Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning OCTOBER 1 **, 2012, and ending** SEPTEMBER 30 **, 20** 13

Name of foundation: THE IMPERIAL CHARITABLE TRUST

A Employer identification number: 51-0172334

Number and street (or P O box number if mail is not delivered to street address): P. O BOX 638

Room/suite:

B Telephone number (see instructions): 434-845-5918

City or town, state, and ZIP code: LYNCHBURG VA 24505

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1839615

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)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	64	64		
	4	Dividends and interest from securities	51490	51490		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	44491			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		44491		
	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)				
	12	**Total.** Add lines 1 through 11	96045	96045		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	12671	12671		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1735			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	302			302
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14708	12671		302
	25	Contributions, gifts, grants paid	76500			76500
	26	**Total expenses and disbursements.** Add lines 24 and 25	91208	12671		76802
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	4837			
	b	**Net investment income** (if negative, enter -0-)		83374		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	5384	7048	7048
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1580841	1584014	1832567
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less· accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment. basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	1586225	1591062	1839615
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)			
	31	**Total liabilities and net assets/fund balances** (see instructions)	1586225	1591062	

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	1586225
2	Enter amount from Part I, line 27a	2	4837
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	1591062
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	1591062

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				
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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				
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	44491
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	76022	1514357	.050201
2010	75046	1649193	.045505
2009	74394	1586570	.046890
2008	102041	1331642	.076628
2007	109114	2052312	.053166

2	**Total** of line 1, column (d)	2	.272390
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	.054478
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1514357
5	Multiply line 4 by line 3	5	82499
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	834
7	Add lines 5 and 6	7	83333
8	Enter qualifying distributions from Part XII, line 4	8	76802

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary—see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1668	
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		
3	Add lines 1 and 2	3	1668	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1668	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a			
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		
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	1668	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10		
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11		

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VIRGINIA			
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	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
	Website address ▶ N/A			
14	The books are in care of ▶ IMPERIAL COLLIERY COMPANY Telephone no. ▶ 434-845-5918			
	Located at ▶ 1000 CHURCH STREET LYNCHBURG VA ZIP+4 ▶ 24504			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		✓

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**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**		✓
	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
C. L. CHRISTIAN, III	VERY LITTLE TIME	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 ▶	

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	1739581
b	Average of monthly cash balances	1b	3423
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1743004
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1743004
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	26145
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1716859
6	**Minimum investment return.** Enter 5% of line 5	6	85843

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	85843
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1668		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1668
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	84175
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	84175
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	84175

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	76802
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	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	76802
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	76802

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				84175
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			73561	
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 76802				
a	Applied to 2011, but not more than line 2a			73561	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				3241
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				0
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				80934
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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.

NONE

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

C. L. CHRISTIAN, III P. O. BOX 638 LYNCHBURG VA 24505

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

LETTER

c Any submission deadlines:

NO

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

PREFERENCE GIVEN TO VIRGINIA AND WEST VIRGINIA ORGANIZATIONS

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 ATTACHED SCHEDULE				
Total ▶ **3a**				
b *Approved for future payment*				
NONE				
Total ▶ **3b**				

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					64
4 Dividends and interest from securities					51490
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					44491
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					96045

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

(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)
3	INCOME FROM THESE SOURCES WILL BE DISTRIBUTED TO CHARITABLE ORGANIZATIONS IN SUCH
4	AMOUNTS AND FOR SUCH PURPOSES AS THE TRUSTEES SHALL FROM TIME TO TIME SELECT
8	AND DETERMINE

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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

▶ [signature] ▶ 1/3/14 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

THE IMPERIAL CHARITABLE TRUST
SCHEDULE OF CONTRIBUTIONS PAID
PART XV, Page 11

The following amounts were paid for the fiscal year ended September 30, 2013:

Name and Address	Purpose	Amount
Academy of Fine Arts 600 Main Street Lynchburg, Virginia 24504	Educational	$5,000 00
Anne Spencer House and Garden Museum, Inc. P 0 Box 168 Lynchburg, Virginia 24505	Educational	$1,000 00
Centra Health Foundation 1920 Atherholt Road Lynchburg, Virginia 24501	Educational	$2,500.00
Corporation for Jefferson's Poplar Forest P. O Box 419 Forest, Virginia 24551-0419	Educational	$5,000.00
Dance Theatre of Lynchburg 722 Commerce Street Lynchburg, Virginia 24504	Educational	$1,000 00
Friends of the Lynchburg Public Library 2315 Memorial Avenue Lynchburg, Virginia 24501	Educational	$1,000 00
Friends of the E C. Glass Art Collection c/o Heidi James 1107 VES Road Lynchburg, Virginia 24503	Educational	$1,000 00
Girl Scouts of Virginia Skyline Council, Inc 3663 Peters Creek Rd , NW Roanoke, Virginia 24019	Educational	$200.00
James River Day School 5039 Boonsboro Road Lynchburg, Virginia 24503	Educational	$1,000 00
Jones Memorial Library 2311 Memorial Avenue Lynchburg, Virginia 24501	Educational	$1,000.00

THE IMPERIAL CHARITABLE TRUST
SCHEDULE OF CONTRIBUTIONS PAID
PART XV, Page 11

Lynchburg City Schools Education Foundation P. O Box 2497 Lynchburg, Virginia 24505	Educational	$1,000.00
Lynchburg Grows Inc. 1339 Englewood Street Lynchburg VA 24506	Educational	$1,000.00
Lynchburg Humane Society 3305 Naval Reserve Street Lynchburg, Virginia 24501	Educational	$5,000 00
Old City Cemetery 401 Taylor Street Lynchburg, Virginia 24501	Educational	$1,000 00
Patrick Henry Boys and Girls Plantation 860 Red Hill Road P O Box 1398 Brookneal, Virginia 24528	Educational	$500.00
The Boys & Girls Club of Greater Lynchburg 601 12th Street Lynchburg, VA 24504	Educational	$1,000.00
Rivermont Area Emergency Food Pantry 1000 Langhorne Road Lynchburg, Virginia 24503	Educational	$200.00
The Gateway 300 12th Street Lynchburg, VA 24504	Educational	$1,000 00
The Salvation Army P. O Box 2314 Lynchburg, Virginia 24501	Educational	$1,100.00
The Virginia College Fund 6002-A West Broad Street Suite 201 Richmond, Virginia 23230	Educational	$1,500.00
United Way of Central Virginia 1010 Miller Park Square Lynchburg, Virginia 24501	Educational	$10,000.00
Virginia Center for the Creative Arts 154 San Angelo Drive Amherst, Virginia 24521	Educational	$5,000.00

THE IMPERIAL CHARITABLE TRUST
SCHEDULE OF CONTRIBUTIONS PAID
PART XV, Page 11

Vırgınıa Epıscopal School 400 V.E.S Road P 0 Box 408 Lynchburg, Virgınıa 24505	Educational	$11,000 00
Vırgınia Foundatıon for Independent Colleges 8010 Rıdge Road Suite B Richmond, Virginia 23229	Educational	$16,000.00
West Vırginıa Foundatıon for Independent Colleges Huntıngton Square 900 Lee Street Suite 910 Charleston, West Vırgınıa 25301	Educational	$2,500 00
TOTAL CONTRIBUTIONS PAID		**$76,500.00**

THE IMPERIAL CHARITABLE TRUST
SCHEDULE OF CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME
PART IV, Line 2, Page 3
September 30, 2013

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SHARES	PROCEEDS RECEIVED	BASIS COST	(LOSS) GAIN
						0 00
Supervalu	05/08/09	09/27/12	1000	2,349 95	16,542 20	(14,192 25)
Supervalu	6/24/2009	09/27/12	500	1,174 97	6,899 95	(5,724 98)
Supervalu	08/20/09	09/27/12	500	1,174 97	7,129 25	(5,954 28)
Lilly Eli	02/14/12	10/19/12	400	17 995 59	15,432 00	2,563 59
Call - Eli Lilly	06/11/12	10/20/12	-400		(603 92)	603 92
JP Morgan	05/18/10	11/6/2012	200	8,575 80	7,913 96	661 84
Koninklijke Philips Elec	03/10/11	11/13/12	338 00	8,615 42	10,956 77	(2,341 35)
Lockheed Martin	10/20/09	11/28/12	200 00	17,497 61	14,541 16	2,956 45
Lockheed Martin	11/03/09	11/28/12	200 00	17,497 61	13,656 12	3,841 49
Nokia	01/30/12	11/21/12	1,100 00	3,576 89	5,489 00	(1,912 11)
Call - Lockheed Martin	06/18/12	11/28/12	(400 00)		(1,267 91)	1,267 91
Call - Walgreen	04/18/12	10/20/12	(300 00)		(563 94)	563 94
Call - Exxon Mobil	03/12/12	10/20/12	(400 00)		(695 93)	695 93
Kimberly Clark Corp	04/18/06	12/04/12	300 00	24,746 44	17,172 30	7,574 14
Kimberly Clark Corp	10/14/09	12/04/12	100 00	8,248 81	5,915 00	2,333 81
Kimberly Clark Corp	05/05/10	12/04/12	100 00	8,248 81	6,154 57	2,094 24
Supervalu	12/08/09	12/19/12	1,000 00	2,649 94	13,287 60	(10,637 66)
Supervalu	06/16/11	12/19/12	1,000 00	2,649 94	8 600 00	(5,950 06)
Travelers Cos	08/05/03	12/05/12	200 00	12,997 70	6,889 98	6,107 72
Litigation Proceeds - SEC vs BOA				16 14		16 14
Walgreen	10/14/08	12/31/12	100 00	3,675 92	1,585 41	2,090 51
Walgreen	06/24/10	12/31/12	200 00	7,351 83	5,598 24	1,753 59
Call - Travelers	04/19/12	12/05/12	(200 00)		(523 96)	523 96
Call - KMB	05/29/12	12/04/12	(500 00)		(859 90)	859 90
Cisco	03/10/11	01/24/13	500 00	10,449 77	9,076 15	1,373 62
Exxon Mobil	01/14/87	01/17/13	200 00	18,005 60	11,260 00	6,745 60
Call - Microsoft	03/08/12	01/19/13	(700 00)		(993 89)	993 89
Call - DVN	08/13/12	01/19/13	(500 00)		(874 90)	874 90
Bank of America	07/29/10	02/15/13	1,000 00	9,989 78	14,045 80	(4,056 02)
Bank of America	08/11/10	02/15/13	500 00	4,994 89	6,620 00	(1,625 11)
Bank of America	10/14/10	02/15/13	500 00	4,994 89	6,432 55	(1 437 66)
Bank of America	11/22/10	02/15/13	1,500 00	14,984 66	17,039 70	(2,055 04)
Bank of America	03/23/11	02/15/13	1,000 00	9,989 78	13,590 00	(3,600 22)
Call - Bank of America	09/14/12	02/15/13	(4,500 00)		(3,193 97)	3,193 97
Block, H & R	03/17/10	03/13/13	1,000 00	17,989 59	16,892 70	1 096 89
Block, H & R	05/18/10	03/13/13	400 00	7,195 84	6,790 44	405 40
Call - HRB	10/12/12	03/18/13	(1,400 00)		(1,444 19)	1,444 19
Conagra	05/08/12	04/25/13	400 00	11,995 73	10,232 00	1,763 73
3M	03/06/12	04/19/13	200 00	19,997 55	17,132 00	2,865 55
JP Morgan	05/18/10	04/15/13	100 00	4,883 89	3,956 98	926 91
JP Morgan	03/28/05	04/15/13	100 00	4,883 89	3,484 00	1,399 89
Call - CAG	11/30/12	04/25/13	(400 00)		(407 91)	407 91
Call - KSS	09/14/12	04/20/13	(300 00)		(545 94)	545 94
Call - 3M	09/07/12	04/19/13	(200 00)		(495 95)	495 95
AEP	02/23/12	05/18/13	400 00	17,995 59	15,348 00	2 647 59
Avery Dennison	03/04/10	05/31/13	500 00	17,494 69	15,276 85	2,217 84
Avery Dennison	07/06/10	05/31/13	200 00	6,997 88	6,395 08	602 80
Call - AEP	10/19/12	05/07/13	(400 00)		(567 90)	567 90
Call - AVY	12/12/12	05/31/13	(700 00)		(1,343 82)	1,343 82
Bank of NY	06/03/10	06/21/13	600 00	16,193 72	16,338 48	(144 76)
Bank of NY	06/23/10	06/21/13	400 00	10 795 81	10,480 00	315 81
Computer Sciences Corp	02/17/04	06/11/13	100 00	3,998 93	4,303 51	(304 58)
Computer Sciences Corp	02/18/04	06/11/13	300 00	11,996 79	12,811 14	(814 35)
Computer Sciences Corp	03/15/11	06/11/13	100 00	3,998 93	4,722 00	(723 07)
Koninklijke Philips Elec	03/10/11	06/10/13	34 217	981 77	7 03	974 74
Call - BK	11/02/12	06/22/13	(1,000 00)		(1,019 75)	1,019 75
Call - CSC	11/07/12	06/11/13	(500 00)		(961 72)	961 72
Call - CSC	12/14/12	06/22/13	(600 00)		(1,001 85)	1 001 85
Avon	11/12/08	07/19/13	500 00	9,994 83	10,885 10	(890 27)
Avon	05/04/10	07/19/13	400 00	7,995 86	12,413 76	(4,417 90)
Avon	08/16/11	07/19/13	300 00	5,996 90	6,581 43	(584 53)
Block, H & R	05/18/10	07/20/13	500 00	2,498 96	1,694 83	804 13
Block, H & R	07/08/10	07/20/13	500 00	12,494 78	7,193 45	5,301 33
Block, H & R	10/19/10	07/20/13	400 00	9,995 82	4,420 00	5,575 82
Donnelley RR & Sons	03/06/12	07/30/13	400 00	7,179 87	5,148 00	2,031 87
Donnelley RR & Sons	03/30/12	07/30/13	200 00	3,589 94	2,509 89	1,080 05
Travelers Cos	08/05/03	07/19/13	400 00	30,995 46	13,779 96	17,215 50
Call - AVP	02/13/13	07/20/13	(1,200 00)		(2,363 69)	2,363 69
Call - HRB	02/19/13	07/20/13	(1,000 00)		(1,415 01)	1,415 01
Call - NUE	01/23/13	07/20/13	(400 00)		(687 90)	687 90
Call - TRV	12/11/12	07/20/13	(400 00)		(817 14)	817 14
Devon Energy	07/06/09	09/18/13	300 00	17 786 36	15 309 15	2,477 21
	03/18/10	09/18/13	200 00	11,857 57	13,097 34	(1,239 77)
Call - BBY	03/02/12	09/05/13	400 00	9,995 82	9,847 72	148 10
Call - BBY	04/04/13	09/05/13	(400 00)		(482 30)	482 30
						0 00
rounding				0 00	0 00	(0 03)
				510,236 48	**465,745 16**	**44,491.29**
						0 03

The News & Advance

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THE IMPERIAL CHARITABLE TRUST
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LYNCHBURG, VA 24505

Date	Category	Description	Ad Size	Total Cost
10/25/2013	Legal Notices	IMPERIAL CHARITABLE TRUST	1 x 17 L	83.10

PUBLIC NOTICE

The annual report of The Imperial Charitable Trust is available at the address noted below for inspection during regular business hours by any citizen who so requests within 180 days after publication of this notice of its availability.

The Imperial Charitable Trust
1000 Church Street
Lynchburg, Virginia 24504
(434) 845-5918
The principal manager is
C.L. Christian, III

Publisher of the
News and Advance

This is to certify that the attached IMPERIAL CHARITABLE TRUST **was published by the News and Advance in the city of Lynchburg, in the State of Virginia, on the following dates:**

10/19/2013

The First insertion being given ... 10/19/2013

Newspaper reference: 0003128461

Given under my hand on

the 25 **day of** October

Teresa McChesney
Classified Manager

THIS IS NOT A BILL. PLEASE PAY FROM INVOICE. THANK YOU