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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

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▶ Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation The James W and Frances Gibson McGlothlin Foundation		A Employer identification number 26-3533035	
Number and street (or P O box number if mail is not delivered to street address) 1005 Glenway Avenue		B Telephone number (see instructions) (276) 645-1436	
City or town, state or province, country, and ZIP or foreign postal code Bristol, VA 24201		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 45,549,041		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	24,250,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	211	211		
	4 Dividends and interest from securities	535,701	535,707		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	591,260			
	b Gross sales price for all assets on line 6a 36,725,828				
	7 Capital gain net income (from Part IV, line 2) . . .		12,550,755		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	17,266	17,266		
	12 Total. Add lines 1 through 11	25,394,438	13,103,939		
	13 Compensation of officers, directors, trustees, etc	51,515	0		51,515
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	4,710	0		4,710
	16a Legal fees (attach schedule).	1,292	0		1,292
	b Accounting fees (attach schedule).	4,000	0		4,000
	c Other professional fees (attach schedule)	27,517	0		27,517
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	129,936	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings.	3,140	0		3,140
	22 Printing and publications				
	23 Other expenses (attach schedule).	489,669	84,217		398,577
	24 Total operating and administrative expenses. Add lines 13 through 23	711,779	84,217		490,751
	25 Contributions, gifts, grants paid	1,440,342			2,245,661
	26 Total expenses and disbursements. Add lines 24 and 25	2,152,121	84,217		2,736,412
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	23,242,317			
	b Net investment income (if negative, enter -0-)		13,019,722		
	c Adjusted net income (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	898,111	6,349,776	6,349,776
	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)	7,094,476	6,235,869	6,235,869
	c	Investments—corporate bonds (attach schedule)	4,513,407	6,536,126	6,536,126
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans.			
	13	Investments—other (attach schedule)	11,517,715	26,427,270	26,427,270
	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)	24,023,709	45,549,041	45,549,041	
Liabilities	17	Accounts payable and accrued expenses	27,842	16,748	
	18	Grants payable	1,652,541	847,222	
	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 ▶ _____)	-7,748	119,188	
	23	Total liabilities(add lines 17 through 22)	1,672,635	983,158	
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	22,351,074	20,565,883	
	25	Temporarily restricted			
	26	Permanently restricted		24,000,000	
	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 instructions)	22,351,074	44,565,883	
	31	Total liabilities and net assets/fund balances(see instructions)	24,023,709	45,549,041	

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 22,351,074
2	Enter amount from Part I, line 27a	2 23,242,317
3	Other increases not included in line 2 (itemize) ▶ _____	3 13,269
4	Add lines 1, 2, and 3	4 45,606,660
5	Decreases not included in line 2 (itemize) ▶ _____	5 1,040,777
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 44,565,883

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 36,724,244		24,175,073	12,549,171
b 1,584			1,584
c			
d			
e			

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

(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
a			12,549,171
b			1,584
c			
d			
e			

2	Capital gain net income or (net capital loss)	<div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div>	2	12,550,755
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		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 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))
2014	1,800,825	23,851,865	0 075500
2013	1,644,161	22,673,221	0 072516
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

2	Total of line 1, column (d).	2	0 418635
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 083727
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	24,604,088
5	Multiply line 4 by line 3.	5	2,060,026
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	130,197
7	Add lines 5 and 6.	7	2,190,223
8	Enter qualifying distributions from Part XII, line 4.	8	2,736,412

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

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

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐

and enter "N/A" on line 1

Date of ruling or determination letter _____

(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3

Add lines 1 and 2.

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

10,184

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.

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**

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**.

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** ☐ **Refunded** ☐

1	130,197
2	0
3	130,197
4	0
5	130,197
6a	10,184
6b	
6c	
6d	
7	10,184
8	
9	120,013
10	
11	

Part VII-AStatements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

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.

c

Did the foundation file **Form 1120-POL** for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ☐ \$ _____ 0 (2) On foundation managers ☐ \$ _____ 0

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____ 0

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?

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

b

If "Yes," has it filed a tax return on **Form 990-T** for this year?

4b

Yes

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?

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), 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 2015 or the taxable year beginning in 2015 (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

Yes

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Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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? Website address ▶N/A	13	Yes	
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 ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2015, 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶	16	Yes	No

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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? <input type="checkbox"/>	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is 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). <input type="checkbox"/>	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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 2015 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 2015.</i>) <input type="checkbox"/>	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 2015?	4b		No

<p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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 checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p>	<p>5b</p>
<p>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</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><i>If "Yes" to 6b, file Form 8870.</i></p>	<p>6b</p>
<p>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</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>7b</p>

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

			(d)	
7.11.1	7.11.2	7.11.3	7.11.4	7.11.5

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

(a)	Title and average		Contributions to
-----	-------------------	--	------------------

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	74,179
Total number of others receiving over \$50,000 for professional services. <div></div>		0

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3. <div></div>	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	23,923,329
b	Average of monthly cash balances.	1b	1,055,441
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	24,978,770
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	24,978,770
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	374,682
5	Net value of noncharitable-use assets.Subtract line 4 from line 3 Enter here and on Part V, line 4	5	24,604,088
6	Minimum investment return.Enter 5% of line 5.	6	1,230,204

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	1,230,204
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	130,197
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	130,197
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,100,007
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,100,007
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amountas adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,100,007

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	2,736,412
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	2,736,412
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	130,197
6	Adjusted qualifying distributions.Subtract line 5 from line 4.	6	2,606,215

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,100,007
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.	466,630			
b From 2011.	506,589			
c From 2012.	675,944			
d From 2013.	609,066			
e From 2014.	625,110			
f Total of lines 3a through e.	2,883,339			
4 Qualifying distributions for 2015 from Part XII, line 4				
a Applied to 2014, 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 2015 distributable amount.				1,100,007
e Remaining amount distributed out of corpus	1,636,405			
5 Excess distributions carryover applied to 2015 (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	4,519,744			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015.				0
7 Amounts 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 2010 not applied on line 5 or line 7 (see instructions).	466,630			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	4,053,114			
10 Analysis of line 9				
a Excess from 2011.	506,589			
b Excess from 2012.	675,944			
c Excess from 2013.	609,066			
d Excess from 2014.	625,110			
e Excess from 2015.	1,636,405			

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . ▶

Check box to indicate whether the organization is a private operating foundation described in section 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

• 85% of line 2a

Qualifying distributions from Part XII,
line 4 for each year listed

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

"Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying
under section 4942(j)(3)(B)(i)

• "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .

(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

[illegible]

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

1 Information Regarding Foundation Managers:

• 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))

• 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 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 or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	2,245,661
b <i>Approved for future payment</i> Birthplace of Country Music Alliance 416 State Street Bristol, TN 37620	None	PC	General support for Birthplace of Country Music Museum	222,222
Johns Hopkins University 750 E PRATT STREET BALTIMORE, MD 21202	None	NC-SCHOOL	Sidney Kimmel Comprehensive Cancer Center for pancreatic CANCER RESEARCH	250,000
Total			3b	472,222

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

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

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

[illegible]

b If "Yes," complete the following schedule

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

Title

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

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)				
a <i>Paid during the year</i>				
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
Backpack Blessings Inc PO Box 24 Grundy,VA 24614	NONE	PC	Backpack program of Buchanan County, VA	5,000
Birthplace of Country Music Alliance 416 State Street Bristol,TN 37620	none	PC	General support for Birthplace of Country Music Museum	111,111
Blue Ridge PBS PO Box 13246 Roanoke,VA 24032	None	PC	GENERAL SUPPORT	100
Brunswick School 100 MAHER Avenue GREENWICH,CT 06830	None	nc-sCHOOL	GENERAL SUPPORT	10,000
Children's Hospital Foundation 801 ROEDER ROAD SILVER SPRING,MD 20910	None	PC	GENERAL SUPPORT	10,000
COMMUNITIES IN SCHOOLS OF VIRGINIA 220 Lee Street Bristol,VA 24201	None	PC	Coats, shoes & backpacks for students in need	36,750
Foundation for Educational and Developmental Opportunities Inc 139 Terrace Drive Bristol,VA 24202	None	NC-SCHOOL	General support	26,200
Foundation for Educational and Developmental Opportunities Inc 139 Terrace Drive Bristol,VA 24202	None	NC-SCHOOL	BUILDING CONSTRUCTION	827,541
George Mason Environmental Law Clinic 9033 BROOK FORD ROAD BURKE,VA 22015	None	PC	GENERAL SUPPORT	25,000
Girls Incorporated of Bristol 613 Highland Avenue Bristol,VA 24201	None	pc	General support	500
Johns Hopkins University 750 E PRATT STREET BALTIMORE,MD 21202	None	NC-SCHOOL	Sidney Kimmel Comprehensive Cancer Center for pancreatic CANCER RESEARCH	250,000
Legal Services Corporation 3333 k street nw washington,DC 20007	none	pc	General support & 40th Anniversary Campaign	25,000
Mountain Mission School Inc 1760 Edgewater Drive Grundy,VA 24614	None	nc-sCHOOL	Annual Fund	232,000
New Hope Christian Church slate creek road grundy,VA 24614	none	nc-CHURCH	General support	25,000
Total			3a	2,245,661

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)				
a <i>Paid during the year</i>				
Quinnipiac University 275 Mt Carmel Avenue Hamden,CT 06518	None	NC-SCHOOL	Endowed Scholarship Fund	100,000
Serving Orphans Worldwide 340 MARTIN LUTHER KING JR BLVD BRISTOL,TN 37620	None	PC	GENERAL SUPPORT	12,500
St Mark Catholic Church 600 West Main Street Richmond,KY 40475	None	NC-CHURCH	GENERAL SUPPORT	25,000
Sullins Academy 22218 SULLINS ACADEMY DRIVE BRISTOL,VA 24202	None	PC	GENERAL SUPPORT	38,000
The College of William & Mary 751 Ukrop Way Williamsburg,VA 23185	None	NC-SCHOOL	McGlothlin Leadership Forum at W&M Business School	109,959
The College of William & Mary 751 Ukrop Way Williamsburg,VA 23185	None	NC-SCHOOL	W&M Business School Foundation Capital Fund	250,000
The Shelter for Abused Women & Children PO BOX 10102 NAPLES,FL 34101	None	PC	GENERAL SUPPORT	1,000
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 23220	None	pc	General support	25,000
Total			3a	2,245,661

TY 2015 Accounting 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
accounting fees	4,000	0		4,000

TY 2015 Investments Corporate Bonds Schedule

Name: The James W and Frances Gibson

McGlothlin Foundation

EIN: 26-3533035

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC 2% 11/06/18	497,717	497,717
AETNA INC 2.2% 03/15/19	248,920	248,920
AMERICAN INTL GROUP 2.3% 07/16/19	247,810	247,810
AT&T INC 2.3% 03/11/19	249,155	249,155
BANK OF NEW YORK MTN 2.1% 01/15/19	200,284	200,284
BAXTER INTERNATIONAL 1.85% 06/15/18	248,035	248,035
COMERICA INC 2.125% 05/23/19	247,605	247,605
EASTMAN CHEMICAL CO 2.4% 06/01/17	251,775	251,775
EMC CORP 2.65% 06/01/20	223,373	223,373
HOME DEPOT INC 2% 06/15/19	227,054	227,054
KROGER CO/THE 2.3% 01/15/19	250,855	250,855
MORGAN STANLEY 2.125% 04/25/18	99,807	99,807
ORACLE CORP 1.2% 10/15/17	149,814	149,814
SUNTRUST BANKS INC 2.35% 11/01/18	100,317	100,317
TARGET CORP 2.3% 06/26/19	253,530	253,530
UNION PACIFIC CORP 2.25% 02/15/19	202,052	202,052
US BANCORP SR NOTE MTN 2.2% 04/25/19	201,934	201,934
VERIZON COMMUNICATION 2.55% 06/17/19	503,522	503,522
XEROX CORPORATION 2.75% 03/15/19	179,627	179,627
AMGEN INC 2.125% 05/01/20	197,014	197,014

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANK OF AMERICA MTN 2.25% 04/21/20	194,846	194,846
CAPITAL ONE FINANCIAL 2.45% 04/24/19	497,150	497,150
CITIGROUP INC 1.3% 11/15/16	219,294	219,294
HEWLETT-PACKARD CO 2.75% 01/14/19	249,565	249,565
MARSH & MCLENNAN COS 2.35% 03/06/20	297,510	297,510
PEPSICO INC 2.15% 10/14/20	297,561	297,561

TY 2015 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	116,746	116,746
ACCENTURE PLC-CL A	146,300	146,300
AFLAC INC	89,850	89,850
AIR PRODUCTS & CHEMICALS INC	87,824	87,824
ALLSTATE CORP	93,135	93,135
ALTRIA GROUP INC	157,167	157,167
APPLE INC.	234,204	234,204
AT&T INC	99,789	99,789
AUTOMATIC DATA PROCESSING INC	114,372	114,372
BCE INC	88,826	88,826
BRISTOL MYERS SQUIBB CO	137,580	137,580
CHEVRON CORP	85,462	85,462
CHUBB CORP	106,112	106,112
CISCO SYSTEMS INC	119,482	119,482
COCA-COLA CO	107,400	107,400
COMCAST CORP	118,503	118,503
ELI LILLY & CO	168,520	168,520
EXXON MOBIL CORP	87,694	87,694
GENERAL ELECTRIC CO	121,485	121,485
GENERAL MILLS INC	115,320	115,320
GENUINE PARTS CO	107,362	107,362
GLAXOSMITHKLINE PLC	88,770	88,770
ILLINOIS TOOL WORKS INC	115,850	115,850
INTEL CORP	120,575	120,575
INTERNATIONAL BUSINESS MACHINES CORP	79,132	79,132
INTERNATIONAL PAPER CO	84,825	84,825
JOHNSON & JOHNSON	112,992	112,992
JP MORGAN CHASE & CO	132,060	132,060
KIMBERLY-CLARK CORP	117,753	117,753
LOCKHEED MARTIN CORP	162,863	162,863

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MC DONALDS CORP	118,140	118,140
MEDTRONIC INC	103,842	103,842
MERCK AND CO INC	116,204	116,204
NUCOR CORP	74,555	74,555
OCCIDENTAL PETROLEUM CORP	81,132	81,132
ORACLE CORP	105,937	105,937
PEPSICO INC	114,908	114,908
PFIZER INC	114,594	114,594
PROCTER & GAMBLE CO	95,292	95,292
STANLEY BLACK & DECKER,INC.	122,739	122,739
SYSCO CORP	123,000	123,000
TEXAS INSTRUMENTS INC	131,544	131,544
THE TRAVELERS COMPANIES INC.	129,789	129,789
UNITED TECHNOLOGIES CORP	96,070	96,070
US BANCORP DEL	115,209	115,209
VERIZON COMMUNICATIONS INC	92,440	92,440
VODAFONE GROUP PLC SPONS ADR	96,780	96,780
WALMART STORES INC	79,690	79,690
WALT DISNEY CO	152,366	152,366
WELLS FARGO & CO	130,464	130,464
AGRIUM INC	89,340	89,340
GENERAL MOTORS CO	85,025	85,025
GILEAD SCIENCES INC	88,541	88,541
LYONDELLBASELL INDU-CL A	95,590	95,590
SCHLUMBERGER LTD	80,212	80,212
SKYWORKS SOLUTIONS INC	84,513	84,513

TY 2015 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	250,115	250,115
CONSUMER STAPLES SPDR FUND	FMV	237,303	237,303
HEALTH CARE SELECT SECTOR SPDR FUND	FMV	280,917	280,917
MATERIALS SELECT SECTOR SPDR FUND	FMV	195,390	195,390
SPDR BARCLAYS SHORT TERM CORPORATE	FMV	1,047,037	1,047,037
TECHNOLOGY SELECT SECTOR SPDR FUND	FMV	556,790	556,790
UTILITIES SELECT SECTOR SPDR FUND	FMV	173,120	173,120
ENTERPRISE PRODUCTS PARTNERS L P (PTP)	FMV	89,530	89,530
BLACKROCK CORPORATE HIGH YIELD FUND	FMV	48,900	48,900
ENERGY SELECT SECTOR SPDR FD	FMV	162,864	162,864
ISHARES CORE U.S. AGGREGATE BOND ETF	FMV	1,080,100	1,080,100
INDUSTRIAL SELECT SECT SPDR	FMV	212,040	212,040
FINANCIAL SELECT SECTOR SPDR	FMV	238,300	238,300
SPDR S&P 500 ETF TRUST	FMV	21,854,864	21,854,864

TY 2015 Legal 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
legal fees	1,292	0		1,292

TY 2015 Other Decreases Schedule

Name: The James W and Frances Gibson
McGlothlin Foundation
EIN: 26-3533035

Description	Amount
Net Unrealized Gain	1,040,647
PRIOR PERIOD ADJUSTMENT	130

TY 2015 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	240	240		0
Management Fees	83,402	83,402		0
Depository Fees	127	127		0
SUPPLIES	223	0		223
licenses	25	0		25
passthrough loss enterprise products partners lp	7,323	448		0
LIFE INSURANCE	398,329	0		398,329

TY 2015 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
ORDINARY GAIN - ENTERPRISE PRODUCT PARTNERS	17,266	17,266	17,266

TY 2015 Other Increases Schedule

Name: The James W and Frances Gibson
McGlothlin Foundation

EIN: 26-3533035

Description	Amount
NON DIVIDEND DISTRIBUTIONS	998
Partnership Distributions Recorded as Income on Books	4,948
Partnership Passthrough Income and Expenses Not Recorded on Books	7,323

TY 2015 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	-7,748	119,188

TY 2015 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
Consulting Fees	27,517	0		27,517

**TY 2015 Substantial Contributors
Schedule**

Name: The James W and Frances Gibson
McGlothlin Foundation

EIN: 26-3533035

Name	Address
JAMES W MCGLOTHLIN	1005 GLENWAY AVE BRISTOL, VA 24201

TY 2015 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	129,936	0		0

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div> <div>2015</div>
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<div>Name of the organization</div> <div>The James W and Frances Gibson McGlothlin Foundation</div>	<div>Employer identification number</div> <div>26-3533035</div>
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Organization type (check one)

<div>Filers of:</div> <div>Form 990 or 990-EZ</div> <div>Form 990-PF</div>	<div>Section:</div> <div><div><input type="checkbox"/> 501(c)() (enter number) organization</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div><div><input type="checkbox"/> 527 political organization</div><div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div><div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div><div><input type="checkbox"/> 501(c)(3) taxable private foundation</div></div>
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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, contributions totaling \$5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling \$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)

Name of organization The James W and Frances Gibson McGlothlin Foundation	Employer identification number 26-3533035
--	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE UNITED COMPANY	\$ 12,000,000	Person <input checked="" type="checkbox"/>
	1005 GLENWAY AVENUE		Payroll <input type="checkbox"/>
	BRISTOL, VA 24201		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	JAMES W MCGLOTHLIN	\$ 12,250,000	Person <input checked="" type="checkbox"/>
	1005 GLENWAY AVENUE		Payroll <input type="checkbox"/>
	BRISTOL, VA 24201		Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization The James W and Frances Gibson McGlothlin Foundation	Employer identification number 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
1	SECURITIES	\$ 11,913,987	2015-12-10
(a) No.from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SECURITIES	\$ 11,869,603	2015-12-10
(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
		\$	

Name of organization The James W and Frances Gibson McGlothlin Foundation	Employer identification number 26-3533035
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Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

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