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**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**

2013

Department of the Treasury
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**

For calendar year 2013, or tax year beginning _____ **, 2013, and ending** _____

T. WHITFIELD DAVIDSON FOUNDATION
204 S. WELLINGTON
MARSHALL, TX 75670

A Employer identification number
75-6038584

B Telephone number (see the instructions)
(903) 938-0331

G Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Name change

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

H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
▶ \$ **588,384.**

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)
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		(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 (att sch)				
	2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.				
	4 Dividends and interest from securities.	2,712.	2,712.	2,712.	
	5a Gross rents	4,740.	4,740.	4,740.	
	b Net rental income or (loss)	4,740.			
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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/(loss) (att sch)					
11 Other income (attach schedule)					
SEE STATEMENT 1		20,518.			
12 Total. Add lines 1 through 11		27,970.	7,452.	7,452.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc.	7,500.			
	14 Other employee salaries and wages	16,100.			
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)	6,000.			
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) (see instrs)	8,177.	149.		
	19 Depreciation (attach sch) and depletion	4,502.			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)					
SEE STATEMENT 5		49,002.			
24 Total operating and administrative expenses. Add lines 13 through 23		91,281.	149.		
25 Contributions, gifts, grants paid PART XV		7,600.			7,600.
26 Total expenses and disbursements. Add lines 24 and 25		98,881.	149.	0.	7,600.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements.		-70,911.			
b Net investment income (if negative, enter -0-)			7,303.		
c Adjusted net income (if negative, enter -0-)				7,452.	

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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		21,713.	2,685.	2,685.
	2	Savings and temporary cash investments		90,502.	42,682.	42,682.
	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 sch.) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
		b Investments – corporate stock (attach schedule)		49,506.	62,267.	62,267.
		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 ▶	752,770.				
	Less accumulated depreciation (attach schedule) SEE STMT 6 ▶	272,020.	485,252.	480,750.	480,750.	
15	Other assets (describe ▶)		1.			
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		646,974.	588,384.	588,384.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & 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. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		646,974.	588,384.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		646,974.	588,384.		
31	Total liabilities and net assets/fund balances (see instructions)		646,974.	588,384.		

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	646,974.
2	Enter amount from Part I, line 27a	2	-70,911.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	12,321.
4	Add lines 1, 2, and 3	4	588,384.
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	588,384.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a N/A			
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (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	
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	

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 (column (b) divided by column (c))
2012	12,600.	189,738.	0.066407
2011	20,028.	226,771.	0.088318
2010	26,714.	207,811.	0.128549
2009	10,500.	235,203.	0.044642
2008	18,477.	296,733.	0.062268

2 Total of line 1, column (d)	2	0.390184
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	0.078037
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	148,825.
5 Multiply line 4 by line 3	5	11,614.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	73.
7 Add lines 5 and 6	7	11,687.
8 Enter qualifying distributions from Part XII, line 4	8	7,600.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input type="checkbox"/> and enter 1% of Part I, line 27b		1	146.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	146.
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	146.
6 Credits/Payments:			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a		
b Exempt foreign organizations - tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		146.
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 2014 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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)?

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

N/A

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? Yes No

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? Yes No

N/A

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
SEE STATEMENT 8		7,500.	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
NONE				

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

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

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

2	

All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3	0.

BAA

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	1 a	141,730.
b Average of monthly cash balances	1 b	9,361.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	151,091.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	151,091.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	2,266.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	148,825.
6 Minimum investment return. Enter 5% of line 5	6	7,441.

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	7,441.
2a Tax on investment income for 2013 from Part VI, line 5	2 a	146.
b Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	146.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	7,295.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	7,295.
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	7,295.

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	1 a	7,600.
b Program-related investments – total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	7,600.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	7,600.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				7,295.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2013.				
a From 2008	4,686.			
b From 2009				
c From 2010	17,221.			
d From 2011	8,833.			
e From 2012	3,262.			
f Total of lines 3a through e	34,002.			
4 Qualifying distributions for 2013 from Part XII, line 4: \$ 7,600.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				7,295.
e Remaining amount distributed out of corpus	305.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	34,307.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	4,686.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	29,621.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010	17,221.			
c Excess from 2011	8,833.			
d Excess from 2012	3,262.			
e Excess from 2013	305.			

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

N/A

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 2013, 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)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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:

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 10				
Total			▶ 3 a	7,600.
<i>b Approved for future payment</i>				
Total			▶ 3 b	

CLIENT 6038584

T. WHITFIELD DAVIDSON FOUNDATION

75-6038584

5/10/14

11:36AM

**STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION**

<u>DATE ACQUIRED</u>	<u>COST BASIS</u>	<u>PRIOR YR DEPR</u>	<u>METHOD</u>	<u>RATE</u>	<u>LIFE</u>	<u>CURRENT YR DEPR</u>	<u>NET INVEST INCOME</u>	<u>ADJUSTED NET INCOME</u>
9/04/07	3,074	2,048	S/L		8	384	0	0
REFORESTATION								
4/28/04	6,300	1,890	S/L		10	630	0	0
RANCH HOUSE								
12/29/95	54,920	21,968	S/L		40	1,373	0	0
RANCH HOUSE IMPROVEMENT								
1/16/96	985	400	S/L		40	25	0	0
RANCH HOUSE IMPROVEMENT								
2/10/96	1,425	576	S/L		40	36	0	0
RANCH HOUSE IMPROVEMENT								
1/15/96	1,280	512	S/L		40	32	0	0
RANCH HOUSE IMPROVEMENT								
4/21/99	6,895	2,351	S/L		40	172	0	0
REFORESTATION COSTS								
VARIOUS								
	2,980	596	S/L		10	298	0	0
LONGHORN BULL								
1/23/12	450	59	S/L		7	64	0	0

**STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES**

	<u>(A) EXPENSES PER BOOKS</u>	<u>(B) NET INVESTMENT INCOME</u>	<u>(C) ADJUSTED NET INCOME</u>	<u>(D) CHARITABLE PURPOSES</u>
AUTO EXPENSE	\$ 396.			
CONTRACT MOWING EXP	760.			
DEER LICENSE FEES	252.			
EMPLOYEE INSURANCE	14,337.			
INSURANCE	4,491.			
MEETING EXPENSE	5,333.			
MEMORIAL EXPENSES	100.			
OFFICE EXPENSES	677.			
OPERATING EXPENSE...	1,063.			
REPAIRS & MAINTENANCE	2,633.			
SAFETY DEPOSIT BOX RENTAL	108.			
TELEPHONE & UTILITIES	5,052.			
TIMBER & LAND MANAGEMENT	13,800.			
TOTAL	\$ 49,002.	\$ 0.	\$ 0.	\$ 0.

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**STATEMENT 6
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT**

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
AUTO./TRANSPORTATION EQUIP.	\$ 3,800.	\$ 3,800.	\$ 0.	\$ 0.
FURNITURE AND FIXTURES	15,518.	13,863.	1,655.	0.
MACHINERY AND EQUIPMENT	33,053.	31,368.	1,685.	0.
BUILDINGS	254,534.	29,307.	225,227.	0.
IMPROVEMENTS	87,609.	71,283.	16,326.	0.
LAND	135,750.		135,750.	0.
MISCELLANEOUS	222,506.	122,399.	100,107.	480,750.
TOTAL	\$ 752,770.	\$ 272,020.	\$ 480,750.	\$ 480,750.

**STATEMENT 7
FORM 990-PF, PART III, LINE 3
OTHER INCREASES**

ASSETS NOT INCLUDED IN PRIOR YR					\$ 12,321.
				TOTAL	\$ 12,321.

**STATEMENT 8
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
BILLY J. DAVIDSON 3240 BOB-O-LINK GILMER, TX 75644	TRUSTEE 1.00	\$ 2,000.	\$ 0.	\$ 0.
ROBERT DUVALL P.O. BOX 1315 MARSHALL, TX 75670	V. CHAIRMAN/SEC 3.00	2,000.	0.	0.
BILL CORNELIUS, JR 709 ESE LOOP 323 JEFFERSON, TX 75657	TRUSTEE 1.00	1,500.	0.	0.
WILLIAM M. RUNNELS 2206 E. PINECREST DR. ATLANTA, TX 75551	TRUSTEE 1.00	2,000.	0.	0.
J. RODNEY GILSTRAP 107 AZALEA WAY MARSHALL, TX 75670	CHAIRMAN 2.00	0.	0.	0.
	TOTAL	\$ 7,500.	\$ 0.	\$ 0.

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**STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION**

NAME OF GRANT PROGRAM: DAVIDSON FOUNDATION
 NAME: ROBERT L. DUVALL
 CARE OF:
 STREET ADDRESS: P. O. BOX 1315
 CITY, STATE, ZIP CODE: MARSHALL, TX 75671
 TELEPHONE: (903) 938-0331
 E-MAIL ADDRESS:
 FORM AND CONTENT: ORGANIZATION DESCRIPTION, EXEMPT STATUS & REASON FOR REQUEST AND AN AMOUNT.
 SUBMISSION DEADLINES: OCTOBER 31ST.
 RESTRICTIONS ON AWARDS: LIMITED TO 501(C) (3) EXEMPT ORGANIZATIONS, NO LIMIT ON AMOUNT.

**STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR**

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
TRINITY EPISCOPAL SCHOOL ROSBOROUGH SPRINGS ROAD MARSHALL, TX 75672	NONE	501C(3)	SUPPORT TO AN EDUCATIONAL INSTITUTION TO TEACH STUDENTS AMERICAN GOVERNMENT AND RELIGIOUS PRINCIPLES	\$ 2,500.
EAST TX AREA COUNCIL BOY SCOUTS OF AMER 1331 E 5TH TYLER, TX 75701	NONE	501C(3)	GENERAL CONTRIBUTION TO BOY SCOUTS OF AMERICA	600.
BAYLOR UNIVERSITY LAW SCHOOL 1 BEAR PLACE WACO, TX 76706	NONE	501C(3)	EDUCATIONAL INSTITUTION FOR OPERATING BUDGET TO SUPPLEMENT TEACHING COSTS OF SCHOOL OF LAW	4,000.
SALVATION ARMY 521 W. ELMIRA SAN ANTONIO, TX 78212		501(3)C	CHARITABLE USE	500.
TOTAL				\$ 7,600.

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**BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS**

EDWARD JONES MONEY MARKET	\$	42,682.
.....		0.
	TOTAL	<u>\$</u>	<u>42,682.</u>

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
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FORM 990/990-PF

ADMIN

1	PEWS	9/08/71		675							675	675	S/L	15		0			
2	REFINISHED DESK & WASH	6/29/77		295							295	295	S/L	7		0			
3	REFRIGERATOR & RANGE	10/06/77		605							605	605	S/L	8		0			
4	TABLE & CHAIRS	12/01/77		757							757	757	S/L	8		0			
5	FURNITURE & FIXTURES	6/30/78		335							335	335	S/L	8		0			
6	TABLES & FILE CABINETS	8/31/82		323							323	323	S/L	5		0			
7	FANS	9/26/83		375							375	375	S/L	5		0			
8	TABLES	10/15/91		432							432	432	S/L	5		0			
12	AIR CONDITIONER	8/24/95		272							272	272	S/L	7		0			
14	PORTABLE SPEAKERS	8/29/97		218							218	218	S/L	7		0			
22	ADMINISTRATION BUILDING	9/30/77		2,716							2,716	2,716	S/L	10		0			
36	SIDEWALK	4/11/07		2,160							2,160	828	S/L	15		144			
89	FURNITURE & FIXTURES	VARIOUS		503							503	503	S/L	7		0			
TOTAL ADMIN											9,666	0	0	0	0	0	9,666	8,334	144

AUTO / TRANSPORT EQUIPMENT

54	TRUCK	8/19/96		3,800							3,800	3,800	S/L	3		0			
TOTAL AUTO / TRANSPORT EQUIP											3,800	0	0	0	0	0	3,800	3,800	0

CATTLE

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAGE /BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
55	LONGHORN CATTLE	10/10/77		2,680							2,680		S/L			0
56	LONGHORN CATTLE	12/01/80		3,000							3,000		S/L			0
76	LONGHORN BULL	10/31/87		1,000							1,000		S/L			0
	TOTAL CATTLE			6,680		0	0	0	0	0	6,680	0				0
	CHAPEL															
9	PICNIC TABLES	8/31/94		1,020							1,020	1,020	S/L	7		0
10	PICNIC TABLES	9/17/94		740							740	740	S/L	7		0
11	PICNIC TABLES	8/31/95		300							300	300	S/L	7		0
13	PICNIC TABLES	8/21/97		530							530	530	S/L	7		0
15	VICTORY SOUND SYSTEM	4/30/03		5,475							5,475	5,475	S/L	8		0
16	TABLES	4/30/07		2,663							2,663	1,008	S/L	15		178
30	RESTROOM FACILITIES	1/08/85		1,849							1,849	1,849	S/L	15		0
34	CHAPEL LUNCHEON	6/09/97		2,000							2,000	2,000	S/L	10		0
77	CHAPEL BUILDING	1/01/77		131,286							131,286		S/L			0
78	CHAPEL RESTROOM FACILIT	7/31/95		27,326							27,326		S/L			0
79	CHAPEL HANDICAP R	6/09/97		1,500							1,500	1,500	S/L	10		0
80	CHAPEL IMPROVEMENT	12/31/98		1,232							1,232		S/L			0
81	CHAPEL ROOF	4/28/00		25,685							25,685		S/L			0
	TOTAL CHAPEL			201,606		0	0	0	0	0	201,606	14,422				178
	GAME RESERVE															
17	FENCES & OTHER IMPROVE	1/01/76		9,459							9,459	9,459	S/L	8		0
19	FENCES & IMPROVEMENTS	6/30/77		9,519							9,519	9,519	S/L	8		0
	TOTAL GAME RESERVE			18,978		0	0	0	0	0	18,978	18,978				0

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IMPROVEMENTS																
18	BUILDING FENCES & OTHER	1/01/76		10,000							10,000	10,000	S/L	12		0
23	FENCES & IMPROVEMENTS	6/30/78		2,655							2,655	2,655	S/L	8		0
24	F&I	12/01/80		788							788	788	S/L	8		0
25	F&I	6/30/79		3,827							3,827	3,827	S/L	8		0
26	WATER WELL & PUMP	4/30/82		763							763	763	S/L	5		0
27	GATE	7/22/82		642							642	642	S/L	5		0
28	GATES	8/29/83		107							107	107	S/L	8		0
29	FENCES	6/02/83		217							217	217	S/L	8		0
31	ROAD IMPROVEMENTS	1/01/86		3,471							3,471	3,471	S/L	15		0
32	DAM REPAIRS	6/01/90		7,195							7,195	7,194	S/L	15		0
35	FENCES & ROADWAY	5/02/07		16,594							16,594	6,268	S/L	15		1,106
TOTAL IMPROVEMENTS				46,259	0	0	0	0	0	0	46,259	35,932				1,106
LAND																
88	LAND	VARIOUS		135,750							135,750					0
TOTAL LAND				135,750	0	0	0	0	0	0	135,750	0				0
MACHINERY AND EQUIPMENT																
37	CHAINSAW	1/24/77		265							265	265	S/L	3		0
38	SPRAYER	4/01/80		977							977	977	S/L	5		0
39	FEEDER	8/31/80		140							140	140	S/L	5		0
40	GREEN MACHINE	9/02/81		356							356	356	S/L	3		0
41	JOHN DEERE CUTTER	1/27/83		775							775	775	S/L	5		0
42	SEEDER	10/18/90		285							285	285	S/L	7		0

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43	CHAINSAW	11/30/90		337							337	337	S/L	7		0
44	GOPHER MACHINE	1/31/88		600							600	600	S/L	7		0
45	TRACTOR	3/16/92		22,000							22,000	22,000	S/L	10		0
46	BUSH HOG	8/03/92		1,200							1,200	1,200	S/L	10		0
47	LAWN BLOWER - GAS POWER	5/01/93		598							598	598	S/L	7		0
48	EQUIPMENT	8/31/97		199							199	199	S/L	5		0
49	EQUIPMENT	12/19/02		364							364	364	S/L	7		0
50	EQUIPMENT	4/25/07		479							479	479	S/L	8		60
51	EQUIPMENT	9/04/07		3,074							3,074	2,048	S/L	8		384
52	BOATS	11/07/79		576							576	576	S/L	3		0
53	MOTOR	11/01/80		308							308	308	S/L	3		0
74	WATERWELL - CHAPEL	1/01/84		520							520		S/L			0
TOTAL MACHINERY AND EQUIPME																
33,053 0 0 0 0 0 33,053 31,368 444																
MISCELLANEOUS																
57	PINE SEEDLINGS	1/06/82		885							885	885	S/L	7		0
58	PINE SEEDLINGS	1/27/83		1,033							1,033	1,033	S/L	7		0
59	REFORESTATION	12/31/87		1,577							1,577	1,577	S/L	7		0
60	REFORESTATION	12/31/88		603							603	603	S/L	7		0
61	REFORESTATION	11/23/92		1,664							1,664	1,664	S/L	7		0
62	REFORESTATION	3/01/93		913							913	913	S/L	7		0
63	REFORESTATION	6/30/95		10,500							10,500	10,500	S/L	7		0
64	REFORESTATION	10/31/97		23,394							23,394	14,424	S/L	10		0
65	PINE SEEDLINGS	1/31/96		11,134							11,134	11,134	S/L	10		0
66	REFORESTATION COSTS	3/19/99		32,697							32,697	22,187	S/L	10		0
67	REFORESTATION COSTS	3/15/00		60,124							60,124	32,925	S/L	10		0

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68	REFORESTATION COSTS	2/16/01		13,026							13,026	5,490	S/L	10		0	
69	REFORESTATION COSTS	5/16/01		7,605							7,605	3,123	S/L	10		0	
70	REFORESTATION COSTS	2/05/02		18,608							18,608	7,111	S/L	10		0	
71	REFORESTATION COSTS	4/18/02		4,800							4,800	1,783	S/L	10		0	
72	REFORESTATION	4/28/04		6,300							6,300	1,890	S/L	10		630	
73	REFORESTATION COSTS	12/31/99		17,533							17,533		S/L			0	
87	REFORESTATION COSTS	VARIOUS		2,980							2,980	596	S/L	10		298	
90	LONGHORN BULL	1/23/12		450							450	59	S/L	7		64	
	TOTAL MISCELLANEOUS			215,826		0	0	0	0	0	215,826	117,897				992	
	RANCH HOUSE																
75	RANCHHOUSE IMPROVEMENT	1/01/84		367							367		S/L			0	
82	RANCH HOUSE	12/29/95		54,920							54,920	21,968	S/L	40		1,373	
83	RANCH HOUSE IMPROVEMENT	1/16/96		985							985	400	S/L	40		25	
84	RANCH HOUSE IMPROVEMENT	2/10/96		1,425							1,425	576	S/L	40		36	
85	RANCH HOUSE IMPROVEMENT	1/15/96		1,280							1,280	512	S/L	40		32	
86	RANCH HOUSE IMPROVEMENT	4/21/99		6,895							6,895	2,351	S/L	40		172	
	TOTAL RANCH HOUSE			65,872		0	0	0	0	0	65,872	25,807				1,638	
	WATER RESERVOIR																
20	WATER RESERVOIR	10/27/77		2,965							2,965		S/L			0	
21	WATER RESERVOIR	10/27/77		1,335							1,335		S/L			0	
33	ROAD IMPROVEMENTS	9/02/94		10,980							10,980	10,980	S/L	15		0	
	TOTAL WATER RESERVOIR			15,280		0	0	0	0	0	15,280	10,980				0	

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				752,770		0	0	0	0	0	752,770	267,518				4,502
	TOTAL DEPRECIATION			752,770		0	0	0	0	0	752,770	267,518				4,502
	GRAND TOTAL DEPRECIATION			752,770		0	0	0	0	0	752,770	267,518				4,502