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DLN: 93491133015275

OMB No 1545-0052

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

Open to Public Inspection

For	cale	endar year 2014, or tax	year beginning 01-	01-2014	, a	nd ending 1	2-31-2014			
TH	IE JAME	S W AND FRANCES GIBSON					entification numb	er		
MO	CGLOTH	ILIN FOUNDATION				26-3533035				
		d street (or P O box number if mail is NWAY AVENUE	not delivered to street address	s) Room/suite		(276) 645-1436	mber (see instructions	ns)		
		n, state or province, country, and ZIP of 24201	or foreign postal code			C If exemption application is pending, check here				
G CI	neck a	Initial return Final return Address chai	Initial return of a A mended return nge Name change	former public charit	у	2. Foreign o test, chec	rganizations, check h rganizations meeting k here and attach co	the 85% F F		
		ype of organization			on		undation status was in 507(b)(1)(A), chec			
of //n	year (1 e 16)	ket value of all assets at end from Part II, col. (c), \$ 24,023,709	JAccounting method Other (specify) (Part I, column (d) musi	Cash Acc	rual		ation is in a 60-mont n 507(b)(1)(B), chec			
Pa	rt I	Analysis of Revenue total of amounts in columns (b), (necessarily equal the amounts in constructions)	c), and (d) may not column (a) (see	(a) Revenue and expenses per books	(b)	Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)		
	1	Contributions, gifts, grants, et	c , received (attach							
	2	schedule)								
		Sch B								
	3	Interest on savings and temp	•	476		476				
	4	Dividends and interest from s	ecurities	622,357		622,286				
	5a	Gross rents								
di	_	Net rental income or (loss)		348,784						
ž	the of four HE JAMES INCOLOTHLE More and 005 GLEN of the chart of the	Net gain or (loss) from sale of		348,784						
Revenue		Gross sales price for all asset 16,784,375	s on line 6 a							
ě	7	Capital gain net income (from	Part IV, line 2)			349,148				
	8	Net short-term capital gain .								
	9	Income modifications								
	10a	Gross sales less returns and allowances								
	_	Less Cost of goods sold .								
		Gross profit or (loss) (attach s	•			220				
		Other income (attach schedul				239				
	 	Total. Add lines 1 through 11		39,360		972,149		39,360		
		Compensation of officers, dire Other employee salaries and		18,031		0		18,031		
Ş.		Pension plans, employee bene	_	4,403		0		4,403		
38		Legal fees (attach schedule).		1,103				4,403		
<u>A</u>		Accounting fees (attach sche								
Щ		Other professional fees (attack		l		0		3,900		
and Administrative Expenses	_	Interest	•	74		74		0		
trat		Taxes (attach schedule) (see	instructions)	8,440		0		0		
Ē	19	Depreciation (attach schedule	•							
틸	20	Occupancy								
Ĭ	21	Travel, conferences, and mee	tings	248		0		248		
and	22	Printing and publications								
Ě	23	Other expenses (attach sched	dule)	139,683		128,172		69		
Operating	24	Total operating and administr	_							
Ž		Add lines 13 through 23		214,139		128,246		66,011		
ŏ	25	Contributions, gifts, grants pa	ıd	2,397,774				1,743,253		
	26	Total expenses and disbursem 25	ents. Add lines 24 and	2,611,913		128,246		1,809,264		
	27	Subtract line 26 from line 12		2,011,913		120,240		1,003,204		
		Excess of revenue over expen	ses and disbursements	-1,640,057						
		Net investment income (if neg		,,,,,,,,,,,		843,903				
	_	Adjusted net income (if negat	· · · · · · · · · · · · · · · · · · ·			-,				
			, ,	l	I			L		

Pa	rt II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash—non-interest-bearing	 ` ` 	(B) Book Value	(c) Full Flarket Value
	2	Savings and temporary cash investments		898,11	1 898,111
	3	Accounts receivable	, ,	<u>'</u>	,
	, J	Less allowance for doubtful accounts -			
	4	Pledges receivable -			
	7	Less allowance for doubtful accounts -			
	5	Grants receivable			<u> </u>
		Receivables due from officers, directors, trustees, and other			
	6				
	_	disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
sets	8	Inventories for sale or use			
υ, I	9	Prepaid expenses and deferred charges			
∢		Investments—U S and state government obligations (attach schedule)		057 7.004.47	7 004 476
	b	Investments—corporate stock (attach schedule)		_	
	С	Investments—corporate bonds (attach schedule)	0	4,513,40	7 4,513,407
	11	Investments—land, buildings, and equipment basis -			
		Less accumulated depreciation (attach schedule)			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	14,370,393	11,517,71	5 11,517,715
	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)	23,818,151		+
	17	Accounts payable and accrued expenses		<u> </u>	_
'n	18	Grants payable	998,020	1,652,54	1
abilities	19	Deferred revenue			
<u>=</u>	20	Loans from officers, directors, trustees, and other disqualified persons			
Lia	21	Mortgages and other notes payable (attach schedule)	1		
	22	Other liabilities (describe 🟲)	1,412	-7,74	8
	23	Total liabilities (add lines 17 through 22)	1,010,916	1,672,63	5
S		Foundations that follow SFAS 117, check here 🕨 🔽			
Ģ.		and complete lines 24 through 26 and lines 30 and 31.			
Fund Balance	24	Unrestricted	22,807,235	22,351,07	4
Ва	25	Temporarily restricted			
ы	26	Permanently restricted			
Fu		Foundations that do not follow SFAS 117, check here 🕨 🦵			
9		and complete lines 27 through 31.			
£	27	Capital stock, trust principal, or current funds			
Assets	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
Net	30	Total net assets or fund balances (see instructions)	22,807,235	22,351,07	4
	31	$\textbf{Total liabilities and net assets/fund balances} \ (\texttt{see} \ \texttt{instructions}) \qquad \textbf{.} \qquad \textbf{.}$	23,818,151	24,023,70 ⁻	9
Pa	rt II	Analysis of Changes in Net Assets or Fund Balances			
1	_	Total net assets or fund balances at beginning of year—Part II, column	n (a), line 30 (must a	gree	
		with end-of-year figure reported on prior year's return)		1	22,807,235
2		Enter amount from Part I, line 27a		2	-1,640,057
3		Other increases not included in line 2 (itemize)			1,183,896
4		Add lines 1, 2, and 3		4	22,351,074
5		Decreases not included in line 2 (itemize) ▶		5	0
6		Total net assets or fund balances at end of year (line 4 minus line 5)—	Part II, column (b), l	ine 30 . 6	22,351,074

	, a, a, a a a a a a a	LC Co)	P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(mo , day, yr)
PUBLICLY TRADED SE	CURITIES				
					or (loss) minus (g) 349,148 (h) gain minus ess than -0-) or m col (h)) 349,148 349,148
					
Gross sales price					or (loss)
· · · · · · · · · · · · · · · · · · ·	<u> </u>	plus expe			
16,784,	.375		16,435,22	7	349,148
nplete only for assets sho	wing gain in column (h) and owne			(I) Gains (Col	
FM V as of 12/31/69	(j) Adjusted basis as of 12/31/69		• • •	col (k), but not l Losses (fro	
					349,148
	or (net capital loss)	If (loss), enter -0 - ır		2	349,148
		ctions) If (loss), ento	er-0- • • }	3	
Qualification Und					
	der Section 4940(e) for R	educed Tax on N	let Investme	nt Income	
	der Section 4940(e) for Relate foundations subject to the se				
onal use by domestic priv	rate foundations subject to the se				
onal use by domestic priv n 4940(d)(2) applies, leav foundation liable for the s	vate foundations subject to the se ve this part blank ection 4942 tax on the distributa	ection 4940(a) tax or	net investment	income)	┌ Yes ┌ No
onal use by domestic prives, leaves of the second of the s	vate foundations subject to the se ve this part blank ection 4942 tax on the distributa qualify under section 4940(e) Do	ection 4940(a) tax or able amount of any ye o not complete this pa	ar in the base peart	income) eriod?	┌ Yes ┌ No
onal use by domestic priv n 4940(d)(2) applies, lead foundation liable for the s the foundation does not c er the appropriate amount	vate foundations subject to the se ve this part blank ection 4942 tax on the distributa	ection 4940(a) tax or able amount of any ye o not complete this pa	ar in the base peart	income) eriod? ries	┌ Yes ┌ No
onal use by domestic prive n 4940 (d)(2) applies, lead foundation liable for the state foundation does not compare amount (a) period years Calendar	vate foundations subject to the se ve this part blank ection 4942 tax on the distributa qualify under section 4940(e) Do in each column for each year, se	ection 4940(a) tax or able amount of any ye o not complete this pa ee instructions before (c)	ear in the base peart making any ent	ries (d) Distribution	n ratio
onal use by domestic prive n 4940(d)(2) applies, lead foundation liable for the state foundation does not contact the appropriate amount (a) period years Calendar ray year beginning in)	vate foundations subject to the se ve this part blank ection 4942 tax on the distributa qualify under section 4940(e) Do : in each column for each year, se (b) Adjusted qualifying distributions	ection 4940(a) tax or able amount of any ye o not complete this pa ee instructions before	ear in the base peart e making any ent	eriod?	n ratio by col (c))
onal use by domestic prive n 4940 (d)(2) applies, leave foundation liable for the state foundation does not control of the appropriate amount (a) period years Calendar rax year beginning in) 2013	vate foundations subject to the serve this part blank ection 4942 tax on the distributa qualify under section 4940(e) Do tin each column for each year, serve (b) Adjusted qualifying distributions 1,644,161	ection 4940(a) tax or able amount of any ye o not complete this pa ee instructions before (c)	ear in the base peart making any ent ble-use assets 22,673,221	ries (d) Distribution	n ratio by col (c)) 0 072516
onal use by domestic prive n 4940 (d)(2) applies, leave foundation liable for the state foundation does not consider the appropriate amount (a) period years Calendar retax year beginning in) 2013 2012	rate foundations subject to the serve this part blank ection 4942 tax on the distributa qualify under section 4940(e). Do in each column for each year, serve (b) Adjusted qualifying distributions 1,644,161 1,700,774	ection 4940(a) tax or able amount of any ye o not complete this pa ee instructions before (c)	ear in the base peart making any ent ble-use assets 22,673,221 21,425,755	ries (d) Distribution	n ratio by col (c)) 0 072516 0 079380
onal use by domestic prive in 4940 (d)(2) applies, lead foundation liable for the set the foundation does not contain the foundation does not contain the appropriate amount (a) period years Calendar rax year beginning in) 2013 2012 2011	ve this part blank ection 4942 tax on the distributa qualify under section 4940(e) Do in each column for each year, se (b) Adjusted qualifying distributions 1,644,161 1,700,774 1,215,872	ection 4940(a) tax or able amount of any ye o not complete this pa ee instructions before (c)	ear in the base peart making any ent ble-use assets 22,673,221 21,425,755 14,685,104	ries (d) Distribution	0 072516 0 079380 0 082796
onal use by domestic prive in 4940 (d)(2) applies, lead foundation liable for the sethe foundation does not compare the appropriate amount (a) period years Calendar rax year beginning in) 2013 2012 2011 2010	rate foundations subject to the serve this part blank ection 4942 tax on the distributa qualify under section 4940(e) Do in each column for each year, services (b) Adjusted qualifying distributions 1,644,161 1,700,774 1,215,872 376,054	ection 4940(a) tax or able amount of any ye o not complete this pa ee instructions before (c)	ear in the base peart making any ent ble-use assets 22,673,221 21,425,755 14,685,104 3,467,765	ries (d) Distribution	0 072516 0 079380 0 082796 0 108443
onal use by domestic prive in 4940 (d)(2) applies, leave foundation liable for the state foundation does not control of the state foundation does not control of the appropriate amount (a) period years Calendar retax year beginning in) 2013 2012 2011 2010 2009	rate foundations subject to the serve this part blank ection 4942 tax on the distributa qualify under section 4940(e) Do in each column for each year, services (b) Adjusted qualifying distributions 1,644,161 1,700,774 1,215,872 376,054	ection 4940(a) tax or able amount of any ye o not complete this pa ee instructions before (c) Net value of noncharita	ear in the base peart making any ent ble-use assets 22,673,221 21,425,755 14,685,104	eriod? ries (d) Distributior (col (b) divided	0 072516 0 079380 0 082796 0 108443 0 000000
onal use by domestic prive in 4940 (d)(2) applies, leave foundation liable for the set the foundation does not contain the foundation for the fo	rate foundations subject to the serve this part blank ection 4942 tax on the distributa qualify under section 4940(e). Do in each column for each year, serve (b) Adjusted qualifying distributions 1,644,161 1,700,774 1,215,872 376,054 0 d)	able amount of any yes on not complete this page instructions before (c) Net value of noncharita	tar in the base peart making any ent ble-use assets 22,673,221 21,425,755 14,685,104 3,467,765 0	eriod? ries (d) Distributior (col (b) divided	n ratio by col (c)) 0 072516 0 079380 0 082796 0 108443 0 000000 0 343135
onal use by domestic prive in 4940 (d)(2) applies, lead foundation liable for the sethe foundation does not control to the foundation does not control to the appropriate amount (a) period years Calendar retax year beginning in) 2013 2012 2011 2010 2009 Total of line 1, column (and Average distribution rate the number of years the	rate foundations subject to the serve this part blank ection 4942 tax on the distributa qualify under section 4940(e). Do in each column for each year, services (b) Adjusted qualifying distributions 1,644,161 1,700,774 1,215,872 376,054 0 d)	able amount of any yes on not complete this page instructions before (c) Net value of noncharita	the restriction of the second	eriod? ries (d) Distributior (col (b) divided	n ratio by col (c)) 0 072516 0 079380 0 082796 0 108443 0 000000 0 343135
onal use by domestic prive in 4940 (d)(2) applies, lead foundation liable for the sethe foundation does not complete the appropriate amount (a) period years Calendar rax year beginning in) 2013 2012 2011 2010 2009 Total of line 1, column (of Average distribution rate the number of years the Enter the net value of notice in the set in the	rate foundations subject to the serve this part blank ection 4942 tax on the distributa qualify under section 4940(e) Do in each column for each year, services (b) Adjusted qualifying distributions 1,644,161 1,700,774 1,215,872 376,054 0 d)	able amount of any yes not complete this page instructions before (c) Net value of noncharita Vide the total on line is a if less than 5 years From Part X, line 5.	the restriction of the second	ries (d) Distributior (col (b) divided	n ratio by col (c)) 0 072516 0 079380 0 082796 0 108443 0 000000 0 343135 0 068627 23,851,865
onal use by domestic prive in 4940 (d)(2) applies, leave foundation liable for the set the foundation does not complete the appropriate amount (a) period years Calendar retax year beginning in) 2013 2012 2011 2010 2009 Total of line 1, column (and Average distribution rate the number of years the Enter the net value of not Multiply line 4 by line 3.	rate foundations subject to the serve this part blank ection 4942 tax on the distributa qualify under section 4940(e). Do in each column for each year, serve (b) Adjusted qualifying distributions 1,644,161 1,700,774 1,215,872 376,054 0 d)	able amount of any year on not complete this pare instructions before (c) Net value of noncharitation in the control on the	the restriction of the second	eriod? ries (d) Distributior (col (b) divided	0 072516 0 072516 0 079380 0 082796 0 108443 0 000000 0 343135 0 068627 23,851,865 1,636,882
onal use by domestic prive in 4940 (d)(2) applies, lead foundation liable for the state foundation does not complete the appropriate amount (a) penod years Calendar rax year beginning in) 2013 2012 2011 2010 2009 Total of line 1, column (and Average distribution ration the number of years the Enter the net value of not Multiply line 4 by line 3. Enter 1% of net investment in the state of the	rate foundations subject to the serve this part blank ection 4942 tax on the distributa qualify under section 4940(e). Do in each column for each year, serve (b) Adjusted qualifying distributions 1,644,161 1,700,774 1,215,872 376,054 0 d)	able amount of any year on not complete this page instructions before (c) Net value of noncharita Vide the total on line are if less than 5 years From Part X, line 5.	the interpretation of the control of	eriod? ries (d) Distribution (col (b) divided)	0 072516 0 072516 0 079380 0 082796 0 108443 0 000000 0 343135 0 068627 23,851,865 1,636,882 8,439
onal use by domestic prive in 4940 (d)(2) applies, lead foundation liable for the sthe foundation does not complete the appropriate amount (a) period years Calendar rax year beginning in) 2013 2012 2011 2010 2009 Total of line 1, column (of Average distribution rate the number of years the Enter the net value of not Multiply line 4 by line 3. Enter 1% of net investment and the state of not a column for the state of t	rate foundations subject to the serve this part blank ection 4942 tax on the distributa qualify under section 4940(e). Do in each column for each year, serve (b) Adjusted qualifying distributions 1,644,161 1,700,774 1,215,872 376,054 0 d)	able amount of any year on not complete this page instructions before (c) Net value of noncharita Vide the total on line is a lifess than 5 years from Part X, line 5.	ear in the base peart making any ent ble-use assets 22,673,221 21,425,755 14,685,104 3,467,765 0	eriod? ries (d) Distributior (col (b) divided	0 072516 0 079380 0 082796 0 108443 0 000000
) Gross sales price 16,784, mplete only for assets sho F M V as of 12/31/69 Capital gain net income Net short-term capital g If gain, also enter in Par	(f) Depreciation allower (or allowable) 16,784,375 mplete only for assets showing gain in column (h) and owner (j) Adjusted basis as of 12/31/69 Capital gain net income or (net capital loss) Net short-term capital gain or (loss) as defined in section If gain, also enter in Part I, line 8, column (c) (see instru	Of Gross sales price (f) Depreciation allowed (or allowable) 16,784,375 mplete only for assets showing gain in column (h) and owned by the foundation of F M V as of 12/31/69 Capital gain net income or (net capital loss) 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	Of Gross sales price (f) Depreciation allowed (or allowable) (i) Adjusted basis (i) Excess of col (i) over col (j), if any (over col (j), if any) (over col (j), if any)	Official price (f) Depreciation allowed (or allowable) (g) Cost or other basis plus expense of sale (e) plus (f) 16,784,375 (e) plus (f) 16,784,375 (f) 16,435,227 (f) 16,4

	990-PF (2014)			age 4
	Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the inst	ructio	ns)	
1a	Exempt operating foundations described in section 4940(d)(2), check here Fand enter "N/A"			
	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		8	3,439
	here Fand enter 1% of Part I, line 27b			
С	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
3	Add lines 1 and 2		8	3,439
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		8	3,439
6	C redits/P ayments			
а	2014 estimated tax payments and 2013 overpayment credited to 2014 6a 15,623			
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		1 !	5,623
8	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached.			
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		-	7,184
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 7,184 Refunded 11			0
Par	t VII-A Statements Regarding Activities			
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did		Yes	No
	it participate or intervene in any political campaign?	1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions			
	for definition)?	1b		No
	If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials			
_	published or distributed by the foundation in connection with the activities.			NI -
	Did the foundation file Form 1120-POL for this year?	1c		No
a	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$\blue{\text{\$}} \text{\$}			
	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed			
_	on foundation managers \blacktriangleright \$0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
-	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles			
•	of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
ь	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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or			
	 By state legislation that effectively amends the governing instrument so that no mandatory directions 			
	that conflict with the state law remain in the governing instrument?	6	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),	H		
•	and Part XV.	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) 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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)?			
	If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names			
	and addresses.	10		No

	Continued)		<u>'</u>	age S
	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the			
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				NO
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had			N
40	advisory privileges? If "Yes," attach statement (see instructions)	12	W = =	No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	<u> </u>
	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			► F
	and enter the amount of tax-exempt interest received or accrued during the year			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over		Yes	No
10	a bank, securities, or other financial account in a foreign country?	16	165	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial	10		140
	Accounts (FBAR) If "Yes", enter the name of the foreign country			
Pa	t VII-B Statements Regarding Activities for Which Form 4720 May Be Required			
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1 a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes \(\backslash \) No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes \(\backslash \) Yes			
	(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)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	ıf the foundation agreed to make a grant to or to employ the official for a period			
	after termination of government service, if terminating within 90 days) Yes 🔽 No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations			
	section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here			
С	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts,			
	that were not corrected before the first day of the tax year beginning in 2014?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private			
	operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
а	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d			
	and 6e, Part XIII) for tax year(s) beginning before 2014?			
	If "Yes," list the years 🕨 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2)			
	(relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2)			
	to all years listed, answer "No" and attach statement—see instructions)	2b		
С	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here			
	▶ 20, 20, 20			
За	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at			
	any time during the year?	1		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation	1		
	or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved	1		
	by the Commissioner under section $4943(c)(7)$) to dispose of holdings acquired by gift or bequest, or (3)	1		
	the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine	1		
	ıf the foundation had excess business holdings in 2014.).	3b		<u> </u>
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its			
	charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

5a	During the year did the fou	ndation pay	or incur any amount to								
	(1) Carry on propaganda, o	or otherwise	attempt to influence legi	slat	tion (section 4945(e	2))?	∑ Yes ∫	✓ N	o		
	(2) Influence the outcome	of any spec	ıfıc publıc electıon (see s	ect	ion 4955), or to car	ry					
	on, directly or indirectl	y, any voter	registration drive?				┌ Y es │	✓ N	o		
	(3) Provide a grant to an ir	ndıvıdual for	travel, study, or other si	mıla	ar purposes?		☐ Yes │	✓ N	o		
	(4) Provide a grant to an o	rganızatıon	other than a charıtable, e	tc ,	organization descril	bed	d				
	ın section 4945(d)(4)(A)? (see ins	tructions)			•	\ \ Yes	✓ N	o		
	(5) Provide for any purpose educational purposes.		religious, charitable, sci evention of cruelty to chi			_	T Yes [<u>-</u> N	٥		
ь	If any answer is "Yes" to 5								<u> </u>		
_	Regulations section 53 49								. 5b		
	Organizations relying on a				·		•				\vdash
c	If the answer is "Yes" to q							,			
	tax because it maintained	=			•		Г Yes [- _N	。		
	If "Yes," attach the stateme						·				
6a	Did the foundation, during					mιι	ıms on				
	a personal benefit contract	t?						~ N	。		
b	Did the foundation, during								6b		No
	If "Yes" to 6b, file Form 887	o.									
7a	At any time during the tax	year, was th	ne foundation a party to a	pro	hibited tax shelter t	rar	nsaction? TYes [~ N	。		
b	If yes, did the foundation r	eceive any p	proceeds or have any net	ınc	ome attributable to	the	e transaction?		7b		
	Information .	About Off	icers, Directors, Tr	us	tees, Foundatio	n i	Managers, Highly	Pa	id Emp	loye	es,
	and Contract	ors									
1	List all officers, directors, t	rustees, fou	indation managers and th	eir	compensation (see i	ins					
	(a) Name and address	hours	and average per week to position		(c) Compensation (If not paid, enter -0-)		(d) Contributions to employee benefit pla and deferred compensation			Expens count, illowar	,
JAME	S W MCGLOTHLIN	CHAIRMAI	N/DIRECTOR			ᇷ	compensation	0			
100	5 GLENWAY AVENUE	1 00	•								
BRIS	STOL, VA 24201										
FRAN	CES G MCGLOTHLIN	VICE	T (SECRET A DV (DIDECT	۰.		0		0			0
	5 GLENWAY AVENUE	1 00	T/SECRETARY/DIRECT	OK							
	STOL, VA 24201 ARA BJERKE	TREASURE	: D			ᇷ		0			
	5 GLENWAY AVENUE	1 00	. K			ျ		١			U
	STOL, VA 24201										
LOIS	A CLARKE	PRESIDEN	Т		39,36	50	1,5	514			0
	5 GLENWAY AVENUE STOL,VA 24201	5 00									
2	Compensation of five highe	st-paid emp	loyees (other than those	inc	cluded on line 1—see	ins	structions). If none, e	nter	"NONE.	''	
(a)	Name and address of each paid more than \$50,00		(b) Title, and average hours per week devoted to position	((c) Compensation		(d) Contributions to employee benefit plans and deferred compensation	(e	e) Expens other all		-
NON	IE										
						T					
						T					
			50,000					+			0

Part VIII Information About Officers, Directors, and Contractors (continued)	Trustees, Foundation Managers, Highly	Paid Employees,
3 Five highest-paid independent contractors for professional se	rvices (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	117,856
1005 GLENWAY AVENUE		
BRISTOL, VA 24201		
	contractors for professional services (see instructions). If none, enter "NONE". Son paid more than \$50,000 LLC INVESTMENT MANAGEMENT \$50,000 for professional services	
	_	
		_
Total number of others receiving over \$50,000 for professional se	rvices	0
Part IX-A Summary of Direct Charitable Activitie	s	
		Expenses
1	pers produced, etc	<u>'</u>
2		
3		
4		
Part IX-B Summary of Program-Related Investm		A
Describe the two largest program-related investments made by the foundation	n during the tax year on lines 1 and 2	Amount
1		
2		
All other program-related investments See instructions		
3		
		1
		1
Total. Add lines 1 through 3		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations. see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc. 1 purposes 1a 23.135.200 1h 1.079.891 1c 1d 24.215.091 Reduction claimed for blockage or other factors reported on lines 1a and 1e 2 2 3 3 Subtract line 2 from line 1d. 24.215.091 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see 4 363.226 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V. line 4. 5 23.851.865 5 1,192,593 **Distributable Amount** (see instructions) (Section 4942(1)(3) and (1)(5) private operating foundations and Part XT certain foreign organizations check here $\blacktriangleright \Gamma$ and do not complete this part.) 1 1.192.593 Tax on investment income for 2014 from Part VI, line 5. 8.439 2a Income tax for 2014 (This does not include the tax from Part VI). . . 8.439 2c 3 3 1.184.154 4 4 5 5 1.184.154 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . 7 7 1.184.154 Part XIII Oualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes 1 Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. 1a 1.809.264 1b 0 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc. 2 2 3 Amounts set aside for specific charitable projects that satisfy the За. 3b 4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 1,809,264 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment 8,439 1,800,825 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

	olidistributed filcollie (see liisti	uctions)			
		(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1	Distributable amount for 2014 from Part XI, line 7	Сограз	rears prior to 2015	2013	1,184,154
	Undistributed income, if any, as of the end of 2014				, ,
	Enter amount for 2013 only			0	
	Total for prior years 20, 20, 20		0		
	Excess distributions carryover, if any, to 2014		-		
	From 2009				
	From 2010				
	From 2011				
	From 2012 675,944				
	From 2013				
	Total of lines 3a through e	2,258,229			
	Qualifying distributions for 2014 from Part				
-	XII, line 4 🕨 \$ 1,809,264				
а	Applied to 2013, but not more than line 2a			0	
	Applied to undistributed income of prior years		0		
	(Election required—see instructions)				
c	Treated as distributions out of corpus (Election	0			
	required—see instructions)				
d	Applied to 2014 distributable amount				1,184,154
е	Remaining amount distributed out of corpus	625,110			
5	Excess distributions carryover applied to 2014	0			0
	(If an amount appears in column (d), the				
	same amount must be shown in column (a).)				
6	Enter the net total of each column as indicated below:				
2	Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,883,339			
	Prior years' undistributed income Subtract	2,000,000			
D	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		Ğ		
d	Subtract line 6c from line 6b Taxable amount		0		
_	—see instructions				
٠	4a from line 2a Taxable amount—see				
	instructions			0	
f	Undistributed income for 2014 Subtract				
	lines 4d and 5 from line 1 This amount must				0
_	be distributed in 2015				0
7	A mounts treated as distributions out of corpus to satisfy requirements imposed by				
	section 170(b)(1)(F) or 4942(g)(3) (Election may				
	be required - see instructions)	0			
8	Excess distributions carryover from 2009 not				
	applied on line 5 or line 7 (see instructions)	0			
9	Excess distributions carryover to 2015.	2,883,339			
	Subtract lines 7 and 8 from line 6a	2,003,339			
	Analysis of line 9				
	Excess from 2010				
e	Excess from 2014 625,110				I

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

- a The name, address, and telephone number or email address 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

3 Grants and Contributions Paid		provea for F	uture Payment	
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or	A mount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	contribution	Amount
a Paid during the year See Additional Data Table				
Total				1,743,253
b Approved for future payment FOUNDATION FOR EDUCATIONAL AND DEVELOPMENTAL OPPORTUNITIES INC 139 TERRACE DRIVE BRISTOL, VA 24202	NONE	NC-SCHOOL	BUILDING CONSTRUCTION	827,541
AMERICAN CIVIL WAR CENTER AT HISTORIC TREDEGAR 490 TREDEGAR ST RICHMOND, VA 23219	NONE	PC	GENERAL SUPPORT	200,000
LEGAL SERVICES CORPORATION 3333 K STREET NW WASHINGTON, DC 20007	NONE	PC	GENERAL SUPPORT	100,000
Total				1,127,541

Form 990-	PF (2014) I-A Analysis of Income-Produci	na Activitie				Page 12
	s amounts unless otherwise indicated		usiness income	Excluded by section	n 512, 513, or 514	(e)
_	n service revenue	(a) Business code	(b) A mount	(c) Exclusion code	(d) A mount	Related or exempt function income (See instructions)
						,
с						
f	and contracts from government agencies					
2 Membe 3 Interes	ership dues and assessments st on savings and temporary cash			14	476	
	nds and interest from securities			14	622,357	
	ntal income or (loss) from real estate					
	ebt-financed property ntal income or (loss) from personal					
	ty			18	239	
8 Gain or	r (loss) from sales of assets other than			10	239	
	ory			18	348,784	
10 Gross	profit or (loss) from sales of inventory					
	revenue a _					
е						
	al Add columns (b), (d), and (e) Add line 12, columns (b), (d), and (e)			1	971,856 . 3	
	orksheet in line 13 instructions to verify car-		plishment of F			
Line No.	Explain below how each activity for whic the accomplishment of the foundation's instructions)	h income is re	ported ın column ((e) of Part XVI-A co	ontributed importa	

Date to prepare to make the property of the development of the property of t	Form 990-P1	F (2014)										Рa	ge 13
section 501(r) of the Code (other than section 501(c)3) arganizations or in section 527, relating to political organization of a granular property of the property of the property of the section 501(c) of the code (other than section 501(c)3) arganization of (3) Cesh	Part XVI						actio	ns and I	Relationships	With			
a Transfers from the reporting foundation to a noncharitable exempt organization of (3) Cash. (3) Cash. (3) Cash. (3) Cash of casests. (3) Sales of assets to a noncharitable exempt organization. (3) Sales of assets from a noncharitable exempt organization. (3) Rental of feetilities, requirement, or other assets. (4) Remisurement arrangement. (5) Loans or loan guarantees. (6) Performance of services or membership or fundressing solicitations. (6) Performance of services or membership or fundressing solicitations. (7) Exemple of the college, equipment, mailing lists, other assets, or paid employees. (8) Performance of services or Temperature that is a service of the coord, other assets, or services given by the reporting foundation if the foundation released by the reporting foundation for released by the reporting foundation released by the rep	section 5	rganization directly or i 501(c) of the Code (oth	ındırectly	engage	ın any of	the following wit						Yes	No
(3) Cash. (2) Other sasets. (3) Sales of assets to a nonchantable exempt organization. (3) Such assets to a nonchantable exempt organization. (3) Such assets of assets from a nonchantable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reinburnement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundrasing solicitations. (6) Performance of services or membership or fundrasing solicitations. (6) Performance of services or membership or fundrasing solicitations. (6) Performance of services or membership or fundrasing solicitations. (6) Performance of services or membership or fundrasing solicitations. (6) Performance of services or membership or fundrasing solicitations. (6) Performance of services services pixely but the reassets, or produces that fund an an activity of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services received in any transaction or shannog arrangement, shown column (d) the value of the goods, other assets, or services received (a) Line 16) (b) Amount modived (d) Itame of noncharable exempt organization (d) Description of transfers, transactions, and sharing amargements described in sections 501(c) of the Code (other than section 501(c)(3)) or in section 527? (a) Under penalties of pergury, I declare that I have exemined this return, including accompanying schedules and statements, and to the best of my knowledge and select, it is thus, correct, and complete Declaration of preparer (other than texpoyer) is based on all interactions of pergury is pergurer has any knowledge Prim's complete the following schedule Prim's complete the following schedule Prim's complete the following schedules and statements, and to the best of my knowledge and select, it is thus, correct, and complete Declaration of preparer (other than texpoyer) is based on all interactions of pergury is pergurer to the substance of the pergurer of the substance o	_												
(2) Other assets. b Other transactions (3) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets to a noncharitable exempt organization. (3) Sales of facilities, equipment, or other assets. (4) Rembursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. (6) Performance of services or membership or fundraising solicitations. (6) Performance of services or membership or fundraising solicitations. (7) Performance of services or membership or fundraising solicitations. (8) Loans or loan guarantees. (9) Irie No. (9) Performance of services or membership or fundraising solicitations. (9) Irie No. (9) Performance of services or membership or fundraising solicitations. (9) Irie No. (9) Performance of services or "Veg." complete the following schedule. (9) Irie No. (9) Performance of services or "Veg." complete the following very services of year by the reporting foundation if the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations or a service service service services of year by the reporting foundation of year services of year by the reporting foundation in the following services services of year by the reporting foundation of year services of year by the reporting foundation in the following amount of year of year year by the reporting foundation of year services of year year year by the reporting foundation of year services of year year year year year year year year		· -											١
Solid Sol													
(2) Purchases of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans to loan guarantees. (6) Performance of services or membership or fundraising solicitations. (7) Example of facilities, equipment, imaking lists, other assets, or paid employees. (8) Performance of services or membership or fundraising solicitations. (8) Performance of services or membership or fundraising solicitations. (9) Example of facilities, equipment, imaking lists, other assets, or paid employees. (1) Example of lists and 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 arrangements, show in cultumin (4) the 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 arrangements, who we calculated the value of the goods, other assets, or services require value in any transaction or sharing arrangements. (6) Une No (9) Amount involves (1) Name of nonchantable exempt organization (4) Description of transfers, transactions, and sharing arrangements are completed to prompts the following schedules and statements, and to the service or the second schedules and statements and statements are completed to prompts the following schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of prepare (other than taxpayer) is based on all information of which prepare has any knowledge. Prim's preparer's name should be prepared to the second of the preparer shown loans are completed. Prim's preparer's name should be prepared to the second of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Prim's address > Signature of officer or trustee. Prim'											1a(2)		No
(2) Purchases of assets from a nonchartable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Remburement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. (7) Performance of services or membership or fundraising solicitations. (8) Performance of services or membership or fundraising solicitations. (9) Performance of services or membership or fundraising solicitations. (10) Performance of services or membership or fundraising solicitations. (10) Performance of services or membership or fundraising solicitations. (10) Performance of services or membership or fundraising solicitations. (10) Performance of services or membership or fundraising solicitations. (10) Performance of services or membership or fundraising solicitations. (11) Performance of services or membership or fundraising solicitations. (12) Inc. (13) Performance of services or membership or fundraising solicitations. (14) Performance or services or membership or fundrate value of the goods, other assets, or services received or near the services of the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services accepted or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services received or near the goods, other assets, or services receiv						_					41.74		
(3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. (6) Performance of services or membership or fundraising solicitations. (7) Loans of blood of the services or membership or fundraising solicitations. (8) Loans of callities, equipment, maining lists, other assets, or services given by the reporting foundation if the foundation received less than fair market value or the goods, other assets, or services given by the reporting foundation if the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received in services received in section 501 (c) Amount involved (c) Name of noncharitable exempt organizations described in section 501 (c) Office Code (other than section 501 (c)) of the Code (other than section 5													
(4) Reimbursement arrangements													
(5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. (7) Enformance of services or membership or fundraising solicitations. (8) Loans of Collines, equipment, mailing lists, other assets, or paid employees. (8) Lie No Observation or sharing arrangement, show in column (4) the value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than that market value in any transaction or sharing arrangement, show in column (4) the value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than that market value in any transaction or sharing arrangement, show in column (4) the value of the goods, other assets, or services received. (a) Line No (b) Amount involved (c) Rame of nonchantable exempt organization of transfers, transactions, and sharing arrangements. (b) Amount involved (c) Rame of nonchantable exempt organization of transfers, transactions, and sharing arrangements of the goods, other assets, or services received. (a) Line No (b) Amount involved (c) Rame of nonchantable exempt organizations of transfers, transactions, and sharing arrangements. (a) Line No (b) Amount involved (c) Rame of nonchantable exempt organizations of transfers, transactions, and sharing arrangements. (a) Line No (b) Amount involved (c) Rame of nonchantable exempt organizations of transfers, transactions, and sharing arrangements. (a) Line No (b) Amount involved (c) Rame of nonchantable exempt organizations of transfers, transactions, and sharing arrangements. (b) If ye (c) Description of transfers, transactions, and sharing arrangements. (c) Line No (c) Description of transfers, transactions, and sharing arrangements. (a) Line No (c) Description of transfers, transactions, and sharing arrangements. (b) If ye (c) Description of transfers, transactions, and sharing arrangements. (a) Line No (c) Description of transfers, transactions, and sharing arrangements. (b) If ye (c													
(6) Performance of Services or membership or fundraising solicitations											-		
c Shanng of facilities, equipment, mailing lists, other assets, or paid employees.													
d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always showthe fair market value of the goods, other assets, or services upon the reparting foundation of the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received (a) Line No (b) Amount involved (c) Name of nonchaniable exempt organization (d) Description of transfers, transactions, and sharing arrangements (a) Line No (b) Amount involved (c) Name of nonchaniable exempt organization of transfers, transactions, and sharing arrangements (a) Line No (b) Amount involved (c) Name of nonchaniable exempt organization of transfers, transactions, and sharing arrangements (a) Line No (b) Amount involved (c) Name of nonchaniable exempt organization of transfers, transactions, and sharing arrangements (a) Description of transfers, transactions, and sharing arrangements (a) Remode organization of transfers, transactions, and sharing arrangements (b) Type of organization or market value (c) Transfers, transactions, and sharing arrangements are considered in the fail of the Code (other than section 501(c)3) or in section 527?											─		
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?	d If the and of the go	swer to any of the above ods, other assets, or se ansaction or sharing arr	e is "Yes," ervices giv rangement	compl en by t s, show	ete the fol the reporti in column	llowing schedule ng foundation I (d) the value of	Colum f the fou the god	nn (b) sho undation r ods, other	ould always show t eceived less than assets, or servic	the fair ma fair marke es receive	rket va et value ed	1	
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?	(a) Line No	(b) Amount involved	(C) Name	OI HORC	папіаріе ехе	empt organization	(a)	Description	or transfers, transacti	ons, and sna	illig alla	ngemer	its
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?													
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?													
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described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?													
described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?													
the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge ****** 2015-05-11	describe	d in section 501(c) of the complete the following	he Code (d schedule		nan sectio	n 501(c)(3)) or	ın sectı					es F	, No
the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge ****** 2015-05-11													
the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge ****** 2015-05-11													
the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge ****** 2015-05-11													
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Print/Type preparer's name JANICE A RATICA Print/Type preparer's name Preparer Use Only Print/Type preparer's name Preparer's Signature Print/Type preparer's Name Preparer'	Sign the	best of my knowledge a ormation of which prepa	and belief,	ıt ıs tr	ue, correc	t, and complete		ation of p		May the return with the	r) is bas IRS disci	sed on	all
Print/lype preparer's name JANICE A RATICA Paid Preparer Preparer's Signature employed ▶ P00358837 Prim's name ▶ CHERRY BEKAERT LLP Use Only Firm's address ▶ Phone no (704) 377-1678		Signature of officer or t	trustee			Date	,	Title			tr)? 🔽 <u>\</u>	∕es	No
Preparer Use Only This is the state of th				Prepa	arer's Sıgn	ature	Date		· —		003588	337	
Only Firm's address Phone no (704) 377-1678	Preparer		LP				1		Firm's EIN ► 56	-057444	4		
f 1111 METROPOLITAN AVE STE 1000 Phone np (704) 377-1678		Firm's address 🕨											
	,	1		TE 100	00				Phone no (704	377-167	78		

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	Foundation status of recipient	Purpose of grant or contribution	A mount
Name and address (home or business)	or substantial contributor	тестріспе		
a Paid during the year				
AMERICAN CIVIL WAR CENTER AT HISTORIC TREDEGAR 490 TREDEGAR ST RICHMOND,VA 23219	NONE	PC	AMERICAN CIVIL WAR MUSEUM'S AMERICAN LEGACY CAMPAIGN	50,000
APPALACHIAN SCHOOL OF LAW 1169 EDGEWATER DRIVE GRUNDY,VA 24614	NONE	NC-SCHOOL	ENDOWED SCHOLARSHIP FUND	1,000
BUCHANAN COUNTY DEPARTMENT OF SOCIAL SERVICES 3174 SLATE CREEK RD GRUNDY, VA 24614	NONE	NC- GOVERNMENT ENTITY	COAL MINER'S CHRISTMAS AND SPECIAL NEEDS FUND	2,500
COMMUNITIES IN SCHOOLS OF VIRGINIA 220 LEE STREET BRISTOL, VA 24201	NONE	PC	NUTRITION & FITNESS PROGRAM DURING SPRING BREAK 2014/CLOTHES AND BACKPACKS FOR STUDENTS IN NEED	45,000
COVENANT HOUSE 461 EIGTH AVE NEW YORK,NY 10001	NONE	PC	GENERAL SUPPORT	10,000
FOUNDATION FOR EDUCATIONAL AND DEVELOPMENTAL OPPORTUNITIES INC 139 TERRACE DRIVE BRISTOL, VA 24202	NONE	NC-SCHOOL	GENERAL SUPPORT	29,500
FOUNDATION FOR EDUCATIONAL AND DEVELOPMENTAL OPPORTUNITIES INC 139 TERRACE DRIVE BRISTOL, VA 24202	NONE	NC-SCHOOL	BUILDING CONSTRUCTION	296,014
GIRLS INCORPORATED OF BRISTOL 613 HIGHLAND AVENUE BRISTOL,VA 24201	NONE	PC	GENERAL SUPPORT	200
GRANDFATHER HOME FOR CHILDREN PO BOX 98 BANNER ELK, NC 28604	NONE	PC	GENERAL SUPPORT	500
HEAL FOUNDATION INC PO BOX 140 PONTE VEDRA BEACH, FL 32004	NONE	PC	GENERAL SUPPORT FOR PROGRAMS & SERVICES FOR THOSE WITH AUTISM	12,500
LEGAL SERVICES CORPORATION 3333 K STREET NW WASHINGTON, DC 20007	NONE	PC	GENERAL SUPPORT & 40TH ANNIVERSARY CAMPAIGN	30,000
MARIN MONTESSORI SCHOOL INC 5200 PARADISE DRIVE CORTE MADERA, CA 94925	NONE	NC-SCHOOL	ANNUAL FUND	5,000
MEADE ACTIVITY CENTER INC 493 LAWRENCE STREE BRADENBERG,KY 40108	NONE	PC	CAPITAL CAMPAIGN	5,000
MOUNTAIN MISSION SCHOOL INC 1760 EDGEWATER DRIVE GRUNDY,VA 24614	NONE	NC-SCHOOL	ANNUAL FUND	400,000
MOUNTAIN STATES FOUNDATION 2335 KNOB CREEK ROAD JOHNSON CITY,TN 37604	NONE	PC	NICEWONGER CHILDREN'S HOSPITAL FUNDING	15,000
Total				1,743,253

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	A mount
a Paid during the year	of substantial contributor			
NAPLES CHILDREN & EDUCATION FOUNDATION 6200 SHIRLEY STREET UNIT 206 NAPLES,FL 34109	NONE	PC	SUPPORT NAPLES WINTER WINE FESTIVAL	20,796
NEW HOPE CHRISTIAN CHURCH SLATE CREEK ROAD GRUNDY, VA 24614	NONE	NC-CHURCH	GENERAL SUPPORT	25,000
ORLANDO MUSEUM OF ART 2416 NORTH MILLS AVE ORLANDO,FL 32803	NONE	PC	ACQUISITION TRUST	100,300
PARAMOUNT FOUNDATION 518 STATE ST BRISTON,TN 37620	NONE	PC	PARAMOUNT CENTER FOR THE ARTS GENERAL SUPPORT	500
PITTSBURGH SYMPHONY ORCHESTRA 600 PENN AVE PITTSBURGH,PA 15222	NONE	PC	GENERAL SUPPORT	10,000
QUINNIPIAC UNIVERSITY 275 MT CARMEL AVENUE HAMDEN,CT 06518	NONE	NC-SCHOOL	ENDOWED SCHOLARSHIP FUND	100,000
ST MARK CATHOLIC CHURCH 600 WEST MAIN STREET RICHMOND, KY 40475	NONE	NC-CHURCH	GENERAL SUPPORT	30,000
THE COLLEGE OF WILLIAM & MARY 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	NC-SCHOOL	LOUISE LAMBERT KALE HISTORIC CAMPUS RESEARCH FUND	10,000
THE COLLEGE OF WILLIAM & MARY 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	NC-SCHOOL	MCGLOTHLIN LEADERSHIP FORUM AT W&M BUSINESS SCHOOL	90,085
THE COLLEGE OF WILLIAM & MARY 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	NC-SCHOOL	BRAFFERTON RENOVATIONS AT THE COLLEGE OF W&M FOUNDATION	98,020
THE COLLEGE OF WILLIAM & MARY 751 UKROP WAY WILLIAMSBURG,VA 23185	NONE	NC-SCHOOL	W&M BUSINESS SCHOOL FOUNDATION CAPITAL FUND	250,000
UNITED WAY OF BRISTOL TNVA PO BOX 696 BRISTOL,TN 37621	NONE	PC	GENERAL SUPPORT	50,000
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 200 N BOULEVARD RICHMOND, VA 232204007	NONE	PC	GENERAL SUPPORT	25,000
YMCA OF BRISTOL 400 MLK JR BLVD BRISTOL,TN 37620	NONE	PC	JEFF BYRD MEMORIAL PLAYGROUND FUNDING	31,338
Total				1,743,253

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TY 2014 Investments Corporate Bonds Schedule

Name: THE JAMES W AND FRANCES GIBSON

MCGLOTHLIN FOUNDATION

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC 2% 11/06/18	199,114	199,114
AETNA INC 2.2% 03/15/19	248,900	248,900
AMERICAN INTL GROUP 2.3% 07/16/19	249,463	249,463
AT&T INC 2.3% 03/11/19	249,995	249,995
BANK OF NEW YORK MTN 2.1% 01/15/19	199,614	199,614
BAXTER INTERNATIONAL 1.85% 06/15/18	248,752	248,752
COMERICA INC 2.125% 05/23/19	248,178	248,178
DOW CHEMICAL CO/TH MTN 2.3% 05/15/19	197,612	197,612
EASTMAN CHEMICAL CO 2.4% 06/01/17	254,130	254,130
EMC CORP 2.65% 06/01/20	249,245	249,245
HOME DEPOT INC 2% 06/15/19	225,563	225,563
KROGER CO/THE 2.3% 01/15/19	249,997	249,997
MORGAN STANLEY 2.125% 04/25/18	99,919	99,919
ORACLE CORP 1.2% 10/15/17	149,385	149,385
SUNTRUST BANKS INC 2.35% 11/01/18	100,356	100,356
TARGET CORP 2.3% 06/26/19	253,205	253,205
UNION PACIFIC CORP 2.25% 02/15/19	202,684	202,684
US BANCORP SR NOTE MTN 2.2% 04/25/19	200,804	200,804
VERIZON COMMUNICATION 2.55% 06/17/19	252,105	252,105
XEROX CORPORATION 2.75% 03/15/19	183,721	183,721

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HEWLETT-PACKARD CO 2.75% 01/14/19	250,665	250,665

DLN: 93491133015275

TY 2014 Investments Corporate Stock Schedule

Name: THE JAMES W AND FRANCES GIBSON

MCGLOTHLIN FOUNDATION

Name of Stock	End of Year Book Value	End of Year Fair Market Value
зм со	127,348	127,348
ACCENTURE PLC-CL A	125,034	125,034
AFLAC INC	91,635	91,635
AIR PRODUCTS & CHEMICALS INC	129,807	129,807
ALLSTATE CORP	129,963	129,963
ALTRIA GROUP INC	133,029	133,029
APPLE INC.	154,532	154,532
AT&T INC	97,411	97,411
AUTOMATIC DATA PROCESSING INC	112,550	112,550
BCE INC	105,478	105,478
BRISTOL MYERS SQUIBB CO	118,060	118,060
CENTURYLINK INC	118,740	118,740
CHEVRON CORP	95,353	95,353
CHUBB CORP	103,470	103,470
CISCO SYSTEMS INC	122,386	122,386
COCA-COLA CO	105,550	105,550
COMCAST CORP	121,821	121,821
CONOCOPHILLIPS	93,231	93,231
E I DU PONT DE NEMOURS & CO	122,001	122,001
ELI LILLY & CO	137,980	137,980
EMERSON ELECTRIC CO	92,595	92,595
EXXON MOBIL CORP	106,318	106,318
GENERAL ELECTRIC CO	98,553	98,553
GENERAL MILLS INC	106,660	106,660
GENUINE PARTS CO	133,212	133,212
GLAXOSMITHKLINE PLC SPONS ADR	94,028	94,028
ILLINOIS TOOL WORKS INC	118,375	118,375
INTEL CORP	145,160	145,160
INTERNATIONAL BUSINESS MACHINES CORP	92,253	92,253
INTERNATIONAL PAPER CO	120,555	120,555

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON	115,027	115,027
JP MORGAN CHASE & CO	125,160	125,160
KIMBERLY-CLARK CORP	106,874	106,874
LOCKHEED MARTIN CORP	144,427	144,427
MC DONALDS CORP	93,700	93,700
MEADWESTVACO CORP	106,536	106,536
MEDTRONIC INC	126,350	126,350
MERCK AND CO INC	124,938	124,938
MICROSOFT CORP	120,770	120,770
NORFOLK SOUTHERN CORP	126,051	126,051
NUCOR CORP	90,743	90,743
OCCIDENTAL PETROLEUM CORP	80,610	80,610
ORACLE CORP	130,413	130,413
PEPSICO INC	108,744	108,744
PFIZER INC	110,582	110,582
PRAXAIR INC	103,648	103,648
PROCTER & GAMBLE CO	109,308	109,308
QUALCOMM INC	111,495	111,495
ROYAL DUTCH SHELL PLC ADR	93,730	93,730
STANLEY BLACK & DECKER,INC.	110,492	110,492
SYSCO CORP	119,070	119,070
TEXAS INSTRUMENTS INC	128,316	128,316
THE TRAVELERS COMPANIES INC.	121,728	121,728
UNITED TECHNOLOGIES CORP	115,000	115,000
US BANCORP DEL	121,365	121,365
VERIZON COMMUNICATIONS INC	93,560	93,560
VODAFONE GROUP PLC SPONS ADR	102,510	102,510
WALMART STORES INC	111,644	111,644
WALT DISNEY CO	136,575	136,575
WELLS FARGO & CO	131,568	131,568

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CALIFORNIA RESOURCES COR-W/I	2,204	2,204
CVS HEALTH CORPORATION	127,611	127,611
HALYARD HEALTH INC-W/I	5,229	5,229
SCHLUMBERGER LTD	85,410	85,410

TY 2014 Investments - Other Schedule

Name: THE JAMES W AND FRANCES GIBSON

MCGLOTHLIN FOUNDATION

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CONSUMER DISCRETIONARY SELECT SPDR FUND	FMV	230,880	230,880
CONSUMER STAPLES SPDR FUND	FMV	227,903	227,903
GUGGENHEIM S&P 500 EQUAL WEIGHT ETF	FMV	1,520,950	1,520,950
HEALTH CARE SELECT SECTOR SPDR FUND	FMV	273,520	273,520
ISHARES CORE S&P 500 ETF	FMV	1,448,090	1,448,090
ISHARES DOW JONES TELECOMMUNICATIONS SECTOR INDEX FUND	FMV	204,960	204,960
ISHARES IBOXX HIGH YLD CORP BOND	FMV	448,000	448,000
ISHARES S&P 100 INDEX FUND	FMV	1,455,040	1,455,040
MATERIALS SELECT SECTOR SPDR FUND	FMV	218,610	218,610
SECTOR SPDR TR SBI INT-FINL SEDOL 2364038	FMV	247,300	247,300
SECTOR SPDR TRUST S/B/I-INDUSTRIAL	FMV	226,320	226,320
SPDR BARCLAYS SHORT TERM CORPORATE	FMV	386,100	386,100
SPDR DOW JONES INDUSTRIAL AVERAGE ETF TRUST	FMV	1,067,280	1,067,280
TECHNOLOGY SELECT SECTOR SPDR FUND	FMV	248,100	248,100
UTILITIES SELECT SECTOR SPDR FUND	FMV	236,100	236,100
ENTERPRISE PRODUCTS PARTNERS L P (PTP)	FMV	115,584	115,584
BLACKROCK CORPORATE HIGH YIELD FUND	FMV	57,000	57,000
ENERGY SELECT SECTOR SPDR FD	FMV	182,068	182,068
ISHARES CORE U.S. AGGREGATE BOND ETF	FMV	770,840	770,840
ISHARES FLOATING RATE NOTE	FMV	404,320	404,320
POWERSHARES QQQ	FMV	1,548,750	1,548,750

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TY 2014 Other Expenses Schedule

Name: THE JAMES W AND FRANCES GIBSON

MCGLOTHLIN FOUNDATION

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	165	165		0
MANAGEMENT FEES	127,481	127,481		0
DEPOSITORY FEES	41	41		0
SUPPLIES	44	0		44
LICENSES	25	0		25
PASSTHROUGH LOSS ENTERPRISE PRODUCTS PARTNERS LP	11,927	485		0

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TY 2014 Other Income Schedule

Name: THE JAMES W AND FRANCES GIBSON

MCGLOTHLIN FOUNDATION

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY GAIN - ENTERPRISE PRODUCT PARTNERS	239	239	239

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TY 2014 Other Increases Schedule

Name: THE JAMES W AND FRANCES GIBSON

MCGLOTHLIN FOUNDATION

Description	Amount
NET UNREALIZED GAIN	1,167,304
PARTNERSHIP DISTRIBUTIONS RECORDED AS INCOME ON BOOKS	4,665
PARTNERSHIP PASSTHROUGH INCOME AND EXPENSES NOT RECORDED ON BOOKS	11,927

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TY 2014 Other Liabilities Schedule

Name: THE JAMES W AND FRANCES GIBSON

MCGLOTHLIN FOUNDATION

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	1,412	-7,748

TY 2014 Other Professional Fees Schedule

Name: THE JAMES W AND FRANCES GIBSON

MCGLOTHLIN FOUNDATION

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER PROFESSIONAL FEES	3,900	0		3,900

TY 2014 Taxes Schedule

Name: THE JAMES W AND FRANCES GIBSON

MCGLOTHLIN FOUNDATION

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SECTION 4940 TAX	8,440	0		0