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**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

**2009**

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

For calendar year 2009, or tax year beginning

08/01, 2009, and ending

07/31, 2010

G Check all that apply:

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation

THE JEAN AND GRAHAM DEVOE WILLIFORD CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 877

City or town, state, and ZIP code

FAIRFIELD, TX 75840

A Employer identification number

20-6971005

B Telephone number (see page 10 of the instructions)

(903) 389-9637

C If exemption application is pending, check here

D 1. Foreign organizations, check here

2. Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$

3,522,340.

J Accounting method: ☒ Cash ☐ Accrual

☐ 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 page 11 of the instructions))

|                                                                                    | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received (attach schedule)                   | 98,500.                            |                           |                         |                                                             |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                               | 30,088.                            | 30,088.                   |                         | ATCH 1                                                      |
| 4 Dividends and interest from securities                                           | 38,538.                            | 38,538.                   |                         | ATCH 2                                                      |
| 5a Gross rents                                                                     |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                      |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                           | -27,950.                           |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                      | 726,062.                           |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                   |                                    |                           |                         |                                                             |
| 8 Net short-term capital gain                                                      |                                    |                           |                         |                                                             |
| 9 Income modifications                                                             |                                    |                           |                         |                                                             |
| 10 a Gross sales less returns and allowances                                       |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                          |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                         |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule)                                                  | 1,113.                             | 1,113.                    |                         | ATCH 3                                                      |
| 12 Total. Add lines 1 through 11                                                   | 140,289.                           | 69,739.                   |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                             | 127,200.                           | 63,600.                   |                         | 63,600.                                                     |
| 14 Other employee salaries and wages                                               | 54,000.                            |                           |                         | 54,000.                                                     |
| 15 Pension plans, employee benefits                                                | 38,336.                            |                           |                         | 38,336.                                                     |
| 16a Legal fees (attach schedule)                                                   |                                    |                           |                         |                                                             |
| b Accounting fees (attach schedule)                                                |                                    |                           |                         |                                                             |
| c Other professional fees (attach schedule) *                                      | 9,385.                             |                           |                         | 9,385.                                                      |
| 17 Interest. ATTACHMENT 5                                                          | 20.                                | 20.                       |                         |                                                             |
| 18 Taxes (attach schedule) (see page 14 of the instructions) **                    | 14,933.                            | 4,508.                    |                         | 10,425.                                                     |
| 19 Depreciation (attach schedule) and depletion                                    | 21,129.                            |                           |                         |                                                             |
| 20 Occupancy                                                                       | 3,350.                             |                           |                         | 3,350.                                                      |
| 21 Travel, conferences, and meetings                                               | 5,580.                             |                           |                         | 5,580.                                                      |
| 22 Printing and publications                                                       |                                    |                           |                         |                                                             |
| 23 Other expenses (attach schedule) ATCH 7                                         | 70,107.                            | 27,180.                   |                         | 42,927.                                                     |
| 24 Total operating and administrative expenses. Add lines 13 through 23            | 344,040.                           | 95,308.                   |                         | 227,603.                                                    |
| 25 Contributions, gifts, grants paid                                               | 127,500.                           |                           |                         | 127,500.                                                    |
| 26 Total expenses and disbursements. Add lines 24 and 25                           | 471,540.                           | 95,308.                   |                         | 355,103.                                                    |
| 27 Subtract line 26 from line 12                                                   |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                | -331,251.                          |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                   |                                    | -0-                       |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                     |                                    |                           | -0-                     |                                                             |

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

\* ATCH 4 JSA \*\* ATCH 6

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**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 |
| <b>Assets</b>                                                                                                    | 1 Cash - non-interest-bearing . . . . .                                                                                                  | 31,061.           | 1,488.              | 1,488.                |
|                                                                                                                  | 2 Savings and temporary cash investments . . . . .                                                                                       | 121,148.          | 145,151.            | 145,151.              |
|                                                                                                                  | 3 Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶                                                                       |                   |                     |                       |
|                                                                                                                  | 4 Pledges receivable ▶<br>Less: allowance for doubtful accounts ▶                                                                        |                   |                     |                       |
|                                                                                                                  | 5 Grants receivable . . . . .                                                                                                            |                   |                     |                       |
|                                                                                                                  | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) |                   |                     |                       |
|                                                                                                                  | 7 Other notes and loans receivable (attach schedule) ▶ *                                                                                 |                   | 491,194.            | ATCH 8                |
|                                                                                                                  | Less: allowance for doubtful accounts ▶                                                                                                  | 750,000.          | 491,194.            | 491,194.              |
|                                                                                                                  | 8 Inventories for sale or use . . . . .                                                                                                  |                   |                     |                       |
|                                                                                                                  | 9 Prepaid expenses and deferred charges . . . . .                                                                                        |                   |                     |                       |
|                                                                                                                  | 10 a Investments - U S and state government obligations (attach schedule)                                                                |                   |                     |                       |
|                                                                                                                  | b Investments - corporate stock (attach schedule) ATCH 9                                                                                 | 2,520,741.        | 2,455,436.          | 2,674,162.            |
|                                                                                                                  | c Investments - corporate bonds (attach schedule)                                                                                        |                   |                     |                       |
|                                                                                                                  | 11 Investments - land, buildings, and equipment: basis<br>Less: accumulated depreciation (attach schedule)                               |                   |                     |                       |
|                                                                                                                  | 12 Investments - mortgage loans . . . . .                                                                                                |                   |                     |                       |
|                                                                                                                  | 13 Investments - other (attach schedule)                                                                                                 |                   |                     |                       |
| 14 Land, buildings, and equipment: basis<br>Less: accumulated depreciation (attach schedule)                     | 245,236.<br>34,891.                                                                                                                      | 231,474.          | 210,345.            |                       |
| 15 Other assets (describe ▶)                                                                                     |                                                                                                                                          |                   | ATCH 10<br>210,345. |                       |
| 16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . . | 3,654,424.                                                                                                                               | 3,303,614.        | 3,522,340.          |                       |
| <b>Liabilities</b>                                                                                               | 17 Accounts payable and accrued expenses . . . . .                                                                                       |                   |                     |                       |
|                                                                                                                  | 18 Grants payable . . . . .                                                                                                              |                   |                     |                       |
|                                                                                                                  | 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 ▶)                                                                                                        |                   |                     |                       |
| 23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                  |                                                                                                                                          |                   |                     |                       |
| <b>Net Assets or Fund Balances</b>                                                                               | <b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>                                                           |                   |                     |                       |
|                                                                                                                  | <b>and complete lines 24 through 26 and lines 30 and 31.</b>                                                                             |                   |                     |                       |
|                                                                                                                  | 24 Unrestricted . . . . .                                                                                                                |                   |                     |                       |
|                                                                                                                  | 25 Temporarily restricted . . . . .                                                                                                      |                   |                     |                       |
|                                                                                                                  | 26 Permanently restricted . . . . .                                                                                                      |                   |                     |                       |
|                                                                                                                  | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input checked="" type="checkbox"/>       |                   |                     |                       |
|                                                                                                                  | 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                                                                      | 3,654,424.        | 3,303,614.          |                       |
|                                                                                                                  | 30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .                                                  | 3,654,424.        | 3,303,614.          |                       |
| 31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .             | 3,654,424.                                                                                                                               | 3,303,614.        |                     |                       |

**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 | 3,654,424. |
| 2 Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | -331,251.  |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                                   | 3 |            |
| 4 Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 3,323,173. |
| 5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 11                                                                                                           | 5 | 19,559.    |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                                      | 6 | 3,303,614. |

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**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<br>P-Purchase<br>D-Donation | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|-----------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------|------------------------------------|--------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE                                                                                                    |  |                                              |                                    |                                |
| <b>b</b>                                                                                                                          |  |                                              |                                    |                                |
| <b>c</b>                                                                                                                          |  |                                              |                                    |                                |
| <b>d</b>                                                                                                                          |  |                                              |                                    |                                |
| <b>e</b>                                                                                                                          |  |                                              |                                    |                                |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| <b>a</b>              |                                            |                                                 |                                              |
| <b>b</b>              |                                            |                                                 |                                              |
| <b>c</b>              |                                            |                                                 |                                              |
| <b>d</b>              |                                            |                                                 |                                              |
| <b>e</b>              |                                            |                                                 |                                              |

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

|                                                                                                                                                                                                                                            |                                                                                                                 |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>2</b> Capital gain net income or (net capital loss) . . . . .                                                                                                                                                                           | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> | <b>2</b> | -27,950. |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).<br>If (loss), enter -0- in Part I, line 8 . . . . . |                                                                                                                 | <b>3</b> |          |

**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.

| <b>1</b> Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.                                                                     |                                          |                                              |                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                               | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
| 2008                                                                                                                                                                                               | 923,746.                                 | 2,372,850.                                   | 0.389298                                                  |
| 2007                                                                                                                                                                                               | 275,352.                                 | 2,191,451.                                   | 0.125648                                                  |
| 2006                                                                                                                                                                                               | 142,273.                                 | 733,856.                                     | 0.193870                                                  |
| 2005                                                                                                                                                                                               |                                          |                                              |                                                           |
| 2004                                                                                                                                                                                               |                                          |                                              |                                                           |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                     |                                          | <b>2</b>                                     | 0.708816                                                  |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years . . . . . |                                          | <b>3</b>                                     | 0.236272                                                  |
| <b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .                                                                                                    |                                          | <b>4</b>                                     | 2,927,810.                                                |
| <b>5</b> Multiply line 4 by line 3 . . . . .                                                                                                                                                       |                                          | <b>5</b>                                     | 691,760.                                                  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                      |                                          | <b>6</b>                                     |                                                           |
| <b>7</b> Add lines 5 and 6 . . . . .                                                                                                                                                               |                                          | <b>7</b>                                     | 691,760.                                                  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .                                                                                                                            |                                          | <b>8</b>                                     | 355,103.                                                  |

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 on page 18.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

|                                                                                                                                                                                                                                                |    |   |    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---|----|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions) |    |   |    |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                              |    | 1 | 0. |
| 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 |    |
| 3 Add lines 1 and 2                                                                                                                                                                                                                            |    | 3 | 0. |
| 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 | 0. |
| 6 Credits/Payments:                                                                                                                                                                                                                            |    |   |    |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009                                                                                                                                                                            | 6a |   |    |
| b Exempt foreign organizations-tax withheld at source                                                                                                                                                                                          | 6b |   | 0. |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                          | 6c |   | 0. |
| d Backup withholding erroneously withheld                                                                                                                                                                                                      | 6d |   |    |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                          | 7  |   | 0. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                                            | 8  |   |    |
| 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                                | 9  |   | 0. |
| 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 2010 estimated tax Refunded                                                                                                                                                                  | 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?                                                                                                                                                                                  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?<br>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. |     | X  |
| c Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                                   |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation \$ _____ (2) On foundation managers \$ _____                                                                                                                                                                                |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____                                                                                                                                                                                                          |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                                          |     | X  |
| 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                                                                                                                             |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                                           |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                                       |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                                     |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• 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?                      | X   |    |
| 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.                                                                                                                                                                                                                     | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX, _____                                                                                                                                                                                                                           |     |    |
| 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                                                                                                                                            | X   |    |
| 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV                                                                                        |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                                    |     | X  |

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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 page 20 of the instructions)                                   | 11 |   | X |
| 12                                                                                                    | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?                                                                                                                    | 12 |   | X |
| 13                                                                                                    | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                                                                      | 13 | X |   |
| Website address <input type="checkbox"/> N/A                                                          |                                                                                                                                                                                                                                          |    |   |   |
| 14                                                                                                    | The books are in care of <input type="checkbox"/> STEPHANIE THOMPSON Telephone no <input type="checkbox"/> 903-389-9637                                                                                                                  |    |   |   |
| Located at <input type="checkbox"/> P.O. BOX 877 FAIRFIELD, TX ZIP + 4 <input type="checkbox"/> 75840 |                                                                                                                                                                                                                                          |    |   |   |
| 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 <input type="checkbox"/> 15 |    |   |   |

**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 type="checkbox"/> Yes <input checked="" 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                | 1b  | X  |
| 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 2009?                                                                                                                                                                                                                                                                                                        | 1c  | X  |
| 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years <input type="checkbox"/>                                                                                                                                                                                                                     |     |    |
| 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 page 20 of the instructions)                                                                                                                                                                        | 2b  | X  |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                       |     |    |
| 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 2009 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 2009) | 3b  |    |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                | 4a  | X  |
| 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 2009?                                                                                                                                                                                                                                                              | 4b  | X  |

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**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))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ 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? ☐ Yes ☒ 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 page 22 of the instructions)? **5b** ☐

Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ X

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ X

**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 page 22 of the instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATTACHMENT 12        |                                                           | 127,200.                                  | 0.                                                                    | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**2** Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATTACHMENT 13                                                 |                                                           | 54,000.          | 0.                                                                    | 0.                                    |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

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**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 page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . NONE

**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 N/A                                                                                                                                                                                                                                                  |          |
| 2                                                                                                                                                                                                                                                      |          |
| 3                                                                                                                                                                                                                                                      |          |
| 4                                                                                                                                                                                                                                                      |          |

**Part IX-B** Summary of Program-Related Investments (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 NONE                                                                                                           |        |
| 2                                                                                                                |        |
| All other program-related investments See page 24 of the instructions                                            |        |
| 3 NONE                                                                                                           |        |
| Total. Add lines 1 through 3 . . . . .                                                                           |        |

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**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

|          |                                                                                                                           |           |            |
|----------|---------------------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:               |           |            |
| <b>a</b> | Average monthly fair market value of securities                                                                           | <b>1a</b> | 2,662,094. |
| <b>b</b> | Average of monthly cash balances                                                                                          | <b>1b</b> | 310,302.   |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)                                                   | <b>1c</b> | 0.         |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                                     | <b>1d</b> | 2,972,396. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)                 | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                                      | <b>2</b>  | 0.         |
| <b>3</b> | Subtract line 2 from line 1d                                                                                              | <b>3</b>  | 2,972,396. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | 44,586.    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4               | <b>5</b>  | 2,927,810. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                                      | <b>6</b>  | 146,391.   |

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

|           |                                                                                                           |           |          |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 146,391. |
| <b>2a</b> | Tax on investment income for 2009 from Part VI, line 5                                                    | <b>2a</b> | 0.       |
| <b>b</b>  | Income tax for 2009. (This does not include the tax from Part VI.)                                        | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 0.       |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 146,391. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |          |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 146,391. |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  |          |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 146,391. |

**Part XII Qualifying Distributions**(see page 25 of the instructions)

|          |                                                                                                                                                                     |           |          |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                                          |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                                       | <b>1a</b> | 355,103. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                                  | <b>1b</b> | 0.       |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | <b>2</b>  | 0.       |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                                |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                                      | <b>3a</b> | 0.       |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                               | <b>3b</b> | 0.       |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                   | <b>4</b>  | 355,103. |
| <b>5</b> | 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 page 26 of the instructions) | <b>5</b>  | N/A      |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                               | <b>6</b>  | 355,103. |

**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 page 26 of the instructions)

|                                                                                                                                                                                     | (a)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 . . . . .                                                                                                                      |               |                            |             | 146,391.    |
| 2 Undistributed income, if any, as of the end of 2009:                                                                                                                              |               |                            |             |             |
| a Enter amount for 2008 only . . . . .                                                                                                                                              |               |                            |             |             |
| b Total for prior years: 20 07, 20 06, 20 05 . . . . .                                                                                                                              |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2009:                                                                                                                                  |               |                            |             |             |
| a From 2004 . . . . .                                                                                                                                                               |               |                            |             |             |
| b From 2005 . . . . .                                                                                                                                                               |               |                            |             |             |
| c From 2006 . . . . . 105,580.                                                                                                                                                      |               |                            |             |             |
| d From 2007 . . . . . 165,779.                                                                                                                                                      |               |                            |             |             |
| e From 2008 . . . . . 805,103.                                                                                                                                                      |               |                            |             |             |
| f Total of lines 3a through e . . . . .                                                                                                                                             | 1,076,462.    |                            |             |             |
| 4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 355,103.                                                                                                            |               |                            |             |             |
| a Applied to 2008, but not more than line 2a . . . . .                                                                                                                              |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .                                                                    |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .                                                                            |               |                            |             |             |
| d Applied to 2009 distributable amount . . . . .                                                                                                                                    |               |                            |             | 146,391.    |
| e Remaining amount distributed out of corpus . . . . .                                                                                                                              | 208,712.      |                            |             |             |
| 5 Excess distributions carryover applied to 2009 .<br>(If an amount appears in column (d), the same amount must be shown in column (a) )                                            |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .                                                                                                                         | 1,285,174.    |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                        |               |                            |             |             |
| 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. . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions . . . . .                                                                                         |               |                            |             |             |
| e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions . . . . .                                                           |               |                            |             |             |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .                                                               |               |                            |             |             |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .                  |               |                            |             |             |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .                                                              |               |                            |             |             |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .                                                                                             | 1,285,174.    |                            |             |             |
| 10 Analysis of line 9:                                                                                                                                                              |               |                            |             |             |
| a Excess from 2005 . . . . .                                                                                                                                                        |               |                            |             |             |
| b Excess from 2006 . . . . . 105,580.                                                                                                                                               |               |                            |             |             |
| c Excess from 2007 . . . . . 165,779.                                                                                                                                               |               |                            |             |             |
| d Excess from 2008 . . . . . 805,103.                                                                                                                                               |               |                            |             |             |
| e Excess from 2009 . . . . . 208,712.                                                                                                                                               |               |                            |             |             |

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**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . .

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

4942(j)(3) or

4942(j)(5)

2 a 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) 2009

(b) 2008

(c) 2007

(d) 2006

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 8 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 foundation had \$5,000 or more in assets at any time during the year - see page 28 of the 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).)

NONE

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.

NONE

**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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

ATTACHMENT 14

b The form in which applications should be submitted and information and materials they should include:

NONE

c Any submission deadlines:

NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

ATTACHMENT 15

**Part XV** **Supplementary Information (continued)****3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| <b>Recipient</b><br><b>Name and address (home or business)</b> | <b>If recipient is an individual,<br/>show any relationship to<br/>any foundation manager<br/>or substantial contributor</b> | <b>Foundation<br/>status of<br/>recipient</b> | <b>Purpose of grant or<br/>contribution</b> | <b>Amount</b> |
|----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|---------------------------------------------|---------------|
| <b>a Paid during the year</b><br><br>ATTACHMENT 16             |                                                                                                                              |                                               |                                             |               |
| <b>Total . . . . .</b>                                         |                                                                                                                              |                                               | <b>3a</b>                                   | 127,500.      |
| <b>b Approved for future payment</b>                           |                                                                                                                              |                                               |                                             |               |
| <b>Total . . . . .</b>                                         |                                                                                                                              |                                               | <b>3b</b>                                   |               |

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Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions on page 28 to verify calculations )

## Part XVII

|                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                              |       |    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|----|
| 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) | X  |
|                                                                                                                                                                                                                                                       | (2) Other assets                                                                                                                                                                                                                                                                                                                                                                             | 1a(2) | X  |
| b                                                                                                                                                                                                                                                     | Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |       |    |
|                                                                                                                                                                                                                                                       | (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                   | 1b(1) | X  |
|                                                                                                                                                                                                                                                       | (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                             | 1b(2) | X  |
|                                                                                                                                                                                                                                                       | (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                         | 1b(3) | X  |
|                                                                                                                                                                                                                                                       | (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                               | 1b(4) | X  |
|                                                                                                                                                                                                                                                       | (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                 | 1b(5) | X  |
|                                                                                                                                                                                                                                                       | (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                       | 1b(6) | X  |
| c                                                                                                                                                                                                                                                     | Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             | 1c    | X  |
| 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. |       |    |

[illegible]

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

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

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

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

**Sign Here**

Signature of officer or trustee

Date \_\_\_\_\_

Title

Preparer's  
signature

Date \_\_\_\_\_

Check if self-employed ☐

Preparer's identifying  
number (See **Signature** on  
page 30 of the instructions)  
P00226776

Firm's name (or yours if self-employed), address, and ZIP code

BKD, LLE  
 2800 POST OAK BLVD., STE 3200  
 HOUSTON, TX

77056

Phone no 713-499-4600

Form **990-PF** (2009)

**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.

OMB No. 1545-0047

**2009**

**Name of the organization**

THE JEAN AND GRAHAM DEVOE WILLIFORD  
CHARITABLE TRUST

**Employer identification number**

20-6971005

**Organization type** (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

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

**General Rule**

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

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ► \$ \_\_\_\_\_

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

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

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Name of organization THE JEAN AND GRAHAM DEVOE WILLIFORD  
CHARITABLE TRUST

Employer identification number  
20-6971005

**Part I Contributors** (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                    | (c)<br>Aggregate contributions | (d)<br>Type of contribution                                                                                                                                                             |
|------------|----------------------------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | ESTATE OF GRAHAM D. WILLIFORD<br>P.O. BOX 877<br>FAIRFIELD, TX 75840 | \$ 91,500.                     | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)            |
| 2          | ESTATE OF GRAHAM D. WILLIFORD<br>P.O. BOX 877<br>FAIRFIELD, TX 75840 | \$ 7,000.                      | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution.) |
|            |                                                                      | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                       |
|            |                                                                      | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                       |
|            |                                                                      | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                       |
|            |                                                                      | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                       |
|            |                                                                      | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution.)                       |

**Employer identification number**  
20-6971005

## Part II

[illegible]

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

# Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No. 1545-0092

**2009**

Name of estate or trust **THE JEAN AND GRAHAM DEVOE WILLIFORD**  
**CHARITABLE TRUST**

Employer identification number  
**20-6971005**

**Note:** Form 5227 filers need to complete *only Parts I and II*

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see page 4 of the instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|----------------------------------------------------------------------------|------------------------------------|--------------------------------|-----------------|-------------------------------------------------------------|--------------------------------------------------------------------|
| 1a                                                                         |                                    |                                |                 |                                                             |                                                                    |
|                                                                            |                                    |                                |                 |                                                             |                                                                    |
|                                                                            |                                    |                                |                 |                                                             |                                                                    |
|                                                                            |                                    |                                |                 |                                                             |                                                                    |
|                                                                            |                                    |                                |                 |                                                             |                                                                    |
|                                                                            |                                    |                                |                 |                                                             |                                                                    |

|                                                                                                                                    |           |         |
|------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b                                                          | <b>1b</b> | 10,407. |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824                                                          | <b>2</b>  |         |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                     | <b>3</b>  |         |
| 4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet             | <b>4</b>  | ( )     |
| 5 <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back | <b>5</b>  | 10,407. |

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see page 4 of the instructions) | (f) Gain or (loss) for<br>the entire year<br>Subtract (e) from (d) |
|----------------------------------------------------------------------------|------------------------------------|--------------------------------|-----------------|-------------------------------------------------------------|--------------------------------------------------------------------|
| 6a                                                                         |                                    |                                |                 |                                                             |                                                                    |
|                                                                            |                                    |                                |                 |                                                             |                                                                    |
|                                                                            |                                    |                                |                 |                                                             |                                                                    |
|                                                                            |                                    |                                |                 |                                                             |                                                                    |
|                                                                            |                                    |                                |                 |                                                             |                                                                    |
|                                                                            |                                    |                                |                 |                                                             |                                                                    |

|                                                                                                                                      |           |          |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b                                                             | <b>6b</b> | -38,357. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824                                                       | <b>7</b>  |          |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                        | <b>8</b>  |          |
| 9 Capital gain distributions                                                                                                         | <b>9</b>  |          |
| 10 Gain from Form 4797, Part I                                                                                                       | <b>10</b> |          |
| 11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet              | <b>11</b> | ( )      |
| 12 <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back | <b>12</b> | -38,357. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

| <b>Part III Summary of Parts I and II</b>                          |                                                                   | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|--------------------------------------------------------------------|-------------------------------------------------------------------|---------------------------------|-------------------------|-----------|
| <b>Caution: Read the instructions before completing this part.</b> |                                                                   |                                 |                         |           |
| <b>13</b>                                                          | <b>Net short-term gain or (loss)</b> .....                        | <b>13</b>                       |                         | 10,407.   |
| <b>14</b>                                                          | <b>Net long-term gain or (loss):</b>                              |                                 |                         |           |
| a                                                                  | Total for year .....                                              | <b>14a</b>                      |                         | -38,357.  |
| b                                                                  | Unrecaptured section 1250 gain (see line 18 of the wrksht.) ..... | <b>14b</b>                      |                         |           |
| c                                                                  | 28% rate gain .....                                               | <b>14c</b>                      |                         |           |
| <b>15</b>                                                          | <b>Total net gain or (loss).</b> Combine lines 13 and 14 .....    | <b>15</b>                       |                         | -27,950.  |

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, necessary.

| <b>Part IV Capital Loss Limitation</b> |                                                                                                                                                                              |
|----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>16</b>                              | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of:<br>a The loss on line 15, column (3) or b \$3,000 |
| <b>16</b>                              | ( 3,000. )                                                                                                                                                                   |

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

### **Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

|           |                                                                                                                                                                                                                                                      |           |  |
|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>17</b> | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) .....                                                                                                                                                                          | <b>17</b> |  |
| <b>18</b> | Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero .....                                                                                                                                                                | <b>18</b> |  |
| <b>19</b> | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) .....                                                                                     | <b>19</b> |  |
| <b>20</b> | Add lines 18 and 19 .....                                                                                                                                                                                                                            | <b>20</b> |  |
| <b>21</b> | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- .....                                                                                                                                                | <b>21</b> |  |
| <b>22</b> | Subtract line 21 from line 20. If zero or less, enter -0- .....                                                                                                                                                                                      | <b>22</b> |  |
| <b>23</b> | Subtract line 22 from line 17. If zero or less, enter -0- .....                                                                                                                                                                                      | <b>23</b> |  |
| <b>24</b> | Enter the <b>smaller</b> of the amount on line 17 or \$2,300 .....                                                                                                                                                                                   | <b>24</b> |  |
| <b>25</b> | Is the amount on line 23 equal to or more than the amount on line 24?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box.<br><input type="checkbox"/> <b>No.</b> Enter the amount from line 23 ..... | <b>25</b> |  |
| <b>26</b> | Subtract line 25 from line 24 .....                                                                                                                                                                                                                  | <b>26</b> |  |
| <b>27</b> | Are the amounts on lines 22 and 26 the same?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> of line 17 or line 22 .....                                   | <b>27</b> |  |
| <b>28</b> | Enter the amount from line 26 (If line 26 is blank, enter -0-) .....                                                                                                                                                                                 | <b>28</b> |  |
| <b>29</b> | Subtract line 28 from line 27 .....                                                                                                                                                                                                                  | <b>29</b> |  |
| <b>30</b> | Multiply line 29 by 15% (.15) .....                                                                                                                                                                                                                  | <b>30</b> |  |
| <b>31</b> | Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) .....                                                                             | <b>31</b> |  |
| <b>32</b> | Add lines 30 and 31 .....                                                                                                                                                                                                                            | <b>32</b> |  |
| <b>33</b> | Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) .....                                                                             | <b>33</b> |  |
| <b>34</b> | <b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) .....                                                                                           | <b>34</b> |  |

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

2009

► See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

THE JEAN AND GRAHAM DEVOE WILLIFORD

20-6971005

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**[illegible]

|                                                                                           |         |
|-------------------------------------------------------------------------------------------|---------|
| <b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b | 10,407. |
|-------------------------------------------------------------------------------------------|---------|

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . -38,357.

Schedule D-1 (Form 1041) 2009

**FORM 990-PF - PART IV****CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                           |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|----------------------------------------------|---------------------------------------|-----------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                             | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
|                                              |                                       | 2009 SALIENT ABSOLUTE RETURN TEI FUND, L<br>PROPERTY TYPE: SECURITIES |                          |                                |                                    | P            | VAR<br>48.           | VAR       |
|                                              |                                       | 2010 SALIENT ABSOLUTE RETURN TEI FUND, L<br>PROPERTY TYPE: SECURITIES |                          |                                |                                    | P            | VAR<br>-3,818.       | VAR       |
| 637,122.                                     |                                       | SEE ATTACHED STATEMENT<br>PROPERTY TYPE: SECURITIES<br>622,945.       |                          |                                |                                    | P            | VAR<br>14,177.       | VAR       |
| 88,940.                                      |                                       | SEE ATTACHED STATEMENT<br>PROPERTY TYPE: SECURITIES<br>127,297.       |                          |                                |                                    | P            | VAR<br>-38,357.      | VAR       |
| TOTAL GAIN (LOSS) .....                      |                                       |                                                                       |                          |                                |                                    |              | <u>-27,950.</u>      |           |

The Jean and Graham Devoe Williford Charitable Trust  
EIN 20-6971005  
7/31/2010

| Date Acquired                             | Date Sold  | Description                                             | Gross Sales Price | Cost    | Gain/(Loss) |
|-------------------------------------------|------------|---------------------------------------------------------|-------------------|---------|-------------|
| 12/23/2008                                | 8/5/2009   | 175 SHS Promise CO LTD ADR                              | 906               | 2,170   | (1,263)     |
| 10/6/2008                                 | 8/11/2009  | 10 SHS Fresenius Medical Care-ADR                       | 437               | 495     | (58)        |
| 12/18/2008                                | 8/21/2009  | 75 SHS Takeda Pharmaceutical ADR                        | 1,475             | 1,915   | (440)       |
| 7/9/2009                                  | 8/24/2009  | 250 SHS Alcoa, Inc                                      | 3,105             | 2,310   | 795         |
| 9/5/2008                                  | 8/24/2009  | 100 SHS Freeport-McMoran Copper                         | 6,191             | 7,404   | (1,213)     |
| 12/8/2008                                 | 9/15/2009  | 475 SHS Fosters Group LTD ADR                           | 2,204             | 1,798   | 407         |
| 10/29/2008                                | 9/15/2009  | 50 SHS Fosters Group LTD-ADR                            | 232               | 174     | 58          |
| 7/27/2009                                 | 10/1/2009  | 200 SHS Wellpoint Inc                                   | 10,001            | 10,046  | (46)        |
| 8/4/2009                                  | 10/16/2009 | 100 SHS Millipore Corp                                  | 7,088             | 7,166   | (80)        |
| 12/17/2008                                | 10/20/2009 | 75 SHS Nippon Telegraph & Telephoneadr                  | 1,597             | 1,975   | (377)       |
| 10/15/2009                                | 10/28/2009 | 0 13 SHS Pfizer                                         | 2                 | 2       | (0)         |
| 10/16/2009                                | 12/15/2009 | 200 SHS CVS/Caremark Corporation                        | 6,276             | 7,402   | (1,126)     |
| 5/7/2009                                  | 12/16/2009 | 50 SHS Sterite Industres INDI-ADR                       | 886               | 497     | 389         |
| 5/7/2009                                  | 12/17/2009 | 50 SHS Sterite Industres INDI-ADR                       | 890               | 497     | 393         |
| 5/6/2009                                  | 12/18/2009 | 95 SHS Aegon NV-AMERICAN REGD                           | 599               | 555     | 44          |
| 5/5/2009                                  | 12/18/2009 | 130 SHS Aegon NV-Amercan REGD                           | 820               | 746     | 74          |
| 4/6/2009                                  | 2/9/2010   | 100 SHS Compass Minerals International, Inc             | 6,401             | 5,788   | 614         |
| 6/1/2009                                  | 2/11/2010  | 200 SHS Philip Morris International, Inc                | 9,152             | 8,417   | 735         |
| 5/28/2009                                 | 2/11/2010  | 262245 4200 SHS Salient Absolute Return Fund            | 268,969           | 250,000 | 18,969      |
| 5/8/2009                                  | 2/16/2010  | 150 SHS MTN Group LTD - SP ADR                          | 2,143             | 2,122   | 22          |
| 9/15/2009                                 | 3/16/2010  | 100 SHS Intesa Sanpaolo - SP ADR                        | 2,300             | 2,613   | (313)       |
| 8/5/2009                                  | 3/16/2010  | 400 SHS National Bank of Greece ADR                     | 1,715             | 2,310   | (596)       |
| 5/19/2009                                 | 3/16/2010  | 100 SHS Intesa Sanpaolo - SP ADR                        | 2,300             | 1,877   | 423         |
| 2/16/2010                                 | 3/31/2010  | 4949 91 SHS Absolute Strategies Mutual Fund- I          | 52,717            | 51,925  | 792         |
| 2/16/2010                                 | 3/31/2010  | 4812 29 SHS AQR Diversified ARB Mutual Fund- I          | 52,163            | 51,925  | 239         |
| 2/16/2010                                 | 3/31/2010  | 3288 37 SHS Highbridge Stat Market Neutral Fund- Select | 52,188            | 51,925  | 263         |
| 2/16/2010                                 | 3/31/2010  | 3311 52 SHS Merger Fund                                 | 52,388            | 51,925  | 464         |
| 2/16/2010                                 | 3/31/2010  | 4018 93 SHS The Arbitrage Fund - I                      | 52,568            | 51,925  | 643         |
| 12/21/2009                                | 4/29/2010  | 225 SHS National Bank of Greece ADR                     | 678               | 1,160   | (483)       |
| 9/25/2009                                 | 4/29/2010  | 315 SHS National Bank of Greece ADR                     | 949               | 2,111   | (1,162)     |
| 9/24/2009                                 | 4/29/2010  | 60 SHS National Bank of Greece ADR                      | 181               | 389     | (208)       |
| 10/27/2009                                | 5/10/2010  | 300 SHS Unisys Corporation                              | 7,792             | 8,174   | (382)       |
| 8/20/2009                                 | 5/12/2010  | 60 SHS Rio Tinto ADR                                    | 2,770             | 2,227   | 544         |
| 6/12/2009                                 | 5/12/2010  | 200 SHS Banco Santander Cent ADR Hispano                | 1,971             | 2,203   | (232)       |
| 2/1/2010                                  | 6/7/2010   | 6724 24 SHS Salient Absolute Return Fund                | 6,583             | 6,724   | (141)       |
| 9/24/2009                                 | 6/11/2010  | 80 SHS Tenaris SA - ADR                                 | 2,088             | 2,114   | (28)        |
| 1/15/2010                                 | 6/14/2010  | 50 SHS Tenaris SA - ADR                                 | 1,764             | 2,232   | (468)       |
| 9/24/2009                                 | 6/14/2010  | 15 SHS Tenaris SA - ADR                                 | 529               | 529     | 1           |
| 9/1/2009                                  | 6/16/2010  | 50 SHS Sterite Industres INDI-ADR                       | 676               | 696     | (20)        |
| 4/27/2010                                 | 7/6/2010   | 100 SHS Wells Fargo                                     | 2,595             | 3,349   | (754)       |
| 4/27/2010                                 | 7/6/2010   | 100 SHS Wells Fargo                                     | 2,613             | 3,367   | (754)       |
| 10/20/2009                                | 7/16/2010  | 25 SHS ArcelorMittal                                    | 759               | 1,021   | (262)       |
| 2/12/2010                                 | 7/30/2010  | 25 SHS ArcelorMittal                                    | 801               | 991     | (190)       |
| 2/11/2010                                 | 7/30/2010  | 100 SHS Teva Pharmaceutical- SP ADR                     | 5,059             | 5,714   | (654)       |
| 10/20/2009                                | 7/30/2010  | 50 SHS ArcelorMittal                                    | 1,603             | 2,043   | (440)       |
| Total Short Term Gains/Losses             |            |                                                         | 637,122           | 622,945 | 14,177      |
| 4/25/2008                                 | 8/20/2009  | 50 SHS Nestle ADR                                       | 1,936             | 2,377   | (440)       |
| 4/25/2008                                 | 8/21/2009  | 125 SHS Scottish & Southern Energy - ADR                | 2,316             | 3,486   | (1,170)     |
| 6/28/2007                                 | 8/24/2009  | 125 SHS Dow Chemical                                    | 2,661             | 5,558   | (2,896)     |
| 4/25/2008                                 | 8/28/2009  | 25 SHS Fomento Economico Mex-ADR                        | 962               | 1,098   | (136)       |
| 4/25/2008                                 | 8/31/2009  | 25 SHS Diageo PLC-ADR                                   | 1,605             | 2,048   | (444)       |
| 5/6/2008                                  | 9/3/2009   | 100 SHS Praxair                                         | 7,586             | 9,090   | (1,504)     |
| 4/25/2008                                 | 9/3/2009   | 25 SHS Diageo PLC-ADR                                   | 1,547             | 2,048   | (501)       |
| 4/25/2008                                 | 9/14/2009  | 30 SHS Diageo PLC-ADR                                   | 1,892             | 2,458   | (566)       |
| 8/15/2008                                 | 9/24/2009  | 50 SHS Sanofi- Aventis- ADR                             | 1,852             | 1,832   | 20          |
| 4/25/2008                                 | 9/24/2009  | 110 SHS Nintendo CO LTD ADR                             | 3,627             | 7,506   | (3,879)     |
| 4/25/2008                                 | 9/25/2009  | 15 SHS Nintendo CO LTD ADR                              | 496               | 1,024   | (527)       |
| 7/3/2007                                  | 10/15/2009 | Pfizer/Wyeth Meger Cost Basis Adjustment                | 0                 | 5,018   | (5,018)     |
| 7/3/2007                                  | 10/19/2009 | 125 SHS Wyeth                                           | 4,125             | 0       | 4,125       |
| 4/25/2008                                 | 10/20/2009 | 150 SHS Nokia ADR                                       | 2,036             | 4,328   | (2,291)     |
| 4/25/2008                                 | 11/16/2009 | 50 SHS National Gnd Transco ADR                         | 2,582             | 3,550   | (968)       |
| 5/8/2008                                  | 12/1/2009  | 100 SHS Transocean Ltd                                  | 8,483             | 15,410  | (6,928)     |
| 6/28/2007                                 | 12/14/2009 | 75 SHS Northrop Grumman                                 | 4,065             | 5,820   | (1,755)     |
| 4/25/2008                                 | 12/16/2009 | 50 SHS France Telecom SA- Sponsored ADR                 | 1,274             | 1,571   | (297)       |
| 12/11/2008                                | 12/17/2009 | 200 SHS Aegon NV-AMERICAN REGD                          | 1,297             | 1,363   | (66)        |
| 4/25/2008                                 | 12/17/2009 | 25 SHS France Telecom SA- Sponsored ADR                 | 640               | 786     | (146)       |
| 12/11/2008                                | 12/18/2009 | 125 SHS Aegon NV-AMERICAN REGD                          | 788               | 852     | (64)        |
| 4/30/2008                                 | 1/15/2010  | 50 SHS Fomento Economico Mex-ADR                        | 2,203             | 2,196   | 7           |
| 4/30/2008                                 | 1/19/2010  | 150 SHS France Telecom SA- Sponsored ADR                | 3,784             | 4,714   | (930)       |
| 4/30/2008                                 | 2/12/2010  | 50 SHS Toyota ADR                                       | 3,749             | 5,084   | (1,335)     |
| 1/15/2009                                 | 2/16/2010  | 25 SHS National Gnd Transco ADR                         | 1,228             | 1,258   | (31)        |
| 4/30/2008                                 | 2/16/2010  | 25 SHS National Gnd Transco ADR                         | 1,228             | 1,775   | (547)       |
| 4/30/2008                                 | 3/15/2010  | 50 SHS Total S.A ADR                                    | 2,910             | 4,099   | (1,189)     |
| 8/27/2008                                 | 4/27/2010  | 200 SHS Medtronic                                       | 8,800             | 11,323  | (2,523)     |
| 4/30/2008                                 | 5/11/2010  | 275 SHS Banco Santander Cent ADR Hispano                | 2,933             | 5,841   | (2,908)     |
| 4/30/2008                                 | 5/12/2010  | 225 SHS Banco Santander Cent ADR Hispano                | 2,218             | 4,779   | (2,561)     |
| 5/12/2009                                 | 6/14/2010  | 25 SHS Sterite Industres INDI-ADR                       | 334               | 249     | 85          |
| 5/12/2009                                 | 6/15/2010  | 75 SHS Sterite Industres INDI-ADR                       | 1,019             | 746     | 273         |
| 6/29/2009                                 | 7/12/2010  | 100 SHS Mosaic Company                                  | 4,282             | 4,447   | (165)       |
| 6/29/2009                                 | 7/12/2010  | 50 SHS Research In Motion                               | 2,482             | 3,565   | (1,083)     |
| Total Long Term Gains/Losses              |            |                                                         | 88,940            | 127,297 | (38,357)    |
| Total Short Term & Long Term Gains/Losses |            |                                                         | 726,061           | 750,242 | (24,180)    |

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u>                       | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|------------------------------------------|---------------------------------------------------|--------------------------------------|
| INTEREST ON SAVINGS AND CASH INVESTMENTS | 30,021.                                           | 30,021.                              |
| INTEREST FROM PARTNERSHIPS               | 67.                                               | 67.                                  |
| TOTAL                                    | <u>30,088.</u>                                    | <u>30,088.</u>                       |

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u>          | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|-----------------------------|---------------------------------------------------|--------------------------------------|
| DIVIDENDS FROM SECURITIES   | 16,459.                                           | 16,459.                              |
| DIVIDENDS FROM PARTNERSHIPS | 22,079.                                           | 22,079.                              |
| TOTAL                       | <u>38,538.</u>                                    | <u>38,538.</u>                       |

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

| <u>DESCRIPTION</u>              | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|---------------------------------|---------------------------------------------------|--------------------------------------|
| MISCELLANEOUS INCOME            | 116.                                              | 116.                                 |
| OTHER INCOME FROM PARTNERSHIPS  | 2,931.                                            | 2,931.                               |
| INCOME (LOSS) FROM PARTNERSHIPS | -1,934.                                           | -1,934.                              |
| TOTALS                          | <u>1,113.</u>                                     | <u>1,113.</u>                        |

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------|
| PROFESSIONAL FEES  | 9,385.                                            | 9,385.                         |
| TOTALS             | <u>9,385.</u>                                     | <u>9,385.</u>                  |

FORM 990PF, PART I - INTEREST EXPENSE

| DESCRIPTION                   | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------------------------|-----------------------------------------|-----------------------------|
| INTEREST EXP FROM PARTNERHIPS | 20.                                     | 20.                         |
| TOTALS                        | 20.                                     | 20.                         |

ATTACHMENT 6FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------------|--------------------------------|
| PAYROLL TAX        | 14,117.                                           | 3,692.                               | 10,425.                        |
| FOREIGN TAX        | 816.                                              | 816.                                 |                                |
| TOTALS             | <u>14,933.</u>                                    | <u>4,508.</u>                        | <u>10,425.</u>                 |

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                 | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|-----------------------------|-----------------------------------------|-----------------------------|------------------------|
| BANK SERVICE CHARGES        | 40.                                     | 36.                         | 4.                     |
| DUES AND SUBSCRIPTIONS      | 56.                                     |                             | 56.                    |
| FIDUCIARY FEES              | 5,995.                                  | 5,995.                      |                        |
| INSURANCE                   | 17,274.                                 |                             | 17,274.                |
| MEALS & ENTERTAINMENT       | 224.                                    | 224.                        |                        |
| MISCELLANEOUS EXPENSES      | 10,066.                                 |                             | 10,066.                |
| OFFICE EXPENSES             | 7,086.                                  |                             | 7,086.                 |
| REPAIRS & MAINTENANCE       | 8,441.                                  |                             | 8,441.                 |
| OTHER EXP FROM PARTNERSHIPS | 20,843.                                 | 20,843.                     |                        |
| SEC 59(E) (2) EXPENSES      | 82.                                     | 82.                         |                        |
| TOTALS                      | <u>70,107.</u>                          | <u>27,180.</u>              | <u>42,927.</u>         |

ATTACHMENT 8FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER: FAIRFIELD INDUSTRIAL  
ORIGINAL AMOUNT: 750,000.  
INTEREST RATE: 5.750000  
DATE OF NOTE: 02/06/2008  
MATURITY DATE: 10/01/2014  
PURPOSE OF LOAN: PURCHASE OF LAND

BEGINNING BALANCE DUE ..... 750,000.

ENDING BALANCE DUE ..... 484,194.

ENDING FAIR MARKET VALUE ..... 491,194.

BORROWER: GILL & LAGODICH

ENDING BALANCE DUE ..... 7,000.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE 750,000.

TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE 491,194.

TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE 491,194.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9

DESCRIPTION

|                               | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|-------------------------------|------------------------------|-----------------------|
| SALIENT                       | 2,396,887.                   | 2,296,096.            |
| SALIENT - EAGLE               | 252,482.                     | 219,708.              |
| SALIENT - FHC                 | 135,144.                     | 158,358.              |
| K-1 KINDER MORGAN - BASIS ADJ | -4,246.                      | 0.                    |
| K-1 ENDOWMENT FUND- BASIS ADJ | -74,837.                     | 0.                    |
| K-1 SALIENT ABSOLUTE RETURN   |                              |                       |
| TEI FUND- BASIS ADJ           | -249,994.                    | 0.                    |
| TOTALS                        | <u>2,455,436.</u>            | <u>2,674,162.</u>     |

For the Account of:

JEAN & GRAHAM DEVOE WILLIFORD CHARITABLE TRUST AGENCY

Account Number: 943600

Date : JULY 01, 2010 THROUGH JULY 31, 2010

**SALIENT  
TRUST CO.**

4265 San Felipe, 8th Floor  
Houston, Texas 77027  
713-993-4675 Fax 713-993-4698  
www.salienttrust.com

## INVESTMENTS

| Quantity | Description | Estimated Unit Price | Cost | Market | Est. Annual Income | Yield |
|----------|-------------|----------------------|------|--------|--------------------|-------|
|----------|-------------|----------------------|------|--------|--------------------|-------|

### EQUITIES

|                                 |                                    |       |            |            |          |      |
|---------------------------------|------------------------------------|-------|------------|------------|----------|------|
| 50 0000                         | JM CO                              | 85 54 | 4,348 00   | 4,277 00   | 105 00   | 2 45 |
| 125 0000                        | ABBOTT LABS                        | 49 08 | 5,771.23   | 6,135 00   | 220 00   | 3 59 |
| 100 0000                        | ALLERGAN                           | 61 06 | 6,547 98   | 6,106 00   | 20 00    | 0 33 |
| 100 0000                        | ALTRIA GROUP                       | 22.18 | 2,133 61   | 2,216 00   | 140 00   | 6 32 |
| 100 0000                        | AMERICAN EXPRESS                   | 44 54 | 6,129.00   | 4,464 00   | 72 00    | 1 61 |
| 175 0000                        | AT&T INC                           | 25 94 | 4,716.18   | 4,539 50   | 294 00   | 6 48 |
| 169 0000                        | BANK OF AMERICA                    | 14 04 | 12,576 78  | 2,653 56   | 7 56     | 0 28 |
| 100 0000                        | CONOCOPHILIPS                      | 55 22 | 7,749 86   | 5,522 00   | 220 00   | 3 98 |
| 100 0000                        | EXXON MOBIL                        | 59 68 | 8,404 00   | 5,968 00   | 176 00   | 2 95 |
| 100 0000                        | JOHNSON & JOHNSON                  | 58 09 | 6,175 72   | 5,809 00   | 216 00   | 3 72 |
| 125 0000                        | MEDTRONIC                          | 36 97 | 6,481 08   | 4,621 25   | 112 50   | 2 43 |
| 100 0000                        | PEABODY ENERGY CORP                | 45 15 | 5,792 32   | 4,515 00   | 28.60    | 0 62 |
| 100 0000                        | PEPSICO                            | 64.91 | 6,563.86   | 6,491 00   | 192 00   | 2.96 |
| 123 0000                        | PFIZER                             | 15 00 | 2,154 34   | 1 845 00   | 88 56    | 4 80 |
| 100 0000                        | PHILIP MORRIS INTERNATIONAL<br>INC | 51 04 | 4,891 39   | 5 104 00   | 232 00   | 4 55 |
| 100 0000                        | PROCTER & GAMBLE                   | 61 18 | 6,157 86   | 6,116 00   | 192 72   | 3 15 |
| 125 0000                        | QUALCOMM INC                       | 38 08 | 5 448 58   | 4 780 00   | 95 00    | 2 00 |
| 100 0000                        | TARGET CORPORATION                 | 51.32 | 6,367 86   | 5,132 00   | 100 00   | 1 95 |
| 100 0000                        | TRAVELERS COMPANIES                | 50 45 | 5,335 00   | 5,045 00   | 144.00   | 2 85 |
| 100 0000                        | UNITEDHEALTH GROUP INC             | 30 45 | 5 231 86   | 3,045 00   | 50 00    | 1 64 |
| 175 0000                        | WELLS FARGO                        | 27 73 | 6,194 76   | 4,852 75   | 35 00    | 0 72 |
| Subtotal DOMESTIC EQUITIES      |                                    |       | 125,171 27 | 99,217 06  | 2,740 34 | 2 76 |
| 150 0000                        | HONDA MOTOR ADR                    | 31 77 | 5 451.00   | 4,765.50   | 46 28    | 0 97 |
| 125 0000                        | NESTLE ADR                         | 49 22 | 5,044 05   | 6,152.93   | 112 08   | 1 82 |
| Subtotal FOREIGN EQUITIES (ADR) |                                    |       | 10,495.05  | 10,918 43  | 158.38   | 1 45 |
| Total EQUITIES                  |                                    |       | 135,666 32 | 110,135.49 | 2,898.70 | 2 63 |

### OTHER ASSETS

|                |                                |      |              |              |      |      |
|----------------|--------------------------------|------|--------------|--------------|------|------|
| 2 000,000 0000 | THE ENDOWMENT TR FUND,<br>L P. | 0 96 | 2,000,000 00 | 1,928,845 54 | 0 00 | 0 00 |
|----------------|--------------------------------|------|--------------|--------------|------|------|

For the Account of:

JEAN & GRAHAM DEVOE WILLIFORD CHARITABLE TRUST AGENCY

Account Number: 943600

Date : JULY 01, 2010 THROUGH JULY 31, 2010

**SALIENT  
TRUST CO.**

4265 San Felipe, 8th Floor  
Houston, Texas 77027  
713-993-4675 Fax 713-993-4698  
www.salienttrust.com

### INVESTMENTS (Continued)

| Quantity    | Description                            | Estimated Unit Price | Cost         | Market       | Est. Annual Income | Yield % |
|-------------|----------------------------------------|----------------------|--------------|--------------|--------------------|---------|
|             | Subtotal DIVERSIFIED ALL ASSET FUND:   |                      | 2,000,000.00 | 1,928,845.54 | 0.00               | 0.00    |
| 17,721.6700 | SALIENT ABSOLUTE RETURN<br>RETAIL FUND | 14.51                | 260,000.00   | 257,114.91   | 0.00               | 0.00    |
|             | Subtotal DIVERSIFIED ARBITRAGE FUND    |                      | 260,000.00   | 257,114.91   | 0.00               | 0.00    |
|             | Total OTHER ASSETS                     |                      | 2,260,000.00 | 2,185,960.45 | 0.00               | 0.00    |

For the Account of:

JEAN & GRAHAM DEVOE WILLIFORD - EAGLE

Account Number: 943601

Date : JULY 01, 2010 THROUGH JULY 31, 2010

**SALIENT  
TRUST CO.**

4265 San Felipe, 8th Floor  
Houston, Texas 77027  
713-993-4875 Fax: 713-993-4698  
www.salienttrust.com

## INVESTMENTS

| Quantity | Description | Estimated Unit Price | Cost | Market | Est. Annual Income | Yield |
|----------|-------------|----------------------|------|--------|--------------------|-------|
|----------|-------------|----------------------|------|--------|--------------------|-------|

### EQUITIES

|          |                                          |        |           |           |        |      |
|----------|------------------------------------------|--------|-----------|-----------|--------|------|
| 100 0000 | CENTRAL EURO DISTRIBUTION CP             | 26 07  | 2,468 24  | 2,607 00  | 0 00   | 0 00 |
| 400 0000 | THOMPSON CREEK METALS CO                 | 9 30   | 4,708 87  | 3,720 00  | 0 00   | 0 00 |
|          | Subtotal DOMESTIC EQUITIES.              |        | 7,177.11  | 6,327.00  | 0 00   | 0 00 |
| 75 0000  | AGRIUM INC                               | 63 00  | 6,474 00  | 4,725.00  | 8 25   | 0 17 |
| 150 0000 | ANGLO AMERICAN PLC-UNSPON ADR            | 19 77  | 5,059 50  | 2,965.22  | 0 00   | 0 00 |
| 110 0000 | ASTRAZENECA PLC ADR                      | 50.44  | 5,125.97  | 5,548 40  | 265 10 | 4 78 |
| 225 0000 | ATLAS COPCO AB - SPON ADR B              | 14 91  | 3,541 50  | 3,354 88  | 61 43  | 1 83 |
| 200.0000 | AXA - ADR                                | 18.43  | 7,272.00  | 3,685.80  | 116 92 | 3 17 |
| 200.0000 | BARCLAYS PLC -ADR                        | 20.87  | 4,087 71  | 4,174 00  | 42.78  | 1 02 |
| 50.0000  | BASF SE - SPON ADR                       | 58 12  | 3,019.19  | 2,905 89  | 80 88  | 2 78 |
| 125.0000 | BNP PARIBAS-ADR                          | 34 34  | 4,158 41  | 4,291 90  | 88 26  | 2 01 |
| 100 0000 | BOC HONG KONG HLDS - SPONS ADR           | 51 36  | 4,901 58  | 5,135 60  | 215 88 | 4 20 |
| 150.0000 | BRITISH AMERICAN TOB -ADR                | 68 93  | 11 052.10 | 10,339 50 | 451 40 | 4.37 |
| 125 0000 | CANON INC ADR                            | 43 32  | 4,888 23  | 5,415 00  | 135 95 | 2.51 |
| 15 0000  | CNOOC LTD SPONS ADR                      | 168 42 | 2,490.72  | 2,528 30  | 69 49  | 2.75 |
| 150 0000 | DBS GROUP HOLDINGS LTD SPONSORED ADR     | 42.37  | 7,319 86  | 6,355 05  | 238 82 | 3.76 |
| 30 0000  | DELHAIZE GROUP-SPONS ADR                 | 74 43  | 2,368.71  | 2,232 90  | 43.78  | 1.98 |
| 150.0000 | DESARROLLADORA HOMEX S A. DE C.V ADR-USD | 29 68  | 3,778 57  | 4,452 00  | 0 00   | 0 00 |
| 45.0000  | DIAGEO PLC - ADR                         | 69.88  | 3,686 85  | 3,144 60  | 104 88 | 3 34 |
| 75 0000  | E ON AG SPONSORED ADR                    | 29 87  | 5,014 50  | 2,240 48  | 104 67 | 4 67 |
| 150 0000 | FOCUS MEDIA HOLDING - ADR                | 18.13  | 2,410 44  | 2,719 50  | 0 00   | 0.00 |
| 75.0000  | FOMENTO ECONOMICO MEX - ADR              | 48.68  | 3,293 25  | 3,651 00  | 46 88  | 1 28 |
| 225 0000 | FUJIFILM HOLDINGS ADR                    | 31 16  | 8,132 01  | 7,010 15  | 48 49  | 0 69 |
| 100 0000 | GLAXOSMITHKLINE ADR                      | 35.17  | 3,699 44  | 3,517 00  | 198 13 | 5 63 |
| 175 0000 | HONDA MOTOR ADR                          | 31 77  | 5,651.09  | 5 559 75  | 53 99  | 0 97 |
| 400 0000 | KEPPEL CORP LTD ADR                      | 13 74  | 6 458 00  | 5,495 92  | 225 52 | 4 10 |
| 225 0000 | KONINKLIJKE KPN NV- SP ADR               | 13 91  | 4,261 50  | 3,130 63  | 183 98 | 5 88 |

For the Account of:

JEAN & GRAHAM DEVOE WILLIFORD - EAGLE

Account Number: 943601

Date : JULY 01, 2010 THROUGH JULY 31, 2010

**SALIENT  
TRUST CO.**

4285 San Felipe, 8th Floor  
Houston, Texas 77027  
713-993-4675 Fax: 713-993-4698  
www.salienttrust.com

## INVESTMENTS (Continued)

| Quantity                         | Description                             | Estimated Unit Price | Cost       | Market     | Est. Annual Income | Yield |
|----------------------------------|-----------------------------------------|----------------------|------------|------------|--------------------|-------|
| 650 0000                         | mitsubishi UFJ FINANCIAL GROUP-ADR      | 4 98                 | 6,655 83   | 3,237 00   | 80 54              | 2 49  |
| 25 0000                          | mitsui & CO LTD - SPONS ADR             | 258.70               | 6,028 11   | 8 417 50   | 92 45              | 1 44  |
| 200 0000                         | NESTLE ADR                              | 49 22                | 8,992 57   | 9 844 88   | 179.32             | 1 82  |
| 100 0000                         | NIDEC CORPORATION-ADR                   | 23 45                | 2,582 29   | 2 345 00   | 16 27              | 0 69  |
| 150 0000                         | NISSAN MOTOR CO LTD - SP ADR            | 15.32                | 2,485.33   | 2,298 65   | 0 00               | 0 00  |
| 200 0000                         | NOVARTIS AG-ADR                         | 48 74                | 10,431 17  | 9,748 00   | 330.52             | 3 39  |
| 75 0000                          | OIL CO LUKOIL SPONSORED ADR             | 56 50                | 3,803 59   | 4,237 50   | 112 39             | 2 65  |
| 50 0000                          | ORIX- SPONSORED ADR                     | 39 15                | 1 636 20   | 1 957 50   | 18 62              | 0 95  |
| 175 0000                         | PETROLEO BRASILEIRO S.A - ADR           | 31 85                | 8,773 62   | 5,573 75   | 26 20              | 0 47  |
| 175 0000                         | ROCHE HOLDINGS LTD- SPONS ADR           | 32 38                | 7 445 37   | 5 688 06   | 202 91             | 3 58  |
| 60 0000                          | RWE AG ADR                              | 70 64                | 7,011.60   | 4,238 26   | 204 99             | 4 84  |
| 110 0000                         | SANOFI - AVENTIS - ADR                  | 29 14                | 3,896 05   | 3 205 40   | 121 25             | 3 78  |
| 175 0000                         | SOCIETE GENERALE FRANCE ADR             | 11 53                | 2,625 88   | 2,017 02   | 8 99               | 0 44  |
| 100 0000                         | STATOIL ASA- SPON ADR                   | 20 33                | 3,468 00   | 2,033 00   | 77 93              | 3 83  |
| 50 0000                          | SWISS REINSURANCE CO - ADR              | 45 86                | 2,483 57   | 2,292.95   | 39 68              | 1 73  |
| 100 0000                         | TELEFONICA ADR                          | 68 44                | 8,756 00   | 6,844 00   | 379 29             | 5 54  |
| 150 0000                         | TOKIO MARINE HOLDINGS-ADR               | 27 30                | 4,335 90   | 4 095 32   | 71 58              | 1 75  |
| 100 0000                         | TOTAL S A ADR                           | 50 63                | 3,198 00   | 5,063 00   | 261 32             | 5 18  |
| 350 0000                         | TURKCELL ILETISIM HIZMET - ADR          | 14 50                | 6,860 00   | 5 075 00   | 206 71             | 4 07  |
| 175 0000                         | UNILEVER PLC SPONSORED ADR              | 28 63                | 4 013 37   | 5,010 25   | 165 06             | 3 29  |
| 200 0000                         | VALE SA - SP PERF ADR                   | 24 23                | 6,080 00   | 4,848 00   | 83 22              | 1 72  |
| 200 0000                         | VOLVO AB-SPONSORED ADR                  | 12 44                | 2,596.74   | 2,488.32   | 0 00               | 0 00  |
| 100 0000                         | ZURICH FINANCIAL SERVICES SPONSORED ADR | 23 24                | 1,851 40   | 2 324 49   | 122 90             | 5 29  |
| Subtotal FOREIGN EQUITIES (ADR): |                                         |                      | 238,707.72 | 205,434.93 | 5,585 48           | 2 72  |
| 225 0000                         | ABB LTD - SPON ADR                      | 20 18                | 6,756.75   | 4,540 50   | 0 00               | 0 00  |
| 100 0000                         | BMW - UNSPON ADR                        | 17 93                | 1,808 40   | 1 793 02   | 8 01               | 0 45  |
| 75 0000                          | CENTRAL EUROPEAN MEDIA ENT-A            | 21 50                | 1,254 05   | 1,612 50   | 0 00               | 0 00  |
| Subtotal FOREIGN EQUITIES        |                                         |                      | 9,817 20   | 7,946 02   | 8 01               | 0 10  |
| Total EQUITIES                   |                                         |                      | 253,702.03 | 219,707.95 | 5,593 49           | 2 55  |

For the Account of:

JEAN & GRAHAM DEVOE WILLIFORD - FHC

Account Number: 943602

Date : JULY 01, 2010 THROUGH JULY 31, 2010

# SALIENT TRUST CO.

4265 San Felipe, 8th Floor  
Houston, Texas 77027  
713-993-4675 Fax 713-993-4693  
www.salienttrust.com

## INVESTMENTS

| Quantity | Description | Estimated Unit Price | Cost | Market | Est. Annual Income | Yield % |
|----------|-------------|----------------------|------|--------|--------------------|---------|
|----------|-------------|----------------------|------|--------|--------------------|---------|

### EQUITIES

|          |                                     |        |            |            |          |       |
|----------|-------------------------------------|--------|------------|------------|----------|-------|
| 200 0000 | ABBOTT LABS                         | 49 08  | 11,433 51  | 9,816 00   | 352 00   | 3 59  |
| 300 0000 | ALTERA CORPORATION                  | 27 72  | 7 421 35   | 8,316 00   | 72 00    | 0 87  |
| 100 0000 | COMPASS MINERALS INTERNATIONAL, INC | 70 69  | 5,787 53   | 7 069 00   | 156 00   | 2 21  |
| 500 0000 | CORNING INCORPORATED                | 18 12  | 9 206 98   | 9 060 00   | 100 00   | 1 10  |
| 200 0000 | EMC                                 | 19 79  | 3,383 95   | 3,958 00   | 0 00     | 0 00  |
| 100 0000 | IBM                                 | 128 40 | 9,410 29   | 12,840 00  | 260 00   | 2 02  |
| 100 0000 | MCDONALD'S                          | 69 73  | 5,622 69   | 6 973 00   | 220 00   | 3 18  |
| 200 0000 | NUANCE COMMUNICATIONS INC           | 15 51  | 3,029 88   | 3,302 00   | 0 00     | 0 00  |
| 200 0000 | ORACLE                              | 23 64  | 4,503 42   | 4,728 00   | 40 00    | 0 85  |
| 200 0000 | PEPSICO                             | 64 91  | 10 915 55  | 12,982 00  | 384 00   | 2 96  |
| 200 0000 | SYBASE INC                          | 64 98  | 6,217 88   | 12,998 00  | 0 00     | 0 00  |
| 100 0000 | VF CORP                             | 79 33  | 7,305 01   | 7 933 00   | 240 00   | 3 03  |
|          | Subtotal DOMESTIC EQUITIES          |        | 84,238.02  | 99,973.00  | 1,824 00 | 1 82  |
| 300 0000 | ACCENTURE PLC CLASS A               | 39 64  | 12,212 80  | 11,892 00  | 225 00   | 1 89  |
|          | Subtotal FOREIGN EQUITIES:          |        | 12,212 80  | 11,892.00  | 225 00   | 1 89  |
| 200 0000 | KINDER MORGAN PARTNERS              | 68 37  | 12 095 55  | 13 674 00  | 372 00   | 6 38  |
|          | Subtotal MASTER LIMITED PARTNERSHIP |        | 12,095.55  | 13,674.00  | 372.00   | 6.38  |
| 500 0000 | ANNALY CAPITAL MANAGEMENT INC       | 17 40  | 9 191 85   | 8,700 00   | 1,360 00 | 15 63 |
|          | Subtotal DOMESTIC EQUITIES - REIT.  |        | 9,191.85   | 8,700.00   | 1,360 00 | 15 63 |
| 100 0000 | SPDR GOLD TRUST                     | 115 49 | 8,779 95   | 11,549 00  | 0 00     | 0 00  |
|          | Subtotal EQUITIES - INDEX SHARES.   |        | 8,779 95   | 11,549 00  | 0 00     | 0 00  |
|          | Total EQUITIES                      |        | 128,518.17 | 145,788.00 | 4,281 00 | 2.94  |

### MUTUAL FUNDS

|            |                                       |       |          |           |        |      |
|------------|---------------------------------------|-------|----------|-----------|--------|------|
| 1 000 0000 | INVESCO VAN KAMPEN AD MIT II          | 12 57 | 8 625 74 | 12,570 00 | 376 00 | 6 97 |
|            | Subtotal MUTUAL FUNDS-BOND-CLOSED END |       | 8,625.74 | 12,570.00 | 376.00 | 6 97 |
|            | Total MUTUAL FUNDS                    |       | 8,625 74 | 12,570 00 | 376 00 | 6.97 |

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 10

## FIXED ASSET DETAIL      ACCUMULATED DEPRECIATION DETAIL

| ASSET DESCRIPTION | METHOD/<br>CLASS | FIXED ASSET DETAIL   |           |           | ACCUMULATED DEPRECIATION DETAIL |           |                   |
|-------------------|------------------|----------------------|-----------|-----------|---------------------------------|-----------|-------------------|
|                   |                  | BEGINNING<br>BALANCE | ADDITIONS | DISPOSALS | BEGINNING<br>BALANCE            | ADDITIONS | ENDING<br>BALANCE |
| 2005 CHEVY TAHOE  | SL               | 42,552               |           |           | 6,383.                          | 8,510.    | 14,893            |
| LAND              | L                | 3,790.               |           |           |                                 |           |                   |
| BUILDING          | M39              | 15,610.              |           |           | 251.                            | 400.      | 651.              |
| LEASEHOLD IMPROVE | SL               | 183,284.             |           |           | 7,128.                          | 12,219.   | 19,347.           |
| TOTALS            |                  | <u>245,236.</u>      |           |           | <u>13,762.</u>                  |           | <u>34,891.</u>    |

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

BOOK/TAX DIFFERENCE FROM PARTNERSHIPS

19,559.

TOTAL

19,559.

THE JEAN AND GRAHAM DEVOE WILLIFORD

20-6971005

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

| NAME AND ADDRESS                                          | TITLE AND AVERAGE HOURS PER<br>WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS<br>TO EMPLOYEE<br>BENEFIT PLANS | EXPENSE ACCT<br>AND OTHER<br>ALLOWANCES |
|-----------------------------------------------------------|---------------------------------------------------------|--------------|-----------------------------------------------|-----------------------------------------|
| JOHN R. WILLIFORD<br>P.O. BOX 877<br>FAIRFIELD, TX 75840  | TRUSTEE<br>12.00                                        | 63,600.      | 0.                                            | 0.                                      |
| THOMAS C. CAMPBELL<br>P.O. BOX 877<br>FAIRFIELD, TX 75840 | TRUSTEE<br>12.00                                        | 63,600.      | 0.                                            | 0.                                      |
| GRAND TOTALS                                              |                                                         | 127,200.     | 0.                                            | 0.                                      |

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 13

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE<br/>HOURS PER WEEK<br/>DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS EXPENSE ACCT<br/>TO EMPLOYEE AND OTHER<br/>BENEFIT PLANS ALLOWANCES</u> |
|-------------------------|---------------------------------------------------------------------|---------------------|------------------------------------------------------------------------------------------|
|-------------------------|---------------------------------------------------------------------|---------------------|------------------------------------------------------------------------------------------|

|                                                         |                        |         |    |
|---------------------------------------------------------|------------------------|---------|----|
| STEPHANIE THOMPSON<br>PO BOX 877<br>FAIRFIELD, TX 75840 | ADMINISTRATOR<br>40.00 | 54,000. | 0. |
|---------------------------------------------------------|------------------------|---------|----|

|                    |         |    |
|--------------------|---------|----|
| TOTAL COMPENSATION | 54,000. | 0. |
|--------------------|---------|----|

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

STEPHANIE THOMPSON  
P.O. BOX 877  
FAIRFIELD, TX 75840  
903-389-9637

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

ONE OR MORE OF THE TRUSTEES OF THE TRUST WILL EACH YEAR SUGGEST ONE OR MORE ORGANIZATIONS AS POTENTIAL RECIPIENT ORGANIZATIONS FOR GIFTS OR GRANTS DURING THE COURSE OF THAT YEAR. THE TRUSTEES WILL EVALUATE EACH SUCH SUGGESTED ORGANIZATION IN TERMS OF (I) OBTAINING IRS VERIFICATION OF THE ORGANIZATION'S QUALIFICATION AS AN ORGANIZATION DESCRIBED IN CODE SECTION 501(C)(3) AND THAT IS A PUBLIC CHARITY DESCRIBED IN SECTION 509(A)(1) OR 509(A)(2) OF THE CODE; (II) THE ORGANIZATION'S OPERATING HISTORY; (III) THE ORGANIZATION'S SPECIFIC CHARITABLE PURPOSES; AND (IV) THE SPECIFIC CHARITABLE PROGRAM OR PROGRAMS OF SUCH ORGANIZATIONS FOR WHICH THE DISTRIBUTION OR DISTRIBUTIONS FROM TRUST WOULD BE USED FOR THE FURTHERANCE OF THE ARTS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16

| RECIPIENT NAME AND ADDRESS                                                                                       | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR<br>AND<br>FOUNDATION STATUS OF RECIPIENT |  | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT   |
|------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--|----------------------------------|----------|
|                                                                                                                  |                                                                                  |  |                                  |          |
| TYLER MUSEUM OF ART<br>1300 S MAHON AVE<br>TYLER, TX 75701                                                       | NONE<br>501(C) (3)                                                               |  | CHARITABLE                       | 111,000. |
| AMON CARTER MUSEUM OF WESTERN ART<br>3501 CAMP BOWIE BLVD.<br>FORT WORTH, TX 76107                               | NONE<br>501(C) (3)                                                               |  | CHARITABLE                       | 3,000.   |
| DALLAS MUSEUM OF ART<br>1717 N. HARWOOD ST<br>DALLAS, TX 75201                                                   | NONE<br>501(C) (3)                                                               |  | CHARITABLE                       | 3,000    |
| TRINITY STAR ARTS COUNCIL<br>P O. BOX 1546<br>FAIRFIELD, TX 75840                                                | NONE<br>501(C) (3)                                                               |  | CHARITABLE                       | 500.     |
| CHILDREN'S AIDS ART PROGRAMME<br>100 SOUTH STREET, SUITE 110<br>SAUSALITO, CA 94965                              | NONE<br>501(C) (3)                                                               |  | CHARITABLE                       | 5,000.   |
| HARRISON CHAPEL CEMETERY ASSOCIATION<br>C/O LOFTIN DUNLAP PLUMB CREEK RANCH<br>765 E FM 489<br>BUFFALO, TX 75831 | NONE<br>501(C) (13)                                                              |  | CHARITABLE                       | 1,000.   |

FORM 990BF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR  
AND

## FOUNDATION STATUS OF RECIPIENT

## RECIPIENT NAME AND ADDRESS

## PURPOSE OF GRANT OR CONTRIBUTION

## AMOUNT

THE ART MUSEUM OF SOUTHEAST TEXAS  
500 MAIN ST  
BEAUMONT, TX 77701NONE  
501 (C) (3)

CHARITABLE

2,000.

OLD JAIL ART CENTER  
P O. BOX 2650  
ALBANY, TX 76430NONE  
501 (C) (3)

CHARITABLE

1,000.

GRACE MUSEUM  
102 CYPRESS STREET  
ABILENE, TX 79601NONE  
501 (C) (3)

CHARITABLE

1,000.

TOTAL CONTRIBUTIONS PAID

127,500.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

| DESCRIPTION                     | BUSINESS<br>CODE | AMOUNT  | EXCLUSION<br>CODE | AMOUNT | RELATED OR EXEMPT<br>FUNCTION INCOME |
|---------------------------------|------------------|---------|-------------------|--------|--------------------------------------|
|                                 |                  |         |                   |        |                                      |
| MISCELLANEOUS INCOME            |                  |         |                   |        |                                      |
| OTHER INCOME FROM PARTNERSHIPS  |                  |         | 01                | 116.   |                                      |
| INCOME (LOSS) FROM PARTNERSHIPS | 211110           | -1,934. | 01                | 2,931. |                                      |
| TOTALS                          |                  | -1,934. |                   | 3,047. |                                      |

Form **4562**Department of the Treasury  
Internal Revenue Service (99)**Depreciation and Amortization**  
(Including Information on Listed Property)

OMB No 1545-0172

**2009**Attachment  
Sequence No **67**

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

Identifying number

THE JEAN AND GRAHAM DEVOE WILLIFORD

20-6971005

Business or activity to which this form relates

**GENERAL DEPRECIATION****Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

|    |                                                                                                                                        |                              |                  |
|----|----------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------|
| 1  | Maximum amount See the instructions for a higher limit for certain businesses                                                          | 1                            |                  |
| 2  | Total cost of section 179 property placed in service (see instructions)                                                                | 2                            |                  |
| 3  | Threshold cost of section 179 property before reduction in limitation (see instructions)                                               | 3                            |                  |
| 4  | Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-                                                        | 4                            |                  |
| 5  | Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5                            |                  |
| 6  | (a) Description of property                                                                                                            | (b) Cost (business use only) | (c) Elected cost |
| 7  | Listed property Enter the amount from line 29                                                                                          | 7                            |                  |
| 8  | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7                                                    | 8                            |                  |
| 9  | Tentative deduction Enter the smaller of line 5 or line 8                                                                              | 9                            |                  |
| 10 | Carryover of disallowed deduction from line 13 of your 2008 Form 4562                                                                  | 10                           |                  |
| 11 | Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)                      | 11                           |                  |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11                                                   | 12                           |                  |
| 13 | Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12                                                             | 13                           |                  |

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)**

|    |                                                                                                                                             |    |         |
|----|---------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 |         |
| 15 | Property subject to section 168(f)(1) election                                                                                              | 15 |         |
| 16 | Other depreciation (including ACRS)                                                                                                         | 16 | 12,219. |

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)****Section A**

|    |                                                                                                                                   |    |      |
|----|-----------------------------------------------------------------------------------------------------------------------------------|----|------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2009                                                  | 17 | 400. |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here |    |      |

**Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|------------------------------------------------------------------------------|---------------------|----------------|------------|----------------------------|
| 19a 3-year property            |                                      |                                                                              |                     |                |            |                            |
| b 5-year property              |                                      |                                                                              |                     |                |            |                            |
| c 7-year property              |                                      |                                                                              |                     |                |            |                            |
| d 10-year property             |                                      |                                                                              |                     |                |            |                            |
| e 15-year property             |                                      |                                                                              |                     |                |            |                            |
| f 20-year property             |                                      |                                                                              |                     |                |            |                            |
| g 25-year property             |                                      |                                                                              | 25 yrs              |                | S/L        |                            |
| h Residential rental property  |                                      |                                                                              | 27 5 yrs            | MM             | S/L        |                            |
| i Nonresidential real property |                                      |                                                                              | 27 5 yrs            | MM             | S/L        |                            |
|                                |                                      |                                                                              | 39 yrs              | MM             | S/L        |                            |
|                                |                                      |                                                                              |                     | MM             | S/L        |                            |

**Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System**

|                |  |  |        |    |     |  |
|----------------|--|--|--------|----|-----|--|
| 20a Class life |  |  |        |    | S/L |  |
| b 12-year      |  |  | 12 yrs |    | S/L |  |
| c 40-year      |  |  | 40 yrs | MM | S/L |  |

**Part IV Summary (See instructions.)**

|    |                                                                                                                                                                                                            |    |         |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 21 | Listed property Enter amount from line 28                                                                                                                                                                  | 21 | 8,510.  |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions | 22 | 21,129. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs                                                                    | 23 |         |

**Part V Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)

| <b>24a</b> Do you have evidence to support the business/investment use claimed?                                                                                                                        |                               | <input type="checkbox"/> Yes              | <input type="checkbox"/> No | <b>24b</b> If "Yes," is the evidence written?                |                        | <input type="checkbox"/> Yes | <input type="checkbox"/> No   |                                 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------------------|-----------------------------|--------------------------------------------------------------|------------------------|------------------------------|-------------------------------|---------------------------------|
| (a)<br>Type of property (list vehicles first)                                                                                                                                                          | (b)<br>Date placed in service | (c)<br>Business/investment use percentage | (d)<br>Cost or other basis  | (e)<br>Basis for depreciation (business/investment use only) | (f)<br>Recovery period | (g)<br>Method/Convention     | (h)<br>Depreciation deduction | (i)<br>Elected section 179 cost |
| <b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) . . . . . <b>25</b> |                               |                                           |                             |                                                              |                        |                              |                               |                                 |
| <b>26</b> Property used more than 50% in a qualified business use . . . . . SEE LISTED PROPERTY DETAIL                                                                                                 |                               |                                           |                             |                                                              |                        |                              |                               |                                 |
|                                                                                                                                                                                                        |                               | %                                         |                             |                                                              |                        |                              |                               |                                 |
|                                                                                                                                                                                                        |                               | %                                         |                             |                                                              |                        |                              |                               |                                 |
|                                                                                                                                                                                                        |                               | %                                         |                             |                                                              |                        |                              |                               |                                 |
| <b>27</b> Property used 50% or less in a qualified business use . . . . .                                                                                                                              |                               |                                           |                             |                                                              |                        |                              |                               |                                 |
|                                                                                                                                                                                                        |                               | %                                         |                             |                                                              | S/L -                  |                              |                               |                                 |
|                                                                                                                                                                                                        |                               | %                                         |                             |                                                              | S/L -                  |                              |                               |                                 |
|                                                                                                                                                                                                        |                               | %                                         |                             |                                                              | S/L -                  |                              |                               |                                 |
| <b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 . . . . .                                                                                                  |                               |                                           |                             |                                                              |                        |                              | <b>28</b>                     | 8,510.                          |
| <b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1 . . . . .                                                                                                               |                               |                                           |                             |                                                              |                        |                              | <b>29</b>                     |                                 |

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

|                                                                                                             | (a)<br>Vehicle 1 |    | (b)<br>Vehicle 2 |    | (c)<br>Vehicle 3 |    | (d)<br>Vehicle 4 |    | (e)<br>Vehicle 5 |    | (f)<br>Vehicle 6 |    |
|-------------------------------------------------------------------------------------------------------------|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|------------------|----|
| <b>30</b> Total business/investment miles driven during the year (do not include commuting miles) . . . . . |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| <b>31</b> Total commuting miles driven during the year . . . . .                                            |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| <b>32</b> Total other personal (noncommuting) miles driven . . . . .                                        |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| <b>33</b> Total miles driven during the year. Add lines 30 through 32 . . . . .                             |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| <b>34</b> Was the vehicle available for personal use during off-duty hours? . . . . .                       | Yes              | No | Yes              | No | Yes              | No | Yes              | No | Yes              | No | Yes              | No |
| <b>35</b> Was the vehicle used primarily by a more than 5% owner or related person? . . . . .               |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |
| <b>36</b> Is another vehicle available for personal use? . . . . .                                          |                  |    |                  |    |                  |    |                  |    |                  |    |                  |    |

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions).

|                                                                                                                                                                                                                                            |     |    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees? . . . . .                                                                                        | Yes | No |
| <b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners . . . . . |     | X  |
| <b>39</b> Do you treat all use of vehicles by employees as personal use? . . . . .                                                                                                                                                         |     | X  |
| <b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received? . . . . .                                                   |     | X  |
| <b>41</b> Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) . . . . .                                                                                                                     |     | X  |

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

**Part VI Amortization**

| (a)<br>Description of costs                                                                        | (b)<br>Date amortization begins | (c)<br>Amortizable amount | (d)<br>Code section | (e)<br>Amortization period or percentage | (f)<br>Amortization for this year |
|----------------------------------------------------------------------------------------------------|---------------------------------|---------------------------|---------------------|------------------------------------------|-----------------------------------|
| <b>42</b> Amortization of costs that begins during your 2009 tax year (see instructions) . . . . . |                                 |                           |                     |                                          |                                   |
|                                                                                                    |                                 |                           |                     |                                          |                                   |
| <b>43</b> Amortization of costs that began before your 2009 tax year . . . . .                     |                                 |                           |                     |                                          | <b>43</b>                         |
| <b>44</b> Total. Add amounts in column (f). See the instructions for where to report . . . . .     |                                 |                           |                     |                                          | <b>44</b>                         |

## DEPRECIATION

| Asset description | Date placed in service | Cost or basis |  | Accumulated amortization | Ending accumulated amortization | Code | Life |  |  | Current-year amortization |
|-------------------|------------------------|---------------|--|--------------------------|---------------------------------|------|------|--|--|---------------------------|
|                   |                        |               |  |                          |                                 |      |      |  |  |                           |
|                   |                        |               |  |                          |                                 |      |      |  |  |                           |
|                   |                        |               |  |                          |                                 |      |      |  |  |                           |
|                   |                        |               |  |                          |                                 |      |      |  |  |                           |
|                   |                        |               |  |                          |                                 |      |      |  |  |                           |
|                   |                        |               |  |                          |                                 |      |      |  |  |                           |
|                   |                        |               |  |                          |                                 |      |      |  |  |                           |
| <b>TOTALS</b>     |                        |               |  |                          |                                 |      |      |  |  |                           |

PAGE 49

Application for Extension of Time To File an  
Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Electronic Filing (e-file)** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on e-file for Charities & Nonprofits.

|                                                                                     |                                                                                         |                                     |                                |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|-------------------------------------|--------------------------------|
| Type or print<br><br>File by the due date for filing your return. See instructions. | Name of Exempt Organization                                                             | THE JEAN AND GRAHAM DEVOE WILLIFORD | Employer identification number |
|                                                                                     | CHARITABLE TRUST                                                                        |                                     | 20-6971005                     |
|                                                                                     | Number, street, and room or suite no. If a P.O. box, see instructions                   |                                     |                                |
|                                                                                     | P.O. BOX 877                                                                            |                                     |                                |
|                                                                                     | City, town or post office, state, and ZIP code For a foreign address, see instructions. |                                     |                                |
|                                                                                     | FAIRFIELD, TX 75840                                                                     |                                     |                                |

**Check type of return to be filed** (file a separate application for each return):

- |                                                 |                                                                   |                                    |
|-------------------------------------------------|-------------------------------------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990               | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL            | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ            | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ STEPHANIE THOMPSON

Telephone No. ▶ 903 389-9637

FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 03/15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ ☐ calendar year \_\_\_\_\_ or
- ▶ ☒ tax year beginning 08/01, 2009, and ending 07/31, 2010.

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

|                                                                                                                                                                                                                        |    |    |    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----|----|
| 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.                                                                    | 3a | \$ | 0. |
| b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.                                               | 3b | \$ | 0. |
| c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | \$ | 0. |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

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