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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: HORACE G. FRALIN CHARITABLE TRUST

A Employer identification number: 54-1509505

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 29600 — Room/suite:

B Telephone number (see instructions): 540-776-7444

City or town, state or province, country, and ZIP or foreign postal code: ROANOKE VA 24018

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) ▶ $ 48,232,277

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	302,241	282,553	302,241	
	4	Dividends and interest from securities	533,740	533,672	533,740	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	2,306,776			
	b	Gross sales price for all assets on line 6a 5,380,448				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 2	266,947	197,466	266,947	
	12	**Total.** Add lines 1 through 11	3,409,704	1,013,691	1,102,928	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	24,000			
	14	Other employee salaries and wages	6,000			
	15	Pension plans, employee benefits	459			
	16a	Legal fees (attach schedule) SEE STMT 3	39			
	b	Accounting fees (attach schedule) STMT 4	26,400			
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 5	1,088,696	128,369		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,145,594	128,369	0	0
	25	Contributions, gifts, grants paid	2,150,056			2,150,056
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,295,650	128,369	0	2,150,056
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	114,054			
	b	**Net investment income** (if negative, enter -0-)		885,322		
	c	**Adjusted net income** (if negative, enter -0-)			1,102,928	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash – non-interest-bearing			
2 Savings and temporary cash investments	151,368	908,415	908,415
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (att schedule) ▶ SEE WRK 269,496			
Less allowance for doubtful accounts ▶ 0	269,496	269,496	269,496
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments – U S and state government obligations (attach schedule) STMT 6	4,825,771	3,867,576	3,927,432
b Investments – corporate stock (attach schedule) SEE STMT 7	433,042	470,106	673,106
c Investments – corporate bonds (attach schedule) SEE STMT 8	2,543,149	2,230,788	2,131,768
11 Investments – land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach sch) ▶			
12 Investments – mortgage loans			
13 Investments – other (attach schedule) SEE STATEMENT 9	30,818,520	31,340,802	39,715,448
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach sch) ▶			
15 Other assets (describe ▶ SEE STATEMENT 10)	538,395	606,612	606,612
16 **Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	39,579,741	39,693,795	48,232,277
Liabilities			
17 Accounts payable and accrued expenses	445	445	
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)	445	445	
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	39,579,296	39,693,350	
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)	39,579,296	39,693,350	
31 **Total liabilities and net assets/fund balances** (see instructions)	39,579,741	39,693,795	

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	39,579,296
2 Enter amount from Part I, line 27a	2	114,054
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	39,693,350
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	39,693,350

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	N/A			
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

	(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				
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	
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))
2012	1,942,540	43,939,273	0.044210
2011	1,819,672	38,258,417	0.047563
2010	1,808,980	39,603,332	0.045677
2009	1,986,942	33,666,820	0.059018
2008	1,987,789	39,915,684	0.049800

2	Total of line 1, column (d)	2	0.246268
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	0.049254
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	45,290,027
5	Multiply line 4 by line 3	5	2,230,715
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,853
7	Add lines 5 and 6	7	2,239,568
8	Enter qualifying distributions from Part XII, line 4	8	2,150,056

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	17,706
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	17,706
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	17,706
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 35,348		
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	35,348
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	17,642
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 17,642 Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

Website address ▶ N/A

14 The books are in care of ▶ THE TRUST Telephone no ▶ 540-776-7444
PO BOX 29600
Located at ▶ ROANOKE VA ZIP+4 ▶ 24018

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ▶ [X]
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 19,756

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [ ] Yes [X] 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 [X] 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 [X] No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? [ ] Yes [X] No If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? [X] Yes [ ] No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? — ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? — ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? — ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) — ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? — ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945–5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? — ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? — ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
W. HEYWOOD FRALIN ROANOKE P.O BOX 29600 VA 24018	CO-TRUSTEE 50.00	12,000	0	0
WILLIAM H. FRALIN ROANOKE P.O. BOX 29600 VA 24018	CO-TRUSTEE 50.00	12,000	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	8,517,432
b	Average of monthly cash balances		1b	681,889
c	Fair market value of all other assets (see instructions)		1c	36,090,706
d	**Total** (add lines 1a, b, and c)		1d	45,290,027
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	45,290,027
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	0
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	45,290,027
6	**Minimum investment return.** Enter 5% of line 5		6	2,264,501

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	2,264,501
2a	Tax on investment income for 2013 from Part VI, line 5	2a 17,706		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	17,706
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,246,795
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	2,246,795
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,246,795

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	2,150,056
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,150,056
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,150,056

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				2,246,795
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			2,132,442	
b	Total for prior years. 20____ , 20____ , 20____				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,150,056				
a	Applied to 2012, but not more than line 2a			2,132,442	
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 2013 distributable amount				17,614
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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 2012 Subtract line 4a from line 2a. Taxable amount – see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				2,229,181
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 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9.				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012				
e	Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

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

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

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

W. HEYWOOD FRALIN 540-776-7444
PO BOX 29600 ROANOKE VA 24018

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED SCHED				2,150,056
Total			▶ 3a	2,150,056
b Approved for future payment N/A				
Total			▶ 3b	

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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					
4 Dividends and interest from securities					
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					
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)					

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)
N/A	

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

W.H. Fralin Trustee 11/6/14

[signature] Trustee 11/7/14 Co-Trustees

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
WILLIAM E. SPENCER, JR	WE Spencer Jr	11/4/14	

Firm's name ▶ SPENCER HAGER & MOSDELL, P.C. — PTIN P01306135

Firm's address ▶ P.O. BOX 1165 ROANOKE, VA 24006-1165 — Firm's EIN ▶ 54-1467814 — Phone no 540-985-0308

DAA

Federal Statements

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

Description / Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SECTION 1250 PASSTHROUGH			PURCHASE				
	VARIOUS	VARIOUS	$ 85,085	$	$	$	$ 85,085
SECTION 1231 PASSTHROUGH			PURCHASE				
	VARIOUS	VARIOUS	111,011				111,011
LONG TERM OTHER PASSTHROUGH			PURCHASE				
	VARIOUS	VARIOUS	1,713,640				1,713,640
FINAL K-1S			PURCHASE				
	VARIOUS	VARIOUS	234,631				234,631
S/T PASSTHROUGH OTHER			PURCHASE				
	VARIOUS	VARIOUS	147,246				147,246
CHARLES SCHWAB #9510 (see attached)			PURCHASE				
	VARIOUS	VARIOUS	592,900	619,035			-26,135
CHARLES SCHWAB #9510 CAP GAIN DISTRIBUTION			PURCHASE				
	VARIOUS	VARIOUS	5,548				5,548
MOORINGS GROUP #7256 (see attached)			PURCHASE				
	VARIOUS	VARIOUS	101,990	100,006			1,984
MOORINGS GROUP #0846 (see attached)			PURCHASE				
	VARIOUS	VARIOUS	2,301,671	2,354,631			-52,960
SHORT-TERM GAIN/LOSS FROM PASS-THROUGH ENTITY							
			22,580				22,580
LONG-TERM GAIN/LOSS FROM PASS-THROUGH ENTITY							
			64,146				64,146
TOTAL			$ 5,380,448	$ 3,073,672	$ 0	$ 0	$ 2,306,776

Horace G. Fralin Charitable Trust
54-1509505

CHARLES SCHWAB #9510 STOCK SALES

	Date Acquired	Date of Sale	Proceeds	Cost Basis	Realized Gain or Loss
DOUBLELINE TOTAL RETURN	2/27/2013	10/8/2013	202,950.00	210,986.00	(8,036.00)
PIMCO TOTAL RETURN	12/18/2012	10/8/2013	389,950.00	408,049 00	(18,099.00)
			$ 592,900.00	$ 619,035.00	$ (26,135.00)

Horace G. Fralin Charitable Trust
54-1509505

MOORINGS GROUP #7256 STOCK SALES

	Date Acquired	Date of Sale	Proceeds	Cost Basis	Realized Gain or Loss
100000 INDL DEV AUTH	3/4/2010	6/28/2013	101,990.00	100,006.00	1,984.00
					-
			$ 101,990.00	$ 100,006.00	$ 1,984.00

Horace G. Fralin Charitable Trust
54-1509505

MOORINGS GROUP #0846 STOCK SALES

	Date Acquired	Date of Sale	Proceeds	Cost Basis	Realized Gain or Loss
250000 ATLANTA	5/3/2013	10/4/2013	217,078.00	220,932.00	(3,854.00)
145000 INDIANAPOLIS	10/2/2013	10/7/2013	154,880.00	155,219.00	(339.00)
110000 UNIV SC	10/15/2012	10/7/2013	117,480.00	122,320.00	(4,840.00)
250000 BB&T	3/22/2012	10/7/2013	251,665.00	255,207.00	(3,542.00)
250000 CAPITAL ONE	3/27/2012	10/7/2013	251,165.00	267,955.00	(16,790.00)
250000 CITY OF COLUMBUS	4/4/2012	10/7/2013	250,440.00	250,015.00	425.00
100000 CITY OF DANVILLE	3/20/2012	9/1/2013	100,000.00	102,141.00	(2,141.00)
250000 CITY OF JACKSONVILLE	3/22/2012	10/4/2013	256,380.00	260,648.00	(4,268.00)
150000 LELAND STANFORD	4/3/2012	10/4/2013	152,593.00	159,015.00	(6,422.00)
100000 NORFOLK REDEV	3/19/2012	10/9/2013	99,990.00	100,015.00	(25.00)
250000 UNIVERSITY VAR	3/12/2012	5/1/2013	250,000.00	250,015.00	(15.00)
200000 WELLS FARGO	3/15/2012	10/16/2013	200,000.00	211,149.00	(11,149.00)
					-
			$ 2,301,671 00	$ 2,354,631 00	$ (52,960.00)

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OTHER INVESTMENT INCOME	$ 197,466	$ 197,466	$ 197,466
OTHER P/S INCOME	-12,320		-12,320
OTHER SFM LP'S INCOME	95,760		95,760
UNRELATED BUS. INC. ON 990	-13,959		-13,959
TOTAL	$ 266,947	$ 197,466	$ 266,947

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 39	$	$	$
TOTAL	$ 39	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 26,400	$	$	$
TOTAL	$ 26,400	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
BANK CHARGES	93	93		
FIDUCIARY FEES	120,286	120,286		
INVESTMENT DEDUCTIONS	765,226			

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ROYALTY DEDUCTIONS	$ 48,527	$	$	$
DEPLETION	112,023			
MISCELLANEOUS	7,953	7,953		
NONDEDUCTIBLE	3,448			
FOREIGN TAXES	31,103			
POSTAGE	37	37		
TOTAL	$ 1,088,696	$ 128,369	$ 0	$ 0

Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See attached	$ 4,825,771	$ 3,867,576	COST	$ 3,927,432
TOTAL	$ 4,825,771	$ 3,867,576		$ 3,927,432

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See attached	$ 433,042	$ 470,106	COST	$ 673,106
TOTAL	$ 433,042	$ 470,106		$ 673,106

THE HORACE G. FRALIN CHARITABLE TRUST
54-1509505
12/31/2013

FORM 990-PF, PAGE 2, PART II, LINE 7 -
NOTES RECEIVABLE

F&W OFFICE PARK III (1) & (2)	$ 269,496

HORACE G. FRALIN CHARITABLE TRUST
54-1509505
12/31/2013

FORM 990-PF, PAGE 2, PART II, LINE 10a -
INVESTMENTS - U.S. & STATE GOVT. OB

	Book Value	Market Value
250,000 BARTOW-CARTERSVILLE 5.91% DUE 11/1/26	$ 259,065	$ 262,323
175,000 HOPEWELL VA SWR 3.75% DUE 7/15/22	175,015	166,724
250,000 ISLE OF WIGHT VA 5% DUE 3/1/21	249,390	273,090
70,000 JEA 3.5% DUE 10/1/17	74,217	72,923
100,000 JOHNSON CNTY KS, 4.6% DUE 9/1/20	99,765	104,848
150,000 KENTUCKY ST PPT 1.875% DUE 5/1/18	150,010	143,406
255,000 LAKE & MCHENRY, 5.25% DUE 1/1/18	255,015	280,005
150,000 MACON BIBB CO 3.5% DUE 6/1/20	152,748	149,143
150,000 MCHENRY CNTY IL 3.64% DUE 2/1/16	154,169	155,378
250,000 MIAMI-DADE COUNTY 5.46% DUE 4/1/15	250,012	257,852
250,000 MONTGOMERY ALA 2.15% DUE 4/1/20	250,010	236,765
250,000 MONTGOMERY CNTY 3.443% DUE 6/1/22	250,015	241,923
250,000 MUNICIPAL ELEC 5.07% DUE 1/1/19	245,355	265,865
250,000 RICHLAND CNTY, 4.4% DUE 5/1/19	253,700	265,352
150,000 STAFFORD CNTY, 3.168% DUE 2/15/15	150,009	151,632
30,000 STAFFORD CNTY, 3.168% DUE 2/15/15	30,840	30,326

HORACE G. FRALIN CHARITABLE TRUST
54-1509505
12/31/2013

FORM 990-PF, PAGE 2, PART II, LINE 10a -
INVESTMENTS - U.S. & STATE GOVT. OB

	Book Value	Market Value
220,000 SUFFOLK, VA 4.36% DUE 2/1/17	220,015	231,774
300,000 VIRGINIA ST HSG, 3.579% DUE 1/1/21	300,015	299,439
350,000 WISE COUNTY VA 1.7% DUE 2/1/17	348,211	338,664
	$ 3,867,576	$ 3,927,432

THE HORACE G. FRALIN CHARITABLE TRUST
54-1509505
12/31/2013

FORM 990-PF, PAGE 2, PART II, LINE 10b -
INVESTMENTS - CORPORATE STOCK

	Book Value	Market Value
16,891 KAYNE ANDERSON MLP INVT	$ 470,106	673,106
	$ 470,106	$ 673,106

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See attached	$ 2,543,149	$ 2,230,788	COST	$ 2,131,768
TOTAL	$ 2,543,149	$ 2,230,788		$ 2,131,768

Statement 9 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
See attached	$ 30,818,520	$ 31,340,802	COST	$ 39,715,448
TOTAL	$ 30,818,520	$ 31,340,802		$ 39,715,448

THE HORACE G. FRALIN CHARITABLE TRUST
54-1509505
12/31/2013

FORM 990-PF, PAGE 2, PART II, LINE 10c -
INVESTMENTS - CORPORATE BONDS

	Book Value	Market Value
91,331 DOUBLELINE TOTAL RETURN DUE 12/31/14	$ 1,039,014	$ 984,543
92,534 PIMCO TOTAL RETURN DUE 12/31/14	1,041,951	989,191
150,000 SUNTRUST BKS INC 3.5% DUE 1/20/17	149,823	158,034
	$ 2,230,788	$ 2,131,768

THE HORACE G. FRALIN CHARITABLE TRUST
54-1509505
12/31/2013

FORM 990-PF, PAGE 2, PART II, LINE 13 -
OTHER INVESTMENTS

	Book Value	Market Value
Fralin and Waldron Office Park Limited Partnership	$ 230,395	$ 171,353
F&W Office Park II Limited Partnership	24,762	19,246
Fralin & Waldron Commercial Rental II Limited Partnership	218,340	161,962
MFW Associates, L.L.C.	1,864	2,407
MFW Associates Limited Partnership	12,368	17,326
Central Investors Limited Partnership	5,142	12,503
F&W Development, L.L.C.	4,886	0
Falcon Pointe	(407,621)	0
Timberlyne Village Limited Partnership	14,406	357
F&W Management Corporation	302,127	106,286
Region Properties, Inc.	45,415	50,707
Falcun Corporation	5,235	9,121
Medical Facilities of America LXVIII (68) Limited Partnership	5,087	4,328
Drapers Meadow West, L.L.C.	11,780	24,046
F&W Office Park III, L.C.	145,126	50,494
FW Properties, L.L.C.	87,823	125,502
FW Properties II, L.L.C.	210,657	162,527
FW Properties VI, L.L.C.	33,059	33,659
FW Properties VII, L.L.C.	143,948	125,498
Horace Fralin, L.L.C.	$ 16,243	52,420
MAP 2004	392,952	750,000
MAP 2006	677,342	1,000,000
MAP 2009	412,240	500,000
MAP 2012	224,303	245,000
SFM Global Strategies, LP	12,305,657	14,306,649
SFM Capital Markets, LP	14,357,872	19,093,240
SFM PE, LP	1,230,179	1,955,779
SFM Opportunities III, LP	267,449	309,159
SFM Opportunities IV, LP	361,766	425,879
Total	$ 31,340,802	$ 39,715,448

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
INCOME/EXCISE TAXES RECEIVABLE	$ 524,542	$ 599,008	$ 599,008
DISTRIBUTIONS RECEIVABLE	13,853	7,604	7,604
TOTAL	$ 538,395	$ 606,612	$ 606,612

HORACE G. FRALIN CHARITABLE TRUST
54-1509505
12/31/2013

FORM 990-PF, PAGE 11, PART XV, LINE 3 -
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Name and Address	Purpose	Amount
Taubman Museum of Art Roanoke, Virginia	Various	$ 500,000
Mill Mountain Zoo Roanoke, Virginia	Various	50,000
The Rescue Mission Roanoke, Virginia	Various	50,000
Virginia Western - Educational Foundation Roanoke, Virginia	Various	1,550,000
From K-1's	Various	56
TOTAL		$ 2,150,056

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Form **8868**

(Rev January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ▶ [X]
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions HORACE G. FRALIN CHARITABLE TRUST	Employer identification number (EIN) or 54-1509505
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O. box, see instructions. P.O. BOX 29600	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. ROANOKE VA 24018	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE TRUST
PO BOX 29600
ROANOKE VA 24018

Telephone No. ▶ 540-776-7444 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2013 or

▶ [ ] tax year beginning , and ending .

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 23,785
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 23,785
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0

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

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

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COPY

Form 8868 (Rev. 1-2014) Page 2

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. HORACE G. FRALIN CHARITABLE TRUST	Employer identification number (EIN) or 54-1509505
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 29600	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. ROANOKE VA 24018	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of ▶ THE TRUST PO BOX 29600 ROANOKE VA 24018

Telephone No. ▶ 540-776-7444 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/17/14.

5 For calendar year 2013 , or other tax year beginning ________ , and ending ________ .

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

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION. TWO K-1'S WITH HISTORICALLY SIGNIFICANT ACTIVITY HAVE NOT YET BEEN RECEIVED.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 23,785
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 23,785
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0

Signature and Verification must be completed for Part II only.

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

Signature ▶ W. H. Fralin Trustee Title ▶ Trustee Date ▶ 8/13/14

Form **8868** (Rev. 1-2014)

DAA