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## Return of Organization Exempt From Income Tax

2008

Open to Public  
InspectionDepartment of the Treasury  
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung  
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2008 calendar year, or tax year beginning

10/01, 2008, and ending

09/30, 2009

<b>B</b> Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>AUDREY BACKUS CHARITABLE TRUST A/C220</b> Doing Business As <b>220810</b> Number and street (or P O box if mail is not delivered to street address) <b>TRUST TAX (MAC AO330-011)</b> City or town, state or country, and ZIP + 4 <b>SAN FRANCISCO, CA 94163</b>			<b>D</b> Employer identification number <b>94-6702675</b> <b>E</b> Telephone number <b>(213) 253-6293</b> <b>G</b> Gross receipts \$ <b>2,755,259.</b> <b>H(a)</b> Is this a group return for affiliates? <input checked="" type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) <b>H(c)</b> Group exemption number ►
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I Tax-exempt status  501(c) (3) (insert no) 4947(a)(1) or 527

J Website: ► N/A

K Type of organization  Corporation  Trust  Association  Other ► L Year of formation 1996 M State of legal domicile CA

## Part I Summary

1 Briefly describe the organization's mission or most significant activities  
**TO MANAGE INVESTMENTS THAT WILL SUPPORT THE CALIFORNIA COMMUNITY FOUNDATION WHICH IS THE SOLE BENEFICIARY AS REQUIRED BY THE TRUST.**

2 Check this box ►  if the organization discontinued its operations or disposed of more than 25% of its assets

3 Number of voting members of the governing body (Part VI, line 1a) . . . . . **3** **1**

4 Number of independent voting members of the governing body (Part VI, line 1b) . . . . . **4** **1**

5 Total number of employees (Part V, line 2a) . . . . . **5** **NONE**

6 Total number of volunteers (estimate if necessary) . . . . . **6** **NONE**

7a Total gross unrelated business revenue from Part VIII, line 12, column (C) . . . . . **7a** **NONE**

b Net unrelated business taxable income from Form 990-T, line 34 . . . . . **7b** **NONE**

		Prior Year	Current Year
		<b>NONE</b>	<b>NONE</b>
Revenue	8 Contribution and grants (Part VIII, line 1h) . . . . .	<b>NONE</b>	<b>NONE</b>
	9 Program service revenue (Part VIII, line 2g) . . . . .	<b>NONE</b>	<b>NONE</b>
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	<b>755,734.</b>	<b>157,913.</b>
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .	<b>342,181.</b>	<b>142,501.</b>
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	<b>1,097,915.</b>	<b>300,414.</b>
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . .	<b>1,655,691.</b>	<b>1,338,340.</b>
	14 Benefits paid to or for members (Part IX, column (A), line 4) . . . . .	<b>NONE</b>	<b>NONE</b>
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) . . . . .	<b>164,285.</b>	<b>134,699.</b>
	16a Professional fundraising fees (Part IX, column (A), line 11e) . . . . .	<b>NONE</b>	<b>NONE</b>
	b Total fundraising expenses, Part IX, column (D), line 25) . . . . .	<b>NONE</b>	<b>NONE</b>
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) . . . . .	<b>34,015.</b>	<b>11,433.</b>
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) . . . . .	<b>1,853,991.</b>	<b>1,484,472.</b>
	19 Revenue less expenses Subtract line 18 from line 12 . . . . .	<b>-756,076.</b>	<b>-1,184,058.</b>
Net Assets or Fund Balances		<b>Beginning of Year</b>	<b>End of Year</b>
	20 Total assets (Part X, line 16) . . . . .	<b>16,659,918.</b>	<b>15,321,869.</b>
	21 Total liabilities (Part X, line 26) . . . . .		
	22 Net assets or fund balances Subtract line 21 from line 20. . . . .	<b>16,659,918.</b>	<b>15,321,869.</b>

## Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

► Signature of officer

12-4-09

NANCY M. MANK  
VICE PRES & TRUST OFFICER

► Type or print name and title

Paid Preparer's Use Only	Preparer's signature ► <i>Edward Rosenson</i>	Date <b>11/30/09</b>	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions) <b>P00291550</b>
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► <b>EDWARD ROSENSON ACCOUNTANCY CORP.</b> 9350 WILSHIRE BLVD., SUITE 202 BEVERLY HILLS, CA 90212-3204	EIN <b>95-4532965</b>	Phone no <b>310-275-7706</b>	

May the IRS discuss this return with the preparer shown above? (See instructions) . . . . .  Yes  No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2008)

**Part III Statement of Program Service Accomplishments (see instructions)**

1 Briefly describe the organization's mission

SEE STATEMENT 12 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes" describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses  
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code \_\_\_\_\_) (Expenses \$ 1,338,340. including grants of \$ 1,338,340. ) (Revenue \$ \_\_\_\_\_)

INVESTMENTS ARE MANAGED TO (1) GENERATE INCOME THROUGH RENTS, INTEREST, DIVIDENDS AND GAINS AND (2) INCREASE THE VALUE OF THE UNDERLYING SECURITIES AND PROPERTIES, ALL FOR THE BENEFIT OF THE SOLE BENEFICIARY, THE CALIFORNIA COMMUNITY FOUNDATION.

4b (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4c (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4d Other program services (Describe in Schedule O)

(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4e Total program service expenses ► \$ 1,338,340. (Must equal Part IX, Line 25, column (B))

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3 X	
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	4 X	
5 <b>Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	5	
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6 X	
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7 X	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8 X	
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9 X	
10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	11 X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12 X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13 X	
14a Did the organization maintain an office, employees, or agents outside of the U S ?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? If "Yes," complete Schedule F, Part I	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II	15 X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III	16 X	
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I	17 X	
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 X	
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20 X	
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21 X	
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5.? If "Yes," complete Schedule J	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K If "No," go to question 25	24a X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a X	
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I	25b X	
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26 X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27 X	

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If "Yes," complete Schedule L, Part IV	28a	X
b Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV	28b	X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If "Yes," complete Schedule L, Part IV	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33	X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35	X
36 <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	X

Form 990 (2008)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

	Yes	No
1a Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable . . . . .	1a	NONE
1b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable . . . . .	1b	NONE
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	1c	X
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return . . . . .	2a	NONE
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? . . . . . <i>Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)</i>	2b	X
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . . . .	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .	4a	X
b If "Yes," enter the name of the foreign country. ► See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .	5b	X
c If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? . . . . .	5c	
6a Did the organization solicit any contributions that were not tax deductible? . . . . .	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	6b	
7 <b>Organizations that may receive deductible contributions under section 170(c).</b>	7a	X
a Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75? . . . . .	7b	
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	7c	X
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .	7d	
d If "Yes," indicate the number of Forms 8282 filed during the year . . . . .	7e	X
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	7f	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	7g	X
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	7h	X
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? . . . . .	8	X
8 <b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .	9a	X
9 <b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>	9b	X
a Did the organization make any taxable distributions under section 4966? . . . . .	10a	
b Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .	10b	
10 <b>Section 501(c)(7) organizations.</b> Enter	11a	
a Initiation fees and capital contributions included on Part VIII, line 12 . . . . .	11b	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . .	12a	
11 <b>Section 501(c)(12) organizations.</b> Enter	12b	
a Gross income from members or shareholders . . . . .		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . . . .		
12a <b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .		

**Part VI Governance, Management, and Disclosure** (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O. See instructions

		Yes	No
1a	Enter the number of voting members of the governing body	1a	1
1b	Enter the number of voting members that are independent	1b	1
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6	Does the organization have members or stockholders?	6	X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	X
a	The governing body?	8b	X
b	Each committee with authority to act on behalf of the governing body?	9a	X
9a	Does the organization have local chapters, branches, or affiliates?	9b	
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10	X
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	11	X
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		

**Section B. Policies**

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	
13	Does the organization have a written whistleblower policy?	13	X
14	Does the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision	15a	X
a	The organization's CEO, Executive Director, or top management official?	15b	X
b	Other officers or key employees of the organization?		
	Describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	X

**Section C. Disclosure**

17	List the states with which a copy of this Form 990 is required to be filed ► CA
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply
	<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► WELLS_FARGO_BANK, ANDREW_ORR 333 SOUTH GRAND AVENUE, #540, L.A. CALIF. 9213-253-3156

## **Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
  - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
  - List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if the organization did not compensate any officer, director, trustee, or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
WELLS FARGO BANK TRUSTEE		<input checked="" type="checkbox"/> Individual trustee <input type="checkbox"/> Institutional trustee <input type="checkbox"/> Officer <input type="checkbox"/> Key employee <input type="checkbox"/> Highest compensated employee <input type="checkbox"/> Former	134,699.	NONE	NONE
					</td

**Part VII** **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization ► 1

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual . . . . .

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual . . . . .

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person . . . . .

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**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

## Part VIII Statement of Revenue

94-6702675

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns . . . . .	1a	NONE			
	b Membership dues . . . . .	1b	NONE			
	c Fundraising events . . . . .	1c	NONE			
	d Related organizations . . . . .	1d	NONE			
	e Government grants (contributions) . . . . .	1e	NONE			
	f All other contributions, gifts, grants, and similar amounts not included above . . . . .	1f	NONE			
	g Noncash contributions included in lines 1a-1f \$		NONE			
	<b>h Total. Add lines 1a-1f . . . . .</b>		<b>NONE</b>			
Program Service Revenue		<b>Business Code</b>				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue . . . . .					
	<b>g Total. Add lines 2a-2f . . . . .</b>		<b>NONE</b>			
3 Investment income (including dividends, interest, and other similar amounts) . . . . .	STMT 2 . . . . .	476,126.	476,126.			
4 Income from investment of tax-exempt bond proceeds . . . . .		NONE				
5 Royalties . . . . .		NONE				
6a Gross Rents . . . . .	(i) Real	(ii) Personal				
b Less rental expenses . . . . .						
c Rental income or (loss) . . . . .						
d Net rental income or (loss) . . . . .			NONE			
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
b Less cost or other basis and sales expenses . . . . .	2,136,632.					
c Gain or (loss) . . . . .	2,454,845.					
d Net gain or (loss) . . . . .	-318,213.			-318,213.	-318,213.	
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .	a					
b Less direct expenses . . . . .	b					
c Net income or (loss) from fundraising events . . . . .			NONE			
9a Gross income from gaming activities See Part IV, line 19 . . . . .	a					
b Less direct expenses . . . . .	b					
c Net income or (loss) from gaming activities . . . . .			NONE			
10a Gross sales of inventory, less returns and allowances . . . . .	a					
b Less cost of goods sold . . . . .	b					
c Net income or (loss) from sales of inventory. . . . .			NONE			
<b>Miscellaneous Revenue</b>	<b>Business Code</b>					
11a <u>BACKUS LLC</u>		193.	193.			
b <u>PARTNERSHIP DISTRIBUTIONS</u>		134,476.	134,476.			
c <u>REBATE OF INVESTMENT FEES</u>		7,842.	7,842.			
d All other revenue . . . . .						
<b>e Total. Add lines 11a-11d . . . . .</b>		<b>142,501.</b>				
<b>12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e . . . . .</b>		<b>300,414.</b>	<b>300,414.</b>			

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<b><i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i></b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	1,338,340.	1,338,340.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 . . . . .	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 . . . . .	NONE			
4 Benefits paid to or for members . . . . .	NONE			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	134,699.		134,699.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages . . . . .	NONE			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . .	NONE			
9 Other employee benefits . . . . .	NONE			
10 Payroll taxes . . . . .	NONE			
11 Fees for services (non-employees)				
a Management . . . . .	NONE			
b Legal . . . . .	NONE			
c Accounting . . . . .	5,440.		5,440.	
d Lobbying . . . . .	NONE			
e Professional fundraising services See Part IV, line 17	NONE			
f Investment management fees . . . . .	NONE			
g Other . . . . .	3,520.		3,520.	
12 Advertising and promotion . . . . .	NONE			
13 Office expenses . . . . .	NONE			
14 Information technology . . . . .	NONE			
15 Royalties . . . . .	NONE			
16 Occupancy . . . . .	NONE			
17 Travel . . . . .	NONE			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings . . .	NONE			
20 Interest . . . . .	NONE			
21 Payments to affiliates . . . . .	NONE			
22 Depreciation, depletion, and amortization . .	NONE			
23 Insurance . . . . .	NONE			
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below )				
a FOREIGN DIVIDEND TAXES -----	2,473.		2,473.	
b -----				
c -----				
d -----				
e -----				
f All other expenses -----				
<b>25 Total functional expenses.</b> Add lines 1 through 24f	<b>1,484,472.</b>	<b>1,338,340.</b>	<b>146,132.</b>	
<b>26 Joint Costs.</b> Check here ► <input type="checkbox"/> If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation . . . . .				

## Part X Balance Sheet

		(A) Beginning of year		(B) End of year
	1 Cash - non-interest-bearing . . . . .		1	
	2 Savings and temporary cash investments . . . . .	96,685.	2	-276,818.
	3 Pledges and grants receivable, net . . . . .		3	
	4 Accounts receivable, net . . . . .		4	
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L . . . . .		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .		6	
Assets	7 Notes and loans receivable, net . . . . .		7	
	8 Inventories for sales or use . . . . .		8	
	9 Prepaid expenses and deferred charges . . . . .		9	
	10a Land, buildings, and equipment cost basis . . . . .	10a		
	b Less accumulated depreciation Complete Part VI of Schedule D. . . . .	10b		10c
	11 Investments - publicly traded securities . . . . .	STMT- 3	11	14,104,934.
	12 Investments - other securities See Part IV, line 11 . . . . .		12	1,493,753.
	13 Investments - program-related See Part IV, line 11 . . . . .		13	
	14 Intangible assets . . . . .		14	
	15 Other assets See Part IV, line 11 . . . . .		15	
	16 Total assets. Add lines 1 through 15 (must equal line 34) . . . . .		16	15,321,869.
Liabilities	17 Accounts payable and accrued expenses . . . . .		17	
	18 Grants payable . . . . .		18	
	19 Deferred revenue . . . . .		19	
	20 Tax-exempt bond liabilities . . . . .		20	
	21 Escrow account liability. Complete Part IV of Schedule D . . . . .		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .		22	
	23 Secured mortgages and notes payable to unrelated third parties . . . . .		23	
	24 Unsecured notes and loans payable . . . . .		24	
	25 Other liabilities Complete Part X of Schedule D . . . . .		25	
	26 Total liabilities. Add lines 17 through 25. . . . .		26	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets . . . . .		27	
	28 Temporarily restricted net assets . . . . .		28	
	29 Permanently restricted net assets . . . . .		29	
	Organizations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds . . . . .		30	15,321,869.
	31 Paid-in or capital surplus, or land, building, or equipment fund . . . . .		31	
	32 Retained earnings, endowment, accumulated income, or other funds . . . . .		32	
	33 Total net assets or fund balances . . . . .	16,659,918.	33	15,321,869.
	34 Total liabilities and net assets/fund balances . . . . .	16,659,918.	34	15,321,869.

## Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .	2a	<input checked="" type="checkbox"/>
b	Were the organization's financial statements audited by an independent accountant? . . . . .	2b	<input checked="" type="checkbox"/>
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . .	2c	<input checked="" type="checkbox"/>
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .	3a	<input checked="" type="checkbox"/>
b	If "Yes," did the organization undergo the required audit or audits? . . . . .	3b	<input checked="" type="checkbox"/>

Department of the Treasury  
Internal Revenue Service

**To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.**

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization	AUDREY BACKUS CHARITABLE TRUST A/C220810 C/O WELLS FARGO BANK, EIN 94-3080771	Employer identification number	94-6702675
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**Part I** **Reason for Public Charity Status** (All organizations must complete this part.) (see instructions)

The organization is not a private foundation because it is (Please check only one organization)

1	<input type="checkbox"/> A church, convention of churches, or association of churches described in <b>section 170(b)(1)(A)(i)</b> .	
2	<input type="checkbox"/> A school described in <b>section 170(b)(1)(A)(ii)</b> . (Attach Schedule E )	
3	<input type="checkbox"/> A hospital or a cooperative hospital service organization described in <b>section 170(b)(1)(A)(iii)</b> . (Attach Schedule H )	
4	<input type="checkbox"/> A medical research organization operated in conjunction with a hospital described in <b>section 170(b)(1)(A)(iii)</b> . Enter the hospital's name, city, and state	
5	<input type="checkbox"/> An organization operated for the benefit of a college or university owned or operated by a governmental unit described in <b>section 170(b)(1)(A)(iv)</b> . (Complete Part II )	
6	<input type="checkbox"/> A federal, state, or local government or governmental unit described in <b>section 170(b)(1)(A)(v)</b> .	
7	<input type="checkbox"/> An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in <b>section 170(b)(1)(A)(vi)</b> . (Complete Part II )	
8	<input type="checkbox"/> A community trust described in <b>section 170(b)(1)(A)(vi)</b> . (Complete Part II )	
9	<input type="checkbox"/> An organization that normally receives (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See <b>section 509(a)(2)</b> . (Complete Part III )	
10	<input type="checkbox"/> An organization organized and operated exclusively to test for public safety See <b>section 509(a)(4)</b> . (see instructions)	
11	<input checked="" type="checkbox"/> An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in <b>section 509(a)(1)</b> or <b>section 509(a)(2)</b> See <b>section 509(a)(3)</b> . Check the box that describes the type of supporting organization and complete lines 11e through 11h	
e	<input type="checkbox"/> a <input type="checkbox"/> Type I      b <input type="checkbox"/> Type II      c <input checked="" type="checkbox"/> Type III - Functionally Integrated      d <input type="checkbox"/> Type III - Other	
e	<input checked="" type="checkbox"/> By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in <b>section 509(a)(1)</b> or <b>section 509(a)(2)</b>	
f	If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box <input checked="" type="checkbox"/>	
g	Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?	
(i)	A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? <input type="checkbox"/>	
(ii)	A family member of a person described in (i) above? <input type="checkbox"/>	
(iii)	A 35% controlled entity of a person described in (i) or (ii) above? <input type="checkbox"/>	
h	Provide the following information about the organizations the organization supports	

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

**For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.**

**Schedule A (Form 990 or 990-EZ) 2008**

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
3 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
4 <b>Total.</b> Add lines 1-3 . . . . .						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . . . .						
6 <b>Public support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4. . . . .						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
11 <b>Total support.</b> Add lines 7 through 10 . . . . .						
12 Gross receipts from related activities, etc (See instructions) . . . . .					12	
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here . . . . . ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) . . . . .	14	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f . . . . .	15	%
16a <b>33 1/3% support test - 2008.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
b <b>33 1/3% support test - 2007.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
17a <b>10%-facts-and-circumstances test - 2008.</b> If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "fact-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
b <b>10%-facts-and-circumstances test - 2007.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . . ► <input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**  
 (Complete only if you checked the box on line 9 of Part I.)
**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .						
3 Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
5 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
6 <b>Total.</b> Add lines 1-5 . . . . .						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 . . . . .						
c Add lines 7a and 7b . . . . .						
8 <b>Public support.</b> (Subtract line 7c from line 6) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6 . . . . .						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
c Add lines 10a and 10b . . . . .						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
13 <b>Total support.</b> (Add lines 9, 10c, 11, and 12) . . . . .						
14 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . . ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) . . . . .	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g . . . . .	16	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)) . . . . .	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h . . . . .	18	%
19a <b>33 1/3% support tests - 2008.</b> If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
b <b>33 1/3% support tests - 2007.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization . . . . . ► <input type="checkbox"/>		
20 <b>Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions . . . . . ► <input type="checkbox"/>		

**Part IV** **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10, Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

## Supplemental Financial Statements

**2008**

Open to Public  
Inspection

Name of the organization **AUDREY BACKUS CHARITABLE TRUST A/C220810**  
C/O WELLS FARGO BANK, EIN 94-3080771

Employer identification number  
**94-6702675**

**Part I** **Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts		
1 Total number at end of year .....				
2 Aggregate contributions to (during year) .....				
3 Aggregate grants from (during year) .....				
4 Aggregate value at end of year .....				
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? .....	<input type="checkbox"/>	<b>Yes</b>	<input type="checkbox"/>	<b>No</b>
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit? .....	<input type="checkbox"/>	<b>Yes</b>	<input type="checkbox"/>	<b>No</b>

**Part II** **Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/>	Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/>	Preservation of an historically importantly land area
<input type="checkbox"/>	Protection of natural habitat	<input type="checkbox"/>	Preservation of certified historic structure
<input type="checkbox"/>	Preservation of open space		

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
2a	
2b	
2c	
2d	

a Total number of conservation easements .....

b Total acreage restricted by conservation easements .....

c Number of conservation easements on a certified historic structure included in (a) .....

d Number of conservation easements included in (c) acquired after 8/17/06 .....

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ► \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ► \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? .....

**Yes**  **No**

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ► \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ► \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? .....

**Yes**  **No**

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III** **Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**  
Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 .....

► \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X .....

► \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 .....

► \$ \_\_\_\_\_

b Assets included in Form 990, Part X .....

► \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a <input type="checkbox"/>	Public exhibition	d <input type="checkbox"/>	Loan or exchange programs
b <input type="checkbox"/>	Scholarly research	e <input type="checkbox"/>	Other _____
c <input type="checkbox"/>	Preservation for future generations		

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . . . .  Yes  No

**Part IV Trust, Escrow and Custodial Arrangements.** Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? . . . . .  Yes  No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? . . . . .  Yes  No

b If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if organization answered "Yes" to Form 990, Part IV, line 10

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance . . . . .					
b Contributions . . . . .					
c Investment earnings or losses . . . . .					
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .					

2 Provide the estimated percentage of the year end balance held as

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Term endowment ► %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i) unrelated organizations . . . . .

(ii) related organizations . . . . .

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . .

4 Describe in Part XIV the intended uses of the organization's endowment funds

Yes	No
3a(i)	
3a(ii)	
3b	

**Part VI Investments - Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land . . . . .				
b Buildings . . . . .				
c Leasehold improvements . . . . .				
d Equipment . . . . .				
e Other . . . . .				

Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c) ) . . . . . ►

**Part VII Investments - Other Securities. See Form 990, Part X, line 12.**

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation. Cost or end-of-year market value
Financial derivatives and other financial products . . . . .		
Closely-held equity interests . . . . .		
Other <u>SUSTAINABLE WOODLANDS FUNDS LP</u>	693,750.	COST
<u>THE ENDOWMENT TEI FUND, LP</u>	800,000.	COST
<u>OIL INTERESTS</u>	2.	COST
<u>BACKUS, LLC</u>	1.	COST
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Total. (Column (b) should equal Form 990, Part X, col (B) line 12) ► 1,493,753.

**Part VIII Investments - Program Related. See Form 990, Part X, line 13**

**Total. (Column (b) should equal Form 990, Part X, col (B) line 13 )** ►

**Part IX Other Assets. See Form 990, Part X, line 15.**

**Total. (Column (b) should equal Form 990, Part X, col (B) line 15)**

**Part X Other Liabilities. See Form 990, Part X, line 25**

(a) Description of liability	(b) Amount	
Federal income taxes		

In Part XIV, provide the text of the footnotes to the

In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48

**Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

1	1	300,414.
2	2	1,484,472.
3	3	-1,184,058.
4	4	
5	5	
6	6	
7	7	
8	8	-153,991.
9	9	-153,991.
10	10	-1,338,049.

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	1	
2		
a	2a	
b	2b	
c	2c	
d	2d	
e		2e
3		3
4		
a	4a	
b	4b	
c		4c
5		5

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	1	
2		
a	2a	
b	2b	
c	2c	
d	2d	
e		2e
3		3
4		
a	4a	
b	4b	
c		4c
5		5

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4, Part X, Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

SEE PAGE 5

**Part XIV Supplemental Information (continued)**RECONCILIATION OF NET ASSETS

SECURITIES WERE SOLD ON SEPTEMBER 28, 2009, JUST BEFORE THE END OF THE FISCAL YEAR, SEPTEMBER 30. THE SETTLEMENT DATE FOR THE SALES WAS OCTOBER 1, 2009. FOR FORM 990 PURPOSES, THE LOSSES ARE RECOGNIZED ON THE DATE OF SALE. FOR BOOK PURPOSES, THE LOSSES WILL BE REFLECTED UPON RECEIPT OF THE PROCEEDS IN THE NEXT FISCAL YEAR. THE NET LOSSES REPORTED ON FORM 990 ARE \$43,072 GREATER THAN PER THE BOOKS.

COST BASIS ADJUSTMENTS RELATED TO SECURITIES ARE MADE WHEN GAINS OR LOSSES RESULTING FROM SECURITY TRANSACTIONS ARE PASSED THROUGH COMMON TRUST FUNDS TO THE OWNER. THE TOTAL ADJUSTMENTS MADE IN THE FISCAL YEAR ENDED SEPTEMBER 30, 2009 WAS A NEGATIVE (197,063).

NET ADJUSTMENTS PER ABOVE, SCH. D, PART XI (153,991)

## **Grants and Other Assistance to Organizations, Governments, and Individuals in the U.S.**

**Department of the Treasury  
Internal Revenue Service**

► Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.  
► Attach to Form 990.

OMB No 1545-0047  
**2008**  
**Open to Public  
Inspection**

**Employer/identification number**      **Employee/identification number**  
AUDREY BACKUS CHARITABLE TRUST A/C2229810

C/O WELLS FARGO BANK, EIN 94-3080771 94-6702675

## Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States . . . . .

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

For Privacy Act and Paperwork Reduction Act Notice see the Instructions for Form 990.

Schedule I (Form 990) 2008

**Part III** **Grants and Other Assistance to Individuals in the United States** Schedule I-1 (Form 990) if additional space is needed

**Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.

Part IV Supplemental Information Complete this part to provide the information required in Part I, line 2 and any other additional information

**SCHEDULE I: PARTS 1 AND 2**

THE TRUST DOES NOT MONITOR THE USE OF GRANT FUNDS GIVEN TO THE CALIFORNIA COMMUNITY FOUNDATION WHICH ITSELF IS A TRUST FUNDING ENTITY.

**SCHEDULE O  
(Form 990)**Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990**

OMB No 1545-0047

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

**2008**Open to Public  
Inspection

Name of the organization

AUDREY BACKUS CHARITABLE TRUST A/C220810

C/O WELLS FARGO BANK, EIN 94-3080771

Employer identification number

94-6702675

RECONCILIATION OF CORPUS - NET ASSETSFORM 990, PART I, LINE 22NET ASSETS AT SEPTEMBER 30, 2008 16,659,918EXCESS OF EXPENSES OVER REVENUE, CURRENT YEAR (1,184,058)LOSSES ON SALES OF SECURITIES THAT WILLSETTLE AFTER YEAR END, BUT INCLUDEDIN FORM 990 FOR THE CURRENT YEAR AS THESALE DATE WAS BEFORE YEAR END 43,072COST BASIS ADJUSTMENTS RELATED TOCOMMON TRUST FUNDS (197,063)NET ASSETS AS OF SEPTEMBER 30, 2009, LINE 22 15,321,869

Name of the organization <u>AUDREY BACKUS CHARITABLE TRUST A/C220810</u>	Employer identification number <u>94-6702675</u>
---	---

GOVERNING BODY AND MANAGEMENTFORM 990, PART VI, SECTION A, LINE 10WELLS FARGO BANK IS THE ONLY TRUSTEE OF THE AUDREY BACKUS CHARITABLETRUST. ACCORDINGLY, IT IS ALSO THE ONLY GOVERNING BODY. A COPY OF FORM990 IS PROVIDED TO THE TAX DEPARTMENT OF WELLS FARGO BANK AS WELL AS TOTHE PRIMARY BANK REPRESENTATIVE WHO INTERACTS WITH THE SOLE BENEFICIARY,THE CALIFORNIA COMMUNITY FOUNDATION.

Name of the organization     AUDREY BACKUS CHARITABLE TRUST A/C220810  
C/O WELLS FARGO BANK, EIN 94-3080771

Employer identification number  
94-6702675

GOVERNING POLICIES

PART XI, SECTION B

LINES 12, 13 AND 14

WRITTEN POLICIES REGARDING WHISTLEBLOWERS, DOCUMENT RETENTION AND

DOCUMENT DESTRUCTION ARE GOVERNED BY THE SAME POLICIES USED BY WELLS

FARGO BANK WHICH IS THE SOLE TRUSTEE.

LINE 16B WELLS FARGO BANK HAS WRITTEN POLICIES THAT EVALUATE THE  
PARTICIPATION IN JOINT VENTURE ARRANGEMENTS UNDER APPLICABLE FEDERAL TAX  
LAW TO SAFEGUARD THE TRUST'S EXEMPT STATUS WITH RESPECT TO SUCH  
ARRANGEMENTS. THE TRUST HAS MADE INVESTMENTS IN TWO LIMITED PARTNERSHIPS  
PRIOR TO THE CURRENT YEAR AND STILL HAS SUCH INVESTMENTS AS OF THE END OF  
THE CURRENT YEAR.

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION  
=====

THE AUDREY BACKUS CHARITABLE TRUST WAS ESTABLISHED UPON THE DEATH OF AUDREY BACKUS. THE TRUST REQUIRES THAT 6.5% OF THE FAIR MARKET VALUE OF THE ASSETS BE DISTRIBUTED NO LESS THAN ANNUALLY AND ONLY TO THE CALIFORNIA COMMUNITY FOUNDATION WHICH IS A PUBLICLY SUPPORTED TAX EXEMPT ENTITY. ACCORDINGLY, THE PRIMARY PURPOSE OF THE AUDREY BACKUS CHARITABLE TRUST IS TO MANAGE THE INVESTMENTS, (STOCKS, BONDS, MUTUAL FUNDS AND PARTNERSHIPS) SUCH THAT THERE WILL BE SUFFICIENT INCOME, AND PRINCIPAL IF NECESSARY, TO MEET THE ANNUAL DISTRIBUTION OBLIGATION.

## FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
				-----
DIVIDENDS	233,168.	233,168.		
BOND FUNDS	240,169.	240,169.		
MONEY MARKET INTEREST INCOME	2,789.	2,789.		
<b>TOTALS</b>	<b>476,126.</b>	<b>476,126.</b>		

## FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	COST OR FMV
SECURITIES	15,069,480.	14,104,934.	COST
TOTALS	15,069,480.	14,104,934.	

## Capital Gains and Losses

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

2008

Name of estate or trust AUDREY BACKUS CHARITABLE TRUST A/C220810  
C/O WELLS FARGO BANK, EIN 94-3080771

Employer identification number  
94-6702675

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

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

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

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet . . . . .	4 ( )
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ► 5	

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

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

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	6b	-318,213.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	8	
9 Capital gain distributions . . . . .	9	
10 Gain from Form 4797, Part I . . . . .	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet . . . . .	11 ( )	
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ► 12 -318,213.		

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

Schedule D (Form 1041) 2008

<b>Part III Summary of Parts I and II</b>		<b>(1) Beneficiaries' (see page 5)</b>	<b>(2) Estate's or trust's</b>	<b>(3) Total</b>
Caution: Read the instructions before completing this part				
13 Net short-term gain or (loss) . . . . .	13			
14 Net long-term gain or (loss):	14a			-318,213.
a Total for year . . . . .	14b			
b Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	14c			
c 28% rate gain . . . . .	15			-318,213.
15 Total net gain or (loss). Combine lines 13 and 14a ►				

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

#### Part IV Capital Loss Limitation

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

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

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

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

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

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero. . . . .	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .	19		
20 Add lines 18 and 19 . . . . .	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ►	21		
22 Subtract line 21 from line 20 If zero or less, enter -0- . . . . .	22		
23 Subtract line 22 from line 17 If zero or less, enter -0- . . . . .	23		
24 Enter the smaller of the amount on line 17 or \$2,200 . . . . .	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23 . . . . .	25		
26 Subtract line 25 from line 24 . . . . .	26		
27 Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 . . . . .	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	28		
29 Subtract line 28 from line 27 . . . . .	29		
30 Multiply line 29 by 15% ( 15) . . . . .	30		
31 Figure the tax on the amount on line 23 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) . . . . .	31		
32 Add lines 30 and 31 . . . . .	32		
33 Figure the tax on the amount on line 17 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) . . . . .	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T) . . . . .	34		

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

**Employer identification number**

94-6702675

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

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . -318,213.

**Schedule D-1 (Form 1041) 2008**

Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST



Period Covered: September 1, 2009 - September 30, 2009  
Account Number 220810

### ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Cash &amp; Equivalents</b>							
CASH							
PRINCIPAL							
Total Cash			<b>-\$276,818.48</b>	<b>-\$276,818.48</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>4.61%</b>
Total Cash & Equivalents			<b>-\$276,818.48</b>	<b>-\$276,818.48</b>	<b>\$0.00</b>	<b>\$0.00</b>	<b>4.61%</b>
ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Fixed Income</b>							
COMMON TRUST FUNDS							
TAXABLE INTERMEDIATE TERM BOND FUND	129,512.982	\$9.750	\$1,262,751.58	\$1,222,033.17	\$39,718.41	\$58,212.85	4.61%
CUSIP: 99970890:							
TAXABLE TOTAL RETURN BOND FUND	402,926.128	7.260	2,925,243.69	2,891,942.81	33,300.88	149,772.48	5.12%
CUSIP: 99128391:							
Total Common Trust Funds			<b>\$4,187,995.27</b>	<b>\$4,114,975.98</b>	<b>\$73,019.29</b>	<b>\$207,985.33</b>	<b>4.97%</b>
Total Fixed Income			<b>\$4,187,995.27</b>	<b>\$4,114,975.98</b>	<b>\$73,019.29</b>	<b>\$207,985.33</b>	



Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2009 - September 30, 2009

Account Number 220810

**WELLIS  
FARGO**

**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities</b>							
<b>CONSUMER DISCRETIONARY</b>							
COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP: 200320N101	3,500 000	\$16.880	\$59,080.00	\$90,265.00	-\$31,185.00	\$945.00	1.60%
HOME DEPOT INC SYMBOL: HD CUSIP: 437076102	4,500 000	26.640	119,880.00	53,350.00	66,530.00	4,050.00	3.38
MCDONALDS CORP SYMBOL: MCD CUSIP: 580135101	2,000 000	57.070	114,140.00	112,680.00	1,460.00	4,400.00	3.85
TARGET CORP SYMBOL: TGT CUSIP: 87612E106	2,800 000	46.680	130,704.00	58,112.25	72,591.75	1,904.00	1.46
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106	2,500 000	27.460	68,650.00	44,523.00	24,127.00	875.00	1.27
<b>Total Consumer Discretionary</b>			<b>\$492,454.00</b>	<b>\$358,930.25</b>	<b>\$133,523.75</b>	<b>\$12,174.00</b>	<b>2.47%</b>
<b>CONSUMER STAPLES</b>							
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	3,000 000	\$35.740	\$107,220.00	\$100,757.00	\$6,463.00	\$915.00	0.85%
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	3,400 000	58.660	199,444.00	139,189.00	60,255.00	6,120.00	3.07
PROCTER & GAMBLE CO SYMBOL: PG CUSIP: 742718109	3,400,000	57.920	196,928.00	113,532.75	83,395.25	5,984.00	3.04
SYSCO CORP SYMBOL: SYY CUSIP: 871829107	4,200 000	24.850	104,370.00	106,071.43	-1,701.43	4,032.00	3.86
WAL MART STORES INC SYMBOL: WMT CUSIP: 931142103	2,000 000	49.090	98,180.00	101,440.00	-3,260.00	2,180.00	2.22
<b>Total Consumer Staples</b>			<b>\$706,142.00</b>	<b>\$560,990.18</b>	<b>\$145,151.82</b>	<b>\$19,231.00</b>	<b>2.72%</b>

Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST



Period Covered September 1, 2009 - September 30, 2009

Account Number 220810

**ASSET DETAIL** (continued)

ASSET DESCRIPTION <b>Equities</b> (continued)	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
ENERGY							
CHESAPEAKE ENERGY CORP COM SYMBOL: CHK CUSIP: 165167107	3,000 000	\$28.400	\$85,200.00	\$50,850.00	\$34,350.00	\$900.00	1.06%
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	2,200 000	70.430	154,946.00	114,453.90	40,492.10	5,984.00	3.86
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	1,900 000	68.610	130,359.00	85,034.94	45,324.06	3,192.00	2.45
HALLIBURTON CO SYMBOL: HAL CUSIP: 406216101	5,500 000	27.120	149,160.00	153,089.25	-3,929.25	1,980.00	1.33
SCHLUMBERGER LTD SYMBOL: SLB CUSIP: 806857108	1,400 000	59.600	83,440.00	58,785.44	24,654.56	1,176.00	1.41
TRANSOCEAN LTD SYMBOL: RIG CUSIP: H8817H100	1,000 000	85.530	85,530.00	57,517.80	28,012.20	0.00	0.00
<b>Total Energy</b>			<b>\$688,635.00</b>	<b>\$519,731.33</b>	<b>\$168,903.67</b>	<b>\$13,232.00</b>	<b>1.92%</b>



#201A#0175#005#4#

Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2009 - September 30, 2009

Account Number 220810

**WELLIS  
FARGO**

**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities (continued)</b>							
FINANCIALS							
AMERICAN EXPRESS CO SYMBOL: AXP [CUSIP: 023816109]	2,900,000	\$33.900	\$98,310.00	\$111,018.46	-\$12,708.46	\$2,088.00	2.12%
AMEX FINANCIAL SELECT SPDR SYMBOL: XLF [CUSIP: 81369Y605]	2,500,000	14.940	37,350.00	52,049.75	-14,699.75	1,997.50	5.35
BANK OF AMERICA CORP SYMBOL: BAC [CUSIP: 060505104]	4,000,000	16.920	67,680.00	186,875.00	-119,195.00	160.00	0.24
GOLDMAN SACHS GROUP INC SYMBOL: GS [CUSIP: 38141G104]	400,000	184.350	73,740.00	39,215.80	34,524.20	560.00	0.76
JPMORGAN CHASE & CO SYMBOL: JPM [CUSIP: 46625H100]	1,200,000	43.820	52,584.00	29,758.56	22,825.44	240.00	0.46
STATE STREET CORP SYMBOL: STT [CUSIP: 857477103]	1,700,000	52.600	89,420.00	78,907.03	10,512.97	68.00	0.08
TRAVELERS COMPANIES, INC SYMBOL: TRV [CUSIP: 89417E109]	1,200,000	49.230	59,076.00	53,104.80	5,971.20	1,440.00	2.44
US BANCORP DEL NEW SYMBOL: USB [CUSIP: 902973304]	3,600,000	21.860	78,696.00	96,120.00	-17,424.00	720.00	0.91
<b>Total Financials</b>			<b>\$556,856.00</b>	<b>\$647,049.40</b>	<b>\$90,193.40</b>	<b>\$7,273.50</b>	<b>1.31%</b>

Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2009 - September 30, 2009  
Account Number 220810



### ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities (continued)</b>							
<b>HEALTH CARE</b>							
ABBOTT LABS SYMBOL: ABT CUSIP: 002824100	3,000,000	\$49.470	\$148,410.00	\$103,009.65	\$45,400.35	\$4,800.00	3.23%
ISHARES NASDAQ BIOTECH INDEX SYMBOL: IBB CUSIP: 464287556	1,500,000	81.360	122,040.00	107,118.80	14,921.20	0.00	0.00
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	2,800,000	60.890	170,492.00	92,162.00	78,330.00	5,488.00	3.22
MEDTRONIC INC. SYMBOL: MDT CUSIP: 585055106	2,200,000	36.800	80,960.00	81,430.50	-470.50	1,804.00	2.23
NOVARTIS AG - ADR SPONSORED ADR SYMBOL: NVS CUSIP: 66987V109	2,000,000	50.380	100,760.00	96,954.00	3,806.00	2,908.00	2.89
Pfizer Inc. SYMBOL: PFE CUSIP: 717081103	4,100,000	16.550	67,855.00	152,148.50	-84,293.50	2,624.00	3.87
UNITEDHEALTH GROUP INC. SYMBOL: UNH CUSIP: 91324P102	2,000,000	25.040	50,080.00	57,022.00	-6,942.00	60.00	0.12
<b>Total Health Care</b>			<b>\$740,597.00</b>	<b>\$689,845.45</b>	<b>\$50,751.55</b>	<b>\$17,684.00</b>	<b>2.39%</b>
<b>INDUSTRIALS</b>							
DANAHER CORP SYMBOL: DHR CUSIP: 235851102	3,000,000	\$67.320	\$201,960.00	\$51,435.00	\$150,525.00	\$360.00	0.18%
GENERAL ELECTRIC CO. SYMBOL: GE CUSIP: 369604103	6,500,000	16.420	106,730.00	156,920.00	-50,190.00	2,600.00	2.44
L-3 COMMUNICATIONS CORP COM SYMBOL: LLL CUSIP: 502424104	1,000,000	80.320	80,320.00	99,336.00	-19,016.00	1,400.00	1.74
UNITED TECHNOLOGIES CORP SYMBOL: UTX CUSIP: 913017109	2,500,000	60.930	152,325.00	100,600.00	51,725.00	3,850.00	2.53
3M CO. COM SYMBOL: MMM CUSIP: 88579Y101	1,200,000	73.800	88,560.00	93,546.96	-4,986.96	2,448.00	2.76
<b>Total Industrials</b>			<b>\$629,895.00</b>	<b>\$501,837.96</b>	<b>\$128,057.04</b>	<b>\$10,658.00</b>	<b>1.69%</b>



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PRIVATE CLIENT SERVICES

Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2009 - September 30, 2009

Account Number 220810



**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities (continued)</b>							
INFORMATION TECHNOLOGY							
ACCENTURE PLC	1,500,000	\$37.270	\$55,905.00	\$45,535.50	\$10,369.50	\$750.00	1.34%
SYMBOL: ACN CUSIP: G1151C101	4,600,000	23.540	108,284.00	162,118.50	-53,834.50	0.00	0.00
CISCO SYSTEMS INC							
SYMBOL: CSCO CUSIP: 17275R102	250,000	495.850	123,962.50	129,365.00	-5,402.50	0.00	0.00
GOOGLE INC							
CLA							
SYMBOL: GOOG CUSIP: 382259P508	4,200,000	47.210	198,282.00	93,577.15	104,704.85	1,344.00	0.68
HEWLETT PACKARD CO							
SYMBOL: HPQ CUSIP: 428236103	7,300,000	19.570	142,861.00	149,608.00	-6,747.00	4,088.00	2.86
INTEL CORP							
COMM							
SYMBOL: INTC CUSIP: 458140100	1,800,000	119.610	215,298.00	58,601.25	156,696.75	3,960.00	1.84
INTERNATIONAL BUSINESS MACHINES CORP							
COM							
SYMBOL: IBM CUSIP: 459200101	5,000,000	25.720	128,600.00	180,674.00	-52,074.00	2,600.00	2.02
MICROSOFT CORP							
SYMBOL: MSFT CUSIP: 594918104	1,000,000	69.110	69,110.00	54,838.20	14,271.80	420.00	0.61
VISA INC-CLASS A SHRS							
SYMBOL: V CUSIP: 92826C839							
<b>Total Information Technology</b>							
<b>MATERIALS</b>							
ECOLAB INC	3,100,000	\$46.230	\$143,313.00	\$63,643.00	\$79,670.00	\$1,736.00	1.21%
SYMBOL: ECL CUSIP: 278865100	500,000	77.400	38,700.00	41,504.95	-2,804.95	530.00	1.37
MONSANTO CC NEW							
SYMBOL: MON CUSIP: 61166W101	1,400,000	81.690	114,366.00	66,654.00	47,712.00	2,240.00	1.96
PRAXAIR INC CCM							
SYMBOL: PX CUSIP: 74005P104							
<b>Total Materials</b>							

Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2009 - September 30, 2009  
Account Number 220810



### ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities (continued)</b>							
TELECOMMUNICATION SERVICES	5,200,000	\$30.270	\$157,404.00	\$189,200.34	-\$31,796.34	\$9,880.00	6.28%
VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104							
Total Telecommunication Services			\$157,404.00	\$189,200.34	-\$31,796.34	\$9,880.00	6.28%
UTILITIES	6,500,000	\$29.330	\$190,645.00	\$163,130.00	\$27,515.00	\$7,936.50	4.16%
AMEX UTILITIES SPDR SYMBOL: XLU CUSIP: 81369Y886							
Total Utilities			\$190,645.00	\$163,130.00	\$27,515.00	\$7,936.50	4.16%
MUTUAL FUNDS	40,100,000	\$54.680	\$2,192,668.00	\$2,102,379.00	\$90,289.00	\$59,588.60	2.72%
ISHARES MSCI EAFE SYMBOL: EFA CUSIP: 464287465	8,000,000	46.310	370,480.00	496,160.00	-125,680.00	4,976.00	1.34
ISHARES RUSSEL- 1000 GROWTH SYMBOL: IWF CUSIP: 464287614	6,300,000	60.240	379,512.00	392,791.56	-13,279.56	3,660.30	0.96
ISHARES RUSSEL- 2000 SYMBOL: IWM CUSIP: 464287655	10,000,000	38.910	389,100.00	324,186.05	64,913.95	4,950.00	1.27
ISHARES TR MSCI, EMERGING MARKETS INDEX FUND SYMBOL: EEM CL SIP: 464287234	6,800,000	52.340	355,912.00	450,776.76	-94,864.76	3,461.20	0.97
ISHARES TR SMALLCAP 600 INDEX FD SYMBOL IJR CUSIP: 464287804	13,000,000	125.270	1,628,510.00	1,546,830.00	81,680.00	20,215.00	1.24
MIDCAP SPDR SYMBOL: MDY CUSIP: 595635103							
Total Mutual Funds			\$5,316,182.00	\$5,313,123.37	\$3,058.63	\$96,851.10	1.82%
Total Equities			\$10,817,491.50	\$9,989,957.83	\$827,533.67	\$212,588.10	1.97%



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Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST



Period Covered September 1, 2009 - September 30, 2009

Account Number 220810

**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Alternative Investments</b>							
OTHER							
SUSTAINABLE WOODLANDS FUND LP	693,750.000	\$1,252	\$868,297.50	\$693,750.00	\$174,547.50	\$0.00	0.00%
THE ENDOWMENT TEI FUND LP	53,153.250	15.004	797,510.30	800,000.00	-2,489.70	0.00	0.00
<b>Total Other</b>			<b>\$1,665,807.80</b>	<b>\$1,493,750.00</b>	<b>\$172,057.80</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>Total Alternative Investments</b>							

ASSET DESCRIPTION	QUANTITY	PRICE	VALUE CARRIED AS OF 09/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Real Estate &amp; Specialty Assets</b>							
CLOSELY HELD INTERESTS							
LUCKY SEVEN LLC Valued as of 06/02/09	54,550	\$55,500.000	\$3,027,525.00	\$1.00	\$3,027,524.00	\$0.00	0.00%
<b>Total Closely Held Interests</b>			<b>\$3,027,525.00</b>	<b>\$1.00</b>	<b>\$3,027,524.00</b>	<b>\$0.00</b>	<b>0.00%</b>

Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2009 - September 30, 2009  
Account Number 220810



**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	VALUE CARRIED AS OF 09/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Real Estate &amp; Specialty Assets (continued)</b>							
OIL, GAS & MINERALS							
SAN LUIS OBISPO, CA UND 50% M/L IN PARCEL B OF PARCEL MAP CO-77-292 PER MAP RECORDED IN BK 26, PG 96 ASSET MANAGER: TIM DAVIES PHONE# 303-863-5705	1,000	\$1,000	\$1,00	\$1,00	\$0.00	\$0.00	0.00%
SAN LUIS OBISPO, CA UND 50% M/L IN PARCELS A & C OF PARCEL MAP CO-77-292 PER MAP RECORDED IN BK 26, PG 96 ASSET MANAGER: TIM DAVIES PHONE# 303-863-5705	1,000	1,000	1,00	1,00	0.00	0.00	0.00
Total Oil, Gas & Minerals			\$2,00	\$2,00	\$0.00	\$0.00	0.00%
Total Real Estate & Specialty Assets			\$3,027,527.00	\$3,00	\$3,027,524.00	\$0.00	0.00%
<b>TOTAL ASSETS</b>							
	ACCOUNT VALUE AS OF 09/30/09						
	<b>\$19,422,003.09</b>			<b>Cost Basis</b>			
				<b>\$15,321,868.33</b>			
					<b>UNREALIZED GAIN/LOSS</b>		
					<b>\$4,100,134.76</b>		
						<b>ESTIMATED ANNUAL INCOME</b>	
						<b>\$420,573.43</b>	



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PRIVATE CLIENT SERVICES

## BACKUS, AUDREY - CHARITABLE TRUST

Trust Year 10/1/2008 - 9/30/2009

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain (Type)
031162100	AMGEN INC							
Sold		03/17/09	3000	153,952.93				
Acq		04/03/97	200	10,263.53	2,825.00	2,825.00	7,438.53	7,438.53 L
Acq		12/09/97	2800	143,689.40	36,881.25	36,881.25	106,808.15	106,808.15 L
				<b>Total for 3/17/2009</b>	<b>39,706.25</b>	<b>39,706.25</b>	<b>114,246.68</b>	<b>114,246.68</b>
055622104	BP P L C SPONS ADR							
Sold		03/17/09	1700	66,555.98				
Acq		08/26/97	906	35,470.42	32,911.24	32,911.24	2,559.18	2,559.18 L
Acq		12/09/97	794	31,085.56	26,049.00	26,049.00	5,036.56	5,036.56 L
				<b>Total for 3/17/2009</b>	<b>58,960.24</b>	<b>58,960.24</b>	<b>7,595.74</b>	<b>7,595.74</b>
086516101	BEST BUY INC COM							
Sold		09/21/09	3000	114,747.04				
Acq		05/19/05	3000	114,747.04	108,470.00	108,470.00	6,277.04	6,277.04 L
				<b>Total for 9/21/2009</b>	<b>108,470.00</b>	<b>108,470.00</b>	<b>6,277.04</b>	<b>6,277.04</b>
151020104	CELGENE CORP							
Sold		09/21/09	1000	55,088.78				
Acq		03/17/09	1000	55,088.78	47,978.20	47,978.20	7,110.58	7,110.58 S
				<b>Total for 9/21/2009</b>	<b>47,978.20</b>	<b>47,978.20</b>	<b>7,110.58</b>	<b>7,110.58</b>
172967101	CITIGROUP INC							
Sold		02/20/09	4500	8,595.40				
Acq		10/23/97	3000	5,730.27	69,829.26	69,829.26	-64,098.99	-64,098.99 L
Acq		12/09/97	1500	2,865.13	38,502.99	38,502.99	-35,637.86	-35,637.86 L
				<b>Total for 2/20/2009</b>	<b>108,332.25</b>	<b>108,332.25</b>	<b>-99,736.85</b>	<b>-99,736.85</b>
235851102	DANAHER CORP COMMON							
Sold		03/17/09	300	16,485.32				
Acq		04/27/98	300	16,485.32	5,143.50	5,143.50	11,341.82	11,341.82 L
				<b>Total for 3/17/2009</b>	<b>5,143.50</b>	<b>5,143.50</b>	<b>11,341.82</b>	<b>11,341.82</b>
278865100	ECOLAB INC COM							
Sold		03/17/09	500	16,422.00				
Acq		06/13/01	500	16,422.00	10,265.00	10,265.00	6,157.00	6,157.00 L
				<b>Total for 3/17/2009</b>	<b>10,265.00</b>	<b>10,265.00</b>	<b>6,157.00</b>	<b>6,157.00</b>
452308109	ILLINOIS TOOL WORKS INC COM							
Sold		03/17/09	2000	54,319.69				
Acq		06/13/01	2000	54,319.69	66,528.00	66,528.00	-12,208.31	-12,208.31 L
				<b>Total for 3/17/2009</b>	<b>66,528.00</b>	<b>66,528.00</b>	<b>-12,208.31</b>	<b>-12,208.31</b>
459200101	INTERNATIONAL BUSINESS MACHINES CORP							
Sold		03/17/09	400	36,948.35				
Acq		05/19/05	200	18,474.18	15,446.00	15,446.00	3,028.17	3,028.17 L
Acq		04/03/97	200	18,474.18	6,511.25	6,511.25	11,962.93	11,962.93 L
				<b>Total for 3/17/2009</b>	<b>21,957.25</b>	<b>21,957.25</b>	<b>14,991.10</b>	<b>14,991.10</b>

Account Id: 220810

Statement of Capital Gains and Losses From Sales  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

## BACKUS, AUDREY - CHARITABLE TRUST

Trust Year 10/1/2008 - 9/30/2009

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
459200101 INTERNATIONAL BUSINESS MACHINES CORP									
Sold		09/28/09	200	24,211.67					
Acq		04/03/97	200	24,211.67	6,511.25	6,511.25	17,700.42	17,700.42	L
		Total for 9/28/2009			6,511.25	6,511.25	17,700.42	17,700.42	
464287465 ISHARES MSCI EAFE INDEX FD									
Sold		09/28/09	2000	110,459.16					
Acq		10/27/05	2000	110,459.16	111,960.00	111,960.00	-1,500.84	-1,500.84	L
		Total for 9/28/2009			111,960.00	111,960.00	-1,500.84	-1,500.84	
464287614 ISHARES TR									
Sold		06/02/09	6000	250,958.54					
Acq		10/23/07	6000	250,958.54	372,120.00	372,120.00	-121,161.46	-121,161.46	L
		Total for 6/2/2009			372,120.00	372,120.00	-121,161.46	-121,161.46	
464287614 ISHARES TR									
Sold		09/28/09	4000	186,435.20					
Acq		10/23/07	4000	186,435.20	248,080.00	248,080.00	-61,644.80	-61,644.80	L
		Total for 9/28/2009			248,080.00	248,080.00	-61,644.80	-61,644.80	
595635103 MIDCAP SPDR TR UNIT SER 1									
Sold		09/21/09	800	101,252.43					
Acq		05/19/05	700	88,595.88	84,945.00	84,945.00	3,650.88	3,650.88	L
Acq		10/27/05	100	12,656.55	12,492.00	12,492.00	164.55	164.55	L
		Total for 9/21/2009			97,437.00	97,437.00	3,815.43	3,815.43	
595635103 MIDCAP SPDR TR UNIT SER 1									
Sold		09/28/09	500	63,048.38					
Acq		05/19/05	500	63,048.38	60,675.00	60,675.00	2,373.38	2,373.38	L
		Total for 9/28/2009			60,675.00	60,675.00	2,373.38	2,373.38	
74005P104 PRAXAIR INC									
Sold		03/17/09	400	25,572.25					
Acq		05/19/05	400	25,572.25	19,044.00	19,044.00	6,528.25	6,528.25	L
		Total for 3/17/2009			19,044.00	19,044.00	6,528.25	6,528.25	
78462F103 SPDR TR UTS									
Sold		12/23/08	4000	349,758.04					
Acq		12/08/04	2000	174,879.02	237,100.00	237,100.00	-62,220.98	-62,220.98	L
Acq		05/19/05	2000	174,879.02	238,200.00	238,200.00	-63,320.98	-63,320.98	L
		Total for 12/23/2008			475,300.00	475,300.00	-125,541.96	-125,541.96	
78462F103 SPDR TR UTS									
Sold		03/17/09	2000	155,679.12					
Acq		12/08/04	2000	155,679.12	237,100.00	237,100.00	-81,420.88	-81,420.88	L
		Total for 3/17/2009			237,100.00	237,100.00	-81,420.88	-81,420.88	

Account Id: 220810

Statement of Capital Gains and Losses From Sales  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)  
**BACKUS, AUDREY - CHARITABLE TRUST**  
 Trust Year 10/1/2008 - 9/30/2009

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
87612E106 TARGET CORP									
Sold		03/17/09	1200	36,312 39					
Acq		04/27/98	1200	36,312 39	24,905 25 □	24,905 25	11,407 14	11,407 14	L
				<b>Total for 3/17/2009</b>	<b>24,905 25</b>	<b>24,905 25</b>	<b>11,407 14</b>	<b>11,407 14</b>	
882508104 TEXAS INSTRUMENTS INC									
Sold		03/17/09	2900	47,501 73					
Acq		04/29/04	2500	40,949 77	64,611 00 □	64,611 00	-23,661 23	-23,661 23	L
Acq		05/19/05	400	6,551 96	10,956 00 □	10,956 00	-4,404 04	-4,404 04	L
				<b>Total for 3/17/2009</b>	<b>75,567 00</b>	<b>75,567 00</b>	<b>-28,065 27</b>	<b>-28,065 27</b>	
883556102 THERMO ELECTRON CORP									
Sold		09/21/09	2000	91,249 65					
Acq		08/03/07	2000	91,249 65	105,806 00 □	105,806 00	-14,556 35	-14,556 35	L
				<b>Total for 9/21/2009</b>	<b>105,806 00</b>	<b>105,806 00</b>	<b>-14,556 35</b>	<b>-14,556 35</b>	
92220P105 VARIAN MED SYS INC									
Sold		09/21/09	2000	85,937 79					
Acq		05/19/05	2000	85,937 79	73,544 00 □	73,544 00	12,393 79	12,393 79	L
				<b>Total for 9/21/2009</b>	<b>73,544 00</b>	<b>73,544 00</b>	<b>12,393 79</b>	<b>12,393 79</b>	
983024100 WYETH (WYE)									
Sold		03/17/09	2000	85,140 55					
Acq		04/29/04	1500	63,855 41	57,495 00 □	57,495 00	6,360 41	6,360 41	L
Acq		05/19/05	500	21,285 14	21,960 00 □	21,960 00	-674 86	-674 86	L
				<b>Total for 3/17/2009</b>	<b>79,455 00</b>	<b>79,455 00</b>	<b>5,685 55</b>	<b>5,685 55</b>	
				<b>Total for Account: 220810</b>	<b>2,454,845 19</b>	<b>2,454,845 19</b>	<b>-318,212 80</b>	<b>-318,212 80</b>	
						<b>Fed</b>	<b>State</b>		
						<b>S/T Gain/Loss</b>	<b>7,110 58</b>	<b>7,110 58</b>	
						<b>L/T Gain/Loss</b>	<b>-325,323 38</b>	<b>-325,323 38</b>	