Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2010

For calendar year 2010, or tax year beginning 08/01 **, 2010, and ending** 07/31 , **20** 11

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Name of foundation
THE JEAN AND GRAHAM DEVOE WILLIFORD
CHARITABLE TRUST

A Employer identification number
20-6971005

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 877

B Telephone number (see page 10 of the instructions)
(903) 389-9637

City or town, state, and ZIP code
FAIRFIELD, TX 75840

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: [X] 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)* ▶ $ 3,694,629.

J Accounting method: [X] 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	290,000.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	21,443.	21,443.		ATCH 1
	4 Dividends and interest from securities	50,891.	50,891.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	968.			
	b Gross sales price for all assets on line 6a 249,828.				
	7 Capital gain net income (from Part IV, line 2)		968.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less. Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	402,055.	1,444.		ATCH 3
	12 **Total.** Add lines 1 through 11	765,357.	74,746.		
Operating and Administrative Expenses	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	40,619.			40,619.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	10,500.	7,875.	0.	2,625.
	c Other professional fees (attach schedule) *	27,596.			27,596.
	17 Interest . ATTACHMENT 5	18.	18.		
	18 Taxes (attach schedule) (see page 14 of the instructions) **	22,658.	6,558.		16,100.
	19 Depreciation (attach schedule) and depletion	21,129.			
	20 Occupancy	3,147.			3,147.
	21 Travel, conferences, and meetings	2,144.			2,144.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	59,873.	26,740.		33,133.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	368,884.	104,791.	0.	242,964.
	25 Contributions, gifts, grants paid	70,300.			70,300.
	26 **Total expenses and disbursements.** Add lines 24 and 25	439,184.	104,791.	0.	313,264.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	326,173.			
	b **Net investment income** (if negative, enter -0-)		0.		
	c **Adjusted net income** (if negative, enter -0-)				

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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
Assets				
1	Cash - non-interest-bearing	1,488.	-9,576.	-9,576.
2	Savings and temporary cash investments	145,151.	77,915.	77,915.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ *		* 466,579.	ATCH 8
	Less. allowance for doubtful accounts ▶	491,194.	466,579.	466,579.
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	2,455,436.	2,905,653.	2,970,495.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment. basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment. basis ▶ 245,236.			ATCH 10
	Less. accumulated depreciation (attach schedule) ▶ 56,020.	210,345.	189,216.	189,216.
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	3,303,614.	3,629,787.	3,694,629.
Liabilities				
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	**Total liabilities** (add lines 17 through 22)		0.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
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	3,303,614.	3,629,787.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	3,303,614.	3,629,787.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,303,614.	3,629,787.	

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	3,303,614.
2	Enter amount from Part I, line 27a	2	326,173.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,629,787.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,629,787.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 968.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 . . . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	355,103.	2,927,810.	0.121286
2008	923,746.	2,372,850.	0.389298
2007	275,352.	2,191,451.	0.125648
2006	142,273.	733,856.	0.193870
2005			

2	**Total** of line 1, column (d)	2	0.830102
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.207526
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,070,164.
5	Multiply line 4 by line 3	5	637,139.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	637,139.
8	Enter qualifying distributions from Part XII, line 4	8	313,264.

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 ▶ ☐ and enter "N/A" on line 1. 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 ▶ ☐ 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	2010 estimated tax payments and 2009 overpayment credited to 2010	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 ☐ 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 2011 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ ________ (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? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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*	7	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*	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
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 ▶ N/A

14 The books are in care of ▶ STEPHANIE THOMPSON Telephone no ▶ 903-389-9637

Located at ▶ P.O. BOX 877 FAIRFIELD, TX ZIP + 4 ▶ 75840

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Answer	Line	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________				
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 22 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. ▶ ________, ________, ________, ________				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 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 2010.)*		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 2010?		4b		X

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

		Yes	No
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		

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 11		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 12		54,000.	0.	0.

Total number of other employees paid over $50,000 ▶

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 24 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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,998,733.
b	Average of monthly cash balances	1b	118,185.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	3,116,918.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,116,918.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	46,754.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,070,164.
6	**Minimum investment return.** Enter 5% of line 5	6	153,508.

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.)

1	Minimum investment return from Part X, line 6			1	153,508.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	0.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	153,508.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	153,508.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	153,508.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	313,264.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	313,264.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	313,264.

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) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					153,508.
2 Undistributed income, if any, as of the end of 2010.					
a Enter amount for 2009 only					
b Total for prior years: 20 08 ,20 07 ,20 06					
3 Excess distributions carryover, if any, to 2010					
a From 2005					
b From 2006	105,580.				
c From 2007	165,779.				
d From 2008	805,103.				
e From 2009	208,712.				
f Total of lines 3a through e		1,285,174.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 313,264.					
a Applied to 2009, 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 2010 distributable amount					153,508.
e Remaining amount distributed out of corpus		159,756.			
5 Excess distributions carryover applied to 2010 (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		1,444,930.			
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 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions					
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		1,444,930.			
10 Analysis of line 9.					
a Excess from 2006	105,580.				
b Excess from 2007	165,779.				
c Excess from 2008	805,103.				
d Excess from 2009	208,712.				
e Excess from 2010	159,756.				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, 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)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 13

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 14

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT 15				
Total . . . . ▶ 3a				70,300.
b Approved for future payment				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	21,443.	
4 Dividends and interest from securities			14	50,891.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	968.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 16		-1,711.		403,766.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-1,711.		477,068.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 475,357.

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)

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

			Yes	No
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?			
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.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Trustee 7 Dec 2011 ▶ Trustee

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MPGerich		12/21/2011		

Firm's name ▶ BKD, LLP — Firm's EIN ▶

Firm's address ▶ 2800 POST OAK BLVD., STE 3200 HOUSTON, TX 77056 — Phone no 713-499-4600

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

2010

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).

Name of organization THE JEAN AND GRAHAM DEVOE WILLIFORD CHARITABLE TRUST

Employer identification number 20-6971005

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ESTATE OF GRAHAM D. WILLIFORD P.O. BOX 877 FAIRFIELD, TX 75840	$ 290,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON SAVINGS AND CASH INVESTMENTS	21,410.	21,410.
INTEREST FROM PARTNERSHIPS	33.	33.
TOTAL	21,443.	21,443.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS FROM SECURITIES	17,682.	17,682.
DIVIDENDS FROM PARTNERSHIPS	33,209.	33,209.
TOTAL	50,891.	50,891.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME		3,016.	3,016.
INCOME (LOSS) FROM PARTNERSHIPS		399,039.	-1,572.
	TOTALS	402,055.	1,444.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PROFESSIONAL FEES	27,596.	27,596.
TOTALS	27,596.	27,596.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST EXP FROM PARTNERSHIPS	18.	18.
TOTALS	18.	18.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAX		21,803.	5,703.	16,100.
FOREIGN TAX		855.	855.	
	TOTALS	22,658.	6,558.	16,100.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	260.		260.
FIDUCIARY FEES	6,236.	6,236.	
INSURANCE	19,774.		19,774.
MISCELLANEOUS EXPENSES	6,441.		6,441.
OFFICE EXPENSES	5,853.		5,853.
REPAIRS & MAINTENANCE	805.		805.
OTHER EXP FROM PARTNERSHIPS	20,435.	20,435.	
SEC 59(E)(2) EXPENSES	69.	69.	
TOTALS	59,873.	26,740.	33,133.

ATTACHMENT 8

FORM 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		484,194.
ENDING BALANCE DUE		459,579.
ENDING FAIR MARKET VALUE		459,579.
BORROWER:	GILL & LAGODICH	
BEGINNING BALANCE DUE		7,000.
ENDING BALANCE DUE		7,000.
ENDING FAIR MARKET VALUE		7,000.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE		491,194.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE		466,579.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE		466,579.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SALIENT EQUITIES	148,553.	139,764.
SALIENT OTHER ASSETS	2,262,541.	2,363,094.
SALIENT - EAGLE EQUITIES	248,399.	268,635.
SALIENT - FHC	164,347.	199,002.
K-1 KINDER MORGAN - BASIS ADJ	-6,801.	0.
K-1 ENDOWMENT FUND - BASIS ADJ	88,614.	0.
TOTALS	2,905,653.	2,970,495.

For the Account of:

JEAN & GRAHAM DEVOE WILLIFORD CHARITABLE TRUST AGENCY

Account Number: 943600

Date : JULY 01, 2011 THROUGH JULY 31, 2011

SALIENT TRUST CO.

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

INVESTMENTS

EQUITIES

Quantity	Description	Estimated Unit Price	Cost	Market	Est. Annual Income	Yield %
65.0000	3M CO	87.14	5,627.46	5,664.10	143.00	2.52
125.0000	ABBOTT LABS	51.32	5,771.23	6,415.00	240.00	3.74
330.0000	ALCOA INC	14.73	5,439.76	4,860.90	39.60	0.81
100.0000	ALLERGAN	81.31	6,547.98	8,131.00	20.00	0.25
100.0000	ALTRIA GROUP	26.30	2,133.61	2,630.00	152.00	5.78
175.0000	AT&T INC	29.28	4,716.18	5,120.50	301.00	5.88
189.0000	BANK OF AMERICA	9.71	12,576.78	1,835.19	7.56	0.41
205.0000	BANK OF NEW YORK MELLON CORP	25.11	5,876.36	5,147.55	106.60	2.07
230.0000	CISCO SYSTEMS	15.97	5,450.96	3,673.10	55.20	1 50
115.0000	CONOCOPHILIPS	71.99	8,636.81	8,278.85	303.60	3.67
250.0000	EMC	26.08	5,367.44	6,520.00	0.00	0 00
100.0000	EXXON MOBIL	79.79	8,404.00	7,979.00	188.00	2.36
360.0000	FORD MOTOR COMPANY	12.21	5,819.06	4,395.60	0.00	0.00
100.0000	FREEPORT- MCMORAN COPPER	52.98	4,771.15	5,298.00	100.00	1 89
120.0000	HOME DEPOT	34.93	3,772.70	4,191.60	120.00	2.86
185.0000	INTEL	22.33	3,652.34	4,131 05	155.40	3.76
60.0000	JOHNSON & JOHNSON	64.79	3,705.43	3,887.40	136.80	3.52
100.0000	JUNIPER NETWORKS INC	23.39	3,922.16	2,339.00	0.00	0 00
120.0000	LAS VEGAS SANDS CORP	47.18	4,820.73	5,661.60	0.00	0.00
130.0000	METLIFE, INC.	41.21	5,128 90	5,357 30	96.20	1 80
60.0000	PEPSICO	64.04	3,938 32	3,842.40	123.60	3.22
100.0000	PNC FINANCIAL SERVICES GROUP	54.29	5,294.27	5,429.00	140.00	2.58
100.0000	PROCTER & GAMBLE	61.49	6,157.86	6,149 00	210.00	3.42
125.0000	QUALCOMM INC.	54.78	5,448.58	6,847.50	107 50	1.57
75.0000	SCHLUMBERGER	90.37	5,395.27	6,777.75	75.00	1.11
100 0000	TARGET CORPORATION	51.49	6,367 88	5,149.00	120.00	2.33
105.0000	WALT DISNEY	38.62	3,809.30	4,055.10	42.00	1.04
	Subtotal DOMESTIC EQUITIES:		148,552.54	139,764.49	2,983.06	2.13
	Total EQUITIES		148,552.54	139,764.49	2,983.06	2.13

OTHER ASSETS

Attachment 9-1

For the Account of:

JEAN & GRAHAM DEVOE WILLIFORD CHARITABLE TRUST AGENCY

Account Number: 943600

Date : JULY 01, 2011 THROUGH JULY 31, 2011

SALIENT
TRUST CO.

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

INVESTMENTS (Continued)

Quantity	Description	Estimated Unit Price	Cost	Market	Est. Annual Income	Yield %
2,000,000.0000	THE ENDOWMENT TEI FUND, L.P.	1.05	2,000,000.00	2,096,300.26	0.00	0.00
	Subtotal DIVERSIFIED ALL ASSET FUND:		**2,000,000.00**	**2,096,300.26**	**0.00**	**0.00**
17,894.1200	SALIENT ABSOLUTE RETURN RETAIL FUND	14.91	262,541.41	266,794.13	0.00	0.00
	Subtotal DIVERSIFIED ARBITRAGE FUND:		**262,541.41**	**266,794.13**	**0.00**	**0.00**
Total OTHER ASSETS			**2,262,541.41**	**2,363,094.39**	**0.00**	**0.00**

Attachment 9-1

For the Account of:

JEAN & GRAHAM DEVOE WILLIFORD - EAGLE

Account Number: 943601

Date : JULY 01, 2011 THROUGH JULY 31, 2011

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

Quantity	Description	Estimated Unit Price	Cost	Market	Est. Annual Income	Yield %
75.0000	BROOKFIELD ASSET MANAGE - CL A	31.53	2,463.43	2,364.75	39.00	1.65
	Subtotal DOMESTIC EQUITIES:		2,463.43	2,364.75	39.00	1.65
50.0000	AGRIUM INC	87.38	4,316.00	4,369.00	5.50	0.13
375.0000	ALLIANZ SE-ADR	13.09	5,467.60	4,907.03	181.20	3.69
150.0000	ANGLO AMERICAN PLC-UNSPON ADR	23.80	5,059.50	3,570.28	42.75	1.20
50.0000	ANHEUSER - BUSCH INBEV SPN ADR	57.58	3,133.68	2,879.00	48.52	1.69
110.0000	ASTRAZENECA PLC ADR	48.51	5,125.97	5,336.10	297.00	5.57
225.0000	ATLAS COPCO AB - SPON ADR B	21.07	3,541.50	4,740.68	101.68	2.14
200.0000	BARCLAYS PLC -ADR	14.56	4,087.71	2,912.00	70.24	2.41
75.0000	BASF SE - SPON ADR	90.85	4,783.28	6,813.58	171.94	2.52
30.0000	BAYER A G ADR	80.37	2,427.41	2,411.18	48.32	2.00
60.0000	BHP BILLITON PLC - ADR	75.15	4,564.52	4,509.00	109.20	2.42
200.0000	BMW - UNSPON ADR	33.41	4,289.17	6,682.10	81.64	1.22
125.0000	BNP PARIBAS-ADR	32.67	4,158.41	4,083.35	138.44	3.39
50.0000	BOC HONG KONG HLDS - SPONS ADR	59.79	2,358.59	2,989.29	123.10	4.12
150.0000	BRITISH AMERICAN TOB -ADR	91.42	11,052.10	13,713.00	584.68	4.26
275.0000	BT GROUP PLC ADR	32.87	7,888.58	9,039.25	318.31	3.52
125.0000	CANON INC ADR	48.32	4,688.23	6,040.00	179.55	2.97
70.0000	CARNIVAL PLAC - ADR	34.60	2,998.88	2,422.00	59.50	2.46
15.0000	CNOOC LTD SPONS ADR	222.31	2,490.72	3,334.65	79.88	2.39
150.0000	DBS GROUP HOLDINGS LTD SPONSORED ADR	51.61	7,319.88	7,740.81	333.80	4.31
150.0000	FOCUS MEDIA HOLDING - ADR	32.89	2,410.44	4,933.50	0.00	0.00
50.0000	FOMENTO ECONOMICO MEX - ADR	72.37	2,195.50	3,618.50	58.55	1.62
125.0000	FUJIFILM HOLDINGS ADR	30.22	3,913.72	3,778.01	32.35	0.86
90.0000	HITACHI LTD ADR	61.87	5,101.99	5,568.30	76.24	1.37
125.0000	HONDA MOTOR ADR	39.78	4,078.59	4,972.50	58.39	1.17
50.0000	HSBC HOLDINGS ADR	48.87	2,637.34	2,443.50	92.50	3.79
500.0000	INFINEON TECHNOLOGIES ADR	10.07	5,000.23	5,034.55	61.80	1.23

Attachment 9-1

For the Account of:

JEAN & GRAHAM DEVOE WILLIFORD - EAGLE

Account Number: 943601

Date : JULY 01, 2011 THROUGH JULY 31, 2011

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 %
440.0000	KEPPEL CORP LTD ADR	18.39	6,456.00	8,092.70	308.92	3.82
225 0000	KONINKLIJKE KPN NV- SP ADR	14.29	4,261.50	3,215.81	221.51	6.89
50.0000	LVMH MOET HENNESSY - UNSP ADR	36.77	1,618.47	1,838.66	21 38	1.16
20.0000	MITSUI & CO LTD - SPONS ADR	376.99	4,934.21	7,539.84	211.89	2.81
180 0000	NESTLE ADR	63.75	8,041 85	11,475.52	317.99	2.77
250.0000	NISSAN MOTOR CO LTD - SP ADR	21.30	4,408 09	5,324 53	45.00	0 85
140.0000	NOVARTIS AG-ADR	61.20	7,380.17	8,568.00	280.78	3.28
100.0000	OIL CO LUKOIL SPONSORED ADR	66.88	5,412.46	6,686.35	178.50	2.67
50.0000	ORIX- SPONSORED ADR	54 23	1,636.20	2,711.50	22.71	0.84
175.0000	PETROLEO BRASILEIRO S.A.-ADR	30.73	8,773.62	5,377.75	26.25	0.49
400.0000	PRECISION DRILLING CORP	17 23	4,587.03	6,892.00	0.00	0.00
85.0000	REPSOL YPF SA-SPONSORED ADR	31.65	2,815.40	2,690.26	99.76	3.71
40 0000	ROYAL DUTCH SHELL PLC-ADR A	73.56	2,598.71	2,942.40	114.24	3.88
114.0000	SANOFI	38.75	4,036.01	4,417.50	150.77	3.41
175.0000	SBERBANK-SPONSORED ADR	14.73	2,639.28	2,577.03	20.60	0.80
30 0000	SHIRE PLC - ADR	104.00	2,815.87	3,120.00	11.79	0.38
35.0000	SIEMENS AG - SPONS ADR	127.29	3,546.67	4,455.15	94.35	2.12
350.0000	SOCIETE GENERALE FRANCE ADR	9 98	4,736.28	3,494.02	152.53	4.37
150.0000	SONY ADR	25.10	5,139.61	3,765.00	41.51	1.10
150.0000	TOKIO MARINE HOLDINGS-ADR	29.47	4,336.90	4,420.91	77.52	1.75
100.0000	TOTAL S.A. ADR	54.07	8,198.00	5,407.00	336.67	6.23
150.0000	UBS AG - NEW	16.48	2,478.23	2,472.00	0.00	0.00
175.0000	VALE SA - SP PERF ADR	29.52	5,051.55	5,166.00	0.00	0.00
200.0000	VODAFONE ADR	28.10	5,348.04	5,620.00	282.52	5.03
400.0000	VOLVO AB-SPONSORED ADR	16.16	5,766.34	6,462.00	139.52	2.16
100.0000	ZURICH FINANCIAL SERVICES SPONSORED ADR	23.84	1,851.40	2,383.91	183.00	7.68
	Subtotal FOREIGN EQUITIES (ADR):		233,949.39	256,956.96	6,694.71	2.62
225.0000	ABB LTD. - SPON ADR	23.94	6,756.75	5,386.50	257.99	4.79
425.0000	ENEL SPA - ADR	5.78	2,956.90	2,455.14	100.28	4.08
125.0000	INTERCONTINENTAL HOTELS ADR	19.77	2,272.99	2,471.25	57.50	2.33
	Subtotal FOREIGN EQUITIES:		11,986.64	10,312.89	415.78	4.03
Total EQUITIES			248,399.48	268,634.60	7,149.46	2.66

Attachment 9-1

For the Account of:

JEAN & GRAHAM DEVOE WILLIFORD - FHC

Account Number: 943602

Date : JULY 01, 2011 THROUGH JULY 31, 2011

SALIENT
TRUST CO.

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

INVESTMENTS

EQUITIES

Quantity	Description	Estimated Unit Price	Cost	Market	Est. Annual Income	Yield %
200.0000	ABBOTT LABS	51.32	11,433.51	10,264.00	384.00	3.74
300.0000	ALTERA CORPORATION	40.88	7,421.35	12,264.00	96.00	0.78
25.0000	APPLE COMPUTER	390.48	6,327.45	9,762.00	0.00	0.00
300.0000	CSX CORP	24.57	7,816.71	7,371.00	144.00	1 95
100.0000	DEERE & CO	78.51	6,890.95	7,851.00	164.00	2.09
200.0000	EMC	26.08	3,383.95	5,216.00	0.00	0.00
100.0000	EXXON MOBIL .	79.79	8,476.81	7,979.00	188.00	2.36
100.0000	IBM	181.85	9,410.29	18,185.00	300.00	1.65
300.0000	LIMITED BRANDS INC	37.86	8,676.43	11,358.00	240.00	2.11
100.0000	MCDONALD'S	86.48	5,622.69	8,648.00	244.00	2.82
500.0000	NEWS CORP - CL A	16.02	8,780.55	8,010.00	75.00	0.94
200.0000	ORACLE	30.58	4,503.42	6,116.00	48.00	0.78
200.0000	PEPSICO	64.04	10,915.55	12,808.00	412.00	3.22
100.0000	SCHLUMBERGER	90.37	8,989.71	9,037 00	100.00	1.11
100.0000	UNITED TECHNOLOGIES	82.84	6,847.78	8,284.00	192.00	2.32
	Subtotal DOMESTIC EQUITIES:		115,497.13	143,163.00	2,587.00	1.81
400.0000	TELECOM ARGENTIA SA SPONSORED ADR RESTG 5 CL B	25.29	9,968.35	10,116.00	974.64	9.63
	Subtotal FOREIGN EQUITIES (ADR):		9,968.35	10,116.00	974.64	9.63
300.0000	ACCENTURE PLC CLASS A	59.14	12,212.80	17,742.00	270.00	1.52
100.0000	VALEANT PHARMACEUTICALS INTE	55.03	5,383.54	5,503.00	0.00	0.00
	Subtotal FOREIGN EQUITIES:		17,596.34	23,245.00	270.00	1.16
200.0000	KINDER MORGAN PARTNERS	70.49	12,095.55	14,098.00	920.00	6.53
	Subtotal MASTER LIMITED PARTNERSHIP:		12,095.55	14,098.00	920.00	6.53
500.0000	ANNALY CAPITAL MANAGEMENT INC	16.78	9,191.85	8,390.00	1,300.00	15.49
	Subtotal DOMESTIC EQUITIES - REIT:		9,191.85	8,390.00	1,300.00	15.49
Total EQUITIES			164,347.22	199,002.00	6,051.64	3.04

Attachment 9-1

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 10

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
2005 CHEVY TAHOE	SL	42,552.			42,552.	14,893.	8,510.		23,403.
LAND	L	3,790			3,790.				
BUILDING	M39	15,610.			15,610.	651.	400.		1,051.
LEASEHOLD IMROVE	SL	183,284.			183,284.	19,347.	12,219.		31,566.
TOTALS		245,236.			245,236.	34,891.			56,020.

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

ATTACHMENT 11

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

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEPHANIE THOMPSON P.O. BOX 877 FAIRFIELD, TX 75840	ADMINISTRATOR 40.00	54,000.	0.	0.
	TOTAL COMPENSATION	54,000.	0.	0.

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

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

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TYLER MUSEUM OF ART 1300 S MAHON AVE. TYLER, TX 75701	NONE 501(C)(3)	CHARITABLE	29,000.
AMON CARTER MUSEUM OF WESTERN ART 3501 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE 501(C)(3)	CHARITABLE	3,000.
DALLAS MUSEUM OF ART 1717 N. HARWOOD ST. DALLAS, TX 75201	NONE 501(C)(3)	CHARITABLE	5,000.
CHILDREN'S AIDS ART PROGRAMME 100 SOUTH STREET, SUITE 110 SAUSALITO, CA 94965	NONE 501(C)(3)	CHARITABLE	5,000.
GRACE MUSEUM 102 CYPRESS STREET ABILENE, TX 79601	NONE 501(C)(3)	CHARITABLE	3,300.
UNIVERSITY OF OKLAHOMA 660 PARRINGTON OVAL NORMAN, OK 73019-0390	NONE GOVERNMENTAL	CHARITABLE	10,000.

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OU FOUNDATION - MUSEUM OF ART 100 TIMBERDELL ROAD NORMAN, OK 73019-0685	NONE 501(C)(3)	CHARITABLE	10,000.
SAN ANGELO MUSEUM OF FINE ARTS 1 LOVE STREET SAN ANGELO, TX 76903	NONE 501(C)(3)	CHARITABLE	5,000.
		TOTAL CONTRIBUTIONS PAID	70,300.

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

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISCELLANEOUS INCOME			01	3,016.	
INCOME(LOSS) FROM PARTNERSHIPS	211110	-1,711.	01	400,750.	
TOTALS		-1,711.		403,766.	

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

2010

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	4,630.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	4,630.

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-3,662.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-3,662.

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

Part III Summary of Parts I and II
Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			4,630.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-3,662.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			968.

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***, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or b** $3,000 . . . 16 ( )

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.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	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)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

Name of estate or trust: THE JEAN AND GRAHAM DEVOE WILLIFORD

Employer identification number: 20-6971005

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

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SEE ATTACHED STATEMENT	VARIOUS	VARIOUS	66,949.	62,319.	4,630.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . 4,630.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2010**

JSA
0F1221 1 000

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	**Employer identification number**

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHED STATEMENT	VARIOUS	VARIOUS	182,879.	186,541.	-3,662.
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-3,662.

The Jean and Graham Devoe Williford Charitable Trust
EIN 20-6971005
7/31/2011

Date Acquired	Date Sold	Description	Gross Sales Price	Cost	Gain/(Loss)
11/25/2009	8/12/2010	48 Shares VF Corp	3,686	3,498	188
11/25/2009	8/12/2010	52 Shares VF Corp	3,993	3,807	186
4/23/2010	9/15/2010	100 Shares Nidec Corporation - ADR	2 225	2 562	(338)
7/14/2010	10/11/2010	30 Shares 0 Delhaize Group - Spons ADR	2 090	2 369	(279)
9/15/2010	12/15/2010	300 Shares Banco Bradesco - ADR	5,829	5,744	85
2/4/2010	12/20/2010	200 Shares Coming Incorporated	3,754	3 675	79
2/4/2010	12/20/2010	200 Shares Coming Incorporated	3,772	3,688	84
2/4/2010	12/20/2010	100 Shares Coming Incorporated	1,886	1 844	42
11/3/2010	12/23/2010	65 Shares Caterpillar	6,116	5,186	931
9/3/2010	3/2/2011	200 Shares Las Vegas Sands Corp	8 825	6,191	2,634
1/7/2011	3/30/2011	75 Shares Vivo Participacoes SA - ADR	2,937	2,551	386
9/13/2010	4/14/2011	100 Shares Banco Bradesco - ADR	2,024	1,895	129
9/15/2010	4/14/2011	25 Shares Banco Bradesco - ADR	506	476	30
8/5/2010	5/6/2011	200 Shares AM Tower Corp Cl A	10,515	9 353	1 162
9/15/2010	5/10/2011	125 Shares Centrica PLC-ADR	2,511	2,696	(185)
11/5/2010	6/7/2011	200 Shares Vale SA - SP ADR	6,271	6 778	(507)
6/24/2011	7/8/2011	16 Shares Sanofi	6	6	1
		Total Short Term Gains/Losses	66,949	62,319	4,630
7/14/2009	8/2/2010	100 Shares Sybase Inc	6,500	3,100	3 400
7/14/2009	8/2/2010	100 Shares Sybase Inc	6 500	3,118	3 382
4/14/2009	8/9/2010	30 Shares Central European Media ENT-A	686	502	185
4/14/2009	8/10/2010	20 Shares Central European Media ENT-A	443	334	109
4/14/2009	8/11/2010	25 Shares Central European Media ENT-A	532	418	114
3/27/2009	8/13/2010	5 Shares Mitsui & Co Ltd - Spons ADR	1,354	1,092	262
9/24/2008	8/17/2010	100 Shares SPDR Gold Trust	11,960	8,780	3,180
4/25/2008	9/15/2010	75 Shares E On Ag ADR	2,186	5,015	(2 828)
4/25/2008	9/27/2010	45 Shares Diageo Plc - ADR	3,149	3 687	(538)
6/28/2007	10/1/2010	100 Shares Travelers Companies	5,204	5,335	(131)
6/28/2007	10/14/2010	125 Shares medtronic	4,146	6 481	(2,335)
4/25/2008	10/14/2010	60 Shares RWE AG ADR	4,132	7,012	(2,880)
4/25/2008	10/15/2010	400 Shares Mitsubishi UFJ Financial Group - ADR	1,873	4,032	(2,159)
5/12/2008	10/15/2010	250 Shares Mitsubishi UFJ Financial Group - ADR	1,171	2,624	(1,453)
6/28/2007	11/3/2010	40 Shares Johnson & Johnson	2,561	2,470	91
10/15/2009	11/3/2010	123 Shares Pfizer	2,157	2,154	3
6/28/2007	11/3/2010	100 Shares Philip Morris International, Inc	5,912	4,891	1 021
6/28/2007	11/3/2010	175 Shares Wells Fargo	4,601	6,195	(1 594)
6/28/2007	11/3/2010	100 Shares American Express	4 187	6,129	(1 942)
8/8/2008	11/3/2010	100 Shares Peabody Energy Corp	5 376	5,792	(416)
6/28/2007	11/3/2010	100 Shares United Health Group Inc	3 675	5 232	(1 557)
4/25/2008	11/8/2010	50 Shares Honda Motor ADR	1,815	1,575	241
4/25/2008	11/10/2010	20 Shares Nestle ADR	1,128	951	178
4/25/2008	11/10/2010	50 Shares Telefonica ADR	3,768	4 378	(610)
6/28/2007	11/18/2010	40 Shares Pepsico	2,589	2 626	(36)
4/25/2008	11/19/2010	100 Shares Statoil Asa -Spon ADR	2,093	3,468	(1 375)
11/18/2008	11/29/2010	200 Shares Invesco Van Kampen AD MIT II	2,402	1,725	677
11/18/2008	11/29/2010	800 Shares Invesco Van Kampen AD MIT II	9,680	6 901	2,780
6/12/2008	12/13/2010	50 Shares BOC Hong Kong Hlds - Spons ADR	3 300	2,543	757
4/25/2008	12/15/2010	60 Shares Novartis Ag	3,539	3,051	488
4/25/2008	12/15/2010	200 Shares AXA - ADR	3 350	7,272	(3 922)
6/28/2007	12/23/2010	150 Shares Honda Motor ADR	5,904	5,451	453
4/25/2008	1/7/2011	50 Shares Telefonica ADR	3 245	4 378	(1,133)
4/25/2008	1/12/2011	175 Shares Roche Holdings Ltd - Spons ADR	6,169	7,445	(1,276)
10/6/2008	1/31/2011	100 Shares Unilver PLC Sponsored ADR	2 904	2 676	228
3/11/2009	1/31/2011	75 Shares Unilver PLC Sponsored ADR	2,178	1 337	841
8/26/2009	2/15/2011	125 Shares Nestle ADR	6,770	5,044	1 726
4/14/2009	2/16/2011	30 Shares Desarrolladora Homex SA De CV ADR	951	672	279
4/25/2008	2/16/2011	25 Shares Fomento Economico Mex - ADR	1,361	1,098	263
4/14/2009	2/17/2011	30 Shares Desarrolladora Homex SA De CV ADR	923	672	251
4/14/2009	2/18/2011	10 Shares Desarrolladora Homex SA De CV ADR	300	224	76
4/15/2009	2/22/2011	20 Shares Desarrolladora Homex SA De CV ADR	557	452	105
4/15/2009	2/23/2011	10 Shares Desarrolladora Homex SA De CV ADR	280	226	54
2/11/2010	2/23/2011	10 Shares Desarrolladora Homex SA De CV ADR	280	305	(26)
2/11/2010	2/23/2011	5 Shares Desarrolladora Homex SA De CV ADR	140	153	(13)
2/11/2010	2/24/2011	15 Shares Desarrolladora Homex SA De CV ADR	422	458	(36)
2/12/2010	2/24/2011	20 Shares Desarrolladora Homex SA De CV ADR	563	614	(51)
4/6/2009	3/8/2011	100 Shares Compass Minerals International Inc	8 787	5 788	2,999
4/25/2008	3/9/2011	150 Shares Turkcell Iletisim Hizmet - ADR	2,155	2,940	(785)
2/8/2010	3/21/2011	100 Shares Nuance Communications Inc	1,768	1 508	260
2/8/2010	3/21/2011	100 Shares Nuance Communications Inc	1,766	1,524	242
4/14/2009	3/23/2011	50 Shares Central Euro Distribution CP	583	896	(313)
11/12/2008	3/23/2011	40 Shares Glaxosmithkline ADR	1,504	1 499	4
2/10/2009	3/23/2011	50 Shares Glaxosmithkline ADR	1 880	1,820	60
11/11/2008	3/23/2011	10 Shares Glaxosmithkline ADR	376	380	(4)
8/25/2009	3/24/2011	50 Shares Central Euro Distribution CP	576	1,572	(996)
4/25/2008	4/11/2011	100 Shares Vale SA SP PERF ADR	3 030	3,040	(10)
1/13/2010	4/12/2011	50 Shares Swiss Reinsurance Co - ADR	3,042	2,484	558
8/31/2009	4/14/2011	200 Shares Thompson Creek Metals Co	2,408	2,308	100
11/11/2009	4/14/2011	68 Shares Thompson Creek Metals Co	819	818	0
11/11/2009	4/15/2011	25 Shares Thompson Creek Metals Co	299	301	(1)
11/11/2009	4/18/2011	47 Shares Thompson Creek Metals Co	544	566	(22)
1/12/2009	4/18/2011	60 Shares Thompson Creek Metals Co	694	716	(22)
12/17/2008	6/1/2011	40 Shares Fujifilm Holdings ADR	1,152	926	226
12/18/2008	6/1/2011	60 Shares Fujifilm Holdings ADR	1,728	1,292	436
4/25/2008	6/15/2011	100 Shares Turkcell Iletisim Hizmet - ADR	1,312	1,960	(648)
4/25/2008	6/16/2011	100 Shares Turkcell Iletisim Hizmet - ADR	1,319	1,960	(641)
4/25/2008	7/14/2011	20 Shares Agrium Inc	1,775	1,726	49
4/25/2008	7/15/2011	5 Shares Agrium Inc	447	432	15
		Total Long Term Gains/Losses	182,879	186,541	(3,662)
		Total Short Term & Long Term Gains/Losses	249,828	248,860	968

Form **4562**

Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2010

Attachment Sequence No 67

Name(s) shown on return: THE JEAN AND GRAHAM DEVOE WILLIFORD

Identifying number: 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 instructions)	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 2009 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 2011 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 2010	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 2010 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	
			27 5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
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, 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.*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 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)						25		
26 Property used more than 50% in a qualified business use:					SEE LISTED PROPERTY DETAIL			
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use.								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28	8,510.	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

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

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 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		
39 Do you treat all use of vehicles by employees as personal use?		
40 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?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

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) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year (see instructions):					
43 Amortization of costs that began before your 2010 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
LAND	12/18/2008	3,790	100.000												
BUILDING	12/18/2008	15,610	100.000			15,610	651	1,051.	SL	MM			39		400.
LEASEHOLD IMROVE	12/18/2008	183,284.	100 000			183,284.	19,347.	31,566	SL		15.000				12,219.
Less Retired Assets															
Subtotals		202,684				198,894.	19,998.	32,617.							12,619

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
2005 CHEVY TAHOE	11/06/2008	42,552.	100.000			42,552.	14,893.	23,403.	SL		5 000				8,510.
Less Retired Assets															
Subtotals		42,552.				42,552.	14,893.	23,403.							8,510
TOTALS		245,236.				241,446	34,891	56,020							21,129

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
0X9024 1 000

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
66,949.		62,319.					4,630.	
		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
182,879.		186,541.					-3,662.	
TOTAL GAIN (LOSS)							968.	