Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

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 | Room/suite

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 ▶ ☐

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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 14,681,063

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

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

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

			(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)	21,001			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	482	482		
	4	Dividends and interest from securities	164,919	164,919		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	286,944			
	b	Gross sales price for all assets on line 6a 1,150,156				
	7	Capital gain net income (from Part IV, line 2)		286,066		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,095,255	991,519		
	12	**Total.** Add lines 1 through 11	1,568,601	1,442,986		
Operating and Administrative Expenses	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)	11,468	5,837		5,631
	b	Accounting fees (attach schedule)	16,308	0		16,308
	c	Other professional fees (attach schedule)	40,500	0		40,500
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,832	1,181		0
	19	Depreciation (attach schedule) and depletion	5,100	0		
	20	Occupancy				
	21	Travel, conferences, and meetings	40,024	0		39,944
	22	Printing and publications				
	23	Other expenses (attach schedule)	32,853	29,564		2,664
	24	**Total operating and administrative expenses.** Add lines 13 through 23	153,085	36,582		105,047
	25	Contributions, gifts, grants paid	889,250			889,250
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,042,335	36,582		994,297
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	526,266			
	b	**Net investment income** (if negative, enter -0-)		1,406,404		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	30,555	273,040	273,040
	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	6,487	6,487
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,022,154	1,277,095	1,654,800
	c	Investments—corporate bonds (attach schedule)	95,305	119,454	190,686
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,647,834	3,682,127	3,719,420
	14	Land, buildings, and equipment basis ▶ 26,130			
		Less accumulated depreciation (attach schedule) ▶ 8,260	22,970	17,870	17,870
	15	Other assets (describe ▶)	12,717,601	12,707,601	8,818,760
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	17,556,146	18,083,674	14,681,063
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	16,114	
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	21,340	16,114	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	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	17,534,806	18,067,560	
	30	**Total net assets or fund balances** (see instructions)	17,534,806	18,067,560	
	31	**Total liabilities and net assets/fund balances** (see instructions)	17,556,146	18,083,674	

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	17,534,806
2	Enter amount from Part I, line 27a	2	526,266
3	Other increases not included in line 2 (itemize) ▶	3	6,488
4	Add lines 1, 2, and 3	4	18,067,560
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,067,560

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	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	286,066
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 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))
2013	849,703	13,986,154	0 060753
2012	502,407	13,617,307	0 036895
2011			
2010			
2009			

2	**Total** of line 1, column (d)	2	0 097648
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 048824
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	14,190,752
5	Multiply line 4 by line 3	5	692,849
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,064
7	Add lines 5 and 6	7	706,913
8	Enter qualifying distributions from Part XII, line 4	8	994,297

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	14,064
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	14,064
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	14,064
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a 10,551		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c 10,000		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	20,551
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,487
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 6,487 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T.*	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? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? *If "No," attach explanation*	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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?	13	Yes	

Website address ▶PRUITTFOUNDATION ORG

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 |

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)*	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 2014?	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))? ☐ Yes ☑ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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 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	4,088,522
b	Average of monthly cash balances		1b	119,752
c	Fair market value of all other assets (see instructions)		1c	10,198,581
d	**Total** (add lines 1a, b, and c)		1d	14,406,855
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	14,406,855
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	216,103
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	14,190,752
6	**Minimum investment return.** Enter 5% of line 5		6	709,538

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	709,538
2a	Tax on investment income for 2014 from Part VI, line 5	2a 14,064		
b	Income tax for 2014 (This does not include the tax from Part VI)	2b 8,961		
c	Add lines 2a and 2b		2c	23,025
3	Distributable amount before adjustments Subtract line 2c from line 1		3	686,513
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	686,513
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	686,513

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	994,297
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	994,297
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	14,064
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	980,233

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				686,513
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012. 169,862				
e From 2013. 169,855				
f Total of lines 3a through e.	339,717			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 994,297				
a Applied to 2013, 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 2014 distributable amount.				686,513
e Remaining amount distributed out of corpus	307,784			
5 Excess distributions carryover applied to 2014 *(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	647,501			
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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	647,501			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . . 169,862				
d Excess from 2013. . . . 169,855				
e Excess from 2014. . . . 307,784				

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 2014, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
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 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 or email address 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				889,250
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	482	
4 Dividends and interest from securities. . . .			14	164,919	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			01	991,519	
8 Gain or (loss) from sales of assets other than inventory			18	286,944	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		103,736		1,443,864	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 1,547,600
(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		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) is based on all information of which preparer has any knowledge

****** | 2015-09-29 | ******

Signature of officer or trustee | 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	Preparer's Signature	Date	Check if self-employed ☐	PTIN
CHARLES F HELME III CPA				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 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)
FROM K-1 - BLACKSTONE GROUP LP	P		
FROM K-1 - BLACKSTONE GROUP LP	P		
FROM K-1 - ENERGY TRANSFER PARTNERS LP	P		
FROM K-1 - NATURAL RESOURCE PARTNERS	P		
FROM K-1 - SUBURBAN PROPANE	P		
PUBLICLY TRADED SECURITIES - ST COV	P		
PUBLICLY TRADED SECURITIES - LT COV	P		
PUBLICLY TRADED SECURITIES - LT NC	P		
PTP SALES	P		
PTP SALES	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)
5			5
2,512			2,512
1,749			1,749
11			11
131			131
90,544		104,420	-13,876
331,167		286,703	44,464
85,169		100,239	-15,070
35,007		35,063	-56
582,193		336,199	245,994

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	
			5
			2,512
			1,749
			11
			131
			-13,876
			44,464
			-15,070
			-56
			245,994

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)
CAPITAL GAIN DISTRIBUTIONS- MS	P		
FROM 1099B MORGAN STANLEY SEC 1256	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)
18,077			18,077
2,125			2,125

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	
			18,077
			2,125

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AURORA FOUNDATION 12150 MONUMENT DRIVE SUITE 510 FAIRFAX, VA 220334051	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	10,000
BOY SCOUTS OF AMERICA 9190 ROCKVILLE PIKE BETHESDA, MD 20814	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	2,500
CLARKE CO HISTORICAL ASSOC PO BOX 306 BERRYVILLE, VA 226110306	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	2,500
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD BETHESDA, MD 20814	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	25,000
EMERGING SCHOLARS PROGRAM 3877 FAIRFAX RIDGE ROAD SUITE 105 FAIRFAX, VA 220307449	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	15,000
FIVE TALENTS USA 543 BEULAH ROAD NE VIENNA, VA 221803510	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	5,000
GEORGE MASON UNIVERSITY 4400 UNIVERSITY DRIVE MS4 FAIRFAX, VA 22030	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	50,000
GOLDEN DREAMS PO BOX 1413 MIDDLEBURG, VA 201181413	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	10,000
HELP HOPE LIVE INCORPORATED 100 MATSONFORD ROAD 100 RADNOR, PA 19087	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	1,000
KIWANIS CLUB 7400 CRESTWAY DRIVE 818 SAN ANTONIO, TX 78239	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	1,000
LAUREL CENTER SHELTER FOR ABUSED WOMEN PO BOX 14 WINCHESTER, VA 22604	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	5,000
LEUKEMIA & LYMPHOMA SOCIETY INCCFNOVAA-BB&T FUND 1311 MAMARONECK AVE SUITE 310 WHITE PLAINS, NY 106055223	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	5,000
LOUDOUN ABUSED WOMEN'S SHELTER 105 EAST MARKET STREET LEESBURG, VA 20176	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	950
MY LIFE MY POWER 340 SOUTH LEMON AVE SUITE 8544 WALNUT, CA 91789	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	58,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1800M STREET NW SUITE 750S WASHINGTON, DC 200365808	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	2,000
Total . . . . ▶ **3a**				889,250

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SALVATION ARMY 4915 OX ROAD FAIRFAX,VA 22030	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	7,000
SERENDIPITY SANCTUARY INC PO BOX 101 WHITE POST,VA 22663	N/A	POF	FURTHERANCE OF CHARITABLE PURPOSES	35,000
SHELTER HOUSE 12970 KATHERINE HANLEY COURT FAIRFAX,VA 22030	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	10,000
SHENANDOAH UNIVERSITY 1460 UNIVERSITY DRIVE WINCHESTER,VA 22601	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	85,000
THE COMMUNITY FOUNDATION FOR N VA INC 2940 HUNTER MILL ROAD OAKRON,VA 221241790	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	1,000
THE FLORIDA CENTER 4620 17TH STREET SARASOTA,FL 34235	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	5,000
THE MOTE MARINA LABORATORY 1600 KEN THOMPSON PKWY SARASOTA,FL 34236	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	5,000
TIMBER RIDGE SCHOOL PO BOX 3160 WINCHESTER,VA 22604	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	15,000
VC-CAP SERVICES CONGREGATIONAL COMMUNITY ACTION PROJECT PO BOX 2112 WINCHESTER,VA 22604	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	15,000
WE WILL SURVIVE CANCER 5903 MOUNT EAGLE DR SUITE 318 ALEXANDRIA,VA 22303	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	10,000
YOUNGSVILLE PARK & RECREATIONS 118 NORTH CROSS STREET YOUNGSVILLE,NC 27596	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	1,000
YOUTH FOR TOMORROW 11835 HAZEL CIRCLE DR BRISTOW,VA 20136	N/A	PC	FURTHERANCE OF CHARITABLE PURPOSES	507,300
Total . . . . ▶ **3a**				889,250

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	476			
b FROM K-1 - BREITBURN ENERGY PARTNERS LP	525990	-7,214			
c FROM K-1 - ENLINK FKA CROSSTEX ENERGY LP	525990	-3,188			
d FROM K-1 - ENERGY TRANSFER PARTNERS LP	525990	1,684			
e FROM K-1 - KINDERMORGAN ENG PTRS	525990	116			
f FROM K-1 - NATURAL RESOURCE PARTNERS LP	525990	557			
g FROM K-1 - REGENCY ENERGY PARTNERS LP	525990	-2,146			
h FROM K-1 - SUBURBAN PROPANE PARTNERS LP	525990	-5,148			
i FROM K-1 - VANGUARD NATURAL RESOURCES LLC	525990	-665			
j FROM K-1 BLACKSTONE GROUP LP			14		
k FROM K-1 - PROSHARES VIX MID-TERM FUTURES ETF			14		
l FROM K-1 - SANDRIDGE MISSISSIPPIAN TRUST II			14		
m ORDINARY GAIN ON SALE OF K-1S	525990	119,264			

TY 2014 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)	12,372	0		12,372
ACCOUNTING (BOOKKEEPING)	3,936	0		3,936

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

TY 2014 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	3,160	200DB	5 000000000000	5,100	0		

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

TY 2014 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		PURCHASED			546			0	546	
FROM K-1 - ENERGY TRANSFER PARTNERS LP SEC 1231 LOSS		PURCHASED				62		0	-62	
FROM K-1 - KINDER MORGAN NET SEC 1231 GAIN		PURCHASED			2			0	2	
FROM K-1 - NATURAL RESOURCE PARTNERS NET SEC 1231 GAIN		PURCHASED			827			0	827	
FROM K-1 - REGENCY ENERGY PARTNERS LP NET SEC 1231 GAIN		PURCHASED			91			0	91	
FROM K-1 - SUBURBAN PROPANE PARTNERS LP NET SEC 1231 LOSS		PURCHASED				526		0	-526	

TY 2014 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	119,454	190,686

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TY 2014 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	1,277,095	1,654,800

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TY 2014 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
INVESTMENTS IN PUBLICLY TRADED PARTNERSHIPS	AT COST	0	0
LOANS ACQUIRED AS INVESTMENTS	AT COST	195,734	195,734
MORGAN STANLEY - EXCHANGE TRADED FUNDS	AT COST	1,399,118	1,448,874
MORGAN STANLEY - FIXED RATE CAPITAL SECURITIES	AT COST	0	0
MORGAN STANLEY - MONEY MARKET FUND	AT COST	188,517	188,517
MORGAN STANLEY - MUTUAL FUNDS	AT COST	559,354	546,891
ROLLING FULLERTON PHASE IV, LLC (99% INTEREST HELD)	AT COST	844,686	844,686
WHITE BEAR, LLC (99% INTEREST HELD)	AT COST	494,718	494,718

TY 2014 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	8,260	17,870	

TY 2014 Legal Fees Schedule

Name: THE PRUITT FOUNDATION INC

EIN: 20-1151002

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL (ACCOUNTING/ADMIN)	5,631	0		5,631
LEGAL (DEFAULT OF LOAN HELD FOR INVESTMENTS	5,837	5,837		0

TY 2014 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	0	0

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TY 2014 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	2,190	0		2,190
REGISTRATION FEES	125	0		125
INSURANCE	345	0		345
PENALTIES	478	0		0
MORGAN STANLEY INVESTMENT FEES	28,779	28,779		0
CHARITABLE CONTRIBUTIONS FROM PASSTHROUGH	4	0		4
INVESTMENT EXPENSES FROM PASSTHROUGH RFP4	391	391		0
INVESTMENT INTEREST FROM PASSTHROUGH	394	394		0
NONDEDUCTIBLE EXPENSES FROM PASSTHROUGH	147	0		0

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TY 2014 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	428,533	428,533	428,533
FROM K-1 - ROLLING-FULLERTON PHASE IV LLC	562,099	562,099	562,099
FROM K-1 - BLACKSTONE GROUP LP	71	71	71
FROM K-1 - KINDER MORGAN ENERGY PARTNERS LP	64	64	64
FROM K-1 - NATURAL RESOURCE PARTNERS LP	97	97	97
FROM K-1 - REGENCY ENERGY PARTNERS	8	8	8
FROM K-1 - VANGUARD NATURAL RESOURCES LLC	143	143	143
FROM K-1 - BLACKSTONE GROUP LP LINE 11	541	541	541
FROM K-1 - PROSHARES LINE 11	-78	-78	-78
OTHER INCOME	41	41	41
FROM K-1 - BLACKSTONE GROUP LP	476		476
FROM K-1 - BREITBURN ENERGY PARTNERS LP	-7,214		-7,214
FROM K-1 - ENLINK FKA CROSSTEX ENERGY LP	-3,188		-3,188
FROM K-1 - ENERGY TRANSFER PARTNERS LP	1,684		1,684
FROM K-1 - KINDERMORGAN ENG PTRS	116		116
FROM K-1 - NATURAL RESOURCE PARTNERS LP	557		557
FROM K-1 - REGENCY ENERGY PARTNERS LP	-2,146		-2,146
FROM K-1 - SUBURBAN PROPANE PARTNERS LP	-5,148		-5,148
FROM K-1 - VANGUARD NATURAL RESOURCES LLC	-665		-665
ORDINARY GAIN ON SALE OF K-1S	119,264		119,264

TY 2014 Other Increases Schedule

Name: THE PRUITT FOUNDATION INC

EIN: 20-1151002

Description	Amount
PUBLICLY TRADED PARTNERSHIP TAX BASIS ADJUSTMENT	6,488

TY 2014 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)	36,000	0		36,000
CONSULTANT (SOLICIT DONATIONS)	4,500	0		4,500

TY 2014 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	5,426	0		0
FOREIGN TAXES WITHHELD	1,181	1,181		0
STATE INCOME TAX	225	0		0

TY 2014 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

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2014

Name of the organization
THE PRUITT FOUNDATION INC

Employer identification number
20-1151002

Organization type (check one)

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

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

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
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Employer identification number
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Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TAUB FAMILY FOUNDATION INC 48 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	$ 5,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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

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

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

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

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

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

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

Name of organization
THE PRUITT FOUNDATION INC

Employer identification number
20-1151002

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** Complete columns **(a)** through **(e) and** the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee