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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE PRUITT FOUNDATION INC		A Employer identification number 20-1151002	
Number and street (or P O box number if mail is not delivered to street address) 14900 BOGLE DRIVE SUITE 204		B Telephone number (see instructions) (703) 631-2217	
City or town, state or province, country, and ZIP or foreign postal code CHANTILLY, VA 20151		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 14,456,736		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	8,800			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	501	501		
	4 Dividends and interest from securities.	154,266	154,266		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 <input checked="" type="checkbox"/>	-70,788			
	b Gross sales price for all assets on line 6a 818,617				
	7 Capital gain net income (from Part IV , line 2)		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) <input checked="" type="checkbox"/>	813,371	857,167		
	12 Total. Add lines 1 through 11	906,150	1,011,934		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) <input checked="" type="checkbox"/>	37,367	37,367		0
	b Accounting fees (attach schedule) <input checked="" type="checkbox"/>	21,804	0		21,804
	c Other professional fees (attach schedule) <input checked="" type="checkbox"/>	104,550	0		104,550
	17 Interest				
	18 Taxes (attach schedule) (see instructions) <input checked="" type="checkbox"/>	21,272	1,144		0
	19 Depreciation (attach schedule) and depletion <input checked="" type="checkbox"/>	3,160	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	105,043	0		105,043
	22 Printing and publications				
	23 Other expenses (attach schedule) <input checked="" type="checkbox"/>	36,645	28,494		7,827
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	329,841	67,005		239,224
	25 Contributions, gifts, grants paid	619,928			619,928
	26 Total expenses and disbursements. Add lines 24 and 25	949,769	67,005		859,152
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-43,619			
	b Net investment income (if negative, enter -0-)		944,929		
	c Adjusted net income (if negative, enter -0-)				

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	227,570	30,555	30,555
	2	Savings and temporary cash investments			
	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 (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		19,727	19,727
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,410,985	<input checked="" type="checkbox"/> 1,022,154	1,415,374
	c	Investments—corporate bonds (attach schedule).	209,090	<input checked="" type="checkbox"/> 95,305	140,378
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,095,985	<input checked="" type="checkbox"/> 3,647,834	3,999,422
	14	Land, buildings, and equipment basis ▶ _____ 26,130 Less accumulated depreciation (attach schedule) ▶ 3,160			
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 12,707,601	<input checked="" type="checkbox"/> 12,717,601	<input checked="" type="checkbox"/> 8,828,760	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,651,231	17,556,146	14,456,736	
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)		21,340	
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	21,340	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	17,651,231	17,534,806	
	30	Total net assets or fund balances (see page 17 of the instructions)	17,651,231	17,534,806	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,651,231	17,556,146		

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	17,651,231
2	Enter amount from Part I, line 27a	2	-43,619
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	17,607,612
5	Decreases not included in line 2 (itemize) ▶ <input checked="" type="checkbox"/> _____	5	72,806
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,534,806

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	See Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	-72,296
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	502,407	13,617,307	0 036895
2011			
2010			
2009			
2008			










2	Total of line 1, column (d).	2	0 036895
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 036895
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	13,986,154
5	Multiply line 4 by line 3.	5	516,019
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	9,449
7	Add lines 5 and 6.	7	525,468
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	859,152

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	9,449
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	9,449
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	9,449
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,000
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d.	7	20,000
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,551
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input checked="" type="checkbox"/> 10,551 Refunded <input checked="" type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities			
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	Yes	No
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)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA			
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? <i>If "No," attach explanation.</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No




















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	Yes	
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  PRUITTFOUNDATION.ORG	13	Yes	
14	The books are in care of  CECIL PRUITT JR Telephone no  (703) 631-2217 Located at  14900 BOGLE DRIVE SUITE 204 CHANTILLY VA ZIP +4  20151			
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 2013, 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 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	No No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. 	1b		No
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 2013?.	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?.  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).	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 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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))?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b		
Organizations relying on a current notice regarding disaster assistance check here.		<input checked="" type="checkbox"/>		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?		<input type="checkbox"/> Yes	<input type="checkbox"/> No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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
CECIL PRUITT JR 14900 BOGLE DRIVE SUITE 204 CHANTILLY,VA 20151	PRESIDENT/TREAS/DIRECTOR 0 30	0	0	0
DR GARY L JONES 14900 BOGLE DRIVE SUITE 204 CHANTILLY,VA 20151	DIRECTOR 0 30	0	0	0
PETER F MCCABE 14900 BOGLE DRIVE SUITE 204 CHANTILLY,VA 20151	DIRECTOR 0 30	0	0	0
TRACY M BEAN 14900 BOGLE DRIVE SUITE 204 CHANTILLY,VA 20151	SECRETARY 0 30	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.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	3,800,714
b	Average of monthly cash balances.	1b	187,673
c	Fair market value of all other assets (see instructions).	1c	10,210,754
d	Total (add lines 1a, b, and c).	1d	14,199,141
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	14,199,141
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	212,987
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,986,154
6	Minimum investment return. Enter 5% of line 5.	6	699,308

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	699,308
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	9,449
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	562
c	Add lines 2a and 2b.	2c	10,011
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	689,297
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	689,297
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	689,297

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	859,152
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	859,152
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	9,449
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	849,703
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				689,297
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				169,862
f Total of lines 3a through e.	169,862			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 859,152				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				689,297
e Remaining amount distributed out of corpus	169,855			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	339,717			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	339,717			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				169,862
e Excess from 2013. . . .				169,855

Part XIVPrivate 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 2013, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization 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))

CECIL PRUITT JR

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

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	619,928
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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?

Yes

No

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

1a(1)

No

(2)

Other assets.

1a(2)

No

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

1b(1)

No

(2)

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

(3)

Rental of facilities, equipment, or other assets.

1b(3)

No

(4)

Reimbursement arrangements.

1b(4)

No

(5)

Loans or loan guarantees.

1b(5)

No

(6)

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

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

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

Sign Here

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

Signature of officer or trustee

2014-11-13

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

CHARLES F HELME III

CPA

Preparer's Signature

Date

Check if self-employed

PTIN

P00118452

Firm's name

THOMPSON GREENSPON

Firm's EIN

54-1029635

Firm's address

4035 RIDGE TOP RD SUITE 700 FAIRFAX, VA 22030

Phone no

(703) 385-8888

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUBLICLY TRADED SECURITIES LT C		2013-08-30	2013-08-30
PUBLICLY TRADED SECURITIES ST C	P	2013-08-30	2013-08-30
PUBLICLY TRADED SECURITIES (EXPIRED PURCHASE OPTIONS)	P	2013-08-30	2013-08-30
FROM K-1 - BLACKSTONE GROUP LP		2013-01-01	2013-12-31
FROM K-1 - NATURAL RESOURCE PARTNERS LP		2013-01-01	2013-12-31
FROM K-1 - PROSHARES VIX MID-TERM FUTURES ETF		2013-01-01	2013-12-31
FROM K-1 - BLACKSTONE GROUP LP		2013-01-01	2013-12-31
FROM K-1 - ENERGY TRANSFER PARTNERS LP		2013-01-01	2013-12-31
FROM K-1 - NATURAL RESOURCE PARTNERS LP		2013-01-01	2013-12-31
CAPITAL GAINS DIVIDENDS	P		


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
592,742		627,885	-35,143
203,352		261,246	-57,894
2,047			2,047
42			42
117			117
		1	-1
2,698			2,698
644			644
2			2
15,192			15,192


Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-35,143
			-57,894
			2,047
			42
			117
			-1
			2,698
			644
			2
			15,192

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AURORA FOUNDATION 12150 MONUMENT DRIVE SUITE 510 FAIRFAX,VA 22033	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	17,500
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA,MD 20814	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	45,000
EMERGING SCHOLARS PROGRAM INC 3877 FAIRFAX RIDGE ROAD SUITE 105 FAIRFAX,VA 22030	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	15,000
HIGHER ACHIEVEMENT 317 8TH STREET NE WASHINGTON,DC 20002	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	10,000
JEWELERS FOR CHILDREN 235 GREAT NECK ROAD GREAT NECK,NY 11021	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	3,273
LAUREL CENTER INTERVENTION FOR DOMESTIC & SEXUAL VIOLENCE PO BOX 14 WINCHESTER,VA 22604	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	5,000
SALVATION ARMY 615 SLATERS LANE ALEXANDRIA,VA 22314	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	7,000
SHENANDOAH UNIVERSITY 1460 UNIVERSITY DRIVE WINCHESTER,VA 22601	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	85,000
THE MOTE MARINE LABORATORY 1600 KEN THOMPSON PARKWAY SARASOTA,FL 34236	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	3,000
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DR BRISTOW,VA 20136	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	324,650
AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS,TX 75231	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	1,000
THE FOUNDATION OF THE AMERICAN SUBCONTRACTORS ASSOCIATION INC 1004 DUKE STREET ALEXANDRIA,VA 22314	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	1,000
AVON PRODCUTS FOUNDATION 777 3RD AVENUE BSMT B NEW YORK,NY 10017	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	2,000
FISHER CENTER FOR ALZHEIMERS FOUNDATION 199 WATER STREET 23RD FLOOR NEW YORK,NY 10038	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	1,000
JUNIOR CHAMPIONS FOUNDATION CO VSGA-VIP SCHOLORSHIP FOUNDATION 600 FOUNDERS BRIDGE BLVD MIDLOTHIAN,VA 23113	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	5,000
Total  3a				619,928

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KIWANIS CLUB 7400 CRESTWAY DRIVE 818 SAN ANTONIO,TX 78239	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	1,000
LIBERTY HIGH SCHOOL 6300 INDEPENDENCE AVENUE BEALTON,VA 22712	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	300
LOUDOUN CITIZENS FOR SOCIAL JUSTICE (LOUDOUN ABUSED WOMENS SHELTER) 105 EAST MARKET STREET LEESBURG,VA 20176	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	5,000
LOUDOUN COUNTRY DAY SCHOOL 20600 RED CEDAR DRIVE LEESBURG,VA 20175	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	5,000
SAVE OUR SEABIRDS 1708 KEN THOMPSON PARKWAY SARASOTA,FL 34236	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	2,000
SERENDIPITY SANCTUARY PO BOX 101 WHITE POST,VA 22663	N/A	POF	FURTHERANCE OF CHARITABLE PURPOSES	40,000
SHERANDO HIGH SCHOOL 185 SOUTH WARRIOR DRIVE STEPHANS CITY,VA 22655	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	1,000
THE FLORIDA CENTER FOR EARLY CHILDHOOD INC 4620 17TH STREET SARASOTA,FL 34235	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	5,000
LEARTY EDUCATIONAL FOUNDATION INC (TIMBER RIDGE SCHOOL) PO BOX 3160 WINCHESTER,VA 22604	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	15,000
UNITED WAY OF FREDERICK COUNTY 22 SOUTH MARKET STREET FREDERICK,MD 21071	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	1,205
VAN WEZEL FOUNDATION INC 777 NORTH TAMIAMI TRAIL 3RD FLOOR SARASOTA,FL 34236	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	1,000
CONGREGATIONAL COMMUNITY ACTION PROJECT INC PO BOX 2112 WINCHESTER,VA 22604	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	15,000
WOLF TRAP FOUNDATION FOR THE PERFORMING ARTS 1645 TRAP ROAD VIENNA,VA 22182	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	3,000
Total  3a				619,928

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
a FROM K-1 - BLACKSTONE GROUP LP	525990	519			
b FROM K-1 - BREITBURN ENERGY PARTNERS LP	525990	-6,934			
c FROM K-1 - COPANO ENERGY LP	525990	-5,483			
d FROM K-1 - CROSSTEX ENERGY LP	525990	-5,609			
e FROM K-1 - CVR REFINING LP	525990	2,178			
f FROM K-1 - ENERGY TRANSFER PARTNERS LP	525990	-1,978			
g FROM K-1 - BLACKSTONE GROUP LP	525990	-9,115			
h FROM K-1 - NATURAL RESOURCE PARTNERS LP	525990	176			
i FROM K-1 - REGENCY ENERGY PARTNERS LP	525990	-5,833			
j FROM K-1 - SUBURBAN PROPANE PARTNERS LP	525990	-11,098			
k FROM K-1 - VANGUARD NATURAL RESOURCES LLC	525990	-619			
l FROM K-1 BLACKSTONE GROUP LP			14	470	
m FROM K-1 - PROSHARES VIX MID-TERM FUTURES ETF			14	-4,075	
n FROM K-1 - SANDRIDGE MISSISSIPPIAN TRUST II			14	-325	

TY 2013 Accounting Fees Schedule

Name: THE PRUITT FOUNDATION INC

EIN: 20-1151002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING (PREPARATION OF FORM 990)	21,804	0		21,804

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: THE PRUITT FOUNDATION INC

EIN: 20-1151002

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
TOYOTA CAMRY	2013-02-01	26,130		200DB	5 000000000000	3,160	0		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Gain/Loss from Sale of Other Assets Schedule

Name: THE PRUITT FOUNDATION INC

EIN: 20-1151002

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
FROM K-1 - BLACKSTONE GROUP LP NET SEC 1231 GAIN	2013-01	PURCHASED	2013-12		434			0	434	
FROM K-1 - BREITBURN ENERGY PARTNERS LP NET SEC 1231 LOSS	2013-01	PURCHASED	2013-12			20		0	-20	
FROM K-1 - ENERGY TRANSFER PARTNERS LP NET SEC 1231 GAIN	2013-01	PURCHASED	2013-12		120			0	120	
FROM K-1 - KINDER MORGAN ENERGY PARTNERS LP NET SEC 1231 LOSS	2013-01	PURCHASED	2013-12			54		0	-54	
FROM K-1 - NATURAL RESOURCES PARTNERS LP NET SEC 1231 GAIN	2013-01	PURCHASED	2013-12		1,227			0	1,227	
FROM K-1 - REGENCY ENERGY PARTNERS LP NET SEC 1231 LOSS	2013-01	PURCHASED	2013-12			107		0	-107	
FROM K-1 - SUBURBAN PROPANE PARTNERS LP NET SEC 1231 LOSS	2013-01	PURCHASED	2013-12			92		0	-92	

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE PRUITT FOUNDATION INC
EIN: 20-1151002

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY - CORPORATE BONDS	95,305	140,378

TY 2013 Investments Corporate Stock Schedule

Name: THE PRUITT FOUNDATION INC

EIN: 20-1151002

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MORGAN STANLEY - CORPORATE STOCK	1,022,154	1,415,374

TY 2013 Investments - Other Schedule**Name:** THE PRUITT FOUNDATION INC**EIN:** 20-1151002

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
LOANS ACQUIRED AS INVESTMENTS	AT COST	197,607	197,607
MORGAN STANLEY - FIXED RATE CAPITAL SECURITIES	AT COST	24,150	25,320
MORGAN STANLEY - MONEY MARKET FUND	AT COST	29,803	29,803
MORGAN STANLEY - MUTUAL FUNDS	AT COST	517,066	530,150
ROLLING FULLERTON PHASE IV, LLC (99% INTEREST HELD)	AT COST	879,853	879,853
WHITE BEAR, LLC (99% INTEREST HELD)	AT COST	501,725	501,725
MORGAN STANLEY - EXCHANGE TRADED FUNDS	AT COST	1,220,781	1,289,227
INVESTMENTS IN PUBLICLY TRADED PARTNERSHIPS	AT COST	276,849	545,737

TY 2013 Land, Etc. Schedule

Name: THE PRUITT FOUNDATION INC

EIN: 20-1151002

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
TOYOTA CAMRY	26,130	3,160	22,970	

TY 2013 Legal Fees Schedule**Name:** THE PRUITT FOUNDATION INC**EIN:** 20-1151002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL (VALUATION OF WB AND RF LLC INVMTS	34,924	34,924		0
LEGAL (DEFAULT OF LOAN HELD FOR INVESTMENTS	2,443	2,443		0

TY 2013 Other Assets Schedule**Name:** THE PRUITT FOUNDATION INC**EIN:** 20-1151002

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ADD'L FMV ON DATE OF CONTRIBUTION - ROLLING FULLERTON PHASE IV, LLC	5,012,163	5,012,163	3,801,871
ADD'L FMV ON DATE OF CONTRIBUTION - WHITE BEAR, LLC	7,695,438	7,695,438	5,016,889
RELATED PARTY LOANS		10,000	10,000

TY 2013 Other Decreases Schedule

Name: THE PRUITT FOUNDATION INC

EIN: 20-1151002

Description	Amount
PUBLICLY TRADED PARTNERSHIP TAX BASIS ADJUSTMENT	72,806

TY 2013 Other Expenses Schedule**Name:** THE PRUITT FOUNDATION INC**EIN:** 20-1151002

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	3,235	0		3,235
REGISTRATION FEES	25	0		25
KIDNEY TRANSPLANT EXPENSE	4,656	0		4,656
INSURANCE	-95	0		-95
PENALTIES	145	0		0
MORGAN STANLEY INVESTMENT FEES	26,092	26,092		0
CHARITABLE CONTRIBUTIONS FROM PASSTHROUGH	6	0		6
INVESTMENT EXPENSES FROM PASSTHROUGH	2,078	2,078		0
INVESTMENT INTEREST FROM PASSTHROUGH	324	324		0
NONDEDUCTIBLE EXPENSES FROM PASSTHROUGH	179	0		0

TY 2013 Other Income Schedule

Name: THE PRUITT FOUNDATION INC

EIN: 20-1151002

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM K-1 - WHITE BEAR LLC	449,754	449,754	449,754
FROM K-1 - ROLLING-FULLERTON PHASE IV LLC	408,986	408,986	408,986
FROM K-1 - BLACKSTONE GROUP LP	24	24	24
FROM K-1 - KINDER MORGAN ENERGY PARTNERS LP	38	38	38
FROM K-1 - NATURAL RESOURCE PARTNERS LP	95	95	95
FROM K-1 - SANDRIDGE MISSISSIPPIAN TRUST II	2,123	2,123	2,123
FROM K-1 - VANGUARD NATURAL RESOURCES LLC	77	77	77
FROM K-1 - BLACKSTONE GROUP LP	519		519
FROM K-1 - BREITBURN ENERGY PARTNERS LP	-6,934		-6,934
FROM K-1 - COPANO ENERGY LP	-5,483		-5,483
FROM K-1 - CROSSTEX ENERGY LP	-5,609		-5,609
FROM K-1 - CVR REFINING LP	2,178		2,178
FROM K-1 - ENERGY TRANSFER PARTNERS LP	-1,978		-1,978
FROM K-1 - BLACKSTONE GROUP LP	-9,115		-9,115
FROM K-1 - NATURAL RESOURCE PARTNERS LP	176		176
FROM K-1 - REGENCY ENERGY PARTNERS LP	-5,833		-5,833
FROM K-1 - SUBURBAN PROPANE PARTNERS LP	-11,098		-11,098
FROM K-1 - VANGUARD NATURAL RESOURCES LLC	-619		-619
FROM K-1 BLACKSTONE GROUP LP	470	470	470
FROM K-1 - PROSHARES VIX MID-TERM FUTURES ETF	-4,075	-4,075	-4,075
FROM K-1 - SANDRIDGE MISSISSIPPIAN TRUST II	-325	-325	-325

TY 2013 Other Professional Fees Schedule**Name:** THE PRUITT FOUNDATION INC**EIN:** 20-1151002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTANT (PROGRAM MANAGEMENT)	39,000	0		39,000
CONSULTANT (SOLICIT DONATIONS)	65,000	0		65,000
CONSULTANT (WEBSITE DEVELOPMENT)	550	0		550

TY 2013 Taxes Schedule**Name:** THE PRUITT FOUNDATION INC**EIN:** 20-1151002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	20,128	0		0
FOREIGN TAXES WITHHELD	1,144	1,144		0

TY 2013**TransfersToControlledEntities****Name:** THE PRUITT FOUNDATION INC**EIN:** 20-1151002

Name	US / Foreign Address	EIN	Description	Amount
WHITE BEAR LLC	14900 BOGLE DRIVE SUITE 204 CHANTILLY, VA 20151	54-1614786	N/A	0
ROLLING- FULLERTON PHASE IV LLC	14900 BOGLE DRIVE SUITE 204 CHANTILLY, VA 20151	54-1614944	N/A	0
Total				0