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Form

990-PF

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE JAMES W AND FRANCES GIBSON MCGLOTHLIN FOUNDATION		A Employer identification number  26-3533035	
Number and street (or P O box number if mail is not delivered to street address) 1005 GLENWAY AVENUE		B Telephone number (see instructions)  (276) 645-1436	
City or town, state, and ZIP code BRISTOL, VA 24201		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 21,312,552	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.)	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	3 Interest on savings and temporary cash investments	441	441		
	4 Dividends and interest from securities. . . . .	836,595	836,595		
	5a Gross rents . . . . .				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	210,064			
	b Gross sales price for all assets on line 6a _____ 18,968,055				
	7 Capital gain net income (from Part IV, line 2) . . . .		1,589,100		
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold . . . . .				
	c Gross profit or (loss) (attach schedule) . . . . .				
	11 Other income (attach schedule) . . . . .	-65,762	14,067		
	12 <b>Total.</b> Add lines 1 through 11 . . . . .	981,338	2,440,203		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages . . . . .				
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .				
	c Other professional fees (attach schedule) . . . . .	25,686	0		25,686
	17 Interest . . . . .				
	18 Taxes (attach schedule) (see instructions)	22,599	0		25
	19 Depreciation (attach schedule) and depletion . . . .				
	20 Occupancy . . . . .				
	21 Travel, conferences, and meetings . . . . .				
	22 Printing and publications . . . . .	2,766	0		2,766
	23 Other expenses (attach schedule) . . . . .	117,264	117,264		0
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	168,315	117,264		28,477
	25 Contributions, gifts, grants paid . . . . .	1,695,526			1,695,526
	26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	1,863,841	117,264		1,724,003
	27 Subtract line 26 from line 12				
	a <b>Excess of revenue over expenses and disbursements</b>	-882,503			
	b <b>Net investment income</b> (if negative, enter -0-)		2,322,939		
	c <b>Adjusted net income</b> (if negative, enter -0-)				

Part II

Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .		
	2	Savings and temporary cash investments . . . . .	570,093	569,283
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	7,387	
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		
	5	Grants receivable . . . . .		
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .		
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____		
	8	Inventories for sale or use . . . . .		
	9	Prepaid expenses and deferred charges . . . . .		
	10a	Investments—U S and state government obligations (attach schedule)		
	b	Investments—corporate stock (attach schedule) . . . . .	16,568,081	11,403,873
	c	Investments—corporate bonds (attach schedule). . . . .	3,696,000	
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
	12	Investments—mortgage loans . . . . .		
	13	Investments—other (attach schedule) . . . . .	298,599	9,339,396
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____		
Liabilities	15	Other assets (describe ▶ _____)		
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,140,160	21,312,552
	17	Accounts payable and accrued expenses . . . . .	15,602	27,318
	18	Grants payable . . . . .		
	19	Deferred revenue . . . . .		
	20	Loans from officers, directors, trustees, and other disqualified persons		
	21	Mortgages and other notes payable (attach schedule) . . . . .		
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)	-9,937	-1,363
	23	Total liabilities (add lines 17 through 22) . . . . .	5,665	25,955
		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted . . . . .	21,134,495	21,286,597
	25	Temporarily restricted . . . . .		
	26	Permanently restricted . . . . .		
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds . . . . .		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund		
	29	Retained earnings, accumulated income, endowment, or other funds		
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	21,134,495	21,286,597
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	21,140,160	21,312,552

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	21,134,495
2	Enter amount from Part I, line 27a . . . . .	2	-882,503
3	Other increases not included in line 2 (itemize) ▶ _____	3	1,064,380
4	Add lines 1, 2, and 3 . . . . .	4	21,316,372
5	Decreases not included in line 2 (itemize) ▶ _____	5	29,775
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	21,286,597

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co )		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr )	(d) Date sold (mo , day, yr )
1 a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 18,968,055		17,378,955	1,589,100
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			1,589,100
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,589,100
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . .		3	

Part V

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,215,872	14,685,104	0 082796
2010	376,054	3,467,765	0 108443
2009	0	0	0 000000
2008	0	0	0 000000
2007			

2 Total of line 1, column (d). . . . .	2	0 191239
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .	3	0 047810
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	21,425,755
5 Multiply line 4 by line 3. . . . .	5	1,024,365
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	23,229
7 Add lines 5 and 6. . . . .	7	1,047,594
8 Enter qualifying distributions from Part XII, line 4. . . . . 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	8	1,724,003

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	23,229
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	23,229
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	23,229
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	24,439	
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	24,439
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	1,210
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> 1,210	Refunded <input type="checkbox"/>	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 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		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> VA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶THE FOUNDATION Telephone no ▶(276) 645-1436 Located at ▶1005 GLENWAY AVENUE BRISTOL VA ZIP +4 ▶24201			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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? ( <b>Exception.</b> 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 <b>any</b> 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 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?. . . . .	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 <b>all</b> years listed, answer "No" and attach statement—see instructions ). . . . .	2b		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> ). . . . .	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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		No
	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?			
	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?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
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	CHAIRMAN/PRESIDENT/DIRECTOR	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 24201	1 00			
FRANCES G MCGLOTHLIN	VICE	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 24201	PRESIDENT/SECRETARY/DIRECTOR			
1 00				
BARBARA BJERKE	TREASURER	0	0	0
1005 GLENWAY AVENUE BRISTOL,VA 24201	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
UNITED MANAGEMENT COMPANY LLC	INVESTMENT MANAGEMENT	108,251
1005 GLENWAY AVENUE BRISTOL,VA 24201		
Total number of others receiving over \$50,000 for professional services. <div></div>		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3. . . . .	0



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	21,198,289
b	Average of monthly cash balances. . . . .	1b	553,747
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	21,752,036
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	21,752,036
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	326,281
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,425,755
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,071,288

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	1,071,288
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	23,229
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	23,229
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,048,059
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	1,048,059
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	1,048,059

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	1,724,003
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	1,724,003
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). . . . .	5	23,229
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,700,774
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,048,059
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .				479,130
e From 2011. . . . .				506,589
f Total of lines 3a through e. . . . .	985,719			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,724,003				
a Applied to 2011, 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 2012 distributable amount. . . . .				1,048,059
e Remaining amount distributed out of corpus	675,944			
5 Excess distributions carryover applied to 2012 (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	1,661,663			
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 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	1,661,663			
10 Analysis of line 9				
a Excess from 2008. . . . .				
b Excess from 2009. . . . .				
c Excess from 2010. . . . .				479,130
d Excess from 2011. . . . .				506,589
e Excess from 2012. . . . .				675,944

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	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) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number 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)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	1,695,526
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . . .					
<b>3</b>	Interest on savings and temporary cash investments			14	441	
<b>4</b>	Dividends and interest from securities. . . . .			14	836,595	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .			14	14,067	
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	210,064	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. . . . .					
	PASSTHROUGH - ENTERPRISE PRODUCTS	525990	-10,397			
<b>11</b>	Other revenue <b>a</b> PARTNERS L P					
	PASSTHROUGH - NATURAL RESOURCE	525990	1,126			
<b>b</b>	PARTNERS L P					
	PASSTHROUGH - NATURAL RESOURCE	525990	4,291			
<b>c</b>	PARTNERS L P					
<b>d</b>	PASSTHROUGH - QR ENERGY, LP	525990	-9,629			
<b>e</b>	PASSTHROUGH - LINN ENERGY, LLC	525990	-65,220			
<b>12</b>	Subtotal Add columns (b), (d), and (e). . . . .		-79,829		1,061,167	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . . (See worksheet in line 13 instructions to verify calculations )			<b>13</b>	<b>981,338</b>	

[illegible]

<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>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> 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? . . . . ☐ Yes ☒ No

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

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

**Sign  
Here**

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

*****	2013-05-13	*****	May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Signature of officer or trustee	Date	Title	

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


**Paid  
Preparer  
Use  
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN  P00358837
	JANICE A RATICA	JANICE A RATICA			
	Firm's name <input type="checkbox"/>	CHERRY BEKAERT LLP		Firm's EIN <input type="checkbox"/> 56-0574444	
		1111 METROPOLITAN AVENUE SUITE 1000			
	Firm's address <input type="checkbox"/>	CHARLOTTE, NC 28204		Phone no (704) 377-1678	

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
THE COLLEGE OF WILLIAM & MARY 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	SCHOOL	BRAFFERTON RENOVATIONS AT THE COLLEGE OF W&M FOUNDATION	125,000
THE COLLEGE OF WILLIAM & MARY 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	SCHOOL	MCGLOTHLIN LEADERSHIP FORUM AT THE W&M BUSINESS SCHOOL FOUNDATION & MARSHALL-WYTHE SCHOOL OF LAW	86,514
THE COLLEGE OF WILLIAM & MARY 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	SCHOOL	MCGLOTHLIN FUND AT THE W&M BUSINESS SCHOOL FOUNDATION	250,000
THE COLLEGE OF WILLIAM & MARY 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	SCHOOL	SUPPORT AEF - FOOTBALL AT THE ATHLETIC EDUCATION FOUNDATION	25,000
THE FIRST TEE (DIVISION OF WORLD GOLF FOUNDATION INC) ONE WORLD GOLF PLACE ST AUGUSTINE,FL 32092	NONE	509(A)(1)	FIRST TEE CAMPAIGN FOR 10 MILLION YOUNG PEOPLE	250,000
UNITED WAY OF BRISTOL TN-VA PO BOX 696 BRISTOL,TN 37621	NONE	509(A)(1)	GENERAL SUPPORT	50,000
QUINNIPIAC UNIVERSITY 275 MOUNT CARMEL AVENUE HAMDEN,CT 06518	NONE	SCHOOL	ENDOWED SCHOLARSHIP FUND	100,000
MOUNTAIN MISSION SCHOOL INC 1 HURLEY STREET GRUNDY,VA 24641	NONE	SCHOOL	GENERAL SUPPORT	113,831
UNIV OF PITTSBURGH MEDICAL & HEALTH SCIENCES FDN 3600 FORBES AVENUE SUITE 8084 PITTSBURGH,PA 15213	NONE	509(A)(3) TYPE I	MCGLOTHLIN FUND FOR MELANOMA RESEARCH	250,000
ST MARK CATHOLIC CHURCH 608 WEST MAIN STREET RICHMOND,KY 40475	NONE	CHURCH	GENERAL SUPPORT	10,000
HIGHLANDS FELLOWSHIP CHURCH 22417 WATAUGA ROAD ABINGDON,VA 24211	NONE	CHURCH	PEACE CENTER	25,000
IMMOKALEE FOUNDATION 3960 RADIO ROAD 207 NAPLES,FL 34104	NONE	509(A)(1)	GENERAL SUPPORT	5,000
NAPLES CHILDREN & EDUCATION FOUNDATION 6200 SHIRLEY STREET UNIT 206 NAPLES,FL 34109	NONE	509(A)(2)	SUPPORT NAPLES WINTER WINE FESTIVAL	44,753
GIRLS INC 613 HIGHLAND AVENUE BRISTOL,VA 24201	NONE	509(A)(1)	GENERAL SUPPORT	700
THE BENJAMIN SCHOOL 11000 ELLISON WILSON ROAD NORTH PALM BEACH,FL 33408	NONE	SCHOOL	GENERAL SUPPORT	5,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
PINE VALLEY BIBLE CONFERENCE 504 CHAPEL DRIVE ELLWOOD CITY,PA 161174702	NONE	509(A)(1)	GENERAL SUPPORT	5,000
AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND EDUCATION 321 N CLARK STREET CHICAGO,IL 60654	NONE	509(A)(3) TYPE I	ABA SECTION OF LITIGATION - JUDICIAL INTERN OPPORTUNITY PROGRAM	5,000
BRISTOL FAITH IN ACTION 703 CHESTER STREET BRISTOL,VA 24201	NONE	509(A)(1)	GENERAL SUPPORT	25,000
TRICITIES DIAPER MINISTRY PO BOX 1421 BRISTOL,VA 24203	NONE	509(A)(2)	GENERAL SUPPORT	5,000
BRISTOL EMERGENCY FOOD PANTRY PO BOX 1471 BRISTOL,VA 242031471	NONE	509(A)(1)	GENERAL SUPPORT	25,000
PHILHARMONIC CENTER FOR THE ARTS 5833 PELICAN BAY BOULEVARD NAPLES,FL 34108	NONE	509(A)(1)	GENERAL SUPPORT FOR PHILHARMONIC ORCHESTRA & YOUTH PROGRAMS	5,000
SAN FRANCISCO PUBLIC SCHOOLS PRESIDIO EARLY EDUCATION SCHOOL 387 MORAGA AVENUE SAN FRANCISCO,CA 94129	NONE	GOVERNMENT	GENERAL SUPPORT FOR MUSIC & MOVEMENT PROGRAMS	9,728
TODD WAGNER FOUNDATION 3008 TAYLOR STREET DALLAS,TX 75226	NONE	PRIVATE FOUNDATION	BOYS & GIRLS CLUB OF BRISTOL VA/TN	250,000
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 200 N BOULEVARD RICHMOND,VA 232204007	NONE	509(A)(1)	GENERAL SUPPORT	25,000
<b>Total</b> . . . . .  <b>3a</b>				1,695,526



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

TY 2012 Expenditure Responsibility Statement

**Name:** THE JAMES W AND FRANCES GIBSON  
MCGLOTHLIN FOUNDATION  
**EIN:** 26-3533035

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
TODD R WAGNER FOUNDATION	3008 TAYLOR STREET DALLAS, TX 75226	2012-04-09	250,000	GENERAL SUPPORT FOR THE BOYS AND GIRLS CLUB OF BRISTOL VA/TN, A PUBLIC CHARITY	250,000			2013-04-09	

TY 2012 Investments Corporate  
Stock Schedule

**Name:** THE JAMES W AND FRANCES GIBSON  
                  MCGLOTHLIN FOUNDATION  
**EIN:** 26-3533035

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M CO	109,099	109,099
ACCENTURE PLC-CL A	49,875	49,875
AFLAC INC	119,520	119,520
AIR PRODUCTS & CHEMICALS INC	92,422	92,422
ALLSTATE CORP	144,612	144,612
ALTRIA GROUP INC	393,000	393,000
AMERICAN ELECTRIC POWER CO	324,368	324,368
APPLE INC.	266,087	266,087
ARC RESOURCES LTD COMMON SHARES	245,455	245,455
ASTRAZENECA PLC SPONS ADR	189,080	189,080
AT&T INC	619,421	619,421
AUTOMATIC DATA PROCESSING INC	113,860	113,860
BANK OF AMERICA CORP	232,200	232,200
BB & T CORP	291,100	291,100
BCE INC	111,644	111,644
BRISTOL MYERS SQUIBB CO	94,511	94,511
CENTURYLINK INC	102,690	102,690
CHEVRON CORP	108,140	108,140
CHUBB CORP	112,980	112,980
COCA-COLA CO	108,750	108,750
CONOCOPHILLIPS	107,282	107,282
CSX CORP	197,300	197,300
DARDEN RESTAURANTS INC	99,154	99,154
DOMINION RESOURCES INC VA	103,600	103,600
DUKE ENERGY CORP	97,805	97,805
E I DU PONT DE NEMOURS & CO	89,958	89,958
ELI LILLY & CO	379,764	379,764
EMERSON ELECTRIC CO	100,624	100,624
EXXON MOBIL CORP	404,621	404,621
FIRSTENERGY CORP	98,136	98,136

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENERAL ELECTRIC CO	426,097	426,097
GENERAL MILLS INC	104,082	104,082
GENUINE PARTS CO	101,728	101,728
GLAXOSMITHKLINE PLC SPONS ADR	103,241	103,241
ILLINOIS TOOL WORKS INC	120,100	120,100
INTEL CORP	93,821	93,821
INTERNATIONAL BUSINESS MACHINES CORP	105,353	105,353
INTERNATIONAL PAPER CO	125,496	125,496
JOHNSON & JOHNSON	389,055	389,055
JP MORGAN CHASE & CO	114,319	114,319
KIMBERLY-CLARK CORP	122,424	122,424
LOCKHEED MARTIN CORP	115,824	115,824
MC DONALDS CORP	88,210	88,210
MEADWESTVACO CORP	105,171	105,171
MERCK AND CO INC	316,262	316,262
MICROSOFT CORP	95,488	95,488
NORFOLK SOUTHERN CORP	98,944	98,944
NUCOR CORP	448,864	448,864
PEPCO HOLDINGS INC	343,175	343,175
PEPSICO INC	104,356	104,356
PFIZER INC	376,185	376,185
PRAXAIR INC	54,725	54,725
PROCTER & GAMBLE CO	105,230	105,230
QUALCOMM INC	106,709	106,709
ROYAL DUTCH SHELL PLC ADR	101,701	101,701
SEADRILL LIMITED	99,360	99,360
SOUTHERN CO	94,182	94,182
SYSCO CORP	109,227	109,227
TECO ENERGY INC	92,180	92,180
TEXAS INSTRUMENTS INC	97,304	97,304

Name of Stock	End of Year Book Value	End of Year Fair Market Value
THE TRAVELERS COMPANIES INC.	118,503	118,503
UNITED TECHNOLOGIES CORP	106,613	106,613
US BANCORP DEL	114,984	114,984
V F CORP	98,131	98,131
VERIZON COMMUNICATIONS INC	374,286	374,286
VODAFONE GROUP PLC SPONS ADR	88,165	88,165
WALMART STORES INC	121,108	121,108
WELLS FARGO & CO	116,212	116,212

**TY 2012 Investments - Other Schedule****Name:** THE JAMES W AND FRANCES GIBSON

MCGLOTHLIN FOUNDATION

**EIN:** 26-3533035

<b>Category / Item</b>	<b>Listed at Cost or FMV</b>	<b>Book Value</b>	<b>End of Year Fair Market Value</b>
CONSUMER DISCRETIONARY SELECT SPDR FUND	FMV	374,768	374,768
CONSUMER STAPLES SPDR FUND	FMV	340,275	340,275
GUGGENHEIM S&P 500 EQUAL WEIGHT ETF	FMV	319,920	319,920
HEALTH CARE SELECT SECTOR SPDR FUND	FMV	358,929	358,929
ISHARES DOW JONES TELECOMMUNICATIONS SECTOR INDEX FUND	FMV	339,640	339,640
ISHARES IBOXX HIGH YLD CORP BOND	FMV	1,586,950	1,586,950
ISHARES S&P 100 INDEX FUND	FMV	323,450	323,450
MATERIALS SELECT SECTOR SPDR FUND	FMV	315,336	315,336
POWERSHARES HIGH YIELD CORPORATE BOND PORTFOLIO	FMV	385,020	385,020
SECTOR SPDR TR SBI INT-FINL SEDOL 2364038	FMV	348,697	348,697
SECTOR SPDR TRUST S/B/I-ENERGY	FMV	321,390	321,390
SECTOR SPDR TRUST S/B/I-INDUSTRIAL	FMV	341,100	341,100
SPDR SERIES TRUST BARCLAYS HIGH YIELD BOND ETF	FMV	1,546,980	1,546,980
SPDR S&P 500 ETF TRUST	FMV	569,640	569,640
TECHNOLOGY SELECT SECTOR SPDR FUND	FMV	631,815	631,815
UTILITIES SELECT SECTOR SPDR FUND	FMV	314,289	314,289
VANGUARD LARGE-CAP ETF	FMV	456,120	456,120
ENTERPRISE PRODUCTS PARTNERS L P (PTP)	FMV	112,680	112,680
LINN ENERGY LLC UNITS	FMV	352,397	352,397

**TY 2012 Other Decreases Schedule**

**Name:** THE JAMES W AND FRANCES GIBSON  
MCGLOTHLIN FOUNDATION

**EIN:** 26-3533035

Description	Amount
NONDIVIDEND DISTRIBUTIONS	29,775

**TY 2012 Other Expenses Schedule**

**Name:** THE JAMES W AND FRANCES GIBSON  
MCGLOTHLIN FOUNDATION

**EIN:** 26-3533035

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	210	210		0
MANAGEMENT FEES	116,826	116,826		0
DEPOSITORY FEES	228	228		0

## TY 2012 Other Income Schedule

**Name:** THE JAMES W AND FRANCES GIBSON  
MCGLOTHLIN FOUNDATION

**EIN:** 26-3533035

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	7	7	7
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	1	1	1
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	420	420	420
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	-185	-185	-185
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	82	82	82
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	-1,126	-1,126	-1,126
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	583	583	583
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	3,273	3,273	3,273
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	17,786	17,786	17,786
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	-4,291	-4,291	-4,291
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	-49	-49	-49
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	-2,593	-2,593	-2,593
PASSTHROUGH - QR ENERGY, LP	1	1	1
PASSTHROUGH - LINN ENERGY, LLC	158	158	158
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	-10,397		-10,397
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	1,126		1,126
PASSTHROUGH - NATURAL RESOURCE PARTNERS L P	4,291		4,291
PASSTHROUGH - QR ENERGY, LP	-9,629		-9,629
PASSTHROUGH - LINN ENERGY, LLC	-65,220		-65,220



**TY 2012 Other Increases Schedule**

**Name:** THE JAMES W AND FRANCES GIBSON  
MCGLOTHLIN FOUNDATION

**EIN:** 26-3533035

Description	Amount
NET UNREALIZED GAINS	921,879
PARTNERSHIP DISTRIBUTIONS RECORDED AS INCOME ON BOOKS	76,739
PARTNERSHIP PASSTHROUGH INCOME AND EXPENSES NOT RECORDED ON BOOKS	65,762

## TY 2012 Other Liabilities Schedule

**Name:** THE JAMES W AND FRANCES GIBSON  
 MCGLOTHLIN FOUNDATION

**EIN:** 26-3533035

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	-9,937	-1,363

**TY 2012 Other Professional Fees Schedule**

**Name:** THE JAMES W AND FRANCES GIBSON  
MCGLOTHLIN FOUNDATION

**EIN:** 26-3533035

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	25,686	0		25,686

**TY 2012 Taxes Schedule**

**Name:** THE JAMES W AND FRANCES GIBSON  
MCGLOTHLIN FOUNDATION

**EIN:** 26-3533035

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECTION 4940 TAX	22,574	0		0
TAXES & LICENSES	25	0		25