0012000008

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

2011

For calendar year 2011 or tax year beginning , and ending

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

A Employer identification number: 59-2876499

Number and street (or P O box number if mail is not delivered to street address): ONE BEACH DRIVE SE — Room/suite: 302E

B Telephone number (see instructions): 727-896-8149

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 4,473,948

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

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

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 instructions))

Section	Line	Description	(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	7,490	7,490	7,490	
	4	Dividends and interest from securities	50,087	50,087	50,087	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	54,848			
	b	Gross sales price for all assets on line 6a 274,338				
	7	Capital gain net income (from Part IV, line 2)		1,004		
	8	Net short-term capital gain			0	
	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	1,490,562	58,581	57,577	
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	3,400	1,700		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	535	267		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 4	29,635	14,817		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	33,570	16,784	0	0
	25	Contributions, gifts, grants paid	1,412,537			1,412,537
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,446,107	16,784	0	1,412,537
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	44,455			
	b	**Net investment income** (if negative, enter -0-)		41,797		
	c	**Adjusted net income** (if negative, enter -0-)			57,577	

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	56,788	6,816	6,818
	2	Savings and temporary cash investments	2,423,956	2,370,457	2,370,458
	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 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	562,411	1,849,079	2,046,392
	c	Investments—corporate bonds (attach schedule) SEE STMT 6	49,460	49,460	50,280
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 7	1,041,822		
	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)	4,134,437	4,275,812	4,473,948
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	4,134,437	4,275,812	
	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 instructions)	4,134,437	4,275,812	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,134,437	4,275,812	

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	4,134,437
2	Enter amount from Part I, line 27a	2	44,455
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	96,920
4	Add lines 1, 2, and 3	4	4,275,812
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	4,275,812

DAA

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	CAPITAL GAIN DISTRIBUTIONS			
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	1,004			1,004
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				1,004
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	1,004
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 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 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))
2010	1,384,136	2,700,913	0.512470
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

2 **Total** of line 1, column (d)	2	4.539186
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	0.907837
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,401,540
5 Multiply line 4 by line 3	5	3,088,044
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	418
7 Add lines 5 and 6	7	3,088,462
8 Enter qualifying distributions from Part XII, line 4	8	1,412,537

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 ▶ ☐ 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	836
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	836
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	836
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	133		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	1,633
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	10
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	787
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 787 **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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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)

		Line	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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PETER WALLACE Telephone no ▶ 727-822-3907
ONE BEACH DRIVE SE #302E
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

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 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 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	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 2011?		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 instructions) ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

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

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 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 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 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 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 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 instructions 3	
Total. Add lines 1 through 3 ▶	

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	2,119,335
b	Average of monthly cash balances	1b	1,334,005
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	3,453,340
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	3,453,340
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	51,800
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,401,540
6	**Minimum investment return.** Enter 5% of line 5	6	170,077

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	170,077
2a	Tax on investment income for 2011 from Part VI, line 5 2a 836		
b	Income tax for 2011 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	836
3	Distributable amount before adjustments Subtract line 2c from line 1	3	169,241
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	169,241
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	169,241

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	1,412,537
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	1,412,537
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 instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,412,537

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					169,241
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years. 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2011					
a From 2006	3,958,272				
b From 2007					
c From 2008					
d From 2009	2,579,751				
e From 2010	1,249,685				
f **Total** of lines 3a through e		7,787,708			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,412,537					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2011 distributable amount					169,241
e Remaining amount distributed out of corpus		1,243,296			
5 Excess distributions carryover applied to 2011 (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		9,031,004			
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 instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		3,958,272			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		5,072,732			
10 Analysis of line 9					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009	2,579,751				
d Excess from 2010	1,249,685				
e Excess from 2011	1,243,296				

Part XIV Private Operating Foundations (see 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 2011, enter the date of the ruling ▶

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

	Tax year (a) 2011	Prior 3 years (b) 2010	(c) 2009	(d) 2008	(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 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 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 9

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 SEE STATEMENT 10				1,412,537
Total			▶ 3a	1,412,537
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 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	7,490	
4 Dividends and interest from securities			14	50,087	
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					54,848
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		57,577	54,848

13 **Total.** Add line 12, columns (b), (d), and (e) 13 112,425

(See worksheet in line 13 instructions 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 instructions)
N/A	

0012000008

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) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

Signature of officer or trustee — Date 10-3-2012 — Title PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
JEFFREY P. MCCLANATHAN		9/28/2012	
Firm's name ▶ MCCLANATHAN, BURG & ASSOCIATES, LLC		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

DAA

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
J. CRAYTON PRUITT FOUNDATION, INC.	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, total 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 total 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 Part I, 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)

0012000008

Name of organization
J. CRAYTON PRUITT FOUNDATION, INC.

Employer identification number
59-2876499

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total 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)

DAA

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

Employer identification number: 59-2876499

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(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	01/09/11

(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	01/09/11

(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	01/09/11

(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
		$	

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
ABIM FROM K-1	VARIOUS	VARIOUS	PURCHASE	$ 19,936	$	$	$	$ 19,936
ABIM FROM K-1	VARIOUS	VARIOUS	PURCHASE	16,484				16,484
SOLD 1428 SHS BANK OF AMERICA	VARIOUS	8/11/11	PURCHASE	9,510	16,309			-6,799
SOLD 10 SHS INTERNATIONAL BUSINESS	6/04/08	8/15/11	PURCHASE	1,658	1,324			334
SOLD 20 SHS GOOGLE INC	VARIOUS	8/15/11	PURCHASE	11,175	6,636			4,539
SOLD 100 SHS GENERAL MOTORS	11/18/10	8/15/11	PURCHASE	2,420	3,403			-983
SOLD 80 SHS EXPRESS SCRIPTS	3/03/11	8/15/11	PURCHASE	3,721	4,542			-821
SOLD 50 SHS DIAMOND OFFSHORE	6/09/10	8/15/11	PURCHASE	2,975	2,954			21
SOLD 30 SHS COSTCO	8/10/05	8/15/11	PURCHASE	2,165	1,678			487
SOLD 95 SHS CANADIAN NATIONAL	VARIOUS	8/15/11	PURCHASE	6,507	4,487			2,020
SOLD 35 SHS FRANKLIN RESOURCES	5/19/08	8/15/11	PURCHASE	3,905	3,748			157
SOLD 80 SHS AMERICAN EXPRESS	VARIOUS	8/15/11	PURCHASE	3,530	3,515			15
SOLD 20 SHS RENAISSANCERE	6/17/11	8/15/11	PURCHASE	1,236	1,402			-166
SOLD 60 SHS SCRIPPS NETWORKS	7/09/08	8/15/11	PURCHASE	2,423	2,480			-57
SOLD 115 SHS SOUTHWESTERN ENERGY	1/07/11	8/15/11	PURCHASE	4,188	4,431			-243
SOLD 60 SHS TJX COS	9/01/04	8/15/11	PURCHASE	3,096	1,731			1,365
SOLD 65 SHS TOTAL SA SPONSORED	11/30/10	8/15/11	PURCHASE	2,973	3,256			-283

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SOLD 65 SHS UNITED TECHNOLOGIES	VARIOUS	8/15/11	PURCHASE $ 4,466	$ 4,442	$	$	$ 24
SOLD 170 SHS WELLPOINT INC	VARIOUS	8/15/11	PURCHASE 9,910	13,494			-3,584
SOLD 75 SHS PEPSICO INC	10/24/08	8/15/11	PURCHASE 4,576	4,003			573
SOLD 245 SHS MICROSOFT CORP	6/05/08	8/15/11	PURCHASE 6,104	6,835			-731
SOLD 35 SHS MASTERCARD INC	5/24/06	8/15/11	PURCHASE 10,961	3,995			6,966
SOLD 215 SHS PFIZER INC	VARIOUS	8/15/11	PURCHASE 3,733	4,260			-527
SOLD 105 SHS QUALCOMM	1/29/10	8/15/11	PURCHASE 5,073	4,486			587
SOLD 60 SHS KOHLS CORP	4/01/11	8/15/11	PURCHASE 2,709	3,206			-497
SOLD 155 SHS KRAFT FOODS INC	5/08/08	8/15/11	PURCHASE 5,144	4,984			160
SOLD 110 SHS BERKSHIRE HATHAWAY	VARIOUS	8/15/11	PURCHASE 7,707	7,752			-45
SOLD 154 SHS DIAMOND OFFSHORE	VARIOUS	8/22/11	PURCHASE 9,593	9,443			150
SOLD 90 SHS DIAMOND OFFSHORE	VARIOUS	8/23/11	PURCHASE 5,339	5,663			-324
SOLD 38 SHS DIAMOND OFFSHORE	9/02/10	8/23/11	PURCHASE 2,254	2,355			-101
SOLD 80 SHS TJX COS	9/01/04	9/27/11	PURCHASE 4,431	2,308			2,123
SOLD 267 SHS COSTCO	8/10/05	10/11/11	PURCHASE 21,274	14,938			6,336
SOLD 30 SHS INTERNATIONAL BUSINESS	6/04/08	10/12/11	PURCHASE 5,382	3,971			1,411
SOLD 84 SHS LENNOX INTL	6/22/11	10/26/11	PURCHASE 2,385	3,612			-1,227

Federal Statements

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

Description (Whom Sold)	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SOLD 291 SHS LENNOX INTL	VARIOUS	10/27/11	PURCHASE $ 8,584	$ 12,489	$	$	$ -3,905
SOLD 76 SHS LENNOX INTL	VARIOUS	10/28/11	PURCHASE 2,438	2,417			21
SOLD 37 SHS SHERWIN-WILLIAMS	10/28/09	11/16/11	PURCHASE 3,203	2,191			1,012
SOLD 13 SHS SHERWIN-WILLIAMS	10/28/09	11/17/11	PURCHASE 1,119	770			349
SOLD 25 SHS SHERWIN-WILLIAMS	10/28/09	11/18/11	PURCHASE 2,150	1,481			669
SOLD 175 SHS KRAFT FOODS INC	VARIOUS	11/22/11	PURCHASE 6,086	5,543			543
SOLD 15 SHS MASTERCARD INC	5/24/06	12/05/11	PURCHASE 5,613	1,712			3,901
SOLD 22 SHS SIGMA-ALDRICH CORP	VARIOUS	10/14/11	PURCHASE 1,431	1,386			45
SOLD 103 SHS SIGMA-ALDRICH CORP	VARIOUS	10/17/11	PURCHASE 6,716	6,398			318
SOLD 80 SHS SIGMA-ALDRICH CORP	VARIOUS	10/19/11	PURCHASE 5,200	4,859			341
SOLD 7 SHS GOOGLE INC	VARIOUS	12/29/11	PURCHASE 4,464	2,399			2,065
SOLD 62 SHS KOHLS CORP	4/01/11	12/29/11	PURCHASE 3,095	3,312			-217
SOLD 9 SHS KOHLS CORP	4/01/11	12/30/11	PURCHASE 447	481			-34
SOLD 55 SHS KOHLS CORP	4/01/11	12/31/11	PURCHASE 2,726	2,938			-212
SOLD 7 SHS MASTERCARD	5/24/06	12/29/11	PURCHASE 2,632	799			1,833
SOLD 327 SHS MICROSOFT	VARIOUS	12/29/11	PURCHASE 8,487	8,672			-185

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
TOTAL			$ 273,334	$ 219,490	$ 0	$ 0	$ 53,844

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	$ 3,400	$ 1,700	$	$
TOTAL	$ 3,400	$ 1,700	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OTHER TAXES	$ 70	$ 35	$	$
FOREIGN TAXES PAID	465	232		
TOTAL	$ 535	$ 267	$ 0	$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
INVESTMENT EXPENSE-ABIM	4,796	2,398		
INVESTMENT FEES	6,491	3,245		
PROFESSIONAL FEES	18,348	9,174		
TOTAL	$ 29,635	$ 14,817	$ 0	$ 0

Federal Statements

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	$ 302,434	MARKET	$ 199,552
SABAL TRUST #6658	406,356	410,313	MARKET	494,753
SABAL TRUST #6708		1,136,332	MARKET	1,352,087
TOTAL	$ 562,411	$ 1,849,079		$ 2,046,392

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	$ 49,460	$ 49,460	MARKET	$ 50,280
TOTAL	$ 49,460	$ 49,460		$ 50,280

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	$ 1,041,822	$	MARKET	$
TOTAL	$ 1,041,822	$ 0		$ 0

Federal Statements

Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
UNREALIZED GAINS TRANSFERRED FROM ABIM K-1	$ 96,920
TOTAL	$ 96,920

Federal Statements

Statement 9 - 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

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship / Status	Purpose	Amount
STUDIO 620 ST. PETERSBURG FL 33701-4	620 FIRST AVENUE SOUTH	GENERAL CAMPAIGN	3,000
CASA ST. PETERSBURG FL 33731	P.O. BOX 414	GENERAL CAMPAIGN	2,000
AMERICAN STAGE ST. PETERSBURG FL 33701	163 3RD ST. N	GENERAL CAMPAIGN	2,000
AMERICAN HEART ASSOCIATION ST. PETERSBURG FL 33716	11207 BLUE HERON BLVD N	GENERAL CAMPAIGN	3,500
EMORY UNIVERSITY ATLANTA GA 30329	1518 CLIFTON ROAD NE	GENERAL CAMPAIGN	1,000
KAPPA ALPHA FOUNDATION LANSING NY 14882	3109 N. TRIPHAMMER RD	GENERAL CAMPAIGN	500
BAYFRONT HEALTH FOUNDATION ST. PETERSBURG FL 33701	701 6TH ST. S	GENERAL CAMPAIGN	2,000
AMERICAN STROKE ASSOCATION ST. PETERSBURG FL 33716	11207 BLUE HERON BLVD N	GENERAL CAMPAIGN	1,000
WAKE FOREST UNIV SCHOOL OF MEDICINE WINSTON-SALEM NC 27157	MEDICAL CENTER BLVD	GENERAL CAMPAIGN	300
TAMPA GATOR CLUB TAMPA FL 33602	610 E ZACH ST	GENERAL CAMPAIGN	100
SALVADOR DALI MUSEUM ST. PETERSBURG FL 33701	1 DALI BLVD	GENERAL CAMPAIGN	2,000
PINELLAS COUNTY ED FOUNDATION LARGO FL 33773	12090 STARKEY RD	GENERAL CAMPAIGN	1,000
YELLOW JACKET PRESS TAMPA FL 33604	1410 E PARIS STREET	GENERAL CAMPAIGN	100
VA CENTER FOR CREATIVE ARTS AMHERST VA 24521	154 SAN ANGELO DRIVE	GENERAL CAMPAIGN	250
MOREAU ARTS CENTER ST. PETERSBURG FL 33701	719 CENTRAL AVE	GENERAL CAMPAIGN	500
KENYA EDUCATION FUND MCLEAN VA 22106	PO BOX 7015	GENERAL CAMPAIGN	600
ARTTHREAD FOUNDATION TAMPA FL 33612	10420 MCKINLEY DRIVE	GENERAL CAMPAIGN	1,000

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
BROOKWOOD FOUNDATION ST. PETERSBURG FL 33705	901 7TH AVE SOUTH		GENERAL CAMPAIGN	1,000
WMNF-88.5 TAMPA FL 33603	1210 E MARTIN LUTHER KING		GENERAL CAMPAIGN	500
THE SOCIETY OF ST. VINCENT DE PAUL ST. PETERSBURG FL 33701	180 34TH ST N		GENERAL CAMPAIGN	1,000
ANHINGA PRESS TALLAHASSEE FL 32315	PO BOX 3665		GENERAL CAMPAIGN	150
ST. PETERSBURG COLLEGE FOUNDATION ST. PETERSBURG FL 33733	PO BOX 13489		GENERAL CAMPAIGN	1,000
ASAP FAMILY SERVICES ST. PETERSBURG FL 33701	423 11TH AVE ST		GENERAL CAMPAIGN	1,500
COLLEGE FUND OF PINELLAS CLEARWATER FL 33757	PO BOX 673		GENERAL CAMPAIGN	1,000
ABILITIES FOUNDATION CLEARWATER FL 33760	2735 WHITNEY RD		GENERAL CAMPAIGN	1,000
METROPOLITAN MINISTRIES TAMPA FL 33602	2101 N FLORIDA AVE		GENERAL CAMPAIGN	2,000
TAMPA PREPRATORY SCHOOL TAMPA FL 33606	727 W CASS ST.		GENERAL CAMPAIGN	1,000
ANGELS AGAINST ABUSE TAMPA FL 33611	5411 W. TYSON AVE		GENERAL CAMPAIGN	3,000
FLORIDA HUMANITIES COUNCIL ST. PETERSBURG FL 33701	599 2ND STREET S		GENERAL CAMPAIGN	400
UNIVERSITY OF FL FOUNDATION GAINESVILLE FL 32604	P.O. BOX 14425		GENERAL CAMPAIGN	1,378,137
TOTAL				1,412,537

0012000008

Form **8868**
(Rev January 2012)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

f you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ▶ [ ]

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions J. CRAYTON PRUITT FOUNDATION, INC.	Employer identification number (EIN) or [X] 59-2876499
	Number, street, and room or suite no If a P O. box, see instructions ONE BEACH DRIVE SE 320E	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code For a foreign address, see instructions ST. PETERSBURG FL 33701	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

NATALIE JUDGE
ONE BEACH DRIVE SE STE 320E

• The books are in the care of ▶ ST. PETERSBURG FL 33701

Telephone No ▶ 727-896-8149 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/12 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning , and ending

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 355
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 133
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 222

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions J. CRAYTON PRUITT INTERVIVOS CHARITABLE LEAD ANNUITY TRUST I	Employer identification number (EIN) or [X] 59-7175223
	Number, street, and room or suite no If a P O box, see instructions 150 SECOND AVENUE NORTH, SUITE 600	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ST. PETERSBURG FL 33701	

Enter the Return code for the return that this application is for (file a separate application for each return) 10

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ JEFFREY MCCLANATHAN, CO-TRUSTEE
  Telephone No ▶ 727-894-1040 FAX No ▶ 727-892-2439
  If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 10/15/12

5 For calendar year 2011 , or other tax year beginning , and ending

6 If the tax year entered in line 5 is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
MORE TIME IS REQUESTED TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Sally Matter CPA Title ▶ Preparer Date ▶ 7/16/12