Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 08/01 **, 2013, and ending** 07/31, **20**14

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 or province, country, and ZIP or foreign postal code: FAIRFIELD, TX 75840

C If exemption application is pending, check here ▶ ☐

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

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 ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 12,680,220.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

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

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)	4,721,293.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	12,030.	12,030.		ATCH 1
4	Dividends and interest from securities	37,037.	37,037.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	44,479.			
b	Gross sales price for all assets on line 6a 365,437.				
7	Capital gain net income (from Part IV, line 2)		44,479.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	66,354.	-15,564.		
12	**Total.** Add lines 1 through 11	4,881,193.	77,982.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	127,200.	63,600.		63,600.
14	Other employee salaries and wages	106,000.			106,000.
15	Pension plans, employee benefits	59,748.			59,748.
16a	Legal fees (attach schedule)	14,812.			14,812.
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) *	35,487.			35,487.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 5	17,852.	3,320.		14,532.
19	Depreciation (attach schedule) and depletion	15,537.			
20	Occupancy	11,858.			11,858.
21	Travel, conferences, and meetings	8,501.			8,501.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	36,869.	3,991.		32,878.
24	**Total operating and administrative expenses.** Add lines 13 through 23	433,864.	70,911.		347,416.
25	Contributions, gifts, grants paid	73,049.			73,049.
26	**Total expenses and disbursements** Add lines 24 and 25	506,913.	70,911.		420,465.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	4,374,280.			
b	**Net investment income** (if negative, enter -0-)		7,071.		
c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
B023 AUG 09 2017 IRS-OSC
OGDEN, UT

SCANNED AUG 10 2017

AUG 09 2017 Batching Ogden

643

Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	498,153.	869,852.	869,852.
2	Savings and temporary cash investments	277,700.	554,703.	554,703.
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) ▶ *		* 7,000.	ATCH 7
	Less allowance for doubtful accounts ▶	413,906.	7,000.	7,000.
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	2,798,108.	2,663,115.	2,746,166.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶	279,428.		
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶ 257,071.			ATCH 9
	Less accumulated depreciation (attach schedule) ▶ 114,407.	158,201.	142,664.	142,664.
15	Other assets (describe ▶ ATCH 10)		4,568,585.	8,359,835.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,425,496.	8,805,919.	12,680,220.
17	Accounts payable and accrued expenses		7,650.	
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	7,650.	
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	4,425,496.	8,798,269.	
30	**Total net assets or fund balances** (see instructions)	4,425,496.	8,798,269.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,425,496.	8,805,919.	

Assets / Liabilities / Net Assets or Fund Balances

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	4,425,496.
2	Enter amount from Part I, line 27a	2	4,374,280.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,799,776.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	1,507.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,798,269.

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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	44,479.
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))
2012	431,102.	3,391,821.	0.127100
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

2 **Total** of line 1, column (d)	2	0.803822
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	0.160764
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,868,810.
5 Multiply line 4 by line 3	5	621,965.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	71.
7 Add lines 5 and 6	7	622,036.
8 Enter qualifying distributions from Part XII, line 4	8	420,465.

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	141.
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	141.
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	141.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 5,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	5,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	***Overpayment.*** *If line 7 is more than the total of lines 5 and 8, enter the* ***amount overpaid*** ▶	10	4,859.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 4,859. **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 2013 or the taxable year beginning in 2013 (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

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 2013, 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

			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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No

If "Yes," list the years ▶

			Yes	No
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

			Yes	No
b	If "Yes," did it have excess business holdings in 2013 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 2013)*	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 2013?	4b		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)?		**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		106,000.	0	0

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

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

3 Five highest-paid independent contractors for professional services (see 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	2,735,753.
b	Average of monthly cash balances	1b	1,042,309.
c	Fair market value of all other assets (see instructions)	1c	149,664.
d	**Total** (add lines 1a, b, and c)	1d	3,927,726.
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	3,927,726.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	58,916.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,868,810.
6	**Minimum investment return.** Enter 5% of line 5	6	193,441.

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	193,441.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	141.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	141.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	193,300.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	193,300.
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	193,300.

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	420,465.
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	420,465.
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	420,465.

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				193,300.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008 805,103.				
b From 2009 208,712.				
c From 2010 159,756.				
d From 2011 51,074.				
e From 2012 263,635.				
f Total of lines 3a through e	1,488,280.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 420,465.				
a Applied to 2012, 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 2013 distributable amount				193,300.
e Remaining amount distributed out of corpus	227,165.			
5 Excess distributions carryover applied to 2013 (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	1,715,445.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)	805,103.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	910,342.			
10 Analysis of line 9				
a Excess from 2009 208,712.				
b Excess from 2010 159,756.				
c Excess from 2011 51,074.				
d Excess from 2012 263,635.				
e Excess from 2013 227,165.				

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address 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				
TYLER MUSEUM OF ART 1300 S. MAHON AVE. TYLER, TX 75701	NONE	PC	CHARITABLE	25,500.
AMON CARTER MUSEUM 3501 CAMP BOWIE BLVD FORT WORTH, TX 76107	NONE	PC	CHARITABLE	17,000.
DALLAS MUSEUM OF ART 1717 N HARWOOD ST DALLAS, TX 75201	NONE	PC	CHARITABLE	27,592.
TRINITY STAR ARTS COUNCIL P.O. BOX 1546 FAIRFIELD, TX 75840	NONE	PC	CHARITABLE	2,957.
Total . . . . . ▶ 3a				73,049.
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	12,030.	
4 Dividends and interest from securities			14	37,037.	
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	44,479.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 16				66,354.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				159,900.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 159,900.

(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: [signature] Date: 4 Aug 17 Title: Co-Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
M P GERICH	[signature]	7/28/17		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

Form **990-PF** (2013)

THE JEAN AND GRAHAM DEVOE WILLIFORD 20-6971005

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 STATMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
76.		87.					-11.	
		SEE ATTACHED STATEMENT PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
365,361.		320,871.					44,490.	
TOTAL GAIN(LOSS)							44,479.	

JSA
3E1730 1 000

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.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** ***www irs gov/form990***

OMB No 1545-0047

2013

Name of the organization	Employer identification number
THE JEAN AND GRAHAM DEVOE WILLIFORD CHARITABLE TRUST	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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THE JEAN AND GRAHAM DEVOE WILLIFORD CHARITABLE TRUST

Employer identification number 20-6971005

Part I **Contributors** (see instructions) 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	$ 4,721,293.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

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
----		$	
----		$	
----		$	
----		$	
----		$	
----		$	

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

The Jean and Graham Devoe Willford Charitable Trust
EIN: 20-6971005
7/31/2014

Date Acquired	Date Sold	Description	Gross Sales Price	Cost	Gain/(Loss)
4/15/2013	12/18/2013	4 Shares Brookfield PPTY Partners	76	87	(10 98)
		Total Short Term Gains/Losses	76	87	(11)
4/25/2008	12/18/2013	225 shares ABB Ltd	5,670	6,757	(1,087)
4/25/2008	12/18/2013	50 shares Agrium Inc	4,493	4,316	177
2/25/2011	12/18/2013	200 shares Allianz Se ADR	3,443	2,834	609
4/12/2011	12/18/2013	175 shares Allianz Se ADR	3,013	2,634	379
4/25/2008	12/18/2013	150 shares Anglo American ADR	1,565	5,060	(3,495)
10/15/2010	12/18/2013	50 shares Anheuser-Busch	5,111	3,134	1,978
7/21/2008	12/18/2013	75 shares Astrazeneca ADR	4,369	3,408	961
8/18/2008	12/18/2013	35 shares Astrazeneca ADR	2,039	1,718	321
4/25/2008	12/18/2013	225 shares Atlas Copco	5,346	3,542	1,805
5/7/2009	12/18/2013	100 shares Barclays ADR	1,654	1,729	(75)
8/21/2009	10/23/2013	100 shares Barclays ADR	1,654	2,359	(705)
5/7/2009	10/23/2013	25 shares Barlcays PLC	132	0	132
8/21/2009	10/23/2013	25 shares Barlcays PLC	132	0	132
3/11/2010	12/18/2013	50 shares BASF SE ADR	5,127	3,019	2,108
10/14/2010	12/18/2013	25 shares BASF SE ADR	2,564	1,764	800
5/20/2011	12/18/2013	30 shares Bayer AG Spon ADR	4,049	2,427	1,622
7/14/2010	12/18/2013	100 shares Bayerische Motoren Werke AG	3,752	1,806	1,946
11/8/2010	12/18/2013	101 shares Bayerische Motoren Werke AG	3,752	2,483	1,270
11/0/2010	12/18/2013	30 shares BHP Billiton PLC Spons ADR	1,756	2,367	(612)
6/15/2011	12/18/2013	20 shares BHP Billiton PLC Spons ADR	1,171	1,467	(296)
6/15/2011	12/18/2013	10 shares BHP Billiton PLC Spons ADR	585	730	(145)
5/11/2010	12/18/2013	125 shares BNP Paribas ADR	4,599	4,158	441
6/12/2008	12/18/2013	25 shares BOC Hong Kong (Hldgs) Ltd Spons ADR	1,577	1,272	305
9/10/2009	12/18/2013	25 shares BOC Hong Kong (Hldgs) Ltd Spons ADR	1,577	1,087	490
4/25/2008	12/18/2013	125 shares British American Tabacco Lvl II ADR	12,983	9,796	3,187
12/8/2008	12/18/2013	25 shares British American Tabacco Lvl II ADR	2,597	1,256	1,341
5/31/2011	12/18/2013	75 shares Brookfield Asset Management Inc Ltd	2,807	2,463	344
11/10/2010	12/18/2013	100 shares BT Group ADR	6,140	2,593	3,547
12/13/2010	12/18/2013	75 shares BT Group ADR	4,605	2,180	2,425
4/13/2011	12/18/2013	100 shares BT Group ADR	6,140	3,116	3,024
7/17/2009	12/18/2013	75 shares Canon Inc ADR	2,401	2,486	(85)
5/7/2010	12/18/2013	50 shares Canon Inc ADR	1,601	2,200	(599)
5/10/2010	12/18/2013	70 shares Carnival Plc ADS	2,525	2,997	(472)
3/11/2010	12/18/2013	15 shares Cnooc Limited ADS	2,760	2,491	269
4/25/2008	12/18/2013	100 shares DBS Groupd Hldgs Ltd ADR	5,229	5,844	(615)
5/4/2009	12/18/2013	5 shares DBS Groupd Hldgs Ltd ADR	261	146	115
5/5/2009	12/18/2013	45 shares DBS Groupd Hldgs Ltd ADR	2,353	1,330	1,023
6/1/2011	12/18/2013	425 shares Enel Un Spon ADR	1,763	2,957	(1,194)
4/25/2008	12/18/2013	50 shares Fomento Economico Mexicano	4,669	2,196	2,473
12/16/2009	12/18/2013	75 shares Fujifilm Holding Corporation ADR	2,046	2,215	(169)
4/23/2010	12/18/2013	50 shares Fujifilm Holding Corporation ADR	1,364	1,699	(335)
3/24/2011	12/18/2013	50 shares Hitachi ADR	3,730	2,656	1,074
7/15/2011	12/18/2013	40 shares Hitachi ADR	2,984	2,446	538
4/25/2008	12/18/2013	75 shares Honda Motor Co ADR	3,061	2,362	699
2/10/2010	12/18/2013	50 shares Honda Motor Co ADR	2,041	1,715	326
10/11/2010	12/18/2013	50 shares HSBC Holdings PLC ADR	2,662	2,637	25
12/15/2010	12/18/2013	275 shares Infineon Technologies AG ADR	2,805	2,589	216
1/31/2011	12/18/2013	225 shares Infineon Technologies AG ADR	2,295	2,411	(116)
8/9/2010	12/18/2013	116 shares Intercontl Hotels ADR	3,624	2,273	1,351
4/25/2008	12/18/2013	440 shares Keppel Corp Spon ADR	7,413	6,456	957
4/25/2008	12/18/2013	225 shares Koninklijke KPN NV Spon ADR	690	4,262	(3,572)
5/14/2009	12/18/2013	50 shares Lukoil Oil Co Spons ADR	3,066	2,365	701
8/27/2009	12/18/2013	25 shares Lukoil Oil Co Spons ADR	1,533	1,239	295
04/11/201	12/18/2013	25 shares Lukoil Oil Co Spons ADR	1,533	1,809	(276)
11/10/2010	12/18/2013	50 shares LVMH Moet-Hennessy Louis Vuitton ADR	1,765	1,618	147
3/27/2009	12/18/2013	5 shares Mitsui & Co ADR	1,340	1,092	248
6/25/2009	12/18/2013	10 shares Mitsui & Co ADR	2,680	2,418	262
12/17/2009	12/18/2013	5 shares Mitsui & Co ADR	1,340	1,424	(84)
4/25/2008	12/18/2013	130 shares Nestle SA Spon ADR	9,304	6,180	3,124
10/28/2008	12/18/2013	50 shares Nestle SA Spon ADR	3,579	1,862	1,716
12/15/2009	12/18/2013	150 shares Nissan Motor Co Spons ADR	2,588	2,465	123
12/15/2010	12/18/2013	100 shares Nissan Motor Co Spons ADR	1,725	1,943	(217)
4/25/2008	12/18/2013	15 shares Novartis AG ADR	1,158	763	395

5/12/2008	12/18/2013	75 shares Novartis AG ADR	5,791	3,816	1,975
8/29/2008	12/18/2013	50 shares Novartis AG ADR	3,860	2,802	1,059
8/18/2009	12/18/2013	50 shares Orix Corporation Spon ADR	4,175	1,636	2,539
4/25/2008	12/18/2013	175 shares Petroleo Brasileiro SA Petrobras Spons ADR	2,524	8,774	(6,250)
1/12/2011	12/18/2013	25 shares Precision Drilling Corporation	220	246	(26)
1/13/2011	12/18/2013	150 shares Precision Drilling Corporation	1,322	1,481	(160)
1/14/2011	12/18/2013	100 shares Precision Drilling Corporation	881	996	(115)
4/11/2011	12/18/2013	125 shares Precision Drilling Corporation	1,102	1,863	(762)
2/16/2011	12/18/2013	10 shares Repsol Sa ADR	243	330	(87)
2/18/2011	12/18/2013	30 shares Repsol Sa ADR	729	1,010	(281)
2/23/2011	12/18/2013	10 shares Repsol Sa ADR	243	323	(80)
2/24/2011	12/18/2013	35 shares Repsol Sa ADR	851	1,153	(302)
11/16/2010	12/18/2013	40 shares Royal Dutch Shell ADR	2,721	2,599	123
8/15/2008	12/18/2013	35 shares Sanofi Sponsored ADR	1,762	1,282	480
9/11/2008	12/18/2013	75 shares Sanofi Sponsored ADR	3,776	2,614	1,162
6/24/2011	12/18/2013	4 shares Sanofi Sponsored ADR	201	140	61
8/16/2011	12/18/2013	25 shares Sanofi Sponsored ADR	1,259	874	384
7/15/2011	12/18/2013	175 shares Sberbank Russia Sponsored ADR	2,120	2,639	(519)
5/10/2011	12/18/2013	10 shares Shire ADR	1,366	921	445
5/11/2011	12/18/2013	20 shares Shire ADR	2,733	1,895	838
7/28/2010	12/18/2013	25 shares Siemens AG ADR	3,273	2,493	780
9/27/2010	12/18/2013	10 shares Siemens AG ADR	1,309	1,053	256
10/16/2009	12/18/2013	175 shares Societe Generale Spon ADR	1,922	2,626	(704)
9/15/2010	12/18/2013	175 shares Societe Generale Spon ADR	1,922	2,110	(189)
3/23/2011	12/18/2013	30 shares Sony Corp ADR	521	968	(448)
3/24/2011	12/18/2013	45 shares Sony Corp ADR	781	1,460	(679)
10/16/2008	12/18/2013	75 shares Tokio Marine Holdings Inc ADR	2,445	2,404	41
12/10/2008	12/18/2013	20 shares Tokio Marine Holdings Inc ADR	652	502	150
12/11/2008	12/18/2013	55 shares Tokio Marine Holdings Inc ADR	1,793	1,430	363
4/25/2008	12/18/2013	100 shares Total Spon ADR	5,815	8,198	(2,383)
8/27/2010	12/18/2013	150 shares UBS AG	2,748	2,478	270
4/25/2008	12/18/2013	100 shares Vale S A ADR	1,360	3,040	(1,680)
9/27/2010	12/18/2013	75 shares Vale S A ADR	1,020	2,012	(992)
8/10/2010	12/18/2013	25 shares Vodafone Group Spon ADR	932	610	323
8/11/2010	12/18/2013	75 shares Vodafone Group Spon ADR	2,797	1,786	1,012
3/9/2011	12/18/2013	100 shares Vodafone Group Spon ADR	3,730	2,953	777
4/27/2010	12/18/2013	200 shares Volvo(AB) ADR	2,456	2,597	(141)
9/28/2010	12/18/2013	100 shares Volvo(AB) ADR	1,228	1,438	(210)
2/16/2011	12/18/2013	100 shares Volvo(AB) ADR	1,228	1,731	(503)
12/3/2008	12/18/2013	100 shares Zurich Insurance Group AG Spon ADR	2,811	1,485	1,326
	7/29/2014	675 shares Kinder Morgan Inc	25,499	23,950	1,549
	7/29/2014	375 shares Royal Dutch Shell ADR	30,917	26,151	4,766
	7/29/2014	550 shares Du Pont E I DE	36,030	26,986	9,045
		Total Long Term Gains/Losses	**365,361**	**320,871**	**44,490**
		Total Short Term & Long Term Gains/Losses	**365,438**	**320,959**	**44,479**

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	12,030.	12,030.
TOTAL	12,030.	12,030.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS FROM SECURITIES	37,037.	37,037.
TOTAL	37,037.	37,037.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	93.	93.
INCOME (LOSS) FROM PARTNERSHIPS	66,261.	-15,657.
TOTALS	66,354.	-15,564.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PROFESSIONAL FEES		35,487.	35,487.
	TOTALS	35,487.	35,487.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PAYROLL TAX	11,104.	2,904.	8,200.
FOREIGN TAX	416.	416.	
OTHER TAX	6,332.		6,332.
TOTALS	17,852.	3,320.	14,532.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FIDUCIARY FEES	3,991.	3,991.	
INSURANCE	16,175.		16,175.
MISCELLANEOUS EXPENSES	5,947.		5,947.
OFFICE EXPENSES	6,268.		6,268.
REPAIRS & MAINTENANCE	3,654.		3,654.
DUES & SUBSCRIPTIONS	834.		834.
TOTALS	36,869.	3,991.	32,878.

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	406,906.
ENDING BALANCE DUE	
ENDING FAIR MARKET VALUE	

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	413,906.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	7,000.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	7,000.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SALIENT - 676	2,293,337.	2,291,508.
SALIENT - 625	380,154.	454,658.
K-1 ENDOWMENT FUND - BASIS ADJ	-10,376.	
TOTALS	2,663,115.	2,746,166.

The Jean and Graham Devoe Williford Charitable Trust
7/31/2014
20-6971005

Holdings (Symbol) as of July 31, 2014	Quantity July 31, 2014	Price per Unit July 31, 2014	Total Cost Basis	Total Value July 1, 2014	Total Value July 31, 2014	Unrealized Gain (Loss) July 31, 2014
Other 95% of holdings						
THE ENDOWMENT TEI FUND LP	2005.310.630	$1.000A	unknown	$1,977,261 78	$2,005,310.63	unknown
BASED ON PROGRAM MANAGEMENT'S						
UNCONFIRMED ESTIMATE OF NET ASSETS.						
SALIENT ALTERNATIVE STRATEGIES I FUND	20,110.134	14.232A	unknown	276,592.77	286,197.37	unknown
BASED ON PROGRAM MANAGEMENT'S						
UNCONFIRMED ESTIMATE OF NET ASSETS						
Grand Total Salient 152676			**2,293,337**		**2,291,508**	

Attachment 8-1

The Jean and Graham Devoe Williford Charitable Trust
7/31/2014
20-6971005

Holdings (Symbol) as of July 31, 2014	Quantity July 31, 2014	Price per Unit July 31, 2014	Total Cost Basis	Total Value July 1, 2014	Total Value July 31, 2014	Unrealized Gain (Loss) July 31, 2014
Stocks *99% of holdings*						
ACCENTURE PLC CLS A USD0 0000225 (ACN)	50.000	$79.280	$4,040.50		$3,964.00	-$ 76.50
EAI: $93 00, EY 2 35%						
AFLAC INC (AFL)	50 000	59.740	3,195 50		2,987.00	- 208 50
EAI $74 00, EY 2 48%						
\T&T INC COM (T)	775.000	35 590	25,969.55	$27,404.00	27,582.25	1,612.70
EAI $1,426 00, EY 5.17%						
ABBOTT LABORATORIES (ABT)	325.000	42.120	8,253 99	13,292.50	13,689.00	5,435.01
EAI $286 00, EY 2 09%						
ABBVIE INC COM USD0 01 (ABBV)	325.000	52 340	8,950 75	18,343 00	17,010.50	8,059.75
EAI $546 00, EY 3 21%						
ALTRIA GROUP INC (MO)	625.000	40.600	19,887.93	26,212.50	25,375.00	5,487.07
EAI $1,200 00, EY 4 73%						
APPLE INC (AAPL)	50 000	95.600	4,843 50		4,780.00	- 63 50
EAI $94.00, EY 1 97%						
AUTOMATIC DATA PROCESSING INC (ADP)	70 000	81 310	5,756 89		5,691.70	- 65.19
EAI $134 40, EY 2.36%						
BRISTOL-MYERS SQUIBB (BMY)	675.000	50.620	23,347.32	32,744 25	34,168.50	10,821.18
EAI $972 00, EY 2 84%						

Attachment 8-1

The Jean and Graham Devoe Williford Charitable Trust
7/31/2014
20-6971005

Separate Account Manager SALIENT CAPITAL ADVISORS, LLC - ADVISOR MANAGED

Holdings (Symbol) as of July 31, 2014	Quantity July 31, 2014	Price per Unit July 31, 2014	Total Cost Basis	Total Value July 1, 2014	Total Value July 31, 2014	Unrealized Gain (Loss) July 31 2014
CHEVRON CORP NEW (CVX)	175 000	129.240	19,580.78	22,846.25	22,617.00	3,036.22
EAI $749 00, EY 3 31%						
COLGATE-PALMOLIVE CO (CL)	120.000	63.400	8,174.59		7,608.00	- 566.59
EAI. $172.80, EY 2 27%						
CONOCOPHILLIPS (COP)	475.000	82.500	27,089.06	40,721.75	39,187.50	12,098 44
EAI $1,387 00, EY 3 54%						
EXXON MOBIL CORP (XOM)	50.000	98.940	5,237.00		4,947 00	- 290.00
EAI $138 00, EY 2.79%						
GENERAL MILLS INC (GIS)	220.000	50.150	11,647.40		11,033.00	- 614.40
EAI. $360.80, EY. 3 27%						
INTEL CORP (INTC)	950.000	33.890	21,059.27	29,355.00	32,195.50	11,136.23
EAI $855.00, EY 2 66%						
INTL BUSINESS MACH (IBM)	20.000	191.670	3,904.00		3,833 40	- 70 60
EAI $88 00, EY 2.30%						
JPMORGAN CHASE & CO (JPM)	60.000	57.670	3,557 30		3,460.20	- 97.10
EAI $96.00, EY 2 77%						
JOHNSON & JOHNSON (JNJ)	40.000	100.090	4,097.00		4,003 60	- 93.40
EAI $112.00, EY 2.80%						
LILLY ELI & CO (LLY)	170.000	61.060	10,883.30		10,380 20	- 503.10
EAI $333 20, EY 3 21%						
LOCKHEED MARTIN CORP (LMT)	50.000	166.970	8,426.50		8,348.50	- 78.00
EAI $266 00, EY 3.19%						
MASTERCARD INC CL A (MA)	70.000	74 150	5,449.60		5,190.50	- 259.10
EAI. $30 80, EY. 0 59%						
MCDONALDS CORP (MCD)	230.000	94.560	17,186.79	20,148.00	21,748.80	4,562.01
EAI $745 20, EY 3.43%						
MICROSOFT CORP (MSFT)	100.000	43.160	4,460.99		4,316.00	- 144.99
EAI. $112 00. EY. 2 59%						
PEPSICO INC (PEP)	300.000	88.100	18,065.79	26,802.00	26,430.00	8,364.21
EAI. $786.00, EY. 2 97%						
PFIZER INC (PFE)	1,000 000	28.700	24,992.70	29,680 00	28,700.00	3,707.30
EAI: $1,040 00, EY 3.62%						

Attachment 8-1

The Jean and Graham Devoe Williford Charitable Trust
7/31/2014
20-6971005

Holdings (Symbol) as of July 31, 2014	Quantity July 31, 2014	Price per Unit July 31, 2014	Total Cost Basis	Total Value July 1, 2014	Total Value July 31, 2014	Unrealized Gain (Loss) July 31, 2014
PHILIP MORRIS INTL INC COM (PM)	250.000	82 010	22,834 94	21,077 50	20,502.50	- 2,332 44
EAI $940 00, EY 4 58%						
PROCTER & GAMBLE CO (PG)	275 000	77.320	18,226 80	21,612.25	21,263.00	3,036 20
EAI $707.96, EY 3 33%						
TJX COMPANIES INC (TJX)	110.000	53.290	5,890 55		5,861.90	-28.65
EAI $77 00 EY 1 31%						
3M COMPANY (MMM)	30.000	140 890	4,385.90		4,226.70	- 159.20
EAI $102.60, EY 2 43%						
UNITED PARCEL SVC INC CL B (UPS)	60.000	97.090	6,276 80		5,825.40	- 451.40
EAI $160 80, EY 2.76%						
VERIZON COMMUNICATIONS (VZ)	550.000	50 420	24,430 60	26,911 50	27,731.00	3,250 40
EAI $1,166 00, EY 4 20%						
Grand Total Salient 152625			**380,154**		**454,658**	

Attachment 8-1

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 9

		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	40,423	2,129		42,552
LAND	L	3,790			3,790				
BUILDING	M39	15,610			15,610	1,851	400		2,251
LEASEHOLD IMROVE	SL	183,284			183,284	56,004	12,219		68,223
TRAILER - RANCH	SL	11,835			11,835	592	789		1,381
TOTALS		257,071.			257,071.	98,870.			114,407.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ART	4,568,585.	8,359,835.
TOTALS	4,568,585.	8,359,835.

ATTACHMENT 11

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

DESCRIPTION	AMOUNT
SALIENT ABSOLUTE TEI BASIS ADJUSTMENT	1,507.
TOTAL	1,507.

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	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN R WILLIFORD P.O. BOX 877 FAIRFIELD, TX 75840	TRUSTEE 12.00	63,600.	0	0
THOMAS C CAMPBELL P.O. BOX 877 FAIRFIELD, TX 75840	TRUSTEE 12.00	63,600.	0	0
	GRAND TOTALS	127,200.	0	0

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
STEPHANIE THOMPSON P.O. BOX 877 FAIRFIELD, TX 75840	ADMINISTRATOR 40.00	54,000.	0	0
JOHNNIE STEVENS P.O. BOX 877 FAIRFIELD, TX 75840	RANCH MANAGER 40.00	52,000.	0	0
	TOTAL COMPENSATION	106,000.	0	0

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.

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

ATTACHMENT 16

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISCELLANEOUS INCOME			01	93.	
INCOME(LOSS) FROM PARTNERSHIPS			01	66,261.	
TOTALS				66,354.	

2013

THE JEAN AND GRAHAM DEVOE WILLIFORD 20-6971005

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
LAND	12/18/2008	3,790	100 000												
BUILDING	12/18/2008	15,610	100 000			15,610	1,851	2,251	SL	MM			39		400
LEASEHOLD IMROVE	12/18/2008	183,284	100 000			183,284	56,004	68,223	SL		15 000				12,219
TRAILER - RANCH	10/31/2012	11,835	100 000			11,835	592	1,381	SL		15 000				789
Less Retired Assets															
Subtotals		214,519				210,729	58,447	71,855							13,408
Listed Property															
2005 CHEVY TAHOE	11/06/2008	42,552	100 000			42,552	40,423	42,552	SL		5 000				2,129
Less Retired Assets															
Subtotals		42,552				42,552	40,423	42,552							2,129
TOTALS		257,071				253,281	98,870	114,407							15,537.

AMORTIZATION

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

*Assets Retired

JSA
3X9024 1 000

FEDERAL FOOTNOTES

REASON FOR AMENDING RETURN

FORM 990-PF IS BEING AMENDED TO REMOVE THE EXEMPT FUNCTION ASSETS FROM THE MINIMUM INVESTMENT RETURN COMPUTATION (PART X, LINE 1C).