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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

2012

Open to Public Inspection

For calendar year 2012 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 #320E	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) \$ 4,845,428	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	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))

	(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)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	32,772	13,713	32,772	
4 Dividends and interest from securities	66,332	66,332	66,332	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 STMT 1	98,022			
b Gross sales price for all assets on line 6a RECEIVED				
7 Capital gain net income (from Part IV, line 2) AUG 19 2013		30,608		
8 Net short-term capital gain OGDEN, UT			0	
9 Income modifications				
10a Gross sales less returns and 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	197,126	110,653	99,104	
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	3,586	1,793		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	2,023	1,012		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att. sch) STMT 4	26,029	13,202		
24 Total operating and administrative expenses. Add lines 13 through 23	31,638	16,007	0	0
25 Contributions, gifts, grants paid	55,500			55,500
26 Total expenses and disbursements. Add lines 24 and 25	87,138	16,007	0	55,500
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	109,988			
b Net investment income (if negative, enter -0-)		94,646		
c Adjusted net income (if negative, enter -0-)			99,104	

For Paperwork Reduction Act Notice, see instructions.

DAA

Form **990-PF** (2012)

SCANNED AUG 21 2013

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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			6,816	107,073	107,074
	2 Savings and temporary cash investments			2,370,457	2,247,019	2,247,019
	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			1,849,079	1,982,248	2,440,775
	c Investments – corporate bonds (attach schedule) SEE STMT 6			49,460	49,460	50,560
	11 Investments – land, buildings, and equipment: basis ▶					
Less accumulated depreciation (attach sch.) ▶						
12 Investments – mortgage loans						
13 Investments – other (attach schedule)						
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)			4,275,812	4,385,800	4,845,428	
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 and complete lines 24 through 26 and lines 30 and 31. ▶ ☒					
	24 Unrestricted			4,275,812	4,385,800	
	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)			4,275,812	4,385,800	
	31 Total liabilities and net assets/fund balances (see instructions)			4,275,812	4,385,800	

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	4,275,812
2 Enter amount from Part I, line 27a	2	109,988
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,385,800
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	4,385,800

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	SABAL #6658			
b	SABAL #1251			
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 28,154			28,154
b 2,454			2,454
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			28,154
b			2,454
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	30,608
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))
2011	1,412,537	3,401,540	0.415264
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

2 Total of line 1, column (d)	2	1.694053
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	0.338811
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,202,027
5 Multiply line 4 by line 3	5	1,423,693
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	946
7 Add lines 5 and 6	7	1,424,639
8 Enter qualifying distributions from Part XII, line 4 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.	8	55,500

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)	1	1,893
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		
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	1,893
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	1,893
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	787
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	2,287
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	1
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	393
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 393 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ (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		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► PETER WALLACE ONE BEACH DRIVE SE #302E Located at ► ST. PETERSBURG FL ZIP+4 ► 33701 Telephone no ► 727-822-3907			
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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐ 1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
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 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) 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 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (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) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? 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)? 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? 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? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No ☐ Yes ☒ No N/A N/A ☐ Yes ☐ No ☐ Yes ☒ No ☐ Yes ☒ No N/A	5b 6b 7b	X
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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	V. PRESIDENT 1.00	0	0	0
NATALIE PRUITT JUDGE 324 BRIGHTWATER BLVD NE ST. PETERSBURG FL 33704	PRESIDENT 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	2,322,908
b	Average of monthly cash balances	1b	1,943,109
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	4,266,017
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	4,266,017
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	63,990
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,202,027
6	Minimum investment return. Enter 5% of line 5	6	210,101

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	210,101
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,893
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,893
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	208,208
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	208,208
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	208,208

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	55,500
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	55,500
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	55,500

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				208,208
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				2,579,751
d From 2010				1,249,685
e From 2011				1,243,296
f Total of lines 3a through e	5,072,732			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 55,500				
a Applied to 2011, 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 2012 distributable amount				55,500
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	152,708			152,708
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	4,920,024			
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 2011. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	4,920,024			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				2,427,043
c Excess from 2010				1,249,685
d Excess from 2011				1,243,296
e Excess from 2012				

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 2012, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 or e-mail 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 7

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

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Federal Statements

FYE: 12/31/2012

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
SOLD 280 SHS KOHLS CORP			PURCHASE		VARIOUS
2/02/12 \$	13,036 \$	15,068 \$		\$	-2,032
SOLD 553 SHS ORACLE SYS CORP			PURCHASE		12/28/11
4/11/12	15,590	14,120			1,470
SOLD 151 SHS OWENS CORNING INC			PURCHASE		VARIOUS
9/24/12	5,362	4,068			1,294
SOLD 465 SHS PROGRESSIVE CORP			PURCHASE		4/11/12
6/28/12	9,492	10,524			-1,032
SOLD 230 SHS PROGRESSIVE CORP			PURCHASE		4/11/12
6/29/12	4,759	5,206			-447
SOLD 45 SHS SHERWIN WILLIAMS			PURCHASE		8/10/11
5/10/12	5,581	3,238			2,343
SOLD 85 SHS AMERICAN EXPRESS CO COM			PURCHASE		VARIOUS
1/12/12	4,177	3,552			625
SOLD 45 SHS AMERICAN EXPRESS CO COM			PURCHASE		VARIOUS
1/17/12	2,258	1,760			498
SOLD 120 SHS BERKSHIRE HATHAWAY INC			PURCHASE		VARIOUS
4/11/12	9,487	6,698			2,789
SOLD 220 SHS CARMAX INC			PURCHASE		VARIOUS
1/13/12	7,187	2,294			4,893
SOLD 61 SHS CARMAX INC			PURCHASE		6/01/05
10/24/12	1,993	789			1,204
SOLD 47 SHS CARMAX INC			PURCHASE		6/01/05
10/25/12	1,537	608			929
SOLD 82 SHS CARMAX INC			PURCHASE		6/01/05
10/26/12	2,727	1,061			1,666
SOLD 46 SHS FRANKLIN RES INC			PURCHASE		VARIOUS
3/07/12	5,392	4,812			580
SOLD 23 SHS FRANKLIN RES INC			PURCHASE		5/20/08
9/27/12	2,875	2,337			538
SOLD 6 SHS FRANKLIN RES INC			PURCHASE		5/20/08
9/28/12	750	610			140
SOLD 100 SHS GOLDMAN SACHS GROUP			PURCHASE		VARIOUS
10/17/12	12,402	14,399			-1,997
SOLD 11 SHS GOODLE INC			PURCHASE		12/04/08
9/27/12	8,300	3,072			5,228
SOLD .3333 SHS KRAFT FOODS GROUP			PURCHASE		5/12/08
10/15/12	15	11			4
SOLD 353 SHS LOWES COS INC			PURCHASE		VARIOUS
8/22/12	9,574	9,835			-261
SOLD 10 SHS MASTERCARD INC			PURCHASE		5/24/06
2/01/12	3,584	1,141			2,443
SOLD 19 SHS MASTERCARD INC			PURCHASE		5/24/06
6/28/12	8,038	2,169			5,869
SOLD 135 SHS MERCK & CO INC			PURCHASE		VARIOUS
4/24/12	5,170	4,284			886
SOLD 80 SHS PEPSICO INC			PURCHASE		10/24/08
7/10/12	5,580	4,270			1,310
SOLD 78 SHS PEPSICO INC			PURCHASE		VARIOUS
10/24/12	5,331	4,205			1,126

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Federal Statements

FYE: 12/31/2012

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

Description				How Received	Whom Sold	Date Acquired
Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss	
SOLD 140 SHS PFIZER INC COM			PURCHASE			1/22/10
3/28/12 \$	3,120 \$	2,680 \$		\$	\$	440
SOLD 215 SHS PFIZER INC COM			PURCHASE			VARIOUS
6/04/12	4,611	4,069				542
SOLD 134 SHS QUALCOMM INC			PURCHASE			VARIOUS
9/27/12	8,504	5,201				3,303
SOLD 6 SHS SCRIPPS NETWORK INTERACTI			PURCHASE			7/09/08
3/20/12	286	240				46
SOLD 69 SHS SCRIPPS NETWORK INTERACT			PURCHASE			VARIOUS
3/21/12	3,321	2,659				662
SOLD 164 SHS SCRIPPS NETWORK INTERAC			PURCHASE			VARIOUS
5/02/12	8,337	5,606				2,731
SOLD 16 SHS SCRIPPS NETWORK INTERAC			PURCHASE			10/27/08
5/03/12	855	360				495
SOLD 156 SHS SCRIPPS NETWORK INTERAC			PURCHASE			VARIOUS
5/03/12	8,390	4,486				3,904
SOLD 95 SHS SHERWIN WILLIAMS			PURCHASE			VARIOUS
1/26/12	9,315	5,389				3,926
SOLD 40 SHS SHERWIN WILLIAMS			PURCHASE			VARIOUS
3/29/12	4,352	2,377				1,975
SOLD 40 SHS SHERWIN WILLIAMS			PURCHASE			VARIOUS
4/05/12	4,534	2,504				2,030
SOLD 27 SHS SHERWIN WILLIAMS			PURCHASE			VARIOUS
5/10/12	3,349	1,809				1,540
SOLD 180 SHS TJX COMPANIES			PURCHASE			9/01/04
3/15/12	6,862	2,597				4,265
SOLD 125 SHS TJX COMPANIES			PURCHASE			VARIOUS
6/08/12	5,359	1,800				3,559
SOLD 121 SHS TJX COMPANIES			PURCHASE			6/01/05
8/16/12	5,444	1,742				3,702
SOLD 55 SHS TJX COMPANIES			PURCHASE			6/01/05
9/27/12	2,478	792				1,686
SOLD 74 SHS WALT DISNEY COMPANY			PURCHASE			2/01/08
6/28/12	3,513	2,251				1,262
SOLD 39 SHS WALT DISNEY COMPANY			PURCHASE			2/01/08
10/24/12	1,975	1,186				789
SOLD 24 SHS WALT DISNEY COMPANY			PURCHASE			2/01/08
10/25/12	1,221	730				491
TOTAL	\$ 236,023	\$ 168,609	\$ 0	\$ 0	\$	67,414

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Federal Statements

FYE: 12/31/2012

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
ACCOUNTING FEES	\$ 3,586	\$ 1,793	\$	\$
TOTAL	\$ 3,586	\$ 1,793	\$ 0	\$ 0

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
OTHER TAXES	\$ 1,500	\$ 750	\$	\$
FOREIGN TAXES PAID	523	262		
TOTAL	\$ 2,023	\$ 1,012	\$ 0	\$ 0

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
EXPENSES	\$	\$	\$	\$
INVESTMENT FEES	26,029	13,202		
TOTAL	\$ 26,029	\$ 13,202	\$ 0	\$ 0

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Federal Statements

FYE: 12/31/2012

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SABAL TRUST #1251				
	\$ 302,434	\$ 302,434	MARKET	\$ 224,004
SABAL TRUST #6658				
	410,313	448,351	MARKET	585,754
SABAL TRUST #6708				
	1,136,332	1,231,463	MARKET	1,631,017
TOTAL	\$ 1,849,079	\$ 1,982,248		\$ 2,440,775

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

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SABAL TRUST #1251				
	\$ 49,460	\$ 49,460	MARKET	\$ 50,560
TOTAL	\$ 49,460	\$ 49,460		\$ 50,560

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Federal Statements

FYE: 12/31/2012

Statement 7 - 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 REQUEST.

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

YEAR END

Form **8868****Application for Extension of Time To File an Exempt Organization Return**

OMB No 1545-1709

(Rev. January 2013)

Department of the Treasury
Revenue Service

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒
- 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	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	J. CRAYTON PRUITT FOUNDATION, INC.	59-2876499
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	ONE BEACH DRIVE SE #320E 302E	
	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 For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	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

PETER WALLACE
ONE BEACH DRIVE SE #302E

- The books are in the care of ► ST. PETERSBURG

FL 33701

Telephone No ► 727-822-3907

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 08/15/13, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

► ☒ calendar year 2012 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	\$	2,287
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	\$	787
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	\$	1,500

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

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

DAA

Form **8868** (Rev. 1-2013)