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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052








2014


Open to Public Inspection

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

Name of foundation THE ROBERT E FRAZIER TRI-CITY AREA CHARITABLE FOUNDATION INC		A Employer identification number 45-3278636	
Number and street (or P O box number if mail is not delivered to street address) 333 WEST VINE STREET NO 1500		B Telephone number (see instructions) (859) 255-8581	
City or town, state or province, country, and ZIP or foreign postal code LEXINGTON, KY 40507		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,907,374		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (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)	580,256			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	36	36		
	4 Dividends and interest from securities.	150,323	94,983		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	425,713			
	b Gross sales price for all assets on line 6a 4,829,072				
	7 Capital gain net income (from Part IV, line 2) . . .		425,713		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,156,328	520,732		
	13 Compensation of officers, directors, trustees, etc	13,500	2,500		11,000
	14 Other employee salaries and wages	14,400	0		14,400
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	20,650	6,469		14,090
	c Other professional fees (attach schedule)	32,745	30,093		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,846	744		1,102
	19 Depreciation (attach schedule) and depletion	654	0		
	20 Occupancy				
	21 Travel, conferences, and meetings	915	160		755
	22 Printing and publications				
	23 Other expenses (attach schedule)	5,634	0		5,634
	24 Total operating and administrative expenses. Add lines 13 through 23	90,344	39,966		46,981
	25 Contributions, gifts, grants paid	318,580			318,580
	26 Total expenses and disbursements. Add lines 24 and 25	408,924	39,966		365,561
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	747,404			
	b Net investment income (if negative, enter -0-)		480,766		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	11,998	7,408	7,408
	2	Savings and temporary cash investments	308,650	299,232	299,232
	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	1,377	257	257
	10a	Investments—U S and state government obligations (attach schedule)	1,700,483	 1,777,419	1,835,834
	b	Investments—corporate stock (attach schedule)	2,805,753	 2,230,875	2,377,695
	c	Investments—corporate bonds (attach schedule).	102,052	 794,463	791,809
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,189,305	 2,758,212	2,593,204
	14	Land, buildings, and equipment basis ▶ _____ 3,391 Less accumulated depreciation (attach schedule) ▶ _____ 1,456	2,589	 1,935	1,935
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	7,122,207	7,869,801	7,907,374	
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 ▶ _____)	 0	 131	
	23	Total liabilities (add lines 17 through 22)	0	131	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	7,122,207	7,869,670	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
30	Total net assets or fund balances (see instructions)	7,122,207	7,869,670		
31	Total liabilities and net assets/fund balances (see instructions) . . .	7,122,207	7,869,801		

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 7,122,207
2	Enter amount from Part I, line 27a	2 747,404
3	Other increases not included in line 2 (itemize) ▶ _____ 	3 59
4	Add lines 1, 2, and 3	4 7,869,670
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 7,869,670

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)
1 a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS	P		
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 4,700,266		4,403,359	296,907
b 128,806			128,806
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			296,907
b			128,806
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	425,713
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	339,837	7,018,873	0 048418
2012	119,387	6,610,469	0 018060
2011	0	5,966,192	0 000000
2010			
2009			

2 Total of line 1, column (d).	2	0 066478
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 022159
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	7,794,045
5 Multiply line 4 by line 3.	5	172,708
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	4,808
7 Add lines 5 and 6.	7	177,516
8 Enter qualifying distributions from Part XII, line 4.	8	365,561

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

Part VI

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		14,808	
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-)		0	
3		Add lines 1 and 2.		4,808	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		4,808	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	1,482
b		Exempt foreign organizations—tax withheld at source		6b	
c		Tax paid with application for extension of time to file (Form 8868)		6c	5,000
d		Backup withholding erroneously withheld		6d	
7		Total credits and payments. Add lines 6a through 6d.		76,482	
8		Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		101,674	
11		Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>		111,674	










Part VII-A

Statements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
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?		5		No
		If "Yes," attach the statement required by General Instruction T.				
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		No
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> KY				
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 <input type="checkbox"/>		8b		No
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No





















Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 	11	Yes	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  WWW.ROBERTEFRAZIERFOUNDATION.ORG	13	Yes	
14	The books are in care of  GREENE & GREENE CPAS Telephone no  (606) 248-3456 Located at  2201 1/2 CUMBERLAND AVENUE MIDDLESBORO KY ZIP +4  409652832			
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 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country 	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?  Organizations relying on a current notice regarding disaster assistance check here. 	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?  Yes  No If "Yes," list the years  20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here  20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  Yes  No			
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	7,591,026
b	Average of monthly cash balances.	1b	321,710
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	7,912,736
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	7,912,736
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	118,691
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,794,045
6	Minimum investment return. Enter 5% of line 5.	6	389,702

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	389,702
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	4,808
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	4,808
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	384,894
4	Recoveries of amounts treated as qualifying distributions.	4	59
5	Add lines 3 and 4.	5	384,953
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	384,953

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	365,561
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	365,561
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	4,808
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	360,753
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				384,953
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			318,317	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 365,561				
a Applied to 2013, but not more than line 2a			318,317	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				47,244
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				337,709
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . .

b Check box to indicate whether the organization is a private operating foundation described in section 14942(j)(3) or 14942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

BOBBIE GOTHARD
506 WEST MAIN STREET
CUMBERLAND, KY 40823
(606) 589-5151
TCMAINSTREET@WINDSTREAM.NET

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

REQUEST FOR GRANTS MUST BE SUBMITTED PURSUANT TO THE FOUNDATION'S GRANT APPLICATION PROCESS TO FACILITATE THE PROCESS THE FOUNDATION HAS PRODUCED DOCUMENTS TITLED "GRANT GUIDELINES," "GRANT APPLICATION INSTRUCTIONS," AND "BUDGET INFORMATION FORM " THESE DOCUMENTS ARE AVAILABLE AT THE ADDRESS FOR SUBMITTING GRANT APPLICATIONS IDENTIFIED AT ITEM 2A ABOVE EACH GRANT APPLICATION REQUIRES SPECIFIC INFORMATION REGARDING THE POTENTIAL DONEE ORGANIZATION TO INCLUDE DOCUMENTATION OF RECOGNIZED PUBLIC CHARITY STATUS, CURRENT FINANCIAL INFORMATION, THE ORGANIZATION'S MISSION, AND MATERIAL SERVICES PROVIDED IN ADDITION, A DETAILED DESCRIPTION OF THE PROPOSED PROJECT IS REQUIRED ALONG WITH APPLICABLE BUDGET INFORMATION RELATING TO THE PROJECT

c Any submission deadlines

BY APRIL 30 AND OCTOBER 31 TO BE CONSIDERED IN SEMI-ANNUAL MEETINGS IN MAY AND NOVEMBER

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

GRANTS ARE AWARDED TO DOMESTIC QUALIFIED 501(C)(3) CHARITABLE ORGANIZATIONS FOR WHICH CONTRIBUTIONS ARE DEDUCTIBLE UNDER CODE SECTIONS 170(C), 2055(A), AND 2522(A) AND ARE LIMITED TO CONTRIBUTIONS THAT PRIMARILY BENEFIT THE CITY AND CITIZENRY OF CUMBERLAND, KENTUCKY, AND THE TRI-CITY AREA OF CUMBERLAND, BENHAM, AND LYNCH, KENTUCKY GRANT RECIPIENTS ARE SELECTED BASED ON MERIT WITH PREFERENCE GIVEN TO GRANTS WHICH ARE SUBJECT TO MATCHING AWARDS THE FOUNDATION WILL NOT MAKE GRANTS TO OR FOR INDIVIDUALS, RELIGIOUS ORGANIZATIONS FOR RELIGIOUS PURPOSES, FUNDS SPENT OUTSIDE CUMBERLAND, BENHAM, AND LYNCH, KENTUCKY, OR THE IMMEDIATELY SURROUNDING AREAS, INTERNATIONAL ORGANIZATIONS WITHOUT A QUALIFIED DOMESTIC 501(C)(3) REPRESENTATIVE, PRIVATE FOUNDATIONS (OTHER THAN OPERATING FOUNDATIONS), ENDOWMENTS OR OTHER DISCRETIONARY FUNDING POOLS, DINNERS, BALLS, OR OTHER TICKETED EVENTS, POLITICAL PURPOSES, LOBBYING ACTIVITIES, AND PURPOSES OUTSIDE THE FOUNDATION'S SPECIFIED FUNDING PRIORITIES

Part XV

Supplementary Information (continued)

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


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	318,580
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2014)


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
CHARLES D COLE 	PRESIDENT/DIRECTOR 2 00	6,000	0	1,500
1104 FONTAINE ROAD LEXINGTON, KY 40502				
ALMA CORNETT	SECRETARY/DIRECTOR 0 00	0	0	1,500
604 SPRING STREET CUMBERLAND, KY 40823				
LOYAL R HOGUE	DIRECTOR 0 00	0	0	1,500
120 BILLIPS AVENUE CUMBERLAND, KY 40823				
VERA ISON	TREASURER/DIRECTOR 0 00	0	0	1,500
5680 KENTUCKY HIGHWAY 699 SLEMP, KY 41763				
ROGER M ROPER	DIRECTOR 0 00	0	0	1,500
395 REDDING ROAD 52 LEXINGTON, KY 40517				

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CITY OF BENHAM KENTUCKY (#1) 230 MAIN STREET BENHAM,KY 40807	N/A	PC	FUND PURCHASE OF BASKETBALL AND VOLLEYBALL EQUIPMENT AND COURT PREPARATION FOR MUNICIPAL PARK	19,181
CITY OF BENHAM KENTUCKY (#2) 230 MAIN STREET BENHAM,KY 40807	N/A	PC	FUND REPAIRS AND IMPROVEMENTS TO MUNICIPAL TRI-CITY LITTLE LEAGUE FIELD	10,750
CITY OF CUMBERLAND KENTUCKY (#1) 402 WEST MAIN STREET CUMBERLAND,KY 40823	N/A	PC	FUND MAINTENANCE AND IMPROVEMENTS TO CITY HALL BUILDING	2,250
CITY OF CUMBERLAND KENTUCKY (#2) 402 WEST MAIN STREET CUMBERLAND,KY 40823	N/A	PC	PARTIALLY FUND PURCHASE OF NEW UNIFORMS AND PERSONAL EQUIPMENT ITEMS FOR CITY POLICE OFFICERS	5,000
CITY OF CUMBERLAND KENTUCKY (#3) 402 WEST MAIN STREET CUMBERLAND,KY 40823	N/A	PC	FUND REPAIRS TO FIRE DEPARTMENT FACILITY	3,936
CITY OF LYNCH KENTUCKY (#1) 6 EAST MAIN STREET LYNCH,KY 40855	N/A	PC	FUND DESIGN FEE TO CONVERT MUNICIPALLY OWNED "CLINIC BUILDING" TO SITE SUITABLE FOR COMMERCIAL ENTERPRISE NEEDED FOR ECONOMIC DEVELOPMENT	10,000
CITY OF LYNCH KENTUCKY (#2) 6 EAST MAIN STREET LYNCH,KY 40855	N/A	PC	FUND FURNITURE AND SUPPLIES PURCHASES, FACILITIES IMPROVEMENTS NECESSARY TO PRESERVE AND MAKE ACCESSIBLE "BULLDOG ROOM" MEMORABILIA DOCUMENTING HISTORY OF LYNCH HIGH SCHOOL	3,000
CITY OF LYNCH KENTUCKY (#3) 6 EAST MAIN STREET LYNCH,KY 40855	N/A	PC	FUND EXTENSION OF FENCING AT MUNICIPAL GAZEBO PARK AND ADDITION OF FLOWERING PLANTS TO ENHANCE USE AND BEAUTY	1,000
CLUB 180 MINISTRY INC 503 MAIN STREET CUMBERLAND,KY 40823	N/A	PC	FUND PURCHASE OF COMPUTERS FOR AFTER-SCHOOL TUTORING PROGRAM	6,000
CUMBERLAND ELEMENTARY SCHOOL HARLAN COUNTY BOARD OF EDUCATION (#1) 322 GOLF COURSE ROAD CUMBERLAND,KY 40823	N/A	PC	FUND AFTER-SCHOOL PROGRAM TO PROVIDE INNOVATIVE ENRICHMENT AND REMEDIAL LEARNING OPPORTUNITIES FOR STUDENTS	75,000
CUMBERLAND ELEMENTARY SCHOOL HARLAN COUNTY BOARD OF EDUCATION (#2) 322 GOLF COURSE ROAD CUMBERLAND,KY 40823	N/A	PC	FUND PURCHASE OF BOYS BASKETBALL TEAM UNIFORMS AND EQUIPMENT	7,200
CUMBERLAND ELEMENTARY SCHOOL HARLAN COUNTY BOARD OF EDUCATION (#3) 322 GOLF COURSE ROAD CUMBERLAND,KY 40823	N/A	PC	FUND PURCHASE OF GIRLS BASKETBALL TEAM UNIFORMS AND ACCESSORIES	5,664
CUMBERLAND ELEMENTARY SCHOOL HARLAN COUNTY BOARD OF EDUCATION (#4) 322 GOLF COURSE ROAD CUMBERLAND,KY 40823	N/A	PC	FUND PURCHASE OF IPADS FOR CLASSROOM USE TO REINFORCE MATH CONCEPTS AND PROMOTE READING AND WRITING PROFICIENCY	5,496
CUMBERLAND ELEMENTARY SCHOOL HARLAN COUNTY BOARD OF EDUCATION (#5) 322 GOLF COURSE ROAD CUMBERLAND,KY 40823	N/A	PC	FUND SUPPLIES AND EQUIPMENT PURCHASES AND CELEBRATION FUNCTION FOR ACADEMIC TEAM	5,000
CUMBERLAND ELEMENTARY SCHOOL HARLAN COUNTY BOARD OF EDUCATION (#6) 322 GOLF COURSE ROAD CUMBERLAND,KY 40823	N/A	PC	FUND INSTALLATION OF "ABC" PATTERN RUG IN KINDERGARTEN ROOM	405
Total  3a				318,580

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HARLAN COUNTY KENTUCKY FISCAL COURT (#1) 210 EAST CENTRAL STREET HARLAN,KY 40831	N/A	PC	FUND PURCHASE OF MAINTENANCE EQUIPMENT FOR PUBLIC GOLF COURSE	13,318
HARLAN COUNTY KENTUCKY FISCAL COURT (#2) 210 EAST CENTRAL STREET HARLAN,KY 40831	N/A	PC	FUND BUILDING IMPROVEMENTS AND EQUIPMENT PURCHASES FOR PUBLIC SENIOR CITIZENS FACILITY	1,200
HARLAN COUNTY KENTUCKY FISCAL COURT (#3) 210 EAST CENTRAL STREET HARLAN,KY 40831	N/A	PC	FUND REPAIRS TO PUBLIC SENIOR CITIZENS FACILITY AND PURCHASE OF LAPTOP COMPUTER FOR USE IN SENIOR CITIZENS FUNCTIONS	6,000
HERITAGE MINISTRIES INC 178 WEST MAIN STREET LYNCH,KY 40855	N/A	PC	FUND ROOF REPAIR PROJECTS FOR ECONOMICALLY DISADVANTAGED PERSONS	20,000
KENTUCKY COMMUNITY AND TECHNICAL COLLEGE SYSTEM (CUMBERLAND CAMPUS) 700 COLLEGE ROAD CUMBERLAND,KY 40823	N/A	PC	FUND JOB SHADOWING PROGRAM IN FIELDS OF SCIENCE, TECHNOLOGY, ENGINEERING AND MATH FOR LOW-INCOME, FIRST-GENERATION COLLEGE STUDENTS	21,080
MERIDZO CENTER INC 202 CHURCH STREET LYNCH,KY 40855	N/A	PC	FUND IMPROVEMENTS TO HISTORIC LYNCH BATHHOUSE BUILDING	18,050
SOUTHEAST EDUCATION FOUNDATION INC 700 COLLEGE ROAD CUMBERLAND,KY 40823	N/A	PC	FUND ART EDUCATION PROGRAM FOR CREATIVE DEVELOPMENT CENTER AT SOUTHEAST KENTUCKY COMMUNITY AND TECHNICAL COLLEGE	33,000
ST STEPHENS CATHOLIC CHURCH OUTREACH (#1) 304 CENTRAL STREET CUMBERLAND,KY 40823	N/A	PC	FUND NEW ROOF FOR BUILDING AND LOADING RAMP USED IN OPERATION OF FOOD PANTRY FOR ECONOMICALLY DISADVANTAGED PERSONS	11,000
ST STEPHENS CATHOLIC CHURCH OUTREACH (#2) 304 CENTRAL STREET CUMBERLAND,KY 40823	N/A	PC	FUND NEW STORAGE BUILDING TO AUGMENT FOOD PANTRY FOR ECONOMICALLY DISADVANTAGED PERSONS	10,000
ST STEPHENS CATHOLIC CHURCH OUTREACH (#3) 304 CENTRAL STREET CUMBERLAND,KY 40823	N/A	PC	FUND PURCHASE OF GENERATOR TO BACK-UP COLD STORAGE FACILITY AT FOOD PANTRY	7,000
ST STEPHENS CATHOLIC CHURCH OUTREACH (#4) 304 CENTRAL STREET CUMBERLAND,KY 40823	N/A	PC	FUND INSTALLATION OF SIDING AND SOFFET FOR FOOD PANTRY BUILDING	6,000
ST STEPHENS CATHOLIC CHURCH OUTREACH (#5) 304 CENTRAL STREET CUMBERLAND,KY 40823	N/A	PC	FUND INSTALLATION OF DECK, STEPS AND HANDRAIL AT FOOD PANTRY	1,250
ST STEPHENS CATHOLIC CHURCH OUTREACH (#6) 304 CENTRAL STREET CUMBERLAND,KY 40823	N/A	PC	FUND PURCHASE OF SHELVING FOR COOLERS AND OTHER STORAGE AREAS OF FOOD PANTRY	5,000
ST STEPHENS CATHOLIC CHURCH OUTREACH (#7) 304 CENTRAL STREET CUMBERLAND,KY 40823	N/A	PC	FUND PURCHASE OF COMMERCIAL PULL CART FOR FOOD PANTRY	800
WILLING HEARTS INC PO BOX 107 LYNCH,KY 40855	N/A	PC	FUND WORKING CAPITAL NEEDS FOR EMPOWERMENT PROGRAM TO TEACH SKILL-BASED TECHNIQUES FOR CREATIVE ART GLASS PRODUCTION TO DISADVANTAGED PERSONS	5,000
Total  3a				318,580

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div> <div>2014</div>
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<div>Name of the organization</div> <div>THE ROBERT E FRAZIER TRI-CITY AREA CHARITABLE FOUNDATION INC</div>	<div>Employer identification number</div> <div>45-3278636</div>
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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

General Rule

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

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization THE ROBERT E FRAZIER TRI-CITY AREA CHARITABLE FOUNDATION INC	Employer identification number 45-3278636
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	ROBERT E FRAZIER REVOCABLE TRUST 2121 TABOR LAKE CIRCLE LEXINGTON, KY 40502	\$ 580,256	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
 	 	\$ 	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE ROBERT E FRAZIER TRI-CITY AREA CHARITABLE FOUNDATION INC	Employer identification number 45-3278636
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Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization THE ROBERT E FRAZIER TRI-CITY AREA CHARITABLE FOUNDATION INC	Employer identification number 45-3278636
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Part III

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

TY 2014 Accounting Fees Schedule

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX RETURN PREPARATION	20,650	6,469		14,090

TY 2014 Compensation Explanation

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Person Name	Explanation
DIRECTORS AND OFFICERS	THE DIRECTORS AND OFFICERS SERVE ON A VOLUNTARY BASIS. HOWEVER, A STIPEND OF \$500 TO EACH DIRECTOR (OFFICERS OF THE CORPORATION ARE ALSO DIRECTORS) FOR ATTENDANCE AT PERIODIC MEETINGS HAS BEEN ESTABLISHED TO COVER TRAVEL AND INCIDENTAL EXPENSES RELATING TO THEIR DUTIES AND RESPONSIBILITIES. IN ADDITION, EFFECTIVE JANUARY 1, 2014, COMPENSATION FOR THE PRESIDENT, EXCLUSIVE OF THE PER-MEETING FEES, WAS ESTABLISHED AT \$6,000 ANNUALLY.

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

TY 2014 Depreciation Schedule

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2012-10-01	2,959	740	SL	5 0000000000000	592	0		
COMPUTER DESK	2012-12-27	432	62	SL	7 0000000000000	62	0		

TY 2014 Explanation of Non-Filing with Attorney General Statement

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Statement: PURSUANT TO KENTUCKY REVISED STATUTE 367.657, ONLY ORGANIZATIONS SOLICITING CONTRIBUTIONS ARE REQUIRED TO FILE FORM 990 (FORM 990-PF) WITH THE SECRETARY OF STATE. THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE TRUST FOUNDATION HAS NOT SOLICITED CONTRIBUTIONS IN KENTUCKY OR IN OTHER STATES.

TY 2014 General Explanation Attachment

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Identifier	Return Reference	Explanation
COMBINED REPORTING WITH TRANSFEROR	FORM 990- PF IN TOTAL - PART 1	IN ACCORDANCE WITH THE JOINT RESOLUTION BETWEEN THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE TRUST FOUNDATION (45-6455678) ("CHARITABLE TRUST FOUNDATION") AND THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE FOUNDATION, INC. (45-3278636) ("CORPORATE FOUNDATION"), BOTH OF WHICH ARE PRIVATE NON-OPERATING FOUNDATIONS, ALL ASSETS OF THE CHARITABLE TRUST FOUNDATION WERE TRANSFERRED IN DECEMBER 2014 TO THE CORPORATE FOUNDATION PURSUANT TO INTERNAL REVENUE CODE SECTION 507(B)(2), RELATED TREASURY REGULATIONS 1.507-3(C)(1) AND 1.507-4(B), AND REVENUE RULING 2002-28. AS STATED THEREIN, THE TRUSTEE AND ADVISORY COMMITTEE FOR THE CHARITABLE TRUST FOUNDATION DETERMINED THAT THE ORGANIZATION'S CHARITABLE PURPOSES COULD BE MORE EFFECTIVELY ACCOMPLISHED BY OPERATING IN THE CORPORATE FORM. A CERTIFIED COPY OF THIS RESOLUTION WAS FILED WITH FORM 1023 FOR THE CORPORATE FOUNDATION, AND, PURSUANT TO THE INSTRUCTIONS TO FORM 990-PF, A DUPLICATE COPY SUPPORTED BY COPIES OF RELATED ASSIGNMENT AGREEMENTS WAS SUBMITTED WITH THE 2014 FORM 990-PF FILED FOR THE TRANSFEROR. THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE TRUST FOUNDATION THROUGH COMPLIANCE WITH THE PROCEDURES OUTLINED IN REVENUE RULING 2002-28, THE CHARITABLE TRUST FOUNDATION AS TRANSFEROR RETAINS ITS PRIVATE FOUNDATION STATUS AND THE CORPORATE FOUNDATION AS TRANSFEREE IS NOT TREATED AS A NEWLY CREATED ORGANIZATION. ACCORDINGLY, THE TRANSFEREE SUCCEEDS TO THE AGGREGATE TAX BENEFIT OF THE TRANSFEROR. IN ADDITION, THE TRANSFEREE IS TREATED AS IF IT WERE THE TRANSFEROR FOR PURPOSES OF INTERNAL REVENUE CODE SECTIONS 4940 THROUGH 4948 AND SECTIONS 507 THROUGH 509. THEREFORE THIS FORM 990-PF FOR THE TRANSFEREE REFLECTS THE COMBINED ACTIVITIES OF BOTH THE TRANSFEROR AND TRANSFEREE FOR THE 2014 CALENDAR YEAR. FOR DETAILS REGARDING THE NATURE AND FAIR MARKET VALUE OF THE ASSETS TRANSFERRED UNDER THIS RESOLUTION, SEE THE 2014 FORM 990-PF AND ATTACHED STATEMENTS FILED BY THE TRANSFEROR.

Identifier	Return Reference	Explanation
DISREGARDED SINGLE-MEMBER LLC	FORM 990-PF IN TOTAL - PART 2	THIS FORM 990-PF FOR THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE FOUNDATION, INC INCLUDES THE TRANSACTIONS FOR ITS SINGLE-MEMBER LIMITED LIABILITY COMPANY, THE ROBERT E FRAZIER TRI-CITY AREA CHARITABLE GRANT FOUNDATION, LLC (46-4387129). THE LIMITED LIABILITY COMPANY WAS ORGANIZED TO HANDLE DAILY OPERATIONS, GRANT-MAKING PROCESSES, AND RELATED ADMINISTRATION, AND THEREBY SEPARATE THESE FUNCTIONS FROM THE INVESTMENT ACTIVITIES PERFORMED BY ITS SOLE MEMBER, THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE FOUNDATION, INC. ALTHOUGH A SEPARATE ENTITY FROM ITS SOLE MEMBER, THE LIMITED LIABILITY COMPANY IS A DISREGARDED ENTITY UNDER THE PROVISIONS OF TREASURY REGULATION PARAGRAPHS 301.7701-2(c)(2)(i) AND 301.7701-3(b)(1)(ii) UNDER THE INTERNAL REVENUE CODE OF 1986.

Identifier	Return Reference	Explanation
SOURCE FOR ESTIMATED TAX PAYMENTS	FORM 990-PF, PART VI, LINE 6A	PURSUANT TO INTERNAL REVENUE CODE SECTION 507(B)(2), RELATED TREASURY REGULATIONS 1.507-3(C)(1) AND 1.507-4(B), AND REVENUE RULING 2002-28, ALL ASSETS OF THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE TRUST FOUNDATION (45-6455678) WERE TRANSFERRED TO ITS SUCCESSOR CORPORATE ENTITY, THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE FOUNDATION, INC. (45-3278636) AND, ACCORDINGLY, THE TRANSFEREE CORPORATE FOUNDATION IS TREATED AS THE TRANSFEROR WITH RESPECT TO VARIOUS TAX ATTRIBUTES. THEREFORE, THE 2014 NET INVESTMENT INCOME OF THE TRANSFEROR IS INCLUDED ON THIS FORM 990-PF FILED FOR THE TRANSFEREE, AND THE RESULTING EXCISE TAX IS DETERMINED BASED ON THE COMBINED AMOUNTS OF INVESTMENT INCOME AND RELATED EXPENSES FOR BOTH THE TRANSFEROR AND TRANSFEREE. CONSEQUENTLY, THE 2014 ESTIMATED TAX AMOUNT TO THE CREDIT OF THE TRANSFEROR IN THE AMOUNT OF \$1,482 (COMPRISED SOLELY OF THE TRANSFEROR'S 2013 OVERPAYMENT APPLIED TO 2014) IS CLAIMED ON THIS FORM 990-PF FOR THE SUCCESSOR CORPORATE ENTITY AT PART VI, LINE 6A AND MUST BE TRANSFERRED FROM THE EXCESS TAX ACCOUNT OF THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE TRUST FOUNDATION.

Identifier	Return Reference	Explanation
ELECTION TO AMORTIZE BOND PREMIUMS	FORM 990-PF, PART I, LINE 4	THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE FOUNDATION, INC , AS SUCCESSOR TO THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE TRUST FOUNDATION IN A COMPLETE TRANSFER OF ASSETS AS PROVIDED BY INTERNAL REVENUE CODE SECTION 507(B)(2), RELATED TREASURY REGULATIONS 1 507-3 (C)(1) AND 1 507-4(B), AND REVENUE RULING 2002-28, CONTINUES TO AMORTIZE BOND PREMIUMS PURSUANT TO ELECTION UNDER INTERNAL REVENUE CODE SECTION 171(C) AND RELATED TREASURY REGULATION 1 171-4(A) INITIALLY MADE FOR THE 2013 CALENDAR YEAR BY THE ROBERT E. FRAZIER TRI-CITY AREA CHARITABLE TRUST FOUNDATION

**TY 2014 Investments Corporate
Bonds Schedule**

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BERKSHIRE HATHAWAY FIN 1.3% DTD 5/15/13	99,261	99,237
BP CAPITAL MKTS 2.241% DTD 9/26/13	152,249	150,424
GENERAL ELECTRIC CAPITAL CORP 5.625% DTD 4/21/08	112,525	112,523
JP MORGAN CHASE & CO 2% DUE 8/15/17	101,961	100,951
ORACLE CORP 2.375% DTD 7/16/13	127,109	127,163
TOYOTA MOTOR CREDIT CORP 3.2% DTD 6/17/10	101,312	101,247
WELLS FARGO & CO 2.15% DTD 10/28/13	100,046	100,264

TY 2014 Investments Corporate
Stock Schedule

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC
EIN: 45-3278636

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,085 SHARES APPLE INC COMMON	82,387	119,762
1,090 SHARES COGNIZANT TECHNOLOGY SOLUTIONS COMMON	44,195	57,399
1,170 SHARES COACH INC COMMON	47,730	43,945
1,280 SHARES CAMERON INTL CORP COMMON	80,995	63,936
1,350 SHARES LKQ CORP COMMON	37,140	37,962
1,530 SHARES POTASH CORP SASKATCHEWAN COMMON	59,532	54,040
150 SHARES NOW INC COMMON	4,689	3,860
160 SHARES CUMMINS INC COMMON	18,555	23,067
170 SHARES PERRIGO CO PLC	24,489	28,417
2,960 SHARES EMC CORP COMMON	74,431	88,030
20 SHARES PRICELINE GROUP INC COMMON	17,978	22,804
20 SHARES VISA CLASS A COMMON	4,296	5,244
200 SHARES M & T BANK CORP	24,245	25,124
200 SHARES WELLS FARGO & CO COMMON	9,918	10,964
210 SHARES CISCO SYSTEMS INC COMMON	4,830	5,841
24,230 SHARES BB&T CORP COMMON	895,419	942,305
240 SHARES EOG RESOURCES INC COMMON	23,893	22,097
240 SHARES EXXON MOBIL CORP COMMON	24,343	22,188
280 SHARES VARIAN MED SYS INC COMMON	20,073	24,223
3,060 SHARES ON SEMICONDUCTOR COMMON	28,595	30,998
310 SHARES CAPITAL ONE FINANCIAL CORP COMMON	23,480	25,591
310 SHARES STERICYCLE INC COMMON	36,015	40,635
340 SHARES HALLIBURTON COMPANY COMMON	24,067	13,372
370 SHARES CHECKPOINT SOFTWARE TECH COMMON	23,665	29,071
40 SHARES COMCAST CORP CLASS A	2,091	2,320
40 SHARES PFIZER INC COMMON	1,295	1,246
400 SHARES SEAGATE TECHNOLOGY	23,797	26,600
410 SHARES VERISK ANALYTICS INC COMMON	23,652	26,261
440 SHARES AKAMAI TECHNOLOGIES COMMON	23,879	27,702
45 SHARES GOOGLE INC CLASS A	24,000	23,880

Name of Stock	End of Year Book Value	End of Year Fair Market Value
50 SHARES CITIGROUP INC COMMON	2,484	2,706
510 SHARES SALESFORCE.COM INC COMMON	17,726	30,248
540 SHARES SCHLUMBERGER LTD COMMON	44,012	46,121
560 SHARES EATON CORP PLC COMMON	34,247	38,058
600 SHARES NATIONAL OILWELL VARCO INC COMMON	41,701	39,318
630 SHARES AGRIUM INC COMMON	63,119	59,674
640 SHARES BERKSHIRE HATHAWAY INC DEL CL B	83,535	96,096
70 SHARES JPMORGAN CHASE & CO	3,789	4,381
80 SHARES MEAD JOHNSON NUTRITION CO COMMON	6,773	8,043
840 SHARES JOY GLOBAL INC COMMON	49,547	39,077
850 SHARES CABOT OIL AND GAS COMMON	29,944	25,169
880 SHARES EXPRESS SCRIPTS HOLDING CO COMMON	58,554	74,510
880 SHARES QUALCOMM INC COMMON	61,770	65,410

TY 2014 Investments Government Obligations Schedule

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

**US Government Securities - End of
Year Book Value:**

569,993

**US Government Securities - End of
Year Fair Market Value:**

572,022

**State & Local Government
Securities - End of Year Book
Value:**

1,207,426

**State & Local Government
Securities - End of Year Fair
Market Value:**

1,263,812

TY 2014 Investments - Other Schedule

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
1,240 ISHARES S&P SMALLCAP 600/BARRA VALUE INDEX FD	AT COST	139,943	146,245
1,310 SHARES VANGUARD REIT VIPERS	AT COST	98,718	106,110
11,258.158 SHARES INVESCO INTERNATIONAL GROWTH FD	AT COST	399,592	368,029
13,021.527 SHARES GOLDMAN SACHS GROWTH OPPORTUNITY FD	AT COST	401,992	361,347
2,059.437 SHARES COHEN & STEERS REALTY	AT COST	87,791	103,095
2,632.425 SHARES EAGLE SMALL CAP GROWTH FD	AT COST	150,073	144,362
2,876.194 SHARES STERLING CAPITAL TOTAL RETURN BOND FD	AT COST	30,516	30,833
248.845 SHARES DOUBLELINE TOTAL RETURN BOND FD	AT COST	2,715	2,730
3,440.493 SHARES OPPENHEIMER DEVELOPING MKTS FD	AT COST	134,091	120,624
38,914.550 SHARES PIMCO COMMODITY REAL RETURN STRATEGY FD	AT COST	217,455	174,337
5,640.744 SHARES HARBOR INTERNATIONAL FD	AT COST	407,317	365,407
5,650 ISHARES RUSSELL MIDCAP VALUE FD	AT COST	399,685	416,744
6,107.614 SHARES ARTISAN INTERNATIONAL SMALL CAP FD	AT COST	155,334	137,177
6,757.669 SHARES LAZARD EMERGING MKTS PORTFOLIO FD	AT COST	132,990	116,164

TY 2014 Land, Etc. Schedule

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	2,959	1,332	1,627	1,627
COMPUTER DESK	432	124	308	308

TY 2014 Other Expenses Schedule

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATIVE ASSISTANCE	1,266	0		1,266
OFFICE SUPPLIES AND EXPENSES	396	0		396
GRANT AWARD RECEPTION EXPENSE	417	0		417
TELECOMMUNICATIONS	285	0		285
INSURANCE	3,270	0		3,270

TY 2014 Other Increases Schedule

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Description	Amount
REFUND OF AMOUNT TREATED AS QUALIFYING DISTRIBUTION IN 2013	59

TY 2014 Other Liabilities Schedule

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Description	Beginning of Year - Book Value	End of Year - Book Value
STATE INCOME TAX WITHHELD FROM WAGES	0	131

TY 2014 Other Professional Fees Schedule

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BB&T - INVESTMENT MANAGEMENT FEES	32,745	30,093		0

TY 2014 Taxes Schedule

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES WITHHELD	744	744		0
PAYROLL TAXES	1,102	0		1,102

TY 2014
TransfersToControlledEntities

Name: THE ROBERT E FRAZIER TRI-CITY AREA
CHARITABLE FOUNDATION INC

EIN: 45-3278636

Name	US / Foreign Address	EIN	Description	Amount
THE ROBERT E FRAZIER TRI-CITY AREA CHARITABLE GRANT FOUNDATION LLC	333 WEST VINE STREET SUITE 1500 LEXINGTON, KY 40507	46-4387129	NO TRANSFERS FROM CONTROLLED DISREGARDED SINGLE-MEMBER LLC	0
Total				0