Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

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

Name of foundation: J. CRAYTON PRUITT FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): ONE BEACH DRIVE SE — Room/suite: 320E

City or town, state, and ZIP code: ST. PETERSBURG FL 33701

A Employer identification number: 59-2876499

B Telephone number (see page 10 of the instructions): 727-896-8149

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 ▶ ☐

H Check type of organization: [X] 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) ▶ $ 4,434,357

J Accounting method. [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,378,137			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	12,111	12,111	12,111	
	4	Dividends and interest from securities	30,975	30,975	30,975	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	100,126			
	b	Gross sales price for all assets on line 6a 733,353				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,521,349	43,086	43,086	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	2,375	1,188		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 3	246	246		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 4	23,813	11,906		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26,434	13,340	0	0
	25	Contributions, gifts, grants paid	1,384,136			1,384,136
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,410,570	13,340	0	1,384,136
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	110,779			
	b	**Net investment income** (if negative, enter -0-)		29,746		
	c	**Adjusted net income** (if negative, enter -0-)			43,086	

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Form **990-PF** (2010)

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	1,565,164	56,788	56,788
2	Savings and temporary cash investments	841,036	2,423,956	2,423,956
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (att schedule) ▶			
	Less: allowance for doubtful accounts ▶ 0			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule) SEE STMT 5	463,415	562,411	608,713
c	Investments—corporate bonds (attach schedule) SEE STMT 6	145,351	49,460	50,220
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) SEE STATEMENT 7	1,008,692	1,041,822	1,294,680
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,023,658	4,134,437	4,434,357
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	4,023,658	4,134,437	
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			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,023,658	4,134,437	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,023,658	4,134,437	

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	4,023,658
2	Enter amount from Part I, line 27a	2	110,779
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,134,437
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,134,437

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	N/A			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

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) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 | 3 |

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col (c))
2009	2,774,374	3,897,906	0.711760
2008	186,600	4,326,446	0.043130
2007	42,500	3,718,628	0.011429
2006	4,019,290	1,232,761	3.260397
2005	146,589	2,483,033	0.059036

2 Total of line 1, column (d)	2	4.085752
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	0.817150
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,700,913
5 Multiply line 4 by line 3	5	2,207,051
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	297
7 Add lines 5 and 6	7	2,207,348
8 Enter qualifying distributions from Part XII, line 4	8	1,384,136

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	595
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	595
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	595
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	728		
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	728
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	133
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 133 **Refunded** ▶			11	

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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the 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	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ NATALIE JUDGE Telephone no ▶ 727-896-8149

ONE BEACH DRIVE SE STE 320E

Located at ▶ ST. PETERSBURG FL ZIP+4 ▶ 33701

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

				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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	N/A	1c		
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010)	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 2010?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	5b	
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	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?	N/A	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. CRAYTON PRUITT, JR. 300 BUTTONWOOD LANE	LARGO FL 33770	DIRECTOR 1.00	0	0	0
HELEN G. PRUITT WALLACE 416 BRIGHTWATER BLVD. NE	ST. PETERSBURG FL 33704	PRESIDENT 1.00	0	0	0
NATALIE PRUITT JUDGE 324 BRIGHTWATER BLVD NE	ST. PETERSBURG FL 33704	DIRECTOR 1.00	0	0	0
FRANCES M. PRUITT 360 COFFEE POT RIVIERA NE	ST. PETERSBURG FL 33704	DIRECTOR 1.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 — see page 23 of the instructions). If none, enter "NONE."

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

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 (see page 23 of the instructions). If none, enter "NONE."

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

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

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 (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	1,822,186
b	Average of monthly cash balances	1b	919,858
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,742,044
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	2,742,044
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	41,131
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,700,913
6	**Minimum investment return.** Enter 5% of line 5	6	135,046

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	135,046
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 595		
b	Income tax for 2010 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	595
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	134,451
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	134,451
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	134,451

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,384,136
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
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	1,384,136
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,384,136

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

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Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7				134,451
2	Undistributed income, if any, as of the end of 2010:				
a	Enter amount for 2009 only				
b	Total for prior years. 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2010:				
a	From 2005 — 24,745				
b	From 2006 — 3,958,272				
c	From 2007				
d	From 2008				
e	From 2009 — 2,579,751				
f	**Total** of lines 3a through e	6,562,768			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,384,136				
a	Applied to 2009, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2010 distributable amount				134,451
e	Remaining amount distributed out of corpus	1,249,685			
5	Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7,812,453			
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	24,745			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	7,787,708			
10	Analysis of line 9				
a	Excess from 2006 — 3,958,272				
b	Excess from 2007				
c	Excess from 2008				
d	Excess from 2009 — 2,579,751				
e	Excess from 2010 — 1,249,685				

DAA

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a 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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed.

NATALIE JUDGE 727-896-8149
ONE BEACH DRIVE SE STE 302E ST. PETERSBURG FL 33701

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

SEE STATEMENT 8

c Any submission deadlines:

YEAR END

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

N/A

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				
STUDIO 620 620 FIRST AVENUE SOUTH ST. PETERSBURG FL 33701-4		GENERAL	CAMPAIGN	1,000
DOORWAYS 12090 STARKEY ROAD LARGO FL 33773		GENERAL	CAMPAIGN	1,000
CASA P.O. BOX 414 ST. PETERSBURG FL 33731		GENERAL	CAMPAIGN	1,000
AMERICAN STAGE 163 3RD ST. N ST. PETERSBURG FL 33701		GENERAL	CAMPAIGN	1,000
SUNCOASTSEABIRD SANCTUARY 18328 GULF BLVD INDIAN SHORES FL 33785		GENERAL	CAMPAIGN	1,000
YMCA CLEARWATER 1005 SOUTH HIGHLAND AVE CLEARWATER FL 33756		GENERAL	CAMPAIGN	1,000
UNIVERSITY OF FL FOUNDATI P.O. BOX 14425 GAINESVILLE FL 32604		GENERAL	CAMPAIGN	1,378,136
Total			▶ 3a	1,384,136
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12,111	
4 Dividends and interest from securities			14	30,975	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	100,126	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		143,212	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 143,212

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Helen P. Wallace — 11/13/11 — PRESIDENT

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
JEFFREY P. MCCLANATHAN	[signature] CPA	11/11/2011	

Firm's name ▶ MCCLANATHAN, BURG & ASSOCIATES — PTIN P01032372

Firm's address ▶ 150 2ND AVE N STE 600 SAINT PETERSBURG, FL 33701-3346 — Firm's EIN ▶ 51-0597487 — Phone no 727-894-1040

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2010

Name of the organization
J. CRAYTON PRUITT FOUNDATION, INC.

Employer identification number
59-2876499

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
J. CRAYTON PRUITT FOUNDATION, INC.

Employer identification number
59-2876499

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
3	J. CRAYTON PRUITT CHAR LEAD TRUST I 150 SECOND AVENUE NORTH, SUITE 600 ST PETERSBURG FL 33701	$ 459,379	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	J. CRAYTON PRUITT CHAR LEAD TRUST II 150 SECOND AVENUE NORTH, SUITE 600 ST PETERSBURG FL 33701	$ 459,379	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
3	J. CRAYTON PRUITT CHAR LEAD TRUSTIII 150 SECOND AVENUE NORTH, SUITE 600 ST PETERSBURG FL 33701	$ 459,379	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
J. CRAYTON PRUITT FOUNDATION, INC.	59-2876499

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	NEGOTIABLE PROMISSORY NOTE	$ 459,379	12/27/10

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	NEGOTIABLE PROMISSORY NOTE	$ 459,379	12/27/10

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	NEGOTIABLE PROMISSORY NOTE	$ 459,379	12/27/10

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received	Whom Sold	Date Acquired
Date Sold	**Sale Price**	**Cost**	**Expense**	**Depreciation**	**Net Gain / Loss**
SABAL #6658 - SEE SCH D-2			PURCHASE		VARIOUS
VARIOUS	$ 183,892	$ 124,115	$	$	$ 59,777
SABAL #6658 - SEE SCH D-2			PURCHASE		VARIOUS
VARIOUS	427,582	413,221			14,361
AMERICAN GENERAL FIN SR 4.6%			PURCHASE		8/16/06
10/15/10	100,000	95,891			4,109
ABIM			PURCHASE		VARIOUS
VARIOUS	5,192				5,192
ABIM			PURCHASE		VARIOUS
VARIOUS	16,687				16,687
TOTAL	$ 733,353	$ 633,227	$ 0	$ 0	$ 100,126

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 2,375	$ 1,188	$	$
TOTAL	$ 2,375	$ 1,188	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID	$ 246	$ 246	$	$
TOTAL	$ 246	$ 246	$ 0	$ 0

TAX PREPARER·
TRUST ADMINISTRATOR 2192
INVESTMENT OFFICER: 2192

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
350.0000 AGL RESOURCES INC - 001204106 - MINOR = 60						
SOLD		06/09/2010	12602 60			
ACQ	125.0000	02/12/2010	4500.93	4350.66	150.26	ST
	125.0000	02/17/2010	4500 93	4431.88	69.05	ST
	100.0000	04/28/2010	3600.74	3985.01	-384.27	ST
225.0000 ADVANCE AUTO PARTS INC - 00751Y106 - MINOR = 60						
SOLD		03/22/2010	9835.79			
ACQ	225.0000	09/22/2009	9835.79	9092 95	742.84	ST
570.0000 AEROPOSTALE INC - 007865108 - MINOR = 60						
SOLD		06/09/2010	16676.33			
ACQ	189.6937	01/10/2008	5549.81	3326.68	2223.13	LT15
	10.5387	03/19/2008	308.33	186.70	121.63	LT15
	122.0933	01/08/2009	3572.05	1640.02	1932.03	LT15
	97.6743	02/05/2009	2857.63	1469.58	1388.05	LT15
	150.0000	01/12/2010	4388.51	3411.72	976.79	ST
50 0000 ALLEGIANT TRAVEL CO - 01748X102 - MINOR = 60						
SOLD		05/25/2010	2453.30			
ACQ	10.4167	05/07/2009	511.11	461.94	49.17	LT15
	2.9167	05/26/2009	143.11	119.07	24.04	ST
	3.3333	05/27/2009	163.55	137.42	26.13	ST
	33.3333	10/23/2009	1635.53	1227.93	407.60	ST
175.0000 ALLEGIANT TRAVEL CO - 01748X102 - MINOR = 60						
SOLD		06/09/2010	8409.62			
ACQ	36.4583	05/07/2009	1752.00	1616.80	135.20	LT15
	10.2083	05/26/2009	490.56	416.73	73.83	LT15
	11.6667	05/27/2009	560.64	480.97	79.67	LT15
	116.6667	10/23/2009	5606.42	4297.77	1308.65	ST
25.0000 ALLIANT TECHSYSTEMS INC - 018804104 - MINOR = 60						
SOLD		02/12/2010	1912.16			
ACQ	5.0000	04/24/2009	382.43	385.57	-3 14	ST
	7.5000	04/27/2009	573.65	586.94	-13.29	ST
	6.2500	04/28/2009	478.04	490.79	-12.75	ST
	6.2500	05/07/2009	478.04	538.68	-60.64	ST
25 0000 ALLIANT TECHSYSTEMS INC - 018804104 - MINOR = 60						
SOLD		03/04/2010	2032.79			
ACQ	5.0000	04/24/2009	406.56	385.56	21.00	ST
	7.5000	04/27/2009	609.83	586.95	22 88	ST
	6.2500	04/28/2009	508.20	490.78	17.42	ST
	6.2500	05/07/2009	508.20	538.68	-30.48	ST
50 0000 ALLIANT TECHSYSTEMS INC - 018804104 - MINOR = 60						
SOLD		04/09/2010	4048.88			
ACQ	10.0000	04/24/2009	809.78	771.13	38.65	ST
	15.0000	04/27/2009	1214.66	1173.89	40.77	ST
	12.5000	04/28/2009	1012.22	981.57	30.65	ST
	12.5000	05/07/2009	1012.22	1077.36	-65 14	ST
125 0000 AMEDISYS INC - 023436108 - MINOR = 60						
SOLD		03/29/2010	6974.86			
ACQ	43.7500	11/26/2008	2441.20	1691.07	750.13	LT15
	8.7500	01/06/2009	488.24	406.41	81.83	LT15
	8.7500	01/15/2009	488.24	402.01	86.23	LT15
	26.2500	03/02/2009	1464.72	761.53	703.19	LT15
	37 5000	09/03/2009	2092.46	1276.68	815.78	ST
125.0000 AMEDISYS INC - 023436108 - MINOR = 60						
SOLD		06/09/2010	5730.75			
ACQ	43.7500	11/26/2008	2005.76	1691.06	314.70	LT15
	8.7500	01/06/2009	401.15	406.41	-5.26	LT15
	8.7500	01/15/2009	401.15	402.01	-0.86	LT15
	26.2500	03/02/2009	1203.46	761.54	441.92	LT15
	37.5000	09/03/2009	1719.23	1276.68	442.55	ST
225.0000 AMERIGROUP CORP - 03073T102 - MINOR = 60						
SOLD		06/09/2010	8057.61			
ACQ	225.0000	05/19/2010	8057.61	8135.46	-77.85	ST
76.9999 AMSURG CORP - 03232P405 - MINOR = 60						
SOLD		03/02/2010	1629.71			
ACQ	36.4842	09/24/2007	772.19	826.37	-54.18	LT15
	11.4013	03/20/2008	241.31	267.83	-26.52	LT15
	18.1965	04/24/2009	385.13	348.50	36.63	ST
	7.6617	04/27/2009	162.16	151.67	10.49	ST
	3.2562	04/28/2009	68.92	66.35	2.57	ST
325 0000 AMSURG CORP - 03232P405 - MINOR = 60						
SOLD		03/18/2010	7201.15			
ACQ	153.9919	09/24/2007	3412.06	3487.94	-75.88	LT15
	48.1225	03/20/2008	1066.27	1130.45	-64.18	LT15
	76.8035	04/24/2009	1701.76	1470.93	230.83	ST
	32.3383	04/27/2009	716.53	640.17	76.36	ST
	13 7438	04/28/2009	304.53	280.03	24.50	ST
225.0000 ASSURANT INC - 04621X108 - MINOR = 60						
SOLD		06/09/2010	7756.72			
ACQ	225.0000	05/13/2010	7756.72	8425.87	-669.15	ST
300.0000 ATWOOD OCEANICS INC - 050095108 - MINOR = 60						
SOLD		06/09/2010	7465.59			
ACQ	225.0000	01/15/2010	5599.19	8473.66	-2874.48	ST
	75.0000	05/25/2010	1866.40	1978.28	-111.89	ST

Schedule D-2

TAX PREPARER:
TRUST ADMINISTRATOR: 2192
INVESTMENT OFFICER: 2192

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
325.0000 BE AEROSPACE INC - 073302101 - MINOR = 60						
SOLD		06/09/2010	8132.50			
ACQ	325.0000	05/10/2010	8132.50	8597.88	-465.38	ST
375.0000 BEMIS CO INC - 081437105 - MINOR = 60						
SOLD		06/09/2010	10435.18			
ACQ	175.0000	07/27/2009	4869.75	4631.41	238.34	ST
	25.0000	07/28/2009	695.68	660.57	35.11	ST
	175.0000	03/29/2010	4869.75	5132.17	-262.42	ST
325.0000 BIG LOTS INC - 089302103 - MINOR = 60						
SOLD		06/09/2010	10825.51			
ACQ	275.0000	12/09/2009	9160.05	7786.52	1373.53	ST
	50.0000	03/04/2010	1665.46	1751.10	-85.64	ST
375.0000 BROADRIDGE FINANCIAL SOLUTIONS INC - 11133T103 - MINOR = 60						
SOLD		05/13/2010	8348.10			
ACQ	53.5714	01/28/2009	1192.59	751.27	441.32	LT15
	196.4286	01/29/2009	4372.81	2704.80	1668.01	LT15
	53.5714	02/04/2009	1192.59	787.06	405.53	LT15
	71.4286	02/05/2009	1590.11	1065.86	524.25	LT15
575.0000 CSG SYSTEMS INTERNATIONAL INC - 126349109 - MINOR = 60						
SOLD		06/09/2010	10946.38			
ACQ	65.0000	04/16/2009	1237.42	904.60	332.82	LT15
	70.0000	04/17/2009	1332.60	1029.55	303.05	LT15
	55.0000	04/20/2009	1047.04	800.67	246.37	LT15
	65.0000	04/21/2009	1237.42	959.98	277.44	LT15
	50.0000	04/22/2009	951.86	750.90	200.96	LT15
	45.0000	04/23/2009	856.67	644.29	212.38	LT15
	100.0000	04/30/2009	1903.72	1462.24	441.48	LT15
	100.0000	05/01/2009	1903.72	1443.02	460.70	LT15
	25.0000	05/04/2009	475.93	356.53	119.40	LT15
92.0001 COMMERCE BANCSHARES INC KANSAS CITY MO - 200525103 - MINOR = 60						
SOLD		04/19/2010	3742.79			
ACQ	29.4962	07/27/2009	1199.98	994.37	205.61	ST
	25.8092	07/28/2009	1049.98	878.65	171.33	ST
	36.6947	10/21/2009	1492.83	1377.45	115.38	ST
169.9999 COMMERCE BANCSHARES INC KANSAS CITY MO - 200525103 - MINOR = 60						
SOLD		06/09/2010	6115.26			
ACQ	54.5038	07/27/2009	1960.62	1837.41	123.21	ST
	47.6908	07/28/2009	1715.54	1623.61	91.93	ST
	67.8053	10/21/2009	2439.10	2545.27	-106.17	ST
500.0000 DEL MONTE FOODS CO - 24522P103 - MINOR = 60						
SOLD		06/09/2010	7308.48			
ACQ	500.0000	09/15/2009	7308.48	5724.45	1584.03	ST
275.0000 DOLLAR TREE INC - 256746108 - MINOR = 60						
SOLD		06/09/2010	16997.35			
ACQ	134.7368	02/07/2007	8327.89	4286.90	4040.99	LT15
	8.4208	10/22/2007	520.48	291.82	228.66	LT15
	16.8424	10/23/2007	1041.00	615.94	425.06	LT15
	20.0000	06/20/2008	1236.17	723.30	512.87	LT15
	20.0000	08/26/2008	1236.17	774.76	461.41	LT15
	75.0000	12/07/2009	4635.64	3533.03	1102.61	ST
140.0000 DRIL-QUIP INC - 262037104 - MINOR = 60						
SOLD		03/08/2010	8400.73			
ACQ	15.0000	07/08/2009	900.08	523.71	376.37	ST
	75.0000	07/09/2009	4500.39	2698.79	1801.60	ST
	40.0000	07/10/2009	2400.21	1422.16	978.05	ST
	10.0000	07/13/2009	600.05	356.33	243.72	ST
390.0000 ENDO PHARMACEUTICALS HOLDINGS INC - 29264F205 - MINOR = 60						
SOLD		06/09/2010	8307.24			
ACQ	61.2339	03/11/2008	1304.32	1475.97	-171.65	LT15
	18.8412	03/19/2008	401.33	446.97	-45.64	LT15
	37.6824	04/30/2008	802.66	950.20	-147.54	LT15
	75.5758	10/31/2008	1609.81	1406.89	202.92	LT15
	36.2500	02/27/2009	772.15	711.67	60.48	LT15
	60.4167	04/14/2009	1286.91	1064.24	222.67	LT15
	100.0000	03/02/2010	2130.06	2282.66	-152.60	ST
75.0000 ENERGEN CORP - 29265N108 - MINOR = 60						
SOLD		04/19/2010	3584.43			
ACQ	28.1250	12/19/2008	1344.16	797.88	546.28	LT15
	37.5000	12/22/2008	1792.22	1024.00	768.22	LT15
	5.6250	06/19/2009	268.83	224.04	44.79	ST
	3.7500	06/22/2009	179.22	144.58	34.64	ST
125.0000 ENERGEN CORP - 29265N108 - MINOR = 60						
SOLD		06/09/2010	5759.36			
ACQ	46.8750	12/19/2008	2159.76	1329.79	829.97	LT15
	62.5000	12/22/2008	2879.68	1706.67	1173.01	LT15
	9.3750	06/19/2009	431.95	373.41	58.54	ST
	6.2500	06/22/2009	287.97	240.97	47.00	ST
125.0000 ENSCO INTERNATIONAL PLC ADR - 29358Q109 - MINOR = 62						
SOLD		01/15/2010	5553.74			
ACQ	62.5000	01/27/2009	2776.87	2636.25	140.62	ST
	62.5000	01/28/2009	2776.87	2636.25	140.62	ST
700.0000 EZCORP INC - 302301106 - MINOR = 60						
SOLD		06/09/2010	12663.27			
ACQ	450.0000	02/05/2010	8140.67	7693.11	447.56	ST
	250.0000	06/04/2010	4522.60	4496.83	25.77	ST

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TAX PREPARER:
TRUST ADMINISTRATOR: 2192
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LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
300.0000 FEDERATED INVESTORS INC - 314211103 - MINOR = 60						
SOLD		02/05/2010	7298.90			
ACQ	300.0000	11/06/2009	7298.90	7950.87	-651.97	ST
100 0000 FLOWSERVE CORP - 34354P105 - MINOR = 60						
SOLD		06/09/2010	8813.94			
ACQ	10.0000	08/06/2009	881.39	846.76	34.63	ST
	90.0000	08/07/2009	7932.55	7929.37	3.18	ST
75.0000 FOSSIL INC - 349882100 - MINOR = 60						
SOLD		01/12/2010	2704.05			
ACQ	19.5573	09/05/2006	705.12	375.07	330.05	LT15
	1.0865	03/18/2008	39.17	34.32	4.85	LT15
	1.0865	07/09/2008	39.17	29.05	10.12	LT15
	2.6076	10/14/2008	94.01	49.85	44 16	LT15
	11.7010	02/03/2009	421.87	133.17	288.70	ST
	9.7403	05/22/2009	351.18	208.73	142.45	ST
	5.8442	05/26/2009	210.71	130.47	80.24	ST
	23.3766	05/27/2009	842.82	517.60	325.22	ST
309.9999 FOSSIL INC - 349882100 - MINOR = 60						
SOLD		06/09/2010	11416.56			
ACQ	80.8369	09/05/2006	2977.03	1550.31	1426.72	LT15
	4.4909	03/18/2008	165.39	141.81	23.58	LT15
	4.4909	07/09/2008	165.39	120.11	45.28	LT15
	10.7783	10/14/2008	396.94	206.01	190.93	LT15
	48.3640	02/03/2009	1781.13	550.44	1230.69	LT15
	40 2597	05/22/2009	1482.67	862.78	619.89	LT15
	24.1558	05/26/2009	889.60	539.28	350.32	LT15
	96.6234	05/27/2009	3558.41	2139.40	1419.01	LT15
200.0000 GLOBAL PAYMENTS INC - 37940X102 - MINOR = 60						
SOLD		06/09/2010	8118.58			
ACQ	200.0000	04/15/2010	8118.58	9055.40	-936.82	ST
200 0000 GUESS INC - 401617105 - MINOR = 60						
SOLD		06/04/2010	6718.85			
ACQ	200.0000	05/03/2010	6718.85	9443.56	-2724 71	ST
200.0001 HCC INSURANCE HOLDINGS INC - 404132102 - MINOR = 60						
SOLD		03/02/2010	5584.82			
ACQ	37.9687	10/17/2008	1060.24	744.76	315 48	LT15
	15.1875	11/05/2008	424.10	357.21	66 89	LT15
	39.8671	05/06/2009	1113.25	951.23	162 02	ST
	11.1628	08/07/2009	311.71	292.46	19.25	ST
	46.5116	08/10/2009	1298.79	1216.00	82.79	ST
	41.8605	08/11/2009	1168.92	1095.89	73.03	ST
	7.4419	08/12/2009	207.81	195.09	12 72	ST
230.0000 HCC INSURANCE HOLDINGS INC - 404132102 - MINOR = 60						
SOLD		04/15/2010	6369.76			
ACQ	43.6640	10/17/2008	1209.26	856.47	352.79	LT15
	17.4656	11/05/2008	483.70	410.80	72.90	LT15
	45 8472	05/06/2009	1269.72	1093.91	175.81	ST
	12.8372	08/07/2009	355.52	336.33	19.19	ST
	53 4884	08/10/2009	1481.34	1398.40	82.94	ST
	48.1395	08/11/2009	1333.21	1260.27	72.94	ST
	8.5581	08/12/2009	237.01	224.35	12.66	ST
150.0000 HELMERICH & PAYNE INC - 423452101 - MINOR = 60						
SOLD		06/09/2010	6087.10			
ACQ	150.0000	03/08/2010	6087.10	5943.35	143.75	ST
525.0000 JACK HENRY & ASSOCIATES INC - 426281101 - MINOR = 60						
SOLD		06/09/2010	12234.60			
ACQ	325.0000	11/23/2009	7573.80	7687.23	-113.43	ST
	200.0000	03/01/2010	4660.80	4559.70	101.10	ST
325.0000 HIBBETT SPORTS INC - 428567101 - MINOR = 60						
SOLD		06/09/2010	7890.64			
ACQ	325.0000	06/04/2010	7890.64	8152.17	-261.53	ST
75.0000 ITT EDUCATIONAL SERVICES INC - 45068B109 - MINOR = 60						
SOLD		06/09/2010	7187.27			
ACQ	75.0000	05/06/2009	7187.27	6998.26	189.01	LT15
375.0000 J2 GLOBAL COMMUNICATIONS INC - 46626E205 - MINOR = 60						
SOLD		05/10/2010	8757.75			
ACQ	95.0000	03/30/2009	2218.63	2036.13	182.50	LT15
	70.0000	03/31/2009	1634.78	1539.76	95.02	LT15
	30.0000	04/01/2009	700.62	647.66	52.96	LT15
	30.0000	04/02/2009	700.62	696.56	4.06	LT15
	90.0000	05/13/2009	2101.86	1940.10	161.76	ST
	60.0000	05/14/2009	1401.24	1291.78	109.46	ST
574.9999 KNIGHT CAPITAL GROUP INC - 499005106 - MINOR = 60						
SOLD		04/26/2010	8878.46			
ACQ	98.9130	11/19/2008	1527.30	1383.27	144.03	LT15
	70.6522	11/20/2008	1090.93	974.64	116.29	LT15
	70.6522	12/30/2008	1090.93	1094.12	-3.19	LT15
	42.3913	01/22/2009	654.56	701.80	-47 24	LT15
	14.1304	01/23/2009	218.18	236.73	-18.55	LT15
	14.1304	01/27/2009	218.18	253.62	-35.44	LT15
	14.1304	01/28/2009	218.18	263.69	-45.51	LT15
	250.0000	03/02/2010	3860.20	4091.50	-231.30	ST
225.0000 LENDER PROCESSING SERVICES INC - 52602E102 - MINOR = 60						
SOLD		06/09/2010	7526.98			
ACQ	225.0000	03/18/2010	7526.98	9339.77	-1812.79	ST

TAX PREPARER:
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LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
225.0000 LEXMARK INTL INC CL A W/RTS ATTACHED EXP 01/31/2008 - 529771107 - MINOR = 3101						
SOLD		06/09/2010	8240.71			
ACQ	225.0000	05/13/2010	8240.71	8500.61	-259.90	ST
200.0000 LINCARE HOLDINGS INC - 532791100 - MINOR = 60						
SOLD		06/09/2010	9370.32			
ACQ	75.0000	08/03/2009	3513.87	1974.15	1539.72	ST
	125.0000	08/04/2009	5856.45	3277.06	2579.39	ST
200.0000 MDU RESOURCES GROUP INC - 552690109 - MINOR = 60						
SOLD		02/12/2010	3936.46			
ACQ	138.1818	06/04/2009	2719.74	2617.36	102.38	ST
	61.8182	06/05/2009	1216.72	1166.53	50.19	ST
75.0000 MDU RESOURCES GROUP INC - 552690109 - MINOR = 60						
SOLD		02/17/2010	1525.65			
ACQ	51.8182	06/04/2009	1054.09	981.51	72.58	ST
	23.1818	06/05/2009	471.56	437.45	34.11	ST
125.0000 MANTECH INTERNATIONAL CL A COM - 564563104 - MINOR = 60						
SOLD		04/19/2010	6174.38			
ACQ	42.5000	01/05/2010	2099.29	2003.03	96.26	ST
	45.0000	01/06/2010	2222.78	2207.81	14.97	ST
	37.5000	03/01/2010	1852.31	1871.03	-18.72	ST
125.0000 MANTECH INTERNATIONAL CL A COM - 564563104 - MINOR = 60						
SOLD		04/29/2010	5870.03			
ACQ	42.5000	01/05/2010	1995.81	2003.02	-7.21	ST
	45.0000	01/06/2010	2113.21	2207.82	-94.61	ST
	37.5000	03/01/2010	1761.01	1871.03	-110.02	ST
250.0000 MEREDITH CORP - 589433101 - MINOR = 60						
SOLD		06/09/2010	8390.26			
ACQ	250 0000	03/22/2010	8390.26	8628.73	-238.47	ST
750.0000 MICREL INC - 594793101 - MINOR = 60						
SOLD		06/09/2010	7782.02			
ACQ	750.0000	04/29/2010	7782.02	9074.10	-1292.08	ST
75.0000 NBTY INC - 628782104 - MINOR = 60						
SOLD		04/30/2010	3080.99			
ACQ	48.0000	08/25/2009	1971.83	1806.52	165 31	ST
	12.0000	08/26/2009	492.96	446.47	46.49	ST
	15.0000	01/28/2010	616.20	664.04	-47.84	ST
175.0000 NBTY INC - 628782104 - MINOR = 60						
SOLD		06/04/2010	5742.70			
ACQ	112 0000	08/25/2009	3675.33	4215.21	-539.88	ST
	28 0000	08/26/2009	918.83	1041.78	-122.95	ST
	35.0000	01/28/2010	1148.54	1549.40	-400 86	ST
50.0000 NII HOLDINGS INC - 62913F201 - MINOR = 60						
SOLD		01/05/2010	1898.21			
ACQ	29.4118	06/11/2009	1116.59	613.25	503.34	ST
	15.2941	06/22/2009	580.63	288.38	292 25	ST
	5.2941	06/23/2009	200.99	99.65	101.34	ST
50.0000 NII HOLDINGS INC - 62913F201 - MINOR = 60						
SOLD		01/06/2010	1871.61			
ACQ	29.4118	06/11/2009	1100.95	613.25	487.70	ST
	15.2941	06/22/2009	572.49	288.38	284.11	ST
	5.2941	06/23/2009	198.17	99.66	98.51	ST
325.0001 NII HOLDINGS INC - 62913F201 - MINOR = 60						
SOLD		03/01/2010	12341.10			
ACQ	191.1765	06/11/2009	7259.47	3986.13	3273.34	ST
	99.4118	06/22/2009	3774.93	1874 47	1900.46	ST
	34.4118	06/23/2009	1306.70	647.75	658.95	ST
375.0000 NETGEAR INC - 64111Q104 - MINOR = 60						
SOLD		06/09/2010	7791.40			
ACQ	375.0000	05/25/2010	7791.40	8298.68	-507.28	ST
250.0000 NEUSTAR INC - 64126X201 - MINOR = 60						
SOLD		05/25/2010	5210.83			
ACQ	250.0000	05/07/2009	5210.83	4986.70	224.13	LT15
75.0000 NEWMARKET CORP - 651587107 - MINOR = 60						
SOLD		06/09/2010	7286.88			
ACQ	75.0000	04/19/2010	7286.88	8157.75	-870.87	ST
275.0000 NOVELLUS SYSTEMS INC - 670008101 - MINOR = 60						
SOLD		06/09/2010	6864.87			
ACQ	275.0000	02/23/2010	6864.87	6050.44	814.43	ST
275.0000 PATTERSON COS INC - 703395103 - MINOR = 60						
SOLD		06/09/2010	8145.83			
ACQ	275.0000	06/04/2010	8145.83	8104.20	41.63	ST
300.0000 PROSPERITY BANCSHARES INC - 743606105 - MINOR = 60						
SOLD		06/09/2010	10499.00			
ACQ	175.0000	05/08/2009	6124.42	5252.24	872.18	LT15
	35.0000	05/29/2009	1224.88	966.15	258.73	LT15
	70.0000	06/01/2009	2449.77	1994.02	455.75	LT15
	20.0000	06/02/2009	699.93	563.72	136.21	LT15
500.0000 RPM INTERNATIONAL INC - 749685103 - MINOR = 60						
SOLD		06/09/2010	9104.85			
ACQ	202.5000	11/02/2009	3687.46	3563.70	123.76	ST
	97.5000	11/03/2009	1775.45	1731.82	43.63	ST
	200.0000	01/08/2010	3641.94	4158.34	-516.40	ST
125.0000 REINSURANCE GROUP OF AMERICA INC - 759351604 - MINOR = 60						
SOLD		06/04/2010	5632.40			
ACQ	30.0000	01/28/2010	1351.78	1442.66	-90.88	ST
	25.0000	02/01/2010	1126.48	1220.57	-94.09	ST
	70.0000	04/19/2010	3154.14	3871.58	-717.44	ST

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LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
125.0000 REINSURANCE GROUP OF AMERICA INC - 759351604 - MINOR = 60						
SOLD		06/09/2010	5700.50			
ACQ	30.0000	01/28/2010	1368.12	1442.66	-74.54	ST
	25.0000	02/01/2010	1140 10	1220.56	-80.46	ST
	70.0000	04/19/2010	3192.28	3871 58	-679.30	ST
100.0000 SCANSOURCE INC - 806037107 - MINOR = 60						
SOLD		04/12/2010	2753.71			
ACQ	5.3333	09/08/2009	146.86	151.47	-4.61	ST
	10.6667	09/09/2009	293.73	312.80	-19.07	ST
	14.6667	09/10/2009	403.88	439.44	-35.56	ST
	42.6667	09/11/2009	1174.92	1288.41	-113.49	ST
	13.3333	10/12/2009	367.16	398 53	-31.37	ST
	13.3333	10/13/2009	367.16	399.53	-32.37	ST
275.0000 SCANSOURCE INC - 806037107 - MINOR = 60						
SOLD		05/13/2010	7502.70			
ACQ	14 6667	09/08/2009	400.14	416.53	-16.39	ST
	29.3333	09/09/2009	800.29	860.20	-59.91	ST
	40.3333	09/10/2009	1100.40	1208.49	-108.09	ST
	117.3333	09/11/2009	3201.15	3543.11	-341.96	ST
	36.6667	10/12/2009	1000.36	1095.97	-95.61	ST
	36.6667	10/13/2009	1000.36	1098.69	-98.33	ST
200.0000 SIGMA-ALDRICH CORP - 826552101 - MINOR = 60						
SOLD		06/09/2010	10287.64			
ACQ	125.0000	02/19/2009	6429.77	4810.24	1619.53	LT15
	40.0000	04/24/2009	2057.53	1667.84	389.69	LT15
	35 0000	04/27/2009	1800.34	1457.29	343.05	LT15
200.0000 SNAP-ON INC - 833034101 - MINOR = 60						
SOLD		06/09/2010	8415.38			
ACQ	200.0000	12/03/2009	8415.38	7605.78	809.60	ST
199.9999 SYNTEL INC - 87162H103 - MINOR = 60						
SOLD		02/23/2010	6638.28			
ACQ	90.9091	10/17/2008	3017.40	1925.77	1091.63	LT15
	36 3636	12/05/2008	1206.96	783.33	423.63	LT15
	36.3636	12/30/2008	1206.96	814.91	392.05	LT15
	18.1818	12/31/2008	603.48	420.74	182.74	LT15
	18.1818	01/05/2009	603.48	436.04	167.44	LT15
70.0000 TELEFLEX INC - 879369106 - MINOR = 60						
SOLD		01/05/2010	3862.21			
ACQ	37.3333	09/28/2009	2059.84	1804.25	255.59	ST
	32.6667	09/29/2009	1802.37	1588.19	214.18	ST
80.0000 TELEFLEX INC - 879369106 - MINOR = 60						
SOLD		01/06/2010	4430.72			
ACQ	42.6667	09/28/2009	2363.05	2062.01	301.04	ST
	37.3333	09/29/2009	2067.67	1815.06	252.61	ST
200.0000 THOMAS & BETTS CORP - 884315102 - MINOR = 60						
SOLD		06/09/2010	7490.67			
ACQ	200.0000	04/09/2010	7490.67	8248 64	-757.97	ST
100.0000 TOWERS WATSON & COMPANY CLASS A - 891894107 - MINOR = 60						
SOLD		01/28/2010	4516.92			
ACQ	48.5714	12/09/2009	2193.93	2239.50	-45.57	ST
	51.4286	12/10/2009	2322.99	2409 40	-86.41	ST
75.0000 TOWERS WATSON & COMPANY CLASS A - 891894107 - MINOR = 60						
SOLD		02/01/2010	3305.82			
ACQ	36.4286	12/09/2009	1605.69	1679 62	-73.93	ST
	38.5714	12/10/2009	1700.13	1807 05	-106.92	ST
275.0000 TRUE RELIGION APPAREL INC - 89784N104 - MINOR = 60						
SOLD		05/03/2010	9071.09			
ACQ	134.4444	11/07/2008	4434.75	2088.76	2345.99	LT15
	85.5556	11/14/2008	2822.12	1113.08	1709.04	LT15
	55.0000	08/06/2009	1814.22	1243.90	570.32	ST
200.0000 UNIVERSAL HEALTH SERVICES INC - 913903100 - MINOR = 60						
SOLD		05/19/2010	8342.33			
ACQ	65.0000	03/18/2009	2711.26	1152.73	1558.53	LT15
	60.0000	03/19/2009	2502.70	1058.37	1444.33	LT15
	75.0000	04/15/2009	3128.37	1544.68	1583.69	LT15
200.0000 UNIVERSAL HEALTH SERVICES INC - 913903100 - MINOR = 60						
SOLD		06/09/2010	8281.48			
ACQ	65.0000	03/18/2009	2691.48	1152.72	1538.76	LT15
	60.0000	03/19/2009	2484.44	1058.37	1426.07	LT15
	75.0000	04/15/2009	3105.56	1544.68	1560.88	LT15
425.0000 VALSPAR CORP - 920355104 - MINOR = 60						
SOLD		06/09/2010	12962.24			
ACQ	155.0000	09/15/2009	4727 41	4245.28	482.13	ST
	75.0000	09/16/2009	2287.45	2072.92	214.53	ST
	45.0000	09/17/2009	1372.47	1275.97	96.50	ST
	150.0000	03/04/2010	4574.91	4281.42	293.49	ST
125.0000 VARIAN MEDICAL SYSTEMS INC - 92220P105 - MINOR = 60						
SOLD		06/09/2010	6233.40			
ACQ	125.0000	03/03/2009	6233.40	3708 89	2524.51	LT15
210.0000 WORLD ACCEPTANCE CORP - 981419104 - MINOR = 60						
SOLD		06/09/2010	7208.55			
ACQ	110.0000	11/13/2009	3775.91	3009.00	766.91	ST
	100.0000	11/19/2009	3432.64	2755 12	677.52	ST

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TRUST YEAR ENDING 12/31/2010

TAX PREPARER·
TRUST ADMINISTRATOR 2192
INVESTMENT OFFICER: 2192

LEGEND· F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
499.9999 WORLD FUEL SERVICES CORP - 981475106 - MINOR = 60						
SOLD		06/09/2010	12213.84			
ACQ	246.7944	10/10/2008	6028.61	1916.79	4111.82	LT15
	211.5382	10/13/2008	5167 39	2193.29	2974.10	LT15
	41.6673	02/27/2009	1017.84	608.49	409.35	LT15
		TOTALS	611474.42	537337.00		
			LT = 183,892	124,115	59,777	
			ST = 427,582	413,221	14,361	

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	14360.71	0.00	59776.68	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0 00	0.00			0.00
	14360.71	0.00	59776.68	0.00	0.00	0.00

STATE						
SUBTOTAL FROM ABOVE	14360.71	0.00	59776.68	0.00	0.00	0.00*
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	0.00			0.00
	14360.71	0 00	59776.68	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
FLORIDA	N/A	N/A

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Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INVESTMENT FEES	4,189	2,094		
PROFESSIONAL FEES	11,205	5,602		
INVESTMENT EXPENSE-ABIM	8,419	4,210		
TOTAL	$ 23,813	$ 11,906	$ 0	$ 0

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SABAL TRUST #1251	$ 156,055	$ 156,055	MARKET	$ 97,872
SABAL TRUST #6658	307,360	406,356	MARKET	510,841
TOTAL	$ 463,415	$ 562,411		$ 608,713

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SABAL TRUST #1251	$ 145,351	$ 49,460	MARKET	$ 50,220
TOTAL	$ 145,351	$ 49,460		$ 50,220

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
SABAL TRUST #6708	$ 1,008,692	$ 1,041,822	MARKET	$ 1,294,680
TOTAL	$ 1,008,692	$ 1,041,822		$ 1,294,680

Statement 8 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
LETTER FORMAT AND PRIOR YEAR TAX RETURN. INCLUDE CHARITABLE ORGANIZATION'S NAME, ADDRESS, CONTACT INFORMATION, MISSION STATEMENT, CONTRIBUTION REQUEST, AND REASON FOR CONTRIBUTION REQUESST.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
YEAR END

59-2876499 FORM 990-T ESTIMATES

J. CRAYTON PRUITT FOUNDATION, INC.

Form **990-W** (WORKSHEET)
Department of the Treasury
Internal Revenue Service

Estimated Tax on Unrelated Business Taxable Income for Tax-Exempt Organizations

(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

2011

1	Unrelated business taxable income expected in the tax year	1	
2	**Tax on the amount on line 1.** See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8 **Note.** If less than $500, the organization is not required to make estimated tax payments. Private foundations, see instructions — 10a		
b	Enter the tax shown on the 2010 return (see instructions) **Caution.** If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c — 10b		
c	**2011 Estimated Tax.** Enter the smaller of line 10a or line 10b If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	

			(a)	(b)	(c)	(d)
11	**Installment due dates** (see instructions)	11	05/16/11	06/15/11	09/15/11	12/15/11
12	**Required installments.** Enter 25% of line 10c in columns **(a)** through **(d)** unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12				
13	**2010 Overpayment** (see instructions)	13				
14	**Payment due.** (Subtract line 13 from line 12)	14				

For Paperwork Reduction Act Notice, see the instructions on page 8.

DAA

59-2876499 FORM 990-PF ESTIMATES

J. CRAYTON PRUITT FOUNDATION, INC.

Form **990-W** (WORKSHEET)
Department of the Treasury
Internal Revenue Service

Estimated Tax on Unrelated Business Taxable Income for Tax-Exempt Organizations

(and on Investment Income for Private Foundations)

(Keep for your records. Do not send to the Internal Revenue Service.)

OMB No 1545-0976

2011

1	Unrelated business taxable income expected in the tax year	1	
2	**Tax on the amount on line 1.** See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8 **Note.** If less than $500, the organization is not required to make estimated tax payments. Private foundations, see instructions — 10a: 595		
b	Enter the tax shown on the 2010 return (see instructions). **Caution.** If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c — 10b: 595		
c	**2011 Estimated Tax.** Enter the smaller of line 10a or line 10b If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	595

			(a)	(b)	(c)	(d)
11	**Installment due dates** (see instructions)	11	05/16/11	06/15/11	09/15/11	12/15/11
12	**Required installments.** Enter 25% of line 10c in columns **(a)** through **(d)** unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12	633	33	33	34
13	**2010 Overpayment** (see instructions)	13	33	33	33	34
14	**Payment due.** (Subtract line 13 from line 12)	14	467			

For Paperwork Reduction Act Notice, see the instructions on page 8.

DAA

59-2876499

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
SABAL TRUST #6658	$ 1,099		14		
SABAL TRUST #1251	11,002		14		
BANK OF AMERICA	10		14		
TOTAL	$ 12,111				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
SABAL TRUST #6658	$ 5,003		14		
SABAL TRUST #1251	6,302		14		
ABIM	19,670		14		
TOTAL	$ 30,975				