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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

Return of Private Foundation

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

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation THE JAMES W AND FRANCES GIBSON MCGLOTHLIN FOUNDATION		<b>A Employer identification number</b>  26-3533035	
Number and street (or P O box number if mail is not delivered to street address) 1005 GLENWAY AVENUE		<b>B Telephone number</b> (see instructions)  (276) 645-1436	
City or town, state or province, country, and ZIP or foreign postal code BRISTOL, VA 24201		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 23,818,151		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> 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.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)	12,500			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	514	514		
	<b>4</b> Dividends and interest from securities. . . . .	651,826	651,826		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	4,253,970			
	<b>b</b> Gross sales price for all assets on line 6a 40,432,375				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . .		4,302,181		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold . . . . .				
Operating and Administrative Expenses	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	59,314	80,048		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	4,978,124	5,034,569		
	<b>13</b> Compensation of officers, directors, trustees, etc	0	0		0
	<b>14</b> Other employee salaries and wages . . . . .	7,481	0		7,481
	<b>15</b> Pension plans, employee benefits . . . . .	596	0		596
	<b>16a</b> Legal fees (attach schedule). . . . .				
	<b>b</b> Accounting fees (attach schedule). . . . .				
	<b>c</b> Other professional fees (attach schedule) . . . . .	21,231	0		21,231
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	48,900	0		25
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .	71	0		71
	<b>22</b> Printing and publications . . . . .	2,317	0		2,317
	<b>23</b> Other expenses (attach schedule). . . . .	106,693	106,255		438
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	187,289	106,255		32,159
	<b>25</b> Contributions, gifts, grants paid . . . . .	1,172,785			1,661,285
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,360,074	106,255		1,693,444
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	3,618,050			
	<b>b Net investment income</b> (if negative, enter -0-)		4,928,314		
	<b>c 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 . . . . .	569,283	1,796,780	1,796,780
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) . . . . .	11,403,873	7,650,978	7,650,978
	c	Investments—corporate bonds (attach schedule). . . . .			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .	9,339,396	14,370,393	14,370,393
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	21,312,552	23,818,151	23,818,151	
Liabilities	17	Accounts payable and accrued expenses . . . . .	27,318	11,484	
	18	Grants payable . . . . .		998,020	
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ _____)	-1,363	1,412	
	23	Total liabilities (add lines 17 through 22) . . . . .	25,955	1,010,916	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	21,286,597	22,807,235	
	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) . . . . .	21,286,597	22,807,235	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	21,312,552	23,818,151	

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	21,286,597
2	Enter amount from Part I, line 27a . . . . .	2	3,618,050
3	Other increases not included in line 2 (itemize) ▶ _____	3	39,906
4	Add lines 1, 2, and 3 . . . . .	4	24,944,553
5	Decreases not included in line 2 (itemize) ▶ _____	5	2,137,318
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	22,807,235

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	P		
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 40,432,375		36,130,194	4,302,181
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
a			4,302,181
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	4,302,181
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))
2012	1,700,774	21,425,755	0 079380
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

2	Total of line 1, column (d). . . . .	2	0 270619
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 054124
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .	4	22,673,221
5	Multiply line 4 by line 3. . . . .	5	1,227,165
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	49,283
7	Add lines 5 and 6. . . . .	7	1,276,448
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	1,693,444

<b>Part VI    Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)</b>		
<b>1a</b> 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>b</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 . . . . .	<b>1</b>	49,283
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	0
<b>3</b> Add lines 1 and 2. . . . .	<b>3</b>	49,283
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	49,283
<b>6</b> Credits/Payments		
<b>a</b> 2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	49,310
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d. . . . .	<b>7</b>	49,310
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	4
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . .	<b>10</b>	23
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 23 <b>Refunded</b>	<b>11</b>	0

<b>Part VII-A    Statements Regarding Activities</b>			
<b>1a</b> 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? . . . . .	<b>1a</b>	<b>Yes</b>	<b>No</b>
<b>b</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)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<b>1b</b>		<b>No</b>
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation  \$ _____ 0 <b>(2)</b> On foundation managers  \$ _____ 0			
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____ 0			
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>		<b>No</b>
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>		<b>No</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>	<b>Yes</b>	
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>	<b>Yes</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>		<b>No</b>
<b>6</b> 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? . . . . .	<b>6</b>	<b>Yes</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	<b>Yes</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) VA _____			
<b>b</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? <i>If "No," attach explanation.</i>	<b>8b</b>	<b>Yes</b>	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>		<b>No</b>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>		<b>No</b>

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 ORGANIZATION 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 Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	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.	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 2013?.	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. 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 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</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 2013?	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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did <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		
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES W MCGLOTHLIN	CHAIRMAN/PRESIDENT/DIRECTO	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/D			
	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 1005 GLENWAY AVENUE BRISTOL,VA 24201	INVESTMENT MANAGEMENT	96,924
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	18,911,899
b	Average of monthly cash balances. . . . .	1b	4,106,599
c	Fair market value of all other assets (see instructions). . . . .	1c	0
d	Total (add lines 1a, b, and c). . . . .	1d	23,018,498
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	23,018,498
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	345,277
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,673,221
6	Minimum investment return. Enter 5% of line 5. . . . .	6	1,133,661

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	1,133,661
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a	49,283
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	49,283
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	1,084,378
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	0
5	Add lines 3 and 4. . . . .	5	1,084,378
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	1,084,378

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	1,693,444
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	1,693,444
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	49,283
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	1,644,161
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,084,378
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only. . . . .			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008. . . . .				
b From 2009. . . . .				
c From 2010. . . . .				479,130
d From 2011. . . . .				506,589
e From 2012. . . . .				675,944
f Total of lines 3a through e. . . . .	1,661,663			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,693,444				
a Applied to 2012, 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 2013 distributable amount. . . . .				1,084,378
e Remaining amount distributed out of corpus	609,066			
5 Excess distributions carryover applied to 2013 (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	2,270,729			
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 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				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). . . . .	12,500			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	2,258,229			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				466,630
c Excess from 2011. . . .				506,589
d Excess from 2012. . . .				675,944
e Excess from 2013. . . .				609,066

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . .			<b>▶ 3a</b>	1,661,285
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			<b>▶ 3b</b>	0

Enter gross amounts unless otherwise indicated

<b>Part XVI-B</b>	<b>Relationship of Activities to the Accomplishment of Exempt Purposes</b>
-------------------	--

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )

[illegible]

[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

<b>Sign Here</b>	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.		
	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;"></div> Signature of officer or trustee	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;"></div> Date	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;"></div> Title


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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name JANICE A RATICA	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00358837
	Firm's name      CHERRY BEKAERT LLP			Firm's EIN   56-0574444	
	Firm's address   1111 METROPOLITAN AVE STE 1000 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> Paid during the year				
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
BACKPACK BLESSINGS INC PO BOX 24 GRUNDY GRUNDY,VA 24614	NONE	509(A)(1)	PROVIDE FOOD PACKS TO CHILDREN FOR WEEKENDS	5,000
BLUE STOCKING CLUB PO BOX 1022 BRISTOL,TN 37621	NONE	509(A)(2)	EDUCATIONAL OUTREACH	5,000
BRISTOL TENNESSEE CITY SCHOOLS 615 MARTIN LUTHER KING JR BLVD BRISTOL,TN 37620	NONE	509(A)(2)	PROVIDE COATS & SHOES TO BRISTOL TN STUDENTS IN NEED	1,500
BUCHANAN COUNTY SCHOOLS 1176 BOOTH BRANCH ROAD GRUNDY,VA 24614	NONE	509(A)(2)	PROVIDE COATS & SHOES TO BUCHANAN CO STUDENTS IN NEED	15,150
CHARCOT-MARIE-TOOTH ASSOCIATION PO BOX 105 GLENOLDEN,PA 19036	NONE	509(A)(2)	GENERAL SUPPORT FOR RESEARCH	10,000
COMMUNITIES IN SCHOOLS OF VIRGINIA 220 LEE STREET BRISTOL,VA 24201	NONE	509(A)(2)	PROVIDE COATS & SHOES TO BRISTOL VA STUDENTS IN NEED	12,500
FELLOWSHIP OF CHRISTIAN ATHLETES PO BOX 664 PONTE VEDRA BEACH,FL 32004	NONE	509(A)(1)	GOLF MINISTRY	10,000
FOUNDATION FOR EDUCATIONAL AND DEVELOPMENTAL OPPORTUNITIES INC 139 TERRACE DRIVE BRISTOL,VA 24201	NONE	SCHOOL	GENERAL SUPPORT	75,000
GIRLS INC 613 HIGHLAND AVENUE BRISTOL,VA 24201	NONE	509(A)(1)	GENERAL SUPPORT	500
GIVE KIDS THE WORLD INC 210 SOUTH BASS ROAD KISSIMMEE,FL 34746	NONE	509(A)(2)	GENERAL SUPPORT	1,000
GOLISANO CHILDRENS MUSEUM OF NAPLES 15080 LIVINGSTON ROAD NAPLES,FL 34109	NONE	509(A)(1)	GENERAL SUPPORT	1,000
MARIN MONTESSORI SCHOOL INC 5200 PARADISE DRIVE CORTE MADERA,CA 94925	NONE	SCHOOL	ANNUAL FUND	5,000
MOUNTAIN MISSION SCHOOL INC 1 HURLEY STREET GRUNDY,VA 24641	NONE	SCHOOL	GENERAL SUPPORT	125,000
NAPLES CHILDREN & EDUCATION FOUNDATION 6200 SHIRLEY STREET UNIT 206 NAPLES,FL 34109	NONE	509(A)(2)	SUPPORT NAPLES WINTER WINE FESTIVAL	20,000
<b>Total . . . . .</b>  <b>3a</b>				1,661,285

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>				
PLANNED PARENTHOOD OF COLLIER COUNTY 1425 CREECH ROAD NAPLES,FL 34103	NONE	509(A)(1)	GENERAL SUPPORT	700
QUINNIPIAC UNIVERSITY 321 N CLARK STREET HAMDEN,CT 06518	NONE	SCHOOL	ENDOWED SCHOLARSHIP FUND	10,000
SAINT ALBANS SCHOOL MOUNT SAINT ALBAN WASHINGTON,DC 20016	NONE	509(A)(2)	GENERAL SUPPORT	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	32,935
ST MARK CATHOLIC CHURCH 608 WEST MAIN STREET RICHMOND,KY 40475	NONE	CHURCH	GENERAL SUPPORT	10,000
THE COLLEGE OF WILLIAM & MARY 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	SCHOOL	BRAFFERTON RENOVATIONS AT THE COLLEGE OF W&M FOUNDATION	126,000
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 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	500,000
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
VIRGINIA INTERMONT COLLEGE 1013 MOORE STREET BRISTOL,VA 24201	NONE	SCHOOL	ANNUAL FUND	150,000
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 200 N BOULEVARD RICHMOND,VA 232204007	NONE	509(A)(1)	GENERAL SUPPORT	35,000
<b>Total . . . . .</b>  <b>3a</b>				1,661,285



<b>Schedule B</b> (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	<b>Schedule of Contributors</b>  ▶ <b>Attach to Form 990, 990-EZ, or 990-PF.</b> ▶ <b>Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at <u>www.irs.gov/form990</u>.</b>	OMB No 1545-0047
		<b>2013</b>

<b>Name of the organization</b> THE JAMES W AND FRANCES GIBSON MCGLOTHLIN FOUNDATION	<b>Employer identification number</b> 26-3533035
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Organization type (check one)

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. . . . . ▶ \$ \_\_\_\_\_

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

<b>Name of organization</b> THE JAMES W AND FRANCES GIBSON MCGLOTHLIN FOUNDATION	<b>Employer identification number</b>  26-3533035
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

<b>Name of organization</b> THE JAMES W AND FRANCES GIBSON MCGLOTHLIN FOUNDATION	<b>Employer identification number</b>  26-3533035
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<b>Part III</b>	<b>Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.</b> Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of <b>\$1,000 or less</b> for the year (Enter this information once See instructions ) ▶ \$ Use duplicate copies of Part III if additional space is needed
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
	<div></div> <div></div>	<div></div> <div></div> <div></div>	

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

TY 2013 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	108,694	108,694
ACCENTURE PLC-CL A	115,108	115,108
AFLAC INC	100,200	100,200
AIR PRODUCTS & CHEMICALS INC	100,602	100,602
ALLSTATE CORP	100,899	100,899
ALTRIA GROUP INC	103,653	103,653
AMERICAN ELECTRIC POWER CO	100,491	100,491
APPLE INC.	112,204	112,204
AT&T INC	101,964	101,964
AUTOMATIC DATA PROCESSING INC	109,079	109,079
BCE INC	99,567	99,567
BRISTOL MYERS SQUIBB CO	106,300	106,300
CENTURYLINK INC	95,550	95,550
CHEVRON CORP	106,173	106,173
CHUBB CORP	96,630	96,630
CISCO SYSTEMS INC	98,692	98,692
COCA-COLA CO	103,275	103,275
COMCAST CORP	109,127	109,127
CONOCOPHILLIPS	95,378	95,378
DARDEN RESTAURANTS INC	103,303	103,303
DEERE & CO	109,596	109,596
DOMINION RESOURCES INC VA	97,035	97,035
DUKE ENERGY CORP	96,614	96,614
E I DU PONT DE NEMOURS & CO	107,201	107,201
ELI LILLY & CO	102,000	102,000
EMERSON ELECTRIC CO	105,270	105,270
EXXON MOBIL CORP	116,380	116,380
FORD MOTOR CO	231,450	231,450
GENERAL ELECTRIC CO	109,317	109,317
GENERAL MILLS INC	99,820	99,820

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GENUINE PARTS CO	103,987	103,987
GLAXOSMITHKLINE PLC SPONS ADR	101,441	101,441
HOME DEPOT INC	107,042	107,042
HUNTINGTON BANCSHARES INC	72,375	72,375
ILLINOIS TOOL WORKS INC	105,100	105,100
INTEL CORP	103,820	103,820
INTERNATIONAL BUSINESS MACHINES CORP	107,853	107,853
INTERNATIONAL PAPER CO	110,318	110,318
JOHNSON & JOHNSON	100,749	100,749
JP MORGAN CHASE & CO	116,960	116,960
KIMBERLY-CLARK CORP	96,625	96,625
LOCKHEED MARTIN CORP	111,495	111,495
LOWES COMPANIES INC	99,100	99,100
MC DONALDS CORP	97,030	97,030
MEADWESTVACO CORP	103,404	103,404
MEDTRONIC INC	100,432	100,432
MERCK AND CO INC	110,110	110,110
MICROSOFT CORP	97,266	97,266
NORFOLK SOUTHERN CORP	106,755	106,755
NUCOR CORP	98,753	98,753
OCCIDENTAL PETROLEUM CORP	95,100	95,100
ORACLE CORP	110,954	110,954
PEPSICO INC	95,381	95,381
PFIZER INC	98,016	98,016
PRAXAIR INC	104,024	104,024
PROCTER & GAMBLE CO	97,692	97,692
QUALCOMM INC	111,375	111,375
ROYAL DUTCH SHELL PLC ADR	99,778	99,778
SEADRILL LIMITED	86,268	86,268
SOUTHERN CO	98,664	98,664

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STANLEY BLACK & DECKER,INC.	108,932	108,932
SYSCO CORP	108,300	108,300
TECO ENERGY INC	98,268	98,268
TEXAS INSTRUMENTS INC	105,384	105,384
THE TRAVELERS COMPANIES INC.	104,121	104,121
UNITED TECHNOLOGIES CORP	113,800	113,800
US BANCORP DEL	109,080	109,080
VERIZON COMMUNICATIONS INC	98,280	98,280
VODAFONE GROUP PLC SPONS ADR	106,137	106,137
WALMART STORES INC	102,297	102,297
WALT DISNEY CO	110,780	110,780
WELLS FARGO & CO	108,960	108,960
WENDY'S COMPANY	87,200	87,200

TY 2013 Investments - Other Schedule

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

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CONSUMER DISCRETIONARY SELECT SPDR FUND	FMV	481,176	481,176
CONSUMER STAPLES SPDR FUND	FMV	386,820	386,820
GUGGENHEIM S&P 500 EQUAL WEIGHT CONSUMER DISCRETIONARY ETF	FMV	112,127	112,127
GUGGENHEIM S&P 500 EQUAL WEIGHT ETF	FMV	113,098	113,098
HEALTH CARE SELECT SECTOR SPDR FUND	FMV	310,464	310,464
ISHARES CORE S&P 500 ETF	FMV	2,784,750	2,784,750
ISHARES DOW JONES TELECOMMUNICATIONS SECTOR INDEX FUND	FMV	309,192	309,192
ISHARES DOW JONES US TRANSPORTATION INDEX FUND	FMV	197,850	197,850
ISHARES IBOXX HIGH YLD CORP BOND	FMV	464,400	464,400
ISHARES S&P 100 INDEX FUND	FMV	823,500	823,500
MARKET VECTORS ETF	FMV	106,220	106,220
MARKET VECTORS ETF TRUST	FMV	60,850	60,850
MATERIALS SELECT SECTOR SPDR FUND	FMV	314,296	314,296
POWERSHARES SENIOR LOAN PORT	FMV	373,200	373,200
RYDEX ETF TRUST CONSUMER STAPLE	FMV	112,725	112,725
RYDEX ETF TRUST FINANCIAL ETF	FMV	113,017	113,017
RYDEX ETF TRUST INDLS ETF	FMV	114,589	114,589
RYDEX ETF TRUST MATERIALS ETF	FMV	115,623	115,623
RYDEX ETF TRUST UTILITIES ETF	FMV	110,705	110,705
RYDEX S&P EQ WEIGHT HEALTHCARE ETF	FMV	110,420	110,420
RYDEX S&P EQUAL WEIGHT TECHNOLOGY ETF	FMV	115,605	115,605
SECTOR SPDR TR SBI INT-FINL SEDOL 2364038	FMV	316,970	316,970
SECTOR SPDR TRUST S/B/I-ENERGY	FMV	309,785	309,785
SECTOR SPDR TRUST S/B/I-INDUSTRIAL	FMV	397,176	397,176
SPDR BARCLAYS SHORT TERM CORPORATE	FMV	613,800	613,800
SPDR DOW JONES INDUSTRIAL AVERAGE ETF TRUST	FMV	925,500	925,500
SPDR SERIES TRUST BARCLAYS HIGH YIELD BOND ETF	FMV	2,978,460	2,978,460
SPDR S&P 500 ETF TRUST	FMV	405,600	405,600
TECHNOLOGY SELECT SECTOR SPDR FUND	FMV	318,086	318,086
UTILITIES SELECT SECTOR SPDR FUND	FMV	368,309	368,309



Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ENTERPRISE PRODUCTS PARTNERS L P (PTP)	FMV	106,080	106,080

## TY 2013 Other Decreases Schedule

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

**EIN:** 26-3533035

Description	Amount
NET UNREALIZED LOSS	638,298
PRIOR PERIOD ADJUSTMENT	1,499,020

**TY 2013 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	135	135		0
MANAGEMENT FEES	105,915	105,915		0
DEPOSITORY FEES	205	205		0
SUPPLIES	403	0		403
MISCELLANEOUS	35	0		35

**TY 2013 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	1	1	1
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	75	75	75
PASSTHROUGH - LINN ENERGY, LLC	80	80	80
PASSTHROUGH - LINN ENERGY, LLC	-6	-6	-6
PASSTHROUGH - LINN ENERGY, LLC	8,524	8,524	8,524
PASSTHROUGH - LINN ENERGY, LLC	-11,118	-11,118	-11,118
PASSTHROUGH - LINN ENERGY, LLC	-10,122	-10,122	-10,122
PASSTHROUGH - LINN ENERGY, LLC`	12,716	12,716	12,716
ORDINARY GAIN - ENTERPRISE PRODUCT PARTNERS	28,700	28,700	28,700
ORDINARY GAIN - LINN ENERGY, LLC	51,198	51,198	51,198
PASSTHROUGH - ENTERPRISE PRODUCTS PARTNERS L P	-8,018		-8,018
PASSTHROUGH - LINN ENERGY, LLC	-12,716		-12,716

**TY 2013 Other Increases Schedule**

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

**EIN:** 26-3533035

Description	Amount
NON DIVIDEND DISTRIBUTIONS	299
PARTNERSHIP DISTRIBUTIONS RECORDED AS INCOME ON BOOKS	19,023
PARTNERSHIP PASSTHROUGH INCOME AND EXPENSES NOT RECORDED ON BOOKS	20,584

## TY 2013 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	-1,363	1,412

**TY 2013 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	21,231	0		21,231

**TY 2013 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	48,875	0		0
TAXES & LICENSES	25	0		25