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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 08/01 , 2012, and ending 07/31 , 2013

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) P.O. BOX 877

Room/suite

B Telephone number (see 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 ▶ ☐

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

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)* ▶ $ 4,440,260.

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 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)	602,007.			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	19,498.	19,498.		ATCH 1
	4	Dividends and interest from securities	35,491.	35,491.		ATCH 2
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	50,664.			
	b	Gross sales price for all assets on line 6a 185,269.				
	7	Capital gain net income (from Part IV, line 2)		50,664.		
	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) ATCH 3	23,570.	79,676.		
	12	**Total.** Add lines 1 through 11	731,230.	185,329.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	127,200.	63,600.		63,600.
	14	Other employee salaries and wages	80,000.			80,000.
	15	Pension plans, employee benefits	46,685.			46,685.
	16 a	Legal fees (attach schedule)	5,175.			5,175.
	b	Accounting fees (attach schedule)	7,000.	4,700.		2,300.
	c	Other professional fees (attach schedule) *	35,526.			35,526.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) ATCH 5	18,430.	4,566.		13,864.
	19	Depreciation (attach schedule) and depletion	21,721.			
	20	Occupancy	3,677.			3,677.
	21	Travel, conferences, and meetings	4,073.			4,073.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 6	119,289.	6,257.		113,032.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	468,776.	79,123.		367,932.
	25	Contributions, gifts, grants paid	63,170.			63,170.
	26	**Total expenses and disbursements** Add lines 24 and 25	531,946.	79,123.		431,102.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	199,284.			
	b	**Net investment income** (if negative, enter -0-)		106,206.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**

*ATCH 4

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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	65,009.	498,153.	498,153.
	2	Savings and temporary cash investments	754,230.	277,700.	277,700.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ *		* 413,906.	ATCH 7
		Less allowance for doubtful accounts ▶	440,834.	413,906.	413,906.
	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 8	2,798,287.	2,798,108.	2,812,872.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ 279,428.			ATCH 9
		Less accumulated depreciation (attach schedule) ▶		279,428.	279,428.
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 257,071.			ATCH 10
		Less accumulated depreciation (attach schedule) ▶ 98,870.	168,087.	158,201.	158,201.
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,226,447.	4,425,496.	4,440,260.
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	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. ▶ ☒			
	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	4,226,447.	4,425,496.	
	30	**Total net assets or fund balances** (see instructions)	4,226,447.	4,425,496.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,226,447.	4,425,496.	

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	4,226,447.
2	Enter amount from Part I, line 27a	2	199,284.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,425,731.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	235.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,425,496.

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** 50,664.

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

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 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))
2011	272,404.	4,426,607.	0.061538
2010	321,139.	3,070,170.	0.104600
2009	355,103.	2,927,810.	0.121286
2008	923,746.	2,372,850.	0.389298
2007	275,352.	2,191,451.	0.125648

2	Total of line 1, column (d) . . .	2	0.802370
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	0.160474
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . .	4	3,391,821.
5	Multiply line 4 by line 3 . . .	5	544,299.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	1,062.
7	Add lines 5 and 6 . . .	7	545,361.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	431,102.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter _______________ **(attach copy of letter if necessary - see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	2,124.
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	2,124.
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	2,124.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	0
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	49.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,173.
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 2013 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 Instructions for the 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 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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *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

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

			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 instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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

			Yes	No
16	At any time during calendar year 2012, 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 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.		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 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 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 2012 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 2012)*	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 2012?	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 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 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 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
ATCH 12		127,200.	0	0

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

(a) Name and address of each employee paid more than $50,000	(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
ATCH 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 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 ▶		

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 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 instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,873,733.
b	Average of monthly cash balances	1b	569,740.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,443,473.
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	
3	Subtract line 2 from line 1d	3	3,443,473.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	51,652.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,391,821.
6	**Minimum investment return.** Enter 5% of line 5	6	169,591.

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

1	Minimum investment return from Part X, line 6			1	169,591.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,124.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,124.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	167,467.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	167,467.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	167,467.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	431,102.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	431,102.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	431,102.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					167,467.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only					
b	Total for prior years 20 10 ,20 09 ,20 08					
3	Excess distributions carryover, if any, to 2012.					
a	From 2007	165,779.				
b	From 2008	805,103.				
c	From 2009	208,712.				
d	From 2010	159,756.				
e	From 2011	51,074.				
f	Total of lines 3a through e		1,390,424.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 431,102.					
a	Applied to 2011, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required - see instructions)					
c	Treated as distributions out of corpus (Election required - see instructions)					
d	Applied to 2012 distributable amount					167,467.
e	Remaining amount distributed out of corpus		263,635.			
5	Excess distributions carryover applied to 2012 *(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		1,654,059.			
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 instructions					
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		165,779.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,488,280.			
10	Analysis of line 9.					
a	Excess from 2008	805,103.				
b	Excess from 2009	208,712.				
c	Excess from 2010	159,756.				
d	Excess from 2011	51,074.				
e	Excess from 2012	263,635.				

Form 990-PF (2012)

Part XIV Private Operating Foundations (see 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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ATCH 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

ATCH 15

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*				
ATCH 16				
Total . . . . ▶ **3a**				63,170.
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 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	19,498.	
4 Dividends and interest from securities			14	35,491.	
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	50,664.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 17		-864.		24,434.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-864.		130,087.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 129,223.

(See worksheet in line 13 instructions 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 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) is based on all information of which preparer has any knowledge.

▶ Signature of officer or trustee

11-21-13 Date

▶ Co-Trustee Title

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

Paid Preparer Use Only

Print/Type preparer's name MPhench	Preparer's signature	Date 11-11-13	Check ☐ if self-employed	PTIN P00226776
Firm's name ▶ BKD, LLP			Firm's EIN ▶ 44-0160260	
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, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

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, total 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 total 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 Part I, 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 Paperwork Reduction Act Notice, see the Instructions for 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). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ESTATE OF GRAHAM D. WILLIFORD P.O. BOX 877 FAIRFIELD, TX 75840	$ 597,007.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	JOHN WILLIFORD ELEVEN GREENWAY PLAZA, SUITE 2820 HOUSTON, TX 77046	$ 5,000.	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)

Name of organization	Employer identification number
THE JEAN AND GRAHAM DEVOE WILLIFORD CHARITABLE TRUST	20-6971005

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
- - - -		$	

Name of organization THE JEAN AND GRAHAM DEVOE WILLIFORD CHARITABLE TRUST	Employer identification number 20-6971005

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year (Enter this information once. See instructions) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
- - - -			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
- - - -			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
- - - -			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
- - - -			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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
6,104.		6,812.					-708.	
		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
179,165.		127,793.					51,372.	
TOTAL GAIN(LOSS)							50,664.	

ATTACHMENT 1

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON SAVINGS AND CASH INVESTMENTS	19,498.	19,498.
TOTAL	19,498.	19,498.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS FROM SECURITIES		35,491.	35,491.
	TOTAL	35,491.	35,491.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME		119.	89.
INCOME (LOSS) FROM PARTNERSHIPS		23,451.	79,587.
	TOTALS	23,570.	79,676.

THE JEAN AND GRAHAM DEVOE WILLIFORD

20-6971005

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PROFESSIONAL FEES		35,526.	35,526.
	TOTALS	35,526.	35,526.

THE JEAN AND GRAHAM DEVOE WILLIFORD

20-6971005

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAX		13,210.	3,455.	9,755.
FOREIGN TAX		1,111.	1,111.	
OTHER TAX		4,109.		4,109.
	TOTALS	18,430.	4,566.	13,864.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE CHARGE	13.	13.	
FIDUCIARY FEES	6,244.	6,244.	
INSURANCE	20,984.		20,984.
MISCELLANEOUS EXPENSES	46,093.		46,093.
OFFICE EXPENSES	25,437.		25,437.
REPAIRS & MAINTENANCE	9,380.		9,380.
DUES & SUBSCRIPTIONS	11,138.		11,138.
TOTALS	119,289.	6,257.	113,032.

ATTACHMENT 7

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	433,834.
ENDING BALANCE DUE	406,906.
ENDING FAIR MARKET VALUE	406,906.

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	440,834.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	413,906.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	413,906.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SALIENT - 676	2,412,637.	2,305,605.
SALIENT - 633	243,872.	257,268.
SALIENT - 625	218,236.	249,999.
K-1 ENDOWMENT FUND - BASIS ADJ	-76,637.	
TOTALS	2,798,108.	2,812,872.

THE JEAN AND GRAHAM DEVOE WILLIFORD 20-6971005

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 9

		FIXED ASSET DETAIL				ACCUMULATED DEPPECIATION DETAIL			
ASSET DESCPIPTION	METHOD/ CLAS3	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
LAND DEVELOPMENT	L		279,428		279,428				
TOTALS					279,428				

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	31,913	8,510		40,423
LAND	L	3,790			3,790				
BUILDING	M39	15,610			15,610	1,451	400		1,851
LEASEHOLD IMPOVE	SL	183,284			183,284	43,785	12,219		56,004
TRAILER - RANCH	SL		11,835		11,835		592		592
TOTALS		245,236			257,071	77,149			98,870

ATTACHMENT 11

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
BASIS ADJUSTMENT	235.
TOTAL	235.

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
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.		

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
STEPHANIE THOMPSON P.O. BOX 877 FAIRFIELD, TX 75840	ADMINISTRATOR 40.00	54,000.	0	0
	TOTAL COMPENSATION	54,000.		

ATTACHMENT 14

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

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

ATTACHMENT 15

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.

THE JEAN AND GRAHAM DEVOE WILLIFORD 20-6971005

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

ATTACHMENT 16

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	12,570
GRACE MUSEUM 102 CYPRESS STREET ABILENE, TX 79601	NONE 501(C)(3)	CHARITABLE	15,000
AMON CARTER MUSEUM 3501 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE 501(C)(3)	CHARITABLE	10,000
DALLAS MUSEUM OF ART 1717 N HARWOOD ST DALLAS, TX 75201	NONE 501(C)(3)	CHARITABLE	10,000
KIMBELL ART MUSEUM 3333 CAMP BOWIE BOULEVARD FORT WORTH, TX 76107	NONE 501(C)(3)	CHARITABLE	600
ART MUSEUM OF SOUTHEAST TEXAS 500 MAIN STREET BEAUMONT, TX 77701	NONE 501(C)(3)	CHARITABLE	15,000

TOTAL CONTRIBUTIONS PAID 63,170

THE JEAN AND GRAHAM DEVOE WILLIFORD

20-6971005

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

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISCELLANEOUS INCOME			01	119	
INCOME(LOSS) FROM PARTNERSHIPS	211110	-864.	01	24,315.	
TOTALS		-864.		24,434.	

THE JEAN AND GRAHAM DEVOE WILLIFORD

20-6971005

Schedule D Detail of Short-term Capital Gains and Losses

ATTACHMENT 2

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
SEE ATTACHED STATEMENT	VARIOUS	VARIOUS	6,104	6,812	-708
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			6,104	6,812	-708
Totals			6,104	6,812	-708

JSA
2F0971 1 000

20-6971005

THE JEAN AND GRAHAM DEVOE WILLIFORD 20-6971005

Schedule D Detail of Long-term Capital Gains and Losses

ATTACHMENT 3

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
SEE ATTACHED STATEMENT	VARIOUS	VARIOUS	179,165	127,793	51,372
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			179,165	127,793	51,372
			179,165		
Totals				127,793	51,372

JSA
2F0970 1 000

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

2012

Attachment Sequence No **179**

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 2011 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 2013 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	12,811.

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 2012	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 2012 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 2012 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	21,721.
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	

JSA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2012)
2X2300 2 000

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 2012 tax year (see instructions)					
43 Amortization of costs that began before your 2012 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	12/18/2009	3,790	100 000												
BUILDING	12/18/2008	15,610	100 000			15,610	1,451	1,851	SL	MM			39		400
LEASEHOLD IMROVE	12/18/2008	183,284	100 000			183,284	43,785	56,004	SL		15 000				12,219
LAND DEVELOPMENT	07/31/2013	279,428	100 000												
TRAILER - RANCH	10/31/2012	11,835	100 000			11,835		592	SL		15 000				592
Less Retired Assets															
Subtotals		493,947				210,729	45,236	58,447							13,211
Listed Property															
2005 CHEVY TAHOE	11/06/2009	42,552	100 000			42,552	31,913	40,423	SL		5 000				8,510
Less Retired Assets															
Subtotals		42,552				42,552	31,913	40,423							8,510
TOTALS		536,499				253,281	77,149	98,870							21,721

AMORTIZATION

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

*Assets Retired

JSA
2X9024 1 000

The Jean and Graham Devoe Williford Charitable Trust
EIN: 20-6971005
7/31/2013

Date Acquired	Date Sold	Description	Gross Sales Price	Cost	Gain/(Loss)
7/19/2012	9/12/2012	175 Shares Exelon Corp	6,087	6,812	(726)
10/10/2012	10/10/2012	Intercontl Hotels ADR Cash in Lieu	17		17
		Total Short Term Gains/Losses	6,104	6,812	(708)
8/27/2008	10/16/2012	300 Shares Accenture PLC CLS A	21,155	12,213	8,942
5/5/2010	10/16/2012	300 Shares Altera Corp	10,072	7,421	2,651
9/16/2009	10/16/2012	500 Shares Annaly Capital	7,821	9,192	(1,371)
8/12/2010	10/16/2012	25 Shares Apple Inc	16,191	6,327	9,864
4/28/2011	10/16/2012	300 Shares CSX Corp	6,493	7,817	(1,323)
8/17/2011	10/16/2012	250 Shares CIA Energetica Minas	3,202	3,595	(393)
9/3/2010	10/16/2012	100 Shares Deere & Company	8,428	6,891	1,537
12/10/2009	10/16/2012	200 Shares EM C Corp Mass	5,267	3,384	1,883
3/30/2011	10/16/2012	100 shares Exxon Mobil Corp	9,233	8,477	756
8/31/2011	10/16/2012	200 Shares Halliburton Co	6,933	9,050	(2,118)
2/12/2009	10/16/2012	100 Share Intl Business Mach	21,043	9,410	11,632
5/21/2008	10/16/2012	200 Shares Kinder Morgan Energy Partners LP	17,132	1,256	15,876
1/10/2011	10/16/2012	300 Shares Limited Brand	14,770	8,676	6,094
12/10/2009	10/16/2012	200 Shares Oracle Corporation	6,327	4,503	1,824
12/24/2008	10/16/2012	25 Shares Pepsico Inc	1,756	1,364	392
7/7/2011	10/16/2012	100 Shares Schlumberger Limited	7,347	8,990	(1,642)
12/15/2010	10/16/2012	400 Shares Telecom Argentina SA	4,133	9,966	(5,834)
9/7/2010	10/16/2012	100 Shares United Technologies	7,744	6,848	896
6/15/2010	5/24/2013	150 Shares Focus Media Hldg	4,118	2,410	1,707
		Total Long Term Gains/Losses	179,165	127,793	51,373
		Total Short Term & Long Term Gains/Losses	185,269	134,605	50,664

Part IV Schedule

The Jean and Graham Devoe Williford Charitable Trust
7/31/2013
20-6971005

Holdings (Symbol) as of July 31, 2013	Quantity July 31, 2013	Price per Unit July 31, 2013	Total Cost Basis	Total Value July 1, 2013	Total Value July 31, 2013	Unrealized Gain (Loss) July 31, 2013
Stocks *7% of holdings*						
AT&T INC COM (T)	300.000	$35.270	$9,130.93	$10.620.00	$10.581.00	$ 1.450 07
EAI $540 00, EY 5 10%						
ABBOTT LABORATORIES (ABT)	125.000	36.630	2,768.75	4,360 00	4.578.75	1.810.00
EAI $70 00, EY 1 53%						

Attachment 8-1

The Jean and Graham Devoe Williford Charitable Trust
7/31/2013
20-6971005

J & G DEVOE WILLIFORD CHAR TRU U/A 05/16/06 JOHN R WILLIFORD AND THOMAS C CAMPBELL TRUSTEES

Separate Account Manager· SALIENT CAPITAL ADVISORS, LLC - LRG CAP CORE EQUITY S TNT

Holdings (Symbol) as of July 31, 2013	Quantity July 31, 2013	Price per Unit July 31, 2013	Total Cost Basis	Total Value July 1, 2013	Total Value July 31 2013	Unrealized Gain (Loss) July 31 2013
ABBVIE INC COM USD0 01 (ABBV) EAI $200 00, EY 3 52%	125.000	45.480	3,002.48	5,167.50	5,685.00	2,682.52
ALTRIA GROUP INC (MO) EAI· $396 00, EY 5.02%	225.000	35.060	6,625 05	7,872.75	7,888.50	1.263.45
BRISTOL MYERS SQUIBB (BMY) EAI $350 00, EY 3 24%	250.000	43.240	8,837.54	11,172.50	10,810.00	1,972.46
CHEVRON CORP NEW (CVX) EAI $300.00, EY· 3 18%	75.000	125 890	8.147.38	8,875.50	9,441.75	1,294.37
CONOCOPHILLIPS (COP) EAI. $552 00, EY 4 26%	200.000	64 860	11,220.24	12,100.00	12,972.00	1,751.76
DU PONT E I DE NEMOURS & CO (DD) EAI $360 00, EY 3 12%	200.000	57 690	9,834.06	10,500.00	11,538.00	1,703.94
INTEL CORP (INTC) EAI $360 00, EY· 3 86%	400.000	23.335	8,834.53	9,692.00	9,334.00	499.47
KINDER MORGAN INC DELAWARE COM USD0.01 (KMI) EAI. $280 00, EY 4 24%	175.000	37.760	6,250.63	6,676.25	6,608.00	357.37
MCDONALDS CORP (MCD) EAI $308 00, EY 3 14%	100.000	98.080	8,695.00	9,900 00	9,808.00	1,113.00
PEPSICO INC (PEP) EAI $283 75, EY 2 72%	125.000	83.540	8,514.68	10,223.75	10,442.50	1,927.82
PFIZER INC (PFE) EAI $384 00, EY: 3.28%	400.000	29 230	9,496.96	11,204.00	11,692.00	2,195.04
PHILIP MORRIS INTL INC COM (PM) EAI. $340.00, EY. 3.81%	100.000	89.180	8,994.75	8.662 00	8.918.00	- 76.75
PROCTER & GAMBLE CO (PG) EAI $240.60, EY: 3 00%	100.000	80.300	6,157.86	7,699.00	8,030.00	1,872.14
ROYAL DUTCH SHELL ADR EA REP 2 CL A EUR0.07 (RDSA) EAI $540 00, EY 5 27%	150.000	68.350	10,468.40	9.570.00	10,252.50	- 215.90
VERIZON COMMUNICATIONS (VZ) EAI $412 00, EY 4 16%	200.000	49.480	8,928.60	10,068.00	9,896.00	967.40

Attachment 8-1

The Jean and Graham Devoe Williford Charitable Trust
7/31/2013
20-6971005

J & G DEVOE WILLIFORD CHAR TRU U/A 05/16/06 JOHN R WILLIFORD AND THOMAS C CAMPBELL TRUSTEES

Separate Account Manager: SALIENT CAPITAL ADVISORS, LLC - LRG CAP CORE EQUITY S TNT

Holdings (Symbol) as of July 31, 2013	Quantity July 31, 2013	Price per Unit July 31, 2013	Total Cost Basis	Total Value July 1, 2013	Total Value July 31, 2013	Unrealized Gain (Loss) July 31, 2013
Subtotal of Stocks			135,907.84		158,476.00	22,568.16
Other *88% of holdings*						
THE ENDOWMENT TEI FUND LP BASED ON PROGRAM MANAGEMENT'S UNCONFIRMED ESTIMATE OF NET ASSETS	1873,041.420	1.000A	unknown	1,984,046.56	1,873,041.42	unknown
SALIENT ALTERNATIVE STRATEGIES I FUND BASED ON PROGRAM MANAGEMENT'S UNCONFIRMED ESTIMATE OF NET ASSETS.	18,777.744	14.596A	unknown	274.087.46	274.087.46	unknown
Subtotal of Other					2,147,128.88	
Grand Total Salient 152676			2,412,637		2,305,604.88	

Attachment 8-1

The Jean and Graham Devoe Williford Charitable Trust
7/31/2013
20-6971005

J & G DEVOE WILLIFORD CHAR TRU U/A 05/16/06 JOHN R WILLIFORD AND THOMAS C CAMPBELL TRUSTEES

Separate Account Manager: SALIENT CAPITAL ADVISORS, LLC - ADVISOR MANAGED

Holdings (Symbol) as of July 31, 2013	Quantity July 31, 2013	Price per Unit July 31, 2013	Total Cost Basis	Total Value July 1, 2013	Total Value July 31, 2013	Unrealized Gain (Loss) July 31, 2013
Stocks *91% of holdings*						
BROOKFIELD PROPERTY PARTNERS LP UNIT LTD PARTNERSHIP ISIN #BMG162491077 SEDOL #B96G8X3 (BPY)	4.000	$21.184	$87 31	$80.34	$84 73	-$ 2.58

Attachment 8-1

The Jean and Graham Devoe Williford Charitable Trust
7/31/2013
20-6971005

J & G DEVOE WILLIFORD CHAR TRU U/A 05/16/06 JOHN R WILLIFORD AND THOMAS C CAMPBELL TRUSTEES

Separate Account Manager: SALIENT CAPITAL ADVISORS, LLC - ADVISOR MANAGED

Holdings (Symbol) as of July 31, 2013	Quantity July 31, 2013	Price per Unit July 31, 2013	Total Cost Basis	Total Value July 1, 2013	Total Value July 31, 2013	Unrealized Gain (Loss) July 31, 2013
UBS AG CHF0 10 (UBS)	150.000	19.670	2,478.23t	2,542.50	2,950.50	472 27
ABB LTD ADR EACH REPR 1 CHF2 50(SPON) (ABB)	225.000	22.040	6,756 75t	4,873.50	4,959.00	- 1,797.75
AGRIUM INC COM NPV ISIN #CA0089161081 SEDOL #2213538 (AGU)	50.000	85.000	4,316.00t	4,348.00	4,250.00	- 66.00
EAI· $100.00, EY· 2 35%						
ALLIANZ SE ADR EACH REP 1/10 ORD SH (AZSEY)	375.000	15.562	5,467.60t	5,471.62	5,835.75	368.15
EAI. $221 74, EY 3 80%						
ANGLO AMERICAN ADR EACH REPR 0 5 ORD USD0 54945 (AAUKY)	150.000	10.673	5,059.50t	1,440.15	1,600.95	- 3,458.55
EAI $98 25, EY· 6 14%						
ANHEUSER-BUSCH INBEV ADR EAH REP 1 ORD NPV (BUD)	50.000	95.710	3,133.68t	4,513.00	4,785.50	1,651.82
EAI: $110.96, EY: 2.32%						
ASTRAZENECA ADR EACH REP 1 ORD USD0 25(MGT) (AZN)	110.000	50.720	5,125.97t	5,203.00	5,579.20	453.23
EAI: $308.00, EY· 5 52%						
ATLAS COPCO AB ADR-CNV INTO 1 SER B NPV (ATLCY)	225.000	23.379	3,541.50t	4,793.62	5.260.27	1.718.77
EAI $190.21, EY: 3 62%						
BASF SE ADR-EACH REPR 1 ORD NPV LEVEL II (BASFY)	75.000	88.514	4,783.26t	6,690.67	6,638.55	1,855.29
EAI: $255.27, EY· 3 85%						
BHP BILLITON PLC SPONS ADR EACH REP 2 ORD USD0.50 (BBL)	60.000	57.140	4,564.52t	3,076.20	3,428.40	- 1.136.12
EAI: $136.80, EY: 3.99%						
BNP PARIBAS ADR EACH REPR 1/2 ORD LVL I(SPON) (BNPQY)	125.000	32.290	4,158.41t	3.410.12	4,036.25	- 122.16
EAI· $121 29, EY· 3.01%						
BT GROUP ADR EACH REP 10 ORD (BT)	275.000	51.720	7,888.58t	12,922.25	14,223 00	6,334.42
EAI $405.63, EY 2 85%						

Attachment 8-1

J & G DEVOE WILLIFORD CHAR TRU U/A 05/16/06 JOHN R WILLIFORD AND THOMAS C CAMPBELL TRUSTEES

Separate Account Manager: SALIENT CAPITAL ADVISORS, LLC - ADVISOR MANAGED

Holdings (Symbol) as of July 31, 2013	Quantity July 31, 2013	Price per Unit July 31, 2013	Total Cost Basis	Total Value July 1, 2013	Total Value July 31, 2013	Unrealized Gain (Loss) July 31, 2013
BARCLAYS ADR-EACH CV INTO 4 ORD STK GBP0.25(JPM) (BCS) EAI: $79.46, EY. 2.27%	200 000	17.480	4,087.71	3,424.00	3,496.00	- 591.71
BAYER AG SPON ADR-EACH REPR 1 ORD NPV (BAYRY) EAI. $74 35, EY: 2.14%	30.000	115.987	2,427.41	3,194.91	3,479.61	1,052.20
BAYERISCHE MOTOREN WERKE AG ADR EACH REPR 0.33333 SHS (BAMXY)	200.000	32.572	4,289.17	5,821.60	6,514.40	2,225.23
BOC HONG KONG(HLDGS) LTD SPONS ADR EACH REP 20 ORD HKD5 (BHKLY)	50.000	62.795	2,358 59	3,074 90	3,139.75	781.16
BRITISH AMERICAN TOBACCO LVL II ADR EACH REP 2 ORD GBP0 25(BNY) (BTI) EAI: $626.60, EY. 3 92%	150.000	106.500	11,052.10	15,441.00	15,975.00	4,922.90
BROOKFIELD ASSET MANAGEMENT INC LTD VTG SHS NPV CL A ISIN #CA1125851040 SEDOL #2092599 (BAM) EAI: $45.00, EY: 1.62%	75.000	36.970	2,463.43	2,701.50	2,772.75	309.32
CNOOC LIMITED ADS EACH REP 100 ORD HKD0.02 (CEO) EAI: $90.92, EY: 3.37%	15.000	179.840	2,490.72	2,512.20	2,697.60	206.88
CANON INC ADR EACH REP 1 ORD NPV(MGT) (CAJ) EAI $188 65, EY: 4 89%	125.000	30.840	4,686.23	4,108.75	3,855.00	- 831.23
CARNIVAL PLC ADS EACH REP 1 ORD USD1 66 (CUK) EAI $70.00, EY 2 59%	70.000	38.560	2,996.88	2,454.20	2,699.20	- 297.68
DBS GROUP HLDGS LTD SPONS ADR EACH REPR 4 ORD NPV (DBSDY) EAI $269 03, EY 3 42%	150.000	52.435	7,319.86	7,332.60	7,865.25	545.39

Attachment 8-1

The Jean and Graham Devoe Williford Charitable Trust
7/31/2013
20-6971005

J & G DEVOE WILLIFORD CHAR TRU U/A 05/16/06 JOHN R WILLIFORD AND THOMAS C CAMPBELL TRUSTEES

Separate Account Manager SALIENT CAPITAL ADVISORS, LLC - ADVISOR MANAGED

Holdings (Symbol) as of July 31, 2013	Quantity July 31, 2013	Price per Unit July 31, 2013	Total Cost Basis	Total Value July 1, 2013	Total Value July 31, 2013	Unrealized Gain (Loss) July 31, 2013
ENEL UN SPON ADR EA REPR 1 ORD SHS (ENLAY) EAI $82.88, EY. 5.87%	425 000	3.325	2,956.90t	1,331.52	1,413.12	- 1,543.78
FOMENTO ECONOMICO MEXICANO S A B DE CV SPONSORED ADR REPSTG UNIT 1 SER B SH & 2 SER D-B SHS AND 2 SER D-L SHS (FMX) EAI. $76.33, EY 1 53%	50.000	99 490	2.195 50t	5,159.50	4,974.50	2,779.00
FUJIFILM HOLDINGS CORPORATION ADR-EACH CNV INTO 1 ORD NPV (FUJIY)	125.000	21.890	3,913.72t	2,749.50	2,736.25	- 1,177.47
HSBC HOLDINGS PLC ADR EACH REPR 5 ORD USD0 50 (HBC) EAI $115 00, EY. 4 05%	50.000	56.750	2,637.34t	2,595.00	2,837.50	200.16
HITACHI ADR-EACH CNV INTO 10 ORD NPV (HTHIY) EAI. $100 45, EY 1.67%	90.000	66.901	5,101.99t	5,771.34	6,021.09	919.10
HONDA MOTOR CO ADR-EACH CNV INTO 1 ORD NPV (HMC) EAI. $109 07, EY 2 35%	125.000	37.140	4,076.59t	4,656.25	4,642.50	565.91
INFINEON TECHNOLOGIES AG ADR EACH REP 1 ORD NPV(MGN) (IFNNY) EAI $78 00, EY 1.77%	500.000	8 809	5,000.23t	4,179.00	4,404.50	- 595.73
INTERCONTL HOTELS ADR EACH REPR 1 GBP0.13617 (IHG) EAI. $75.98, EY 2 27%	116.000	28.910	2,272.99t	3,186.52	3,353.56	1,080.57
KEPPEL CORP SPON ADR-EACH CNV INTO 2 ORD NPV (KPELY)	440.000	16.249	6,456.00t	7,216.00	7,149.56	693.56
LVMH MOET-HENNESSY LOUIS VUITTON ADR EACH EACH CNV INTO 0 2 ORD EUR0 30 (LVMUY) EAI: $37 76, EY 2.08%	50.000	36.290	1,618.47t	1,618.30	1,814.50	196.03
MITSUI & CO ADR-EACH CNV INTO 20 ORD NPV (MITSY)	20.000	267.399	4,934.21t	5,017.36	5,347.98	413.77

The Jean and Graham Devoe Williford Charitable Trust
7/31/2013
20-6971005

J & G DEVOE WILLIFORD CHAR TRU U/A 05/16/06 JOHN R WILLIFORD AND THOMAS C CAMPBELL TRUSTEES

Separate Account Manager: SALIENT CAPITAL ADVISORS, LLC - ADVISOR MANAGED

Holdings (Symbol) as of July 31, 2013	Quantity July 31, 2013	Price per Unit July 31, 2013	Total Cost Basis	Total Value July 1, 2013	Total Value July 31, 2013	Unrealized Gain (Loss) July 31, 2013
NESTLE SA SPON ADR EACH REPR 1 COM CHF0.10 (NSRGY) EAI· $389.44, EY: 3 21%	180.000	67.481	8,041.85t	11,785.68	12,146.58	4,104.73
NISSAN MOTOR CO SPONS ADR(CNV INTO 2 ORD NPV) (NSANY)	250.000	20.884	4,408.09t	5,058.75	5,221.00	812.91
NOVARTIS AG ADR-EACH REPR 1 CHF0.5(REGD) (NVS) EAI: $339 71, EY 3.39%	140.000	71.610	7,380.17t	9,899.40	10,025.40	2,645.23
LUKOIL OIL CO SPONS ADR ISIN #US6778621044 SEDOL #2537432 (LUKOY) EAI. $364.00. EY 6.17%	100.000	59.024	5,412.46t	5,758.50	5,902 40	489.94
ORIX CORPORATION SPON ADR EACH REP 5 ORD NPV(CIT) (IX) EAI $32 38, EY: 0.87%	50.000	74.400	1,636.20t	3,416.50	3,720.00	2,083.80
PETROLEO BRASILEIRO SA PETROBRAS SPONS ADR-EACH REPR 2 PREF SHS NPV (PBRA)	175.000	14.340	8,773.62t	2,565.50	2,509.50	- 6,264.12
PRECISION DRILLING CORPORATION COM NPV ISIN #CA74022D3085 SEDOL #B5YPLH9 (PDS)	400.000	10.200	4,587.03t	3,420.00	4,080.00	- 507.03
REPSOL SA ADR-EACH CNV INTO 1 ORD(BNY) (REPYY) EAI: $69 31. EY 3 42%	85.000	23.820	2,815.40t	1,797.75	2,024.70	- 790.70
ROYAL DUTCH SHELL ADR EA REP 2 CL A EUR0 07 (RDSA) EAI: $144 00, EY: 5.27%	40.000	68.350	2,598.71t	2.552 00	2,734.00	135 29
KONINKLIJKE KPN NV SPON ADR EACH REP 1 ORD EUR0.24 (KKPNY)	225.000	2.680	4,261.50t	474.75	603.00	- 3,658.50
SANOFI SPONSORED ADR (SNY) EAI. $249.16; EY· 3.48%	139 000	51.480	4.910.39t	7.159.89	7,155.72	2,245.33
SBERBANK RUSSIA SPONSORED ADR (SBRCY)	175.000	11.530	2,639.28t	1,997.62	2,017.75	- 621.53
SHIRE ADR EACH REPR 3 ORD (SHPG) EAI $15 84, EY. 0.48%	30.000	109.350	2,815.87t	2,853.30	3,280.50	464 63

Attachment 8-1

The Jean and Graham Devoe Williford Charitable Trust
7/31/2013
20-6971005

J & G DEVOE WILLIFORD CHAR TRU U/A 05/16/06 JOHN R WILLIFORD AND THOMAS C CAMPBELL TRUSTEES

Separate Account Manager: SALIENT CAPITAL ADVISORS LLC - ADVISOR MANAGED

Holdings (Symbol) as of July 31, 2013	Quantity July 31, 2013	Price per Unit July 31, 2013	Total Cost Basis	Total Value July 1, 2013	Total Value July 31, 2013	Unrealized Gain (Loss) July 31, 2013
SIEMENS AG ADR-EACH CNV INTO 1 ORD NPV (SI) EAI $139 86, EY 3 62%	35.000	110 460	3,546.67t	3,545.85	3,866.10	319.43
SOCIETE GENERALE SPON ADR-EACH 5 CNV INTO 1 ORD EUR1.25 (SCGLY) EAI· $40 95, EY 1 46%	350.000	8.024	4,736.28t	2,402.05	2,808.40	- 1,927 88
SONY CORP ADR-EACH CNV INTO 1 ORD NPV (SNE) EAI. $20 72, EY 1 31%	75.000	21.040	2,427.87t	1,589.25	1,578.00	- 849.87
TOKIO MARINE HOLDINGS INC ADR EACH REP 1 ORD SHS NPV (TKOMY)	150.000	31.750	4,335.90t	4,752.00	4.762.50	426.60
TOTAL SPON ADR EA REP 1 ORD SHS (TOT) EAI $303.75, EY. 5.73%	100.000	53.050	8,198.00t	4,870.00	5,305 00	- 2,893 00
VALE S A ADR REPSTG PFD (VALEP) EAI $143 35, EY. 6 65%	175.000	12.310	5,051.55t	2,128 00	2,154.25	- 2,897.30
VODAFONE GROUP SPON ADR REP 10 ORD USD0 11428571 (VOD) EAI· $316 13, EY· 5.28%	200.000	29.945	5,348.04t	5,749.00	5,989.00	640.96
VOLVO(AB) ADR EACH REPR 1 B SEK6 (VOLVY) EAI $187 85, EY: 3.19%	400.000	14 703	5,765.34t	5,322.00	5,881 20	115.86
ZURICH INSURANCE GROUP AG SPON ADR 10 REP 1 ORD SH (ZURVY)	100.000	26.809	1,484.71t	2,589.40	2,680.90	1,196.19
Grand Total Salient 152633			243,872.28		257,267.62	

Attachment 8-1

The Jean and Graham Devoe Williford Charitable Trust
7/31/2013
20-6971005

Holdings (Symbol) as of July 31, 2013	Quantity July 31, 2013	Price per Unit July 31, 2013	Total Cost Basis	Total Value July 1, 2013	Total Value July 31, 2013	Unrealized Gain (Loss) July 31, 2013
Stocks ***98% of holdings***						
AT&T INC COM (T)	475.000	$35.270	$16,838.62	$16,815 00	$16.753 25	-$ 85.37
EAI $855.00, EY 5 10%						
ABBOTT LABORATORIES (ABT)	200.000	36.630	5.485 24	6,976.00	7,326.00	1,840.76
EAI $112.00. EY 1 53%						

Attachment 8-1

The Jean and Graham Devoe Williford Charitable Trust
7/31/2013
20-6971005

J & G DEVOE WILLIFORD CHAR TRU U/A 05/16/06 JOHN R WILLIFORD AND THOMAS C CAMPBELL TRUSTEES

Separate Account Manager· SALIENT CAPITAL ADVISORS, LLC - ADVISOR MANAGED

Holdings (Symbol) as of July 31, 2013	Quantity July 31, 2013	Price per Unit July 31, 2013	Total Cost Basis	Total Value July 1, 2013	Total Value July 31, 2013	Unrealized Gain (Loss) July 31, 2013
ABBVIE INC COM USD0 01 (ABBV)	200.000	45.480	5,948.27t	8,268.00	9,096.00	3,147.73
EAI $320 00, EY. 3 52%						
ALTRIA GROUP INC (MO)	400.000	35.060	13,262.88	13,996.00	14,024.00	761.12
EAI $704 00, EY 5 02%						
BRISTOL MYERS SQUIBB (BMY)	425.000	43.240	14,509.78	18,993.25	18,377.00	3,867.22
EAI· $595.00, EY· 3 24%						
CHEVRON CORP NEW (CVX)	100.000	125.890	11,433.40	11,834.00	12,589.00	1,155.60
EAI· $400 00. EY· 3 18%						
CONOCOPHILLIPS (COP)	275.000	64.860	15,868.82	16,637.50	17,836 50	1,967.68
EAI. $759 00, EY 4.26%						
DU PONT E I DE NEMOURS & CO (DD)	350.000	57.690	17,151.68	18,375.00	20,191.50	3,039.82
EAI $630 00, EY 3.12%						
INTEL CORP (INTC)	550.000	23.335	12,224.74	13,326.50	12,834.25	609.51
EAI: $495.00, EY. 3 86%						
KINDER MORGAN INC DELAWARE COM USD0 01 (KMI)	500.000	37.760	17,699.45	19,075.00	18,880.00	1,180.55
EAI: $800.00, EY 4.24%						
MCDONALDS CORP (MCD)	100.000	98.080	5,622.69t	9,900.00	9,808.00	4,185.31
EAI $308 00 EY· 3.14%						
PEPSICO INC (PEP)	175.000	83.540	9,551.11t	14,313.25	14,619.50	5,068 39
EAI $397 25, EY 2 72%						
PFIZER INC (PFE)	600.000	29.230	15,495.74	16,806.00	17,538.00	2,042.26
EAI $576 00. EY 3 28%						
PHILIP MORRIS INTL INC COM (PM)	150.000	89.180	13,840.19	12,993.00	13,377.00	- 463.19
EAI· $510.00, EY 3 81%						
PROCTER & GAMBLE CO (PG)	175.000	80.300	12,068.94	13,473.25	14,052.50	1,983.56
EAI· $421 05, EY: 3.00%						
ROYAL DUTCH SHELL ADR EA REP 2 CL A EUR0 07 (RDSA)	225.000	68.350	15,682.46	14,355.00	15,378.75	- 303.71
EAI $810 00, EY 5 27%						
VERIZON COMMUNICATIONS (VZ)	350.000	49.480	15,552.00	17,619.00	17,318.00	1,766.00
EAI. $721 00. EY 4 16%						
Grand Total Salient 152625			**218,236.01**		**249,999.25**	

Attachment 8-1