

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

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		Room/suite	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"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <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) \$ 51,468,390		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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	5,000,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15,317	15,524		
	4 Dividends and interest from securities	729,509	869,111		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	2,746,542			
	b Gross sales price for all assets on line 6a _____ 25,725,464				
	7 Capital gain net income (from Part IV, line 2)		2,767,527		
	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)	17,027	0		
	12 Total. Add lines 1 through 11	8,508,395	3,652,162		
	13 Compensation of officers, directors, trustees, etc	51,515	0		51,515
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	2,725	0		2,725
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	14,400	0		14,400
	c Other professional fees (attach schedule)	10,000	0		10,000
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	32,728	0		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2,481,806	175,891		25
	24 Total operating and administrative expenses. Add lines 13 through 23	2,593,174	175,891		78,665
	25 Contributions, gifts, grants paid	6,450,246			3,683,780
	26 Total expenses and disbursements. Add lines 24 and 25	9,043,420	175,891		3,762,445
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-535,025			
	b Net investment income (if negative, enter -0-)		3,476,271		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,000,487	5,213,750	5,213,750
	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)	25,447,830	23,123,770	23,123,770
	c	Investments—corporate bonds (attach schedule)	9,185,259	8,020,272	8,020,272
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	9,120,072	14,021,389	14,021,389
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	0	1,089,209	1,089,209	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	44,753,648	51,468,390	51,468,390	
Liabilities	17	Accounts payable and accrued expenses	33,577	15,752	
	18	Grants payable	561,111	3,309,534	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	-1,574	5,372	
	23	Total liabilities (add lines 17 through 22)	593,114	3,330,658	
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	19,545,169	21,452,554	
	25	Temporarily restricted	24,615,365	26,685,178	
	26	Permanently restricted	0	0	
	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)	44,160,534	48,137,732	
31	Total liabilities and net assets/fund balances (see instructions) .	44,753,648	51,468,390		

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	44,160,534
2	Enter amount from Part I, line 27a	2	-535,025
3	Other increases not included in line 2 (itemize) ▶ _____	3	4,512,223
4	Add lines 1, 2, and 3	4	48,137,732
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	48,137,732

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 25,725,464		22,957,937	2,767,527
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			2,767,527
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 5px;">{</div> <div> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="font-size: 3em; margin-left: 5px;">}</div> </div>	2	2,767,527
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 5px;">{</div> <div></div> <div style="font-size: 3em; margin-left: 5px;">}</div> </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))
2016	2,740,031	44,397,784	0 061715
2015	2,606,215	24,604,088	0 105926
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
2 Total of line 1, column (d)			2 0 395037
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 079007
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 45,878,000
5 Multiply line 4 by line 3			5 3,624,683
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 34,763
7 Add lines 5 and 6			7 3,659,446
8 Enter qualifying distributions from Part XII, line 4			8 3,762,445

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	34,763
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	34,763
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	34,763
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	29,843
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	29,843
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	4,920
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ 0 (2) On foundation managers <input type="checkbox"/> \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i> .	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 2017 or the taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of BARBARA BJERKE 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 2017, 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.**

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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 2017? <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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2017?	4b		No

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

5a During the year did the foundation pay or incur any amount to (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did 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 Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b		

Part VIII

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

1

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
See Additional Data Table				

2

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

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

Total number of other employees paid over \$50,000.

0

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	68,280

Total number of others receiving over \$50,000 for professional services.

0

Part IX-A

Summary of Direct Charitable Activities

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

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	44,545,752
b	Average of monthly cash balances.	1b	2,024,991
c	Fair market value of all other assets (see instructions).	1c	5,907
d	Total (add lines 1a, b, and c).	1d	46,576,650
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	46,576,650
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	698,650
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	45,878,000
6	Minimum investment return. Enter 5% of line 5.	6	2,293,900

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	2,293,900
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	34,763
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	34,763
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,259,137
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,259,137
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,259,137

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	3,762,445
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	3,762,445
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	34,763
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,727,682

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				2,259,137
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.	675,944			
b From 2013.	609,066			
c From 2014.	625,110			
d From 2015.	1,636,405			
e From 2016.	539,499			
f Total of lines 3a through e.	4,086,024			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 3,762,445				
a Applied to 2016, 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 2017 distributable amount.				2,259,137
e Remaining amount distributed out of corpus	1,503,308			
5 Excess distributions carryover applied to 2017 (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	5,589,332			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				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 2012 not applied on line 5 or line 7 (see instructions).	675,944			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	4,913,388			
10 Analysis of line 9				
a Excess from 2013.	609,066			
b Excess from 2014.	625,110			
c Excess from 2015.	1,636,405			
d Excess from 2016.	539,499			
e Excess from 2017.	1,503,308			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test—enter

(1) Value of all assets

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

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

c "Support" alternative test—enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

JAMES W MCGLOTHLIN

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

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

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

a The name, address, and telephone number 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	3,683,780
b <i>Approved for future payment</i> FOUNDATION FOR EDUCATIONAL AND DEVELOPMENTAL OPPORTUNITIES INC 200 N PINECREST LANE BRISTOL, VA 24201	N/A	PC	SCHOLARSHIPS	125,000
JOHNS HOPKINS UNIVERSITY 750 E PRATT STREET BALTIMORE, MD 21202	N/A	PC	SIDNEY KIMMEL COMPREHENSIVE CANCER CENTER FOR PANCREATIC CANCER RESEARCH	1,100,000
UPMC HILLMAN CANCER CENTER 4200 5TH AVE PITTSBURGH, PA 15213	N/A	PC	MELANOMA IMMUNOTHERAPY RESEARCH	2,000,000
Total			3b	3,225,000

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2017)

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

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

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

b If "Yes," complete the following schedule

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2018-05-14 Date	***** Title


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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	CHRISTOPHER J TRUITT				P00017592
	Firm's name ► CHERRY BEKAERT LLP				Firm's EIN ► 56-0574444
Firm's address ► 1111 METROPOLITAN AVE STE 1000 CHARLOTTE, NC 28204					Phone no (704) 377-1678


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JAMES W MCGLOTHLIN	CHAIRMAN/DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL, VA 24201				
FRANCES G MCGLOTHLIN	VICE CHAIRMAN/VP/SECRETARY 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL, VA 24201				
BARBARA BIERKE	TREASURER 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL, VA 24201				
LOIS A CLARKE	PRESIDENT 5 00	51,515	1,561	0
1005 GLENWAY AVENUE BRISTOL, VA 24201				
JANE ARNOLD	ASSISTANT SECRETARY 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL, VA 24201				
MARTIN L KENT	DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL, VA 24201				
MARTHA A MCGLOTHLIN	DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL, VA 24201				
R BRAD MARTIN	DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL, VA 24201				
SAM F EWING	DIRECTOR 1 00	0	0	0
1005 GLENWAY AVENUE BRISTOL, VA 24201				

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	N/A	PC	AMERICAN CIVIL WAR MUSEUM'S AMERICAN LEGACY CAMPAIGN	50,000
ARTIS-NAPLES INC 5833 PELICAN BAY BOULEVARD NAPLES, FL 34108	N/A	PC	SUPPORT PHILHARMONIC	25,000
BACKPACK BLESSINGS INCPO BOX 24 GRUNDY, VA 24614	N/A	PC	BACKPACK PROGRAM OF BUCHANAN COUNTY, VA	5,000
BEAR NECESSITIES PEDIATRIC CANCER FOUNDATION 55 W WACKER DRIVE STE 1100 CHICAGO, IL 60601	N/A	PC	BEAR HUGS PROGRAM AT GOLISANO CHILDREN'S HOSPITAL, SW FL	5,000
BIRTHPLACE OF COUNTRY MUSIC ALLIANCE 416 STATE STREET BRISTOL, TN 37620	N/A	PC	GENERAL SUPPORT FOR BIRTHPLACE OF COUNTRY MUSIC MUSEUM	111,111
Total ► 3a				3,683,780

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>				
BOY SCOUTS OF AMERICA PO BOX 3010 JOHNSON CITY, TN 37602	N/A	PC	SEQUOYAH COUNCIL CAPITAL PROGRAM - CAMP DAVY CROCKETT	25,000
BOYS & GIRLS CLUB OF CENTRAL APPALACHIA PO BOX 1505 GRUNDY, VA 24614	N/A	PC	GENERAL SUPPORT & POWER HOUR WITH EMPHASIS ON STEM	50,000
BOYS & GIRLS CLUB OF THE MOUNTAIN EMPIRE 334 REBECCA STREET BRISTOL, VA 24201	N/A	PC	GENERAL SUPPORT	25,000
BRISTOL TN POLICE BENEVOLENT FUND 801 ANDERSON STREET BRISTOL, VA 37620	N/A	GOV	GENERAL SUPPORT	5,000
BRISTOL VA POLICE 501 SCOTT STREE BRISTOL, VA 24201	N/A	GOV	GENERAL SUPPORT	5,000
Total 				3,683,780
3a				


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>				
COMMUNITIES IN SCHOOLS OF VIRGINIA 220 LEE STREET BRISTOL, VA 24201	N/A	PC	COATS, SHOES & BACKPACKS FOR STUDENTS IN NEED	31,901
FELLOWSHIP OF CHRISTIAN ATHLETES PO BOX 664 PONTE VEDRA BEACH, FL 32004	N/A	PC	GOLF MINISTRY	10,000
FOUNDATION FOR EDUCATIONAL AND DEVELOPMENTAL OPPORTUNITIES INC 200 N PINECREST LANE BRISTOL, VA 24201	N/A	PC	SCHOLARSHIP FUND	75,000
FRIENDS FOR THE FIGHT 707 E SULLIVAN STREET KINGSPORT, TN 37660	N/A	PC	FUNDING CANCER PATIENT ASSISTANCE FUND AT WELLMONT CANCER INSTITUTE IN ALLENDALE	2,000
GIRLS INCORPORATED OF BRISTOL 613 HIGHLAND AVENUE BRISTOL, VA 24201	N/A	PC	GENERAL SUPPORT	500
Total ▶ 3a				3,683,780

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>				
HOPEWORKS1930 UNION AVE MEMPHIS, TN 38104	N/A	PC	IMPLEMENTATION OF HOPE 2 HIRE PROGRAM	10,000
JOHNS HOPKINS UNIVERSITY 750 E PRATT STREET BALTIMORE, MD 21202	N/A	PC	SIDNEY KIMMEL COMPREHENSIVE CANCER CENTER FOR PANCREATIC CANCER RESEARCH	400,000
LEE STREET BAPTIST CHURCH 1 WEST MARY STREET BRISTOL, TN 24201	N/A	PC	COMMUNITY TEEN CENTER	10,000
LEGAL AID SOCIETY OF DISTRICT OF COLUMBIA 1331 H STREET NW SUITE 350 WASHINGTON, DC 20005	N/A	PC	GENERAL SUPPORT	10,000
LEGAL SERVICES CORPORATION 3333 K STREET NW WASHINGTON, DC 20007	N/A	PC	GENERAL SUPPORT & 40TH ANNIVERSARY CAMPAIGN	25,000
Total 				3,683,780
3a				

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>				
MARSHALL-WYTHE SCHOOL OF LAW FOUNDATION 751 UKROP WAY WILLIAMSBURG, VA 23185	N/A	PC	TEACHING AWARD FUND	51,282
MARSHALL-WYTHE SCHOOL OF LAW FOUNDATION 751 UKROP WAY WILLIAMSBURG, VA 23185	N/A	PC	LEADERSHIP FORUM FUND	51,282
MARSHALL-WYTHE SCHOOL OF LAW FOUNDATION 751 UKROP WAY WILLIAMSBURG, VA 23185	N/A	PC	SCHOLARSHIP FUND	512,820
MOUNTAIN MISSION SCHOOL INC 1760 EDGEWATER DRIVE GRUNDY, VA 24614	N/A	PC	ANNUAL FUND & CHILD SPONSORSHIP PROGRAMS	120,000
NAPLES CHILDREN & EDUCATION FOUNDATION 6200 SHIRLEY STREET UNIT 206 NAPLES, FL 34109	N/A	PC	SUPPORT PROGRAMS THAT IMPROVE LIVES OF UNDERPRIVILEGED CHILDREN	50,000
Total ► 3a				3,683,780

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>				
NEW HOPE CHRISTIAN CHURCH SLATE CREEK ROAD GRUNDY, VA 24614	N/A	PC	GENERAL SUPPORT	25,000
PARAMOUNT FOUNDATION 518 STATE ST BRISTOL, TN 37620	N/A	PC	GENERAL SUPPORT FOR PERFORMING ARTS	35,000
PATHWAYS INCPO BOX 790 ASHLAND, KY 41105	N/A	PC	SUPPORT HORIZON VILLAGE PROGRAMS FOR HANDICAPPED ADULTS	10,000
QUINNIPIAC UNIVERSITY 275 MT CARMEL AVENUE HAMDEN, CT 06518	N/A	PC	ENDOWED SCHOLARSHIP FUND	100,000
SERVING ORPHANS WORLDWIDE 340 MARTIN LUTHER KING JR BLVD BRISTOL, TN 37620	N/A	PC	GENERAL SUPPORT	25,000
Total ▶ 3a				3,683,780

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>				
SULLINS ACADEMY 22218 SULLINS ACADEMY DRIVE BRISTOL, VA 24202	N/A	PC	SCHOLARSHIP FUND	25,000
THE MAYO CLINIC 200 FIRST STREET SW ROCHESTER, MN 55905	N/A	PC	MAYO MEDICAL SCHOOL GENERAL SCHOLARSHIP FUND	50,000
UNITED WAY OF BRISTOL TNVA PO BOX 696 BRISTOL, TN 37621	N/A	PC	GENERAL SUPPORT	75,000
UPMC HILLMAN CANCER CENTER 4200 5TH AVE PITTSBURGH, PA 15213	N/A	PC	MELANOMA IMMUNOTHERAPY RESEARCH	1,000,000
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 200 N BOULEVARD RICHMOND, VA 23220	N/A	PC	GENERAL SUPPORT & SPONSORSHIP OF NY WINTER ANTIQUES SHOW	35,000
Total 				3,683,780
3a				

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>				
WELLMONT FOUNDATION 1905 AMERICAN WAY KINGSPORT, TN 37660	N/A	PC	LARYNGECTOMY SUPPLY FUND	12,500
WILLIAM & MARY751 UKROP WAY WILLIAMSBURG, VA 23185	N/A	PC	PATRIOTS DREAM VETERANS SCHOLARSHIP FUND	10,000
WILLIAM & MARY BUSINESS SCHOOL FOUNDATION 751 UKROP WAY WILLIAMSBURG, VA 23185	N/A	PC	TEACHING AWARD FUND	51,282
WILLIAM & MARY BUSINESS SCHOOL FOUNDATION 751 UKROP WAY WILLIAMSBURG, VA 23185	N/A	PC	SCHOLARSHIP FUND	512,820
WILLIAM & MARY BUSINESS SCHOOL FOUNDATION 751 UKROP WAY WILLIAMSBURG, VA 23185	N/A	PC	LEADERSHIP FORUM FUND	51,282
Total ▶ 3a				3,683,780

TY 2017 Accounting Fees Schedule

Name: THE JAMES W AND FRANCES GIBSON
MCGLOTHLIN FOUNDATION

EIN: 26-3533035

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	14,400	0		14,400

TY 2017 Investments Corporate Bonds Schedule

Name: THE JAMES W AND FRANCES GIBSON
MCGLOTHLIN FOUNDATION

EIN: 26-3533035

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC 1.8% 05/14/18	299,850	299,850
ABBVIE INC 2% 11/06/18	199,938	199,938
AETNA INC 2.2% 03/15/19	249,818	249,818
AMERICAN INTL GROUP 2.3% 07/16/19	249,788	249,788
AMGEN INC 2.125% 05/01/20	198,922	198,922
APPLE INC 2.25% 02/23/21	249,683	249,683
AT&T INC 2.3% 03/11/19	250,248	250,248
BANK OF AMERICA MTN 2.25% 04/21/20	200,126	200,126
BANK OF NEW YORK MTN 2.1% 01/15/19	199,917	199,917
CAPITAL ONE FINANCIAL 2.45% 04/24/19	501,125	501,125
COMERICA INC 2.125% 05/23/19	248,958	248,958
ECOLAB INC 1.55% 01/12/18	269,968	269,968
EMC CORP 2.65% 06/01/20	246,815	246,815
FORD MOTOR CREDIT MTN 3.1% 03/20/21	493,220	493,220
HEWLETT-PACKARD CO 2.75% 01/14/19	250,993	250,993
HOME DEPOT INC 2% 06/15/19	225,074	225,074
KROGER CO/THE 2.3% 01/15/19	250,190	250,190
MARSH & MCLENNAN COS 2.35% 03/06/20	299,811	299,811
MORGAN STANLEY 2.125% 04/25/18	99,999	99,999
NATIONAL RURAL UTIL COOP 2% 01/27/20	498,270	498,270

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PEPSICO INC 2.15% 10/14/20	299,532	299,532
QUALCOMM INC 3% 05/20/22	250,195	250,195
STANLEY BLACK & DECK 2.451% 11/17/18	300,903	300,903
SUNTRUST BANKS INC 2.35% 11/01/18	100,269	100,269
SYSCO CORPORATION 2.6% 06/12/22	248,230	248,230
TARGET CORP 2.3% 06/26/19	251,178	251,178
UNION PACIFIC CORP 2.25% 02/15/19	200,238	200,238
US BANCORP SR NOTE MTN 2.2% 04/25/19	200,550	200,550
VERIZON COMMUNICATIO 2.625% 02/21/20	252,098	252,098
VERIZON COMMUNICATION 2.55% 06/17/19	251,368	251,368
XEROX CORPORATION 2.75% 03/15/19	182,998	182,998

TY 2017 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
XPO LOGISTICS INC	135,920	135,920
3M CO	235,370	235,370
ABBOTT LABORATORIES	245,002	245,002
ACCENTURE PLC-CL A	377,061	377,061
ADOBE SYSTEMS INC	441,780	441,780
AFLAC INC	210,672	210,672
AK STEEL HOLDING CORP	86,214	86,214
ALLERGAN PLC	60,784	60,784
ALPHABET INC/CA-CL A	985,405	985,405
AMAZON.COM INC	418,670	418,670
AMERICAN TOWER CORP	316,727	316,727
AMERIPRISE FINANCIAL INC	57,789	57,789
AMERISOURCEBERGEN CORP	55,276	55,276
AMPHENOL CORP-CL A	134,773	134,773
ANALOG DEVICES INC	112,033	112,033
ANSYS INC	76,000	76,000
AON PLC	73,700	73,700
APPLE INC.	715,674	715,674
APPLIED MATERIALS INC	58,788	58,788
APTIV PLC	121,816	121,816
AUTOMATIC DATA PROCESSING INC	234,380	234,380
BANK OF AMERICA CORP	364,570	364,570
BECTON DICKINSON AND CO	353,228	353,228
BERKSHIRE HATHAWAY INC-CL B	63,714	63,714
BLACKROCK INC	319,014	319,014
BP PLC-SPONS ADR	77,756	77,756
BRISTOL MYERS SQUIBB CO	196,096	196,096
CAPITAL ONE FINANCIAL CORP	89,622	89,622
CBS CORP-CLASS B NON VOTING	64,900	64,900
CELGENE CORP	128,363	128,363

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVRON CORP	169,005	169,005
CHUBB CORP	270,341	270,341
CISCO SYSTEMS INC	233,630	233,630
CITIGROUP INC	252,994	252,994
COCA-COLA CO	151,404	151,404
COLGATE-PALMOLIVE CO	102,461	102,461
COMCAST CORP	277,747	277,747
DANAHER CORP	55,228	55,228
DELPHI AUTOMOTIVE PLC	25,080	25,080
DELTA AIR LINES INC	67,200	67,200
DOLLAR TREE INC	144,976	144,976
ECOLAB INC	300,429	300,429
ELI LILLY & CO	211,150	211,150
EXPEDITORS INTL WASH INC	19,407	19,407
EXXON MOBIL CORP	200,736	200,736
FACEBOOK INC-A	295,922	295,922
FIRST DATA CORP- CLASS A	73,524	73,524
FLEX LTD	103,443	103,443
FLUOR CORP	74,891	74,891
FREEPORT-MCMORAN INC	42,660	42,660
GARTNER INC	178,691	178,691
GENUINE PARTS CO	157,812	157,812
GILEAD SCIENCES INC	143,280	143,280
GOODYEAR TIRE & RUBBER CO	59,772	59,772
HERSHEY CO/THE	148,017	148,017
HOME DEPOT INC	168,492	168,492
HONEYWELL INTERNATIONAL INC	439,683	439,683
ILLINOIS TOOL WORKS INC	258,617	258,617
INTEL CORP	376,204	376,204
INTERCONTINENTAL EXCHANGE IN	51,438	51,438

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INTERNATIONAL BUSINESS MACHINES CORP	141,914	141,914
INTERNATIONAL PAPER CO	81,116	81,116
INTUIT INC	121,174	121,174
INVESCO LTD	57,514	57,514
IQVIA HOLDINGS INC	121,592	121,592
JETBLUE AIRWAYS CORP	44,680	44,680
JOHNSON & JOHNSON	300,398	300,398
JP MORGAN CHASE & CO	481,229	481,229
KANSAS CITY SOUTHERN	21,044	21,044
KEYSIGHT TECHNOLOGIES IN	62,400	62,400
LOCKHEED MARTIN CORP	304,998	304,998
LOWE'S COS INC	61,340	61,340
MARATHON OIL CORP	67,720	67,720
MARKEL CORP	195,930	195,930
MASTERCARD INC-CLASS A	272,448	272,448
MC DONALDS CORP	223,756	223,756
MEDTRONIC INC	226,504	226,504
MERCK AND CO INC	241,961	241,961
METLIFE INC	65,728	65,728
METTLER-TOLEDO INTERNATIONAL	76,201	76,201
MICRO FOCUS INTERNATIONAL	68,423	68,423
MICROSOFT CORP	641,550	641,550
MICRON TECHNOLOGY INC	55,512	55,512
MONDELEZ INTERNATIONAL INC-A	109,226	109,226
NIKE INC -CL B	143,865	143,865
OCCIDENTAL PETROLEUM CORP	246,761	246,761
ORACLE CORP	482,823	482,823
O'REILLY AUTOMOTIVE INC	66,149	66,149
PARKER HANNIFIN CORP	98,792	98,792
PENTAIR PLC	88,275	88,275

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PEPSICO INC	155,896	155,896
PFIZER INC	307,870	307,870
PRICELINE GROUP INC/THE	151,183	151,183
PROCTER & GAMBLE CO	151,602	151,602
QUALCOMM INC	204,864	204,864
RAYTHEON COMPANY	46,963	46,963
RED HAT INC	87,673	87,673
REGIONS FINANCIAL CORP	51,840	51,840
ROCKWELL AUTOMATION INC	86,394	86,394
ROPER TECHNOLOGIES INC	144,522	144,522
SABRE CORP	43,050	43,050
SCHLUMBERGER LTD	294,764	294,764
SCHWAB (CHARLES) CORP	207,792	207,792
SOUTHERN CO/THE	48,090	48,090
STANLEY BLACK & DECKER,INC.	237,566	237,566
STARBUCKS CORP	456,339	456,339
TEXAS INSTRUMENTS INC	355,096	355,096
THERMO FISHER SCIENTIFIC INC	154,183	154,183
TJX COMPANIES INC	52,910	52,910
TOTAL SA-SPON ADR	99,504	99,504
TRANSDIGM GROUP INC	130,994	130,994
TRAVELERS COS INC/THE	230,588	230,588
ULTA SALON COSME V PFD	154,102	154,102
UNILEVER N V -NY SHARES	94,674	94,674
UNITED TECHNOLOGIES CORP	233,836	233,836
US BANCORP DEL	372,060	372,060
VERISK ANALYTICS INC	146,880	146,880
VISA INC-CLASS A SHARES	165,671	165,671
VODAFONE GROUP PLC SPONS ADR	105,270	105,270
WALMART STORES INC	367,844	367,844

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WALT DISNEY CO	265,442	265,442
WELLS FARGO & CO	266,948	266,948
WEST PHARMACEUTICAL SERVICES	84,758	84,758
ZOETIS INC	130,248	130,248

TY 2017 Investments - Other Schedule**Name:** THE JAMES W AND FRANCES GIBSON

MCGLOTHLIN FOUNDATION

EIN: 26-3533035**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BLACKROCK CORPORATE HIGH YIELD FUND	FMV	317,260	317,260
CONSUMER DISCRETIONARY SELECT SPDR FUND	FMV	503,319	503,319
CONSUMER STAPLES SPDR FUND	FMV	463,654	463,654
ENABLE MIDSTREAM PARTNERS LP	FMV	1,313,828	1,313,828
ENERGY SELECT SECTOR SPDR FD	FMV	469,690	469,690
ENLINK MIDSTREAM PARTNERS LP	FMV	3,996,200	3,996,200
ENTERPRISE PRODUCTS PARTNERS L P (PTP)	FMV	156,409	156,409
FINANCIAL SELECT SECTOR SPDR	FMV	655,885	655,885
GUGG S&P 500 EQ WGT TECH	FMV	293,068	293,068
HEALTH CARE SELECT SECTOR SPDR FUND	FMV	456,807	456,807
INDUSTRIAL SELECT SECT SPDR	FMV	491,855	491,855
ISHARES CORE U.S. AGGREGATE BOND ETF	FMV	655,980	655,980
ISHARES INTERMEDIATE CREDIT	FMV	2,184,200	2,184,200
ISHARES NASDAQ BIOTECHNOLOGY INDEX	FMV	208,202	208,202
MATERIALS SELECT SECTOR SPDR FUND	FMV	121,060	121,060
POWERSHARES QQQ TRUST SERIES	FMV	186,912	186,912
POWERSHARES VARIABLE RATE PR	FMV	384,900	384,900
SPDR S&P 500 ETF TRUST	FMV	266,860	266,860
TECHNOLOGY SELECT SECTOR SPDR FUND	FMV	895,300	895,300

TY 2017 Other Assets Schedule

Name: THE JAMES W AND FRANCES GIBSON
MCGLOTHLIN FOUNDATION

EIN: 26-3533035

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDEND RECEIVABLE	0	25,537	25,537
INTEREST RECEIVABLE - SECURITIES	0	48,093	48,093
INT/DIV RECEIVABLE - TEMP INVESTMENTS	0	4,775	4,775
PREPAID INSURANCE	0	939,924	939,924
CASH SURRENDER VALUE	0	70,880	70,880

TY 2017 Other Expenses Schedule

Name: THE JAMES W AND FRANCES GIBSON
MCGLOTHLIN FOUNDATION

EIN: 26-3533035

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	614	614		0
MANAGEMENT FEES	171,172	171,172		0
LICENSES	25	0		25
PTP PASSTHROUGH LOSSES	1,059,064	4,105		0
LIFE INSURANCE	1,250,931	0		0

TY 2017 Other Income Schedule

Name: THE JAMES W AND FRANCES GIBSON
MCGLOTHLIN FOUNDATION

EIN: 26-3533035

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ORDINARY INCOME FROM PTP SALES	17,027		17,027

TY 2017 Other Increases Schedule

Name: THE JAMES W AND FRANCES GIBSON
MCGLOTHLIN FOUNDATION

EIN: 26-3533035

Description	Amount
PARTNERSHIP K-1 PASS THROUGH	1,059,064
PARTNERSHIP DISTRIBUTIONS RECORDED AS INCOME ON BOOKS	277,665
UNREALIZED GAIN	2,116,571
PRIOR PERIOD ADJUSTMENT	1,058,923

TY 2017 Other Liabilities Schedule

Name: THE JAMES W AND FRANCES GIBSON
MCGLOTHLIN FOUNDATION

EIN: 26-3533035

Description	Beginning of Year - Book Value	End of Year - Book Value
FEDERAL EXCISE TAX PAYABLE	-1,574	5,372

TY 2017 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	10,000	0		10,000

TY 2017 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	32,728	0		0

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990	OMB No 1545-0047 2017
	Name of the organization THE JAMES W AND FRANCES GIBSON MCGLOTHLIN FOUNDATION	Employer identification number 26-3533035

Organization type (check one)

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

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

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't 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
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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	JAMES W MCGLOTHLIN 1005 GLENWAY AVENUE BRISTOL, VA 24201	\$ 5,000,000	Person <input checked="" 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)
		\$	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)

26-3533035

Part II **Noncash Property** (See instructions) Use duplicate copies of Part II if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

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