - Property qualifying for Active Trade or Business exception under Regs. sec. 1.367(a)-2(a)(2)(i) and (ii)

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*
Tangible property (not listed under another category)					
Working interest in oil and gas property (as described in Regs. sec. 1.367(a)-2(b)(2) and (f))					
Financial asset (as described in Regs. sec. 1.367(a)-2(b)(3))					
Certain tangible property to be leased (see Regs. sec. 1.367(a)-2(e))					
Totals					

* If property listed in this section is subject to depreciation recapture or branch loss recapture, see instructions.

Section C - Property not qualifying for Active Trade or Business exception (other than intangible property subject to section 367(d))

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*
Inventory					
Installment obligations, etc. (as described in Regs. sec. 1.367(a)-2(c)(2))					
Nonfunctional currency, etc. (as described in Regs. sec. 1.367(a)-2(c)(3))					
Certain leased tangible property (as described in Regs. sec. 1.367(a)-2(c)(4))					
Certain property to be retransferred (see Regs. sec. 1.367(a)-2(g))					
Property described in Regs. sec. 1.6038B-1(c)(4)(iv)					
Property described in Regs. sec. 1.6038B-1(c)(4)(vii)					
Totals					

* If property listed in this section is subject to depreciation recapture or branch loss recapture, see instructions.

- 11** Did the transferor transfer assets that qualify for the trade or business exception under section 367(a)(3)? Yes No
- 12** Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-2 through 1.367(a)-7 for any of the following.
- a** Transfer of property subject to section 367(a)(1) gain recognition Yes No
 - b** Depreciation recapture Yes No
 - c** Branch loss recapture Yes No
 - d** If the answer to 12c is "Yes," enter the amount of foreign branch loss recapture ► \$ _____
 - e** Any other income recognition provision contained in the above-referenced regulations Yes No
- If the answer to line 12a, 12b, 12c, or 12e is "Yes," see instructions for information that must be included in the Supplemental Part III Information Required To Be Reported section below.

Section D - Intangible property under Regs. sec. 1.367(a)-1(d)(5)

Type of property	(a) Date of transfer	(b) Description of property	(c) Useful life	(d) Arm's length price on date of transfer	(e) Cost or other basis	(f) Income inclusion for year of transfer
Property described in sec. 936(h)(3)(B)						
Property subject to sec. 367(d) pursuant to Regs. sec. 1.367(a)-1(b)(5)						
Totals						

Part III Information Regarding Transfer of Property (see instructions)

Section A - Cash, Stock, and Securities

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	04/28/2017		135,000.		
Stock and securities (other than those that qualify as eligible property under Regs. sec. 1.367(a)-2(b)(3))					

9 Was cash the only property transferred? Yes No
 If "Yes," skip the remainder of Part III and go to Part IV.

10 Did the transferor transfer stock or securities subject to section 367(a) with respect to which a gain recognition agreement was filed? Yes No

Section B - Property qualifying for Active Trade or Business exception under Regs. sec. 1.367(a)-2(a)(2)(i) and (ii)

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*
Tangible property (not listed under another category)					
Working interest in oil and gas property (as described in Regs. sec. 1.367(a)-2(b)(2) and (f))					
Financial asset (as described in Regs. sec. 1.367(a)-2(b)(3))					
Certain tangible property to be leased (see Regs. sec. 1.367(a)-2(e))					
Totals					

* If property listed in this section is subject to depreciation recapture or branch loss recapture, see instructions.

Section C - Property not qualifying for Active Trade or Business exception (other than intangible property subject to section 367(d))

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*
Inventory					
Installment obligations, etc. (as described in Regs. sec. 1.367(a)-2(c)(2))					
Nonfunctional currency, etc. (as described in Regs. sec. 1.367(a)-2(c)(3))					
Certain leased tangible property (as described in Regs. sec. 1.367(a)-2(c)(4))					
Certain property to be retransferred (see Regs. sec. 1.367(a)-2(g))					
Property described in Regs. sec. 1.6038B-1(c)(4)(iv)					
Property described in Regs. sec. 1.6038B-1(c)(4)(vii)					
Totals					

* If property listed in this section is subject to depreciation recapture or branch loss recapture, see instructions.

11 Did the transferor transfer assets that qualify for the trade or business exception under section 367(a)(3)? Yes No

12 Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-2 through 1.367(a)-7 for any of the following.

a Transfer of property subject to section 367(a)(1) gain recognition Yes No

b Depreciation recapture Yes No

c Branch loss recapture Yes No

d If the answer to 12c is "Yes," enter the amount of foreign branch loss recapture ► \$ _____

e Any other income recognition provision contained in the above-referenced regulations Yes No

If the answer to line 12a, 12b, 12c, or 12e is "Yes," see instructions for information that must be included in the Supplemental Part III Information Required To Be Reported section below.

Section D - Intangible property under Regs. sec. 1.367(a)-1(d)(5)

Type of property	(a) Date of transfer	(b) Description of property	(c) Useful life	(d) Arm's length price on date of transfer	(e) Cost or other basis	(f) Income inclusion for year of transfer
Property described in sec. 936(h)(3)(B)						
Property subject to sec. 367(d) pursuant to Regs. sec. 1.367(a)-1(b)(5)						
Totals						

- 13 a Did the transferor transfer property described in section 936(h)(3)(B) (not including section 1221(a)(3) property or a working interest in oil and gas property)? Yes No
- b If the answer to line 13a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the transfer ► \$ _____
- 14 a Did the transferor apply section 367(d) to a transfer of any property pursuant to Regulations section 1.367(a)-1(b)(5)? Yes No
- b If the answer to line 14a is "Yes," enter the total amount included in income under section 367(d), if any, for the transfer of all such property on the income tax return for the year of the transfer ► \$ _____
- c If the answer to line 14a is "No," did the transferor transfer any property for which it could have applied section 367(d) pursuant to Regulations section 1.367(a)-1(b)(5) but did not? Yes No
- d If the answer to line 14c is "Yes," enter the total amount of gain recognized, if any, under section 367(a)(1) on the transfer of all such property on the income tax return for the year of the transfer ► \$ _____
- 15 a Did the transferor transfer any intangible property that, at the time of the transfer, had a useful life reasonably anticipated to exceed twenty years? Yes No
- b At the time of the transfer, did any of the transferred intangible property have an indefinite useful life? Yes No
- c Did the transferor choose to apply the 20-year inclusion period provided under Regulations section 1.367(d)-1(c)(3)(ii) for any intangible property? Yes No
- d If the answer to line 15c is "Yes," enter the total estimated anticipated income or cost reduction attributable to the intangible property's, or properties', as applicable, use(s) beyond the 20-year period described in Regulations section 1.367(d)-1(c)(3)(ii) ► \$ _____
- 16 Was any intangible property transferred considered or anticipated to be, at the time of the transfer or at any time thereafter, a platform contribution as defined in Regulations section 1.482-7(c)(1)? Yes No

Supplemental Part III Information Required To Be Reported (see instructions)

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

- 17 Enter the transferor's interest in the foreign transferee corporation before and after the transfer.
(a) Before 0.240 % (b) After 0.240 %
- 18 Type of nonrecognition transaction (see instructions) ► IRC Section 351
- 19 Indicate whether any transfer reported in Part III is subject to any of the following.
 - a Gain recognition under section 904(f)(3) Yes No
 - b Gain recognition under section 904(f)(5)(F) Yes No
 - c Recapture under section 1503(d) Yes No
 - d Exchange gain under section 987 Yes No
- 20 Did this transfer result from a change in entity classification? Yes No
- 21 a Did a domestic corporation make a distribution of property covered by section 367(e)(2) (see instructions)? Yes No
If "Yes," complete lines 21b and 21c.
 - b Enter the total amount of gain or loss recognized pursuant to Regulations section 1.367(e)-2(b) ► \$ _____
 - c Did the domestic corporation not recognize gain or loss on the distribution of property because the property was used in the conduct of U.S. trade or business under Regulations section 1.367(e)-2(b)(2)? Yes No