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

OMB No 1545-0052

2010

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2010, or tax year beginning , 2010, and ending ,

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

Name of foundation <b>The James W and Frances Gibson McGlothlin Foundation</b>		A Employer identification number <b>26-3533035</b>
Number and street (or P O box number if mail is not delivered to street address) <b>1005 Glenway Ave</b>		B Telephone number (see the instructions) <b>(276) 645-1436</b>
City or town <b>Bristol</b>	State ZIP code <b>VA 24201</b>	C If exemption application is pending, check here <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		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) <b>\$ 14,101,802.</b>	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 the instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)	14,150,000.			
2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	859.	859.		
4 Dividends and interest from securities	40,479.	40,479.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-21,113.			
b Gross sales price for all assets on line 6a	14,596,917.			
7 Capital gain net income (from Part IV, line 2)		13,787,061.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) See Line 11 Stmt		58.		
12 Total. Add lines 1 through 11	14,170,225.	13,828,457.		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)				
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule X see instr)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	5,532.	5,246.		286.
24 Total operating and administrative expenses. Add lines 13 through 23	5,532.	5,246.		286.
25 Contributions, gifts, grants paid	514,000.			514,000.
26 Total expenses and disbursements. Add lines 24 and 25	519,532.	5,246.		514,286.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	13,650,693.			
b Net investment income (if negative, enter -0-)		13,823,211.		
c Adjusted net income (if negative, enter -0-)				

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**Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>ASSETS</b>	1 Cash — non-interest-bearing	0.		
	2 Savings and temporary cash investments	0.	370,543.	370,543.
	3 Accounts receivable			
	Less allowance for doubtful accounts	0.		
	4 Pledges receivable			
	Less allowance for doubtful accounts	0.		
	5 Grants receivable	0.		
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)	0.		
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts	0.		
	8 Inventories for sale or use	0.		
	9 Prepaid expenses and deferred charges	0.		
	10a Investments — U.S. and state government obligations (attach schedule)	0.		
	b Investments — corporate stock (attach schedule) L-10b Stmt	0.	9,087,505.	9,087,505.
	c Investments — corporate bonds (attach schedule) L-10c Stmt	0.	4,562,725.	4,562,725.
	<b>LIABILITIES</b>	11 Investments — land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule)		0.		
12 Investments — mortgage loans		0.		
13 Investments — other (attach schedule) L-13 Stmt		0.	81,029.	81,029.
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)		0.		
15 Other assets (describe )		0.		
16 <b>Total assets</b> (to be completed by all filers — see instructions. Also, see page 1, item I)		0.	14,101,802.	14,101,802.
17 Accounts payable and accrued expenses		0.	5,216.	
18 Grants payable		0.		
19 Deferred revenue	0.			
20 Loans from officers, directors, trustees, & other disqualified persons	0.			
21 Mortgages and other notes payable (attach schedule)	0.			
22 Other liabilities (describe )	0.			
23 <b>Total liabilities</b> (add lines 17 through 22)	0.	5,216.		
<b>NET FUND ASSETS OR FUND BALANCES</b>	<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b> <input checked="" type="checkbox"/>			
	24 Unrestricted	0.	14,096,586.	
	25 Temporarily restricted	0.		
	26 Permanently restricted	0.		
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 <b>Total net assets or fund balances</b> (see the instructions)	0.	14,096,586.	
	31 <b>Total liabilities and net assets/fund balances</b> (see the instructions)	0.	14,101,802.	

**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	0.
2 Enter amount from Part I, line 27a	2	13,650,693.
3 Other increases not included in line 2 (itemize) <u>Net unrealized gain - marketable securities</u>	3	445,894.
4 Add lines 1, 2, and 3	4	14,096,587.
5 Decreases not included in line 2 (itemize) <u>Rounding</u>	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	14,096,586.

**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 shares MLC Company)

(b) How acquired  
P — Purchase  
D — Donation(c) Date acquired  
(month, day, year)(d) Date sold  
(month, day, year)

<b>1a</b> Publicly traded securities—JPMorgan accts			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 14,596,918.		809,857.	13,787,061.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
<b>a</b>			13,787,061.
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 ]	<b>2</b>	13,787,061.
<b>3</b> 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 the instructions) If (loss), enter -0- in Part I, line 8 ]	<b>3</b>	

**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 (column (b) divided by column (c))
2009	0.	0.	0.000000
2008	0.	0.	0.000000
2007			
2006			
2005			

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.000000
<b>3</b> 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	<b>3</b>	0.000000
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	<b>4</b>	3,467,765.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	0.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	138,232.
<b>7</b> Add lines 5 and 6	<b>7</b>	138,232.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	514,286.

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 the instructions)**

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary – see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	138,232.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	138,232.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0-		5	138,232.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		
8 Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		0.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9		138,232.
10 <b>Overpayment</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10		0.
11 Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b>		<b>Refunded</b>	
		11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file <b>Form 1120-POL</b> for this year?		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) <u>VA – Virginia</u>		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

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**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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>The James W &amp; Frances Gibson McGlothlin Foundation</u> Telephone no <u>(276) 645-1436</u> Located at <u>1005 Glenway Ave</u> <u>Bristol</u> <u>VA</u> ZIP + 4 <u>24201</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2010, 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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>			X

**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
1 a	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	X
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 2010?	1 c	X
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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
b	Are there any years listed in 2a for which the foundation is <b>not</b> 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 the instructions)	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2010 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 2010)	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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 2010?	4 b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

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?

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
James W McGlothlin 1005 Glenway Ave Bristol VA 24201	President/Director 1.00	0.	0.	0.
Frances G McGlothlin 1005 Glenway Ave Bristol VA 24201	Vice-Pres/Director 1.00	0.	0.	0.
Martha McGlothlin Gayle 1005 Glenway Ave Bristol VA 24201	Secretary/Director 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
0				
0				
0				
0				

Total number of other employees paid over \$50,000

None

**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		
<b>Total</b> number of others receiving over \$50,000 for professional services		None

**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
<b>1</b> N/A	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> NONE	
<b>2</b>	
All other program-related investments See instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3	None

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

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1a</b>	2,076,979.
<b>b</b> Average of monthly cash balances	<b>1b</b>	1,443,595.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1d</b>	3,520,574.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	3,520,574.
<b>4</b> Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	52,809.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	3,467,765.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	173,388.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	173,388.
<b>2a</b> Tax on investment income for 2010 from Part VI, line 5	<b>2a</b>	138,232.
<b>b</b> Income tax for 2010 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b> Add lines 2a and 2b	<b>2c</b>	138,232.
<b>3</b> Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	35,156.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	35,156.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	35,156.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1a</b>	514,286.
<b>b</b> Program-related investments — total from Part IX-B	<b>1b</b>	0.
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4 Qualifying distributions</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	514,286.
<b>5</b> 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)	<b>5</b>	138,232.
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	376,054.

**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

BAA

Form 990-PF (2010)

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				35,156.
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only			0.	
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005	0.			
<b>b</b> From 2006	0.			
<b>c</b> From 2007	0.			
<b>d</b> From 2008	0.			
<b>e</b> From 2009	0.			
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 514,286.				
<b>a</b> Applied to 2009, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required – see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required – see instructions)				
<b>d</b> Applied to 2010 distributable amount				35,156.
<b>e</b> Remaining amount distributed out of corpus	479,130.			
<b>5</b> Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	479,130.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount – see instructions		0.		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
<b>f</b> Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	479,130.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006	0.			
<b>b</b> Excess from 2007	0.			
<b>c</b> Excess from 2008	0.			
<b>d</b> Excess from 2009	0.			
<b>e</b> Excess from 2010	479,130.			

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

N/A

<b>1 a</b> If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling <span style="float: right;">▶</span>					
<b>b</b> Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> 'Assets' alternative test — enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> 'Support' alternative test — enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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) )  
NONE

**b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest  
NONE

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> Paid during the year See Statement 4				514,000.
<b>Total</b>			▶ <b>3a</b>	514,000.
<b>b</b> Approved for future payment				
<b>Total</b>			▶ <b>3b</b>	

## **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 the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	859.	
4 Dividends and interest from securities			14	40,479.	
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			18	-21,113.	
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)				20,225.	
13 Total. Add line 12, columns (b), (d), and (e)					13 20,225.

(See worksheet in line 13 instructions to verify calculations )

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

[illegible]

<b>Part XVII</b>	<b>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations</b>
------------------	--

	Yes	No
<b>1</b> 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?		
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of		
<b>(1)</b> Cash		X
<b>(2)</b> Other assets		X
<b>b</b> Other transactions		
<b>(1)</b> Sales of assets to a noncharitable exempt organization		X
<b>(2)</b> Purchases of assets from a noncharitable exempt organization		X
<b>(3)</b> Rental of facilities, equipment, or other assets		X
<b>(4)</b> Reimbursement arrangements		X
<b>(5)</b> Loans or loan guarantees		X
<b>(6)</b> Performance of services or membership or fundraising solicitations		X
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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



[illegible]

**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?

**b** If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Sign Here  |  President  
Signature of officer or trustee Date Title

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check if <input type="checkbox"/> if self employed	PTIN
	No. <del>1</del> <b>2</b> <b>Paid Preparer</b> Print name <input type="text"/>			Firm's EIN <input type="text"/>	
	Firm's address <input type="text"/>			Phone no. <input type="text"/>	

**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

**2010**

**Name of the organization**

**The James W and Frances Gibson McGlothlin Foundation**

**Employer identification number**

**26-3533035**

**Organization type** (check one)

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)(\_\_\_\_) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

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

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to 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 of \$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 their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

**Schedule B (Form 990, 990-EZ, or 990-PF) (2010)**

Name of organization

Employer identification number

The James W and Frances Gibson McGlothlin Foundation

26-3533035

**Part I Contributors** (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	The United Company 1005 Glenway Avenue Bristol VA 24201	\$ 14,150,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

Employer identification number

The James W and Frances Gibson McGlothlin Foundation

26-3533035

**Part III** Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,000,000 shares King Pharmaceutical stock		
		\$ 14,150,000.	10/14/10
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2010)

Form 990-PF, Page 1, Part I, Line 11

**Line 11 Stmt**

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Sch K-1 pass thru frm PTP (EPD)		-2.	
Sch K-1 pass thru frm PTP (NRP)		60.	

Total 58.

Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
SCC annual registration fee	25.			25.
Bank fees	30.	30.		
Supplies	261.			261.
Management fees	5,216.	5,216.		
Total	<u>5,532.</u>	<u>5,246.</u>		<u>286.</u>

Form 990-PF, Page 6, Part VIII, Line 1

**Information about Officers, Directors, Trustees, Etc.**

(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
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Barbara Bjerke 1005 Glenway Ave Bristol VA 24201	Treasurer/Directo 1.00	0.	0.	0.
Person <input checked="" type="checkbox"/> Business <input type="checkbox"/> Lois Clarke 1005 Glenway Ave Bristol VA 24201	Director 1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
JPMorgan Acct W36044001 See Statement 1	5,091,500.	5,091,500.
JPMorgan Acct W36043003 See Statement 2	3,996,005.	3,996,005.
Total	<u>9,087,505.</u>	<u>9,087,505.</u>

Form 990-PF, Page 2, Part II, Line 10c

**L-10c Stmt**

<b>Line 10c - Investments - Corporate Bonds:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
JPMorgan Acct W35336002 See Statement 3	4,562,725.	4,562,725.
Total	<u>4,562,725.</u>	<u>4,562,725.</u>

Form 990-PF, Page 2, Part II, Line 13

**L-13 Stmt**

<b>Line 13 - Investments - Other:</b>	<b>End of Year</b>	
	<b>Book Value</b>	<b>Fair Market Value</b>
JPMorgan Acct W36043003	81,029.	81,029.
Total	<u>81,029.</u>	<u>81,029.</u>

**THE JAMES W & FRANCES G MCGLOTHLIN FOUNDATION**

**26-3533035**

**2010 FORM 990-PF**

**PAGE 4, PART VII-A, LINE 10 SCHEDULE OF SUBSTANTIAL CONTRIBUTORS DURING 2010**

**The United Company**

**1005 Glenway Avenue**

**Bristol, VA 24201**

THE JAMES W & FRANCES G MCGLOTHLIN FOUNDATION

Statement 1

26-3533035

2010 FORM 990-PF

PAGE 2, PART II BALANCE SHEET

Detail for JP Morgan Account W36044001

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
<b>INVESTMENTS - CORPORATE STOCK (LINE 10b)</b>			
AMERICAN CAPITAL AGENCY CORP	100,000	3,014,000	3,014,000
BGC PARTNERS INC CL A	250,000	2,077,500	2,077,500
<b>TOTALS - CORPORATE STOCK</b>	<b>350,000</b>	<b>5,091,500</b>	<b>5,091,500</b>

## THE JAMES W &amp; FRANCES G MCGLOTHLIN FOUNDATION

Statement 2

26-3533035

2010 FORM 990-PF

PAGE 2, PART II BALANCE SHEET

Detail for JP Morgan Account W36043003

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
INVESTMENTS - CORPORATE STOCK (LINE 10b)			
3M CO	475	40,993	40,993
ABBOTT LABORATORIES	825	39,526	39,526
ALTRIA GROUP INC	1,600	39,620	39,620
AMERICAN ELECTRIC POWER CO	1,100	39,578	39,578
AT&T INC	1,375	40,398	40,398
AUTOMATIC DATA PROCESSING INC	850	39,464	39,464
BANK OF AMERICA CORP	3,100	41,354	41,354
BRISTOL MYERS SQUIBB CO	1,500	39,720	39,720
CHEVRON CORP	450	41,063	41,063
CHUBB CORP	675	40,350	40,350
CISCO SYSTEMS INC	1,950	39,449	39,449
COCA-COLA CO	620	40,777	40,777
CONOCOPHILLIPS	600	40,860	40,860
CONSUMER DISCRETIONARY SELECT SPDR FUND	3,300	123,453	123,453
CONSUMER STAPLES SPDR FUND	4,100	120,171	120,171
DOMINION RESOURCES INC VA	900	38,448	38,448
E I DU PONT DE NEMOURS & CO	825	41,151	41,151
ELI LILLY & CO	1,150	40,296	40,296
EMERSON ELECTRIC CO	700	40,019	40,019
EXXON MOBIL CORP	550	40,216	40,216
FAMILY DOLLAR STORES INC	800	39,815	39,815
GENERAL ELECTRIC CO	2,125	38,866	38,866
GENUINE PARTS CO	800	41,195	41,195
GLAXOSMITHKLINE PLC SPONS ADR	1,000	39,220	39,220
GOLDMAN SACHS GROUP INC	250	42,040	42,040
HEALTH CARE SELECT SECTOR SPDR FUND	3,850	121,275	121,275
HEWLETT-PACKARD CO	950	39,995	39,995
HOME DEPOT INC	1,200	42,072	42,072
ILLINOIS TOOL WORKS INC	800	42,822	42,822
INTEL CORP	1,900	39,957	39,957
INTERNATIONAL BUSINESS MACHINES CORP	275	40,359	40,359
ISHARES DOW JONES TELECOMMUNICATIONS SECTOR INDEX F	5,325	124,445	124,445
ISHARES MSCI EAFE INDEX FUND	4,175	243,069	243,069
JOHNSON & JOHNSON	650	40,203	40,203
JP MORGAN CHASE & CO	950	40,299	40,299
KIMBERLY-CLARK CORP	650	41,141	41,141
KRAFT FOODS INC A	1,300	41,108	41,108
LOCKHEED MARTIN CORP	575	40,198	40,198
MARATHON OIL CORP	1,125	41,659	41,659
MATERIALS SELECT SECTOR SPDR FUND	3,300	126,753	126,753
MC DONALDS CORP	500	38,380	38,380
MCGRAW-HILL COMPANIES INC	1,125	40,961	40,961

## THE JAMES W &amp; FRANCES G MCGLOTHLIN FOUNDATION

Statement 2

26-3533035

2010 FORM 990-PF

PAGE 2, PART II BALANCE SHEET

Detail for JP Morgan Account W36043003

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
MERCK AND CO INC	1,125	40,697	40,697
MICROSOFT CORP	1,475	41,167	41,167
NORFOLK SOUTHERN CORP	650	40,833	40,833
NYSE EURONEXT	1,350	40,473	40,473
OCCIDENTAL PETROLEUM CORP	425	41,759	41,759
PEPSICO INC	625	40,939	40,939
PFIZER INC	2,350	41,149	41,149
PROCTER & GAMBLE CO	625	40,206	40,206
RYDEX S&P EQUAL WEIGHT ETF	3,500	165,585	165,585
SECTOR SPDR TR SBI INT-FINL SEDOL 2364038	7,900	126,005	126,005
SECTOR SPDR TRUST S/B/I-ENERGY	1,900	129,675	129,675
SECTOR SPDR TRUST S/B/I-INDUSTRIAL	3,600	125,532	125,532
SYSCO CORP	1,375	40,425	40,425
TECHNOLOGY SELECT SECTOR SPDR FUND	4,850	122,172	122,172
TEXAS INSTRUMENTS INC	1,250	40,625	40,625
UNITED TECHNOLOGIES CORP	500	39,360	39,360
US BANCORP DEL	1,500	40,485	40,485
UTILITIES SELECT SECTOR SPDR FUND	3,800	119,092	119,092
V F CORP	475	40,936	40,936
VANGUARD DIVIDEND APPRECIATION INDEX FUND	1,500	78,945	78,945
VANGUARD EMERGING MARKET ETF	3,400	163,696	163,696
VERIZON COMMUNICATIONS INC	1,150	41,147	41,147
WALMART STORES INC	750	40,531	40,531
WELLS FARGO & CO	1,350	41,837	41,837
<b>TOTALS - CORPORATE STOCK</b>	<b>107,695</b>	<b>3,996,005</b>	<b>3,996,005</b>
<b>INVESTMENTS - OTHER (LINE 13)</b>			
ENTERPRISE PRODUCTS PARTNERS L P	950	39,529	39,529
NATURAL RESOURCE PARTNERS LP	1,250	41,500	41,500
<b>TOTALS - INVESTMENTS - OTHER</b>	<b>2,200</b>	<b>81,029</b>	<b>81,029</b>

THE JAMES W & FRANCES G MCGLOTHLIN FOUNDATION  
26-3533035  
2010 FORM 990-PF  
PAGE 2, PART II BALANCE SHEET  
Detail for JP Morgan Account W35336002

Statement 3

DESCRIPTION	Quantity	End of Year	
		Book Value	FMV
<b>INVESTMENTS - US &amp; STATE GOV'T OBLIGATIONS (LINE 10a)</b>			
<hr/>			
TOTALS - US GOV'T OBLIGATIONS	0	0	0
<hr/>			
<b>INVESTMENTS - CORPORATE STOCK (LINE 10b)</b>			
<hr/>			
TOTALS - CORPORATE STOCK	0	0	0
<hr/>			
<b>INVESTMENTS - CORPORATE BONDS (LINE 10c)</b>			
ISHARES IBOX HIGH YLD CORP BOND	22,500	2,031,525	2,031,525
POWERSHARES HIGH YIELD CORPORATE BOND PORTFOLIO	30,000	545,700	545,700
SPDR SERIES TRUST LEHMAN YLD ETF	50,000	1,985,500	1,985,500
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TOTALS - CORPORATE BONDS	102,500	4,562,725	4,562,725
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<b>INVESTMENTS - OTHER (LINE 13)</b>			
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TOTALS - INVESTMENTS - OTHER	0	0	0



Line 3a; Grants and Contributions Paid During the Year

Recipient name and address	Relationship	Foundation Status	Purpose of grant or contribution	Amount
Virginia Museum of Fine Arts Richmond, VA	N/A	Public	Support VMFA art exhibition	100,000
The College of William & Mary Williamsburg, VA	N/A	Public	Athletic Educational Foundation	50,000
Boy Scouts of America Johnson City, TN	N/A	Public	Sequoyah Council general support	10,000
Golisano Children's Museum of Naples Naples, FL	N/A	Public	General support	1,000
United Way of Bristol, TN-VA Bristol, TN	N/A	Public	General support	25,000
Quinnipiac University Hamden, CT	N/A	Public	Endowed Scholarship Fund	100,000
Mountain Mission School Inc. Grundy, VA	N/A	Public	Scholarship fund	48,000
University of Pittsburgh Cancer Institute Pittsburgh, PA	N/A	Public	Melanoma Center at UPCI	100,000
COPE House Food Pantry Vansant, VA	N/A	Public	General support for feeding the hungry	25,000
Bristol Emergency Food Pantry Bristol, VA	N/A	Public	General support for feeding the hungry	25,000
Southwest VA Second Harvest Food Bank Abingdon, VA	N/A	Public	General support for feeding the hungry	25,000
Emmanuel Episcopal Church Bristol, VA	N/A	Public	Rector Discretionary Fund to assist those in need	5,000
<b>Total Line 3a</b>				<b>514,000</b>