Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , **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
MCGLOTHLIN FOUNDATION

A Employer identification number
75-6061282

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 89

Room/suite

B Telephone number
325-677-6177

City or town, state, and ZIP code
ABILENE, TX 79604-0089

C If exemption application is pending, check here ▶☐
D 1 Foreign organizations, check here ▶☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 164,679.

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

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

Part I	**Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,537.	5,537.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,265.			
	b Gross sales price for all assets on line 6a 42,137.				
	7 Capital gain net income (from Part IV, line 2)		1,265.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	6,802.	6,802.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	750.	0.		750.
	c Other professional fees STMT 3	1,382.	1,382.		0.
	17 Interest				
	18 Taxes STMT 4	120.	0.		120.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	115.	115.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	2,367.	1,497.		870.
	25 Contributions, gifts, grants paid	18,500.			18,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	20,867.	1,497.		19,370.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<14,065.>			
	b **Net investment income** (if negative, enter -0-)		5,305.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,567.	4,197.	4,197.
	2 Savings and temporary cash investments	130,522.	115,827.	118,941.
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 6	41,541.	41,541.	41,541.
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	175,630.	161,565.	164,679.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31**			
	27 Capital stock, trust principal, or current funds	401,372.	401,372.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<225,742.>	<239,807.>	
	30 **Total net assets or fund balances**	175,630.	161,565.	
	31 **Total liabilities and net assets/fund balances**	175,630.	161,565.	

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	175,630.
2	Enter amount from Part I, line 27a	2	<14,065.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	161,565.
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	161,565.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr.)	(d) Date sold (mo , day, yr.)
1a	FIRST FINANCIAL SUMMARY ATTACHED	P		
b	FIRST FINANCIAL SUMMARY ATTACHED	P		
c	FIRST FINANCIAL SUMMARY ATTACHED	P		
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	5,001.		4,969.	32.
b	36,851.		35,903.	948.
c	285.			285.
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				32.
b				948.
c				285.
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 1,265.

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). If (loss), enter -0- in Part I, line 8 } 3 N/A

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))
2009	19,988.	182,866.	.109304
2008	22,988.	196,298.	.117108
2007	36,112.	219,787.	.164305
2006	46,062.	239,594.	.192250
2005	27,812.	228,884.	.121511

2	Total of line 1, column (d)	2	.704478
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	.140896
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	169,880.
5	Multiply line 4 by line 3	5	23,935.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	53.
7	Add lines 5 and 6	7	23,988.
8	*Enter qualifying distributions from Part XII, line 4*	8	19,370.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	106.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	106.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	106.
6	Credits/Payments:		
a	2010 estimated tax payments 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	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	106.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ RAY MCGLOTHLIN, JR Telephone no. ▶ 325-677-6177

Located at ▶ 400 PINE ST., STE 1010, ABILENE, TX ZIP+4 ▶ 79601-5173

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 N/A

			Yes	No
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		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	*During the year did the foundation (either directly or indirectly):*			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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 page 22 of the instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		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? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
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 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)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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)? ☐ Yes ☒ No

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 STATEMENT 7		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. 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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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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	127,044.
b	Average of monthly cash balances		1b	3,882.
c	Fair market value of all other assets		1c	41,541.
d	**Total** (add lines 1a, b, and c)		1d	172,467.
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	172,467.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	2,587.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	169,880.
6	**Minimum investment return** Enter 5% of line 5		6	8,494.

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	8,494.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 106.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	106.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	8,388.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	8,388.
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	8,388.

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	19,370.
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	19,370.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	19,370.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					8,388.
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2010:					
a From 2005	16,600.				
b From 2006	34,252.				
c From 2007	25,299.				
d From 2008	13,308.				
e From 2009	10,965.				
f **Total** of lines 3a through e		100,424.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $	19,370.				
a Applied to 2009, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2010 distributable amount					8,388.
e Remaining amount distributed out of corpus		10,982.			
5 Excess distributions carryover applied to 2010 (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		111,406.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7		16,600.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a		94,806.			
10 Analysis of line 9:					
a Excess from 2006	34,252.				
b Excess from 2007	25,299.				
c Excess from 2008	13,308.				
d Excess from 2009	10,965.				
e Excess from 2010	10,982.				

Form **990-PF** (2010)

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

1 a 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 ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

RAY MCGLOTHLIN, JR.

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total			▶ 3a	18,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

023611 12-07-10

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
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					5,537.
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					1,265.
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)		0.		0.	6,802.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 6,802.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
3	PROVIDED INCOME FROM INVESTMENTS FOR CHARITABLE GROUPS
4	PROVIDED INCOME FROM INVESTMENTS FOR CHARITABLE GROUPS

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12-07-10

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ X

Signature of officer or trustee

X 7-19-11

Date

▶ President

Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JACK G. DENSON, CPA	Jack Denson	06/20/11		

Firm's name ▶ BURCHELL, DENSON & MORRISON, PC

Firm's EIN ▶

Firm's address ▶ TWO VILLAGE DRIVE STE 200
ABILENE, TX 79606

Phone no. 325-690-6300

Form **990-PF** (2010)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
FIRST FINANCIAL BANK	5,591.
PURCHASED INTEREST	<54.>
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,537.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	750.	0.		750.
TO FORM 990-PF, PG 1, LN 16B	750.	0.		750.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUST FEES	1,382.	1,382.		0.
TO FORM 990-PF, PG 1, LN 16C	1,382.	1,382.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2009 FEDERAL EXCISE TAX	120.	0.		120.
TO FORM 990-PF, PG 1, LN 18	120.	0.		120.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AMORTIZATION	115.	115.		0.
TO FORM 990-PF, PG 1, LN 23	115.	115.		0.

FORM 990-PF MORTGAGE LOANS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOANS	41,541.	41,541.
TOTAL TO FORM 990-PF, PART II, LINE 12	41,541.	41,541.

FORM 990-PF — PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS — STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RAY MCGLOTHLIN, JR. P.O. BOX 89 ABILENE, TX 79604	PRESIDENT, DIRECTOR 0.00	0.	0.	0.
ERIC OLIVER P.O. BOX 89 ABILENE, TX 79604	VP/SECRETARY/DIRECTOR 0.00	0.	0.	0.
NANCY C. GILBERT P.O. BOX 89 ABILENE, TX 79604	TREASURER/ASST SEC 0.00	0.	0.	0.
MELINDA WILSON P.O. BOX 89 ABILENE, TX 79604	ASST SEC/ASST TREASURER 0.00	0.	0.	0.
KARYN MCGLOTHLIN HENLEY P.O. BOX 89 ABILENE, TX 79604	DIRECTOR 0.00	0.	0.	0.
NITA MCGLOTHLIN RAMPEY P.O. BOX 89 ABILENE, TX 79604	DIRECTOR 0.00	0.	0.	0.
CARYL MCGLOTHLIN PARKER P.O. BOX 89 ABILENE, TX 79604	DIRECTOR 0.00	0.	0.	0.
DANNA MCGLOTHLIN OLIVER P.O. BOX 89 ABILENE, TX 79604	DIRECTOR 0.00	0.	0.	0.
RALPH D. HENLEY P.O. BOX 89 ABILENE, TX 79604	DIRECTOR 0.00	0.	0.	0.
TIM S. RAMPEY P.O. BOX 89 ABILENE, TX 79604	DIRECTOR 0.00	0.	0.	0.
SCOTT F. PARKER P.O. BOX 89 ABILENE, TX 79604	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
FELLOWSHIP OF CHRISTIAN ATHLETES P.O. BOX 6605 ABILENE, TX 79608-6605	NON-PROFIT RELIGIOUS	501(C)(3)	500.
HILLCREST CHURCH OF CHRIST 650 E AMBLER ABILENE, TX 79601	NON-PROFIT RELIGIOUS	501(C)(3)	12,000.
PREGNANCY RESOURCES OF ABILENE 1317 N 8TH, STE 100 ABILENE, TX 79601	NON-PROFIT RELIGIOUS	501(C)(3)	2,000.
ZAMBIA MISSION 650 EN 21ST ABILENE, TX 79601	NON-PROFIT RELIGIOUS	501(C)(3)	1,000.
YOUNG LIFE OF ABILENE 1917 S 6TH ST ABILENE, TX 79602-1035	NON-PROFIT RELIGIOUS	501(C)(3)	2,000.
ROTARY CLUB OF ABILENE P.O. BOX 7108 ABILENE, TX 79608-7108	NON-PROFIT	501(C)(3)	500.
ABILENE YOUTH SPORTS AUTHORITY 1135 EN 10TH ST ABILENE, TX 79601	NON-PROFIT EDUCATIONAL	501(C)(3)	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			18,500.

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TAX PREPARER          221
TRUST ADMINISTRATOR   5                         LEGEND   F - FEDERAL     S - STATE     I - INHERITED
INVESTMENT OFFICER    2                                  E - EXEMPT FROM STATE  U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION          SHARES         DATE           SALES PRICE        COST BASIS        GAIN/LOSS     TERM
--------------------          ------         ----           -----------        ----------        ---------     ----

      76 6280  DODGE & COX INCOME FD - 256210105 - MINOR = 94
           SOLD                          04/09/2010             1000 76
           ACQ            76 6280        10/21/2009             1000 76            990 80              9 96     ST
     873 1200  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          01/15/2010              873 12
           ACQ           582 0800        08/18/2006              582 08            568 89             13 19     LT15
                         291 0400        08/18/2006              291 04            284 58              6 46     LT15
     800 5600  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          02/15/2010              800 56
           ACQ           533 7100        08/18/2006              533 71            521 62             12 09     LT15
                         266 8500        08/18/2006              266 85            260 93              5 92     LT15
    1144 9700  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          03/15/2010             1144 97
           ACQ           763 3100        08/18/2006              763 31            746 02             17 29     LT15
                         381 6600        08/18/2006              381 66            373 19              8 47     LT15
     882 0000  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          04/15/2010              882 00
           ACQ           588 0000        08/18/2006              588 00            574 68             13 32     LT15
                         294 0000        08/18/2006              294 00            287 48              6 52     LT15
     722 1800  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          05/15/2010              722 18
           ACQ           481 4500        08/18/2006              481 45            470 54             10 91     LT15
                         240 7300        08/18/2006              240 73            235 39              5 34     LT15
     858 1600  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          06/15/2010              858 16
           ACQ           572 1100        08/18/2006              572 11            559 15             12 96     LT15
                         286 0500        08/18/2006              286.05            279 70              6 35     LT15
     784 2700  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          07/15/2010              784 27
           ACQ           522 8500        08/18/2006              522 85            511 00             11 85     LT15
                         261 4200        08/18/2006              261 42            255 62              5 80     LT15
     802 5300  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          08/15/2010              802 53
           ACQ           535 0200        08/18/2006              535.02            522 90             12 12     LT15
                         267 5100        08/18/2006              267 51            261 58              5 93     LT15
    1018 4300  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          09/15/2010             1018 43
           ACQ           678 9500        08/18/2006              678 95            663 57             15 38     LT15
                         339 4800        08/18/2006              339 48            331 95              7 53     LT15
    1139 0300  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          10/15/2010             1139 03
           ACQ           759 3500        08/18/2006              759 35            742 15             17 20     LT15
                         379 6800        08/18/2006              379 68            371 26              8 42     LT15
     968 3900  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          11/15/2010              968 39
           ACQ           645 5900        08/18/2006              645 59            630 96             14 63     LT15
                         322 8000        08/18/2006              322 80            315 64              7 16     LT15
    1109 4700  FHLMC POOL #FGG11777 5 000% 10/01/20 - 31283K6N3 - MINOR = 17
           SOLD                          12/15/2010             1109 47
           ACQ           739 6500        08/18/2006              739 65            722 89             16 76     LT15
                         369 8200        08/18/2006              369 82            361 61              8 21     LT15
     126 0080  FEDERATED GOVT ULTRASHT DURATION FD - 31420B888 - MINOR = 94
           SOLD                          04/09/2010             1250 00
           ACQ           126 0080        12/09/2009             1250 00           1248 74              1 26     ST
   25000 0000  MERRILL LYNCH & CO    5 770%  7/25/11 - 59018YXZ9 - MINOR = 25
           SOLD                          12/13/2010            25747 50
           ACQ         25000 0000        10/20/2006            25747 50          25049 84            697 66     LT15
     126 6460  PIMCO SHORT TERM FUND-INST - 693390601 - MINOR = 94
           SOLD                          04/09/2010             1250 00
           ACQ           126 6460        11/25/2009             1250 00           1246 20              3 80     ST
      90 6620  PIMCO TOTAL RETURN FUND-INST - 693390700 - MINOR = 94
           SOLD                          04/09/2010             1000 00
           ACQ            90 6620        10/21/2009             1000 00            990 03              9 97     ST
      51 1250  VANGUARD INTERM-TERM INV GRADE FUND - 922031885 - MINOR = 94
           SOLD                          04/09/2010              500 00
           ACQ            51 1250        10/21/2009              500 00            492 84              7 16     ST
                                                        ---------------    ---------------
                                         TOTALS                41851 37           40871 75
                                                        ===============    ===============


SUMMARY OF CAPITAL GAINS/LOSSES
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FEDERAL                     SHORT TERM   LONG TERM 28%   LONG TERM 15%    ST WASH SALE    LT WASH SALE     1250 GAIN
                          ------------   -------------   -------------    ------------    ------------  ------------
SUBTOTAL FROM ABOVE              32 15            0 00          947 47            0 00            0 00          0 00*
COMMON TRUST FUND                 0 00            0 00            0 00                                          0 00
CAPITAL GAIN DIVIDENDS            0 00            0 00          284 89                                          0 00
                          ------------    ------------    ------------    ------------    ------------  ------------
                                 32 15            0 00         1232 36            0 00            0 00          0 00
                          ============    ============    ============    ============    ============  ============
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