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Return of Organization Exempt From Income Tax

OMB No 1545-0047

2008

Department of the Treasury
Internal Revenue Service

Under 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

Open to Public
Inspection

A For the 2008 calendar year, or tax year beginning 10/01, 2008, and ending 09/30, 2009

| | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 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 | C Name of organization <u>AUDREY BACKUS CHARITABLE TRUST A/C220</u> Doing Business As <u>220810</u> Number and street (or P O box if mail is not delivered to street address) Room/suite <u>TRUST TAX (MAC AO330-011)</u> City or town, state or country, and ZIP + 4 <u>SAN FRANCISCO, CA 94163</u> | D Employer identification number <u>94-6702675</u> | |
| | | E Telephone number <u>(213) 253-6293</u> | |
| | | G Gross receipts \$ <u>2,755,259.</u> | |
| | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number | |
| F Name and address of principal officer | | | |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | | |
| J Website: <u>N/A</u> | | | |
| K Type of organization <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other <input type="checkbox"/> L Year of formation <u>1996</u> M State of legal domicile <u>CA</u> | | | |

Part I Summary

| | | | | |
|-------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|--------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities <u>TO MANAGE INVESTMENTS THAT WILL SUPPORT THE CALIFORNIA COMMUNITY FOUNDATION WHICH IS THE SOLE BENEFICIARY AS REQUIRED BY THE TRUST.</u> | | | |
| | 2 Check this box <input type="checkbox"/> 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) <u>1</u> | | |
| | 4 | Number of independent voting members of the governing body (Part VI, line 1b) <u>1</u> | | |
| | 5 | Total number of employees (Part V, line 2a) <u>NONE</u> | | |
| | 6 | Total number of volunteers (estimate if necessary) <u>NONE</u> | | |
| | Revenue | 7a | Total gross unrelated business revenue from Part VIII, line 12, column (C) <u>NONE</u> | |
| 7b | | Net unrelated business taxable income from Form 990-T, line 34 <u>NONE</u> | | |
| Prior Year | | Current Year | | |
| 8 | | Contribution and grants (Part VIII, line 1h) <u>NONE</u> | <u>NONE</u> | |
| 9 | | Program service revenue (Part VIII, line 2g) <u>NONE</u> | <u>NONE</u> | |
| 10 | | Investment income (Part VIII, column (A), lines 3, 4, and 7d) <u>755,734.</u> | <u>157,913.</u> | |
| 11 | | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) <u>342,181.</u> | <u>142,501.</u> | |
| 12 | | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) <u>1,097,915.</u> | <u>300,414.</u> | |
| Expenses | | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) <u>1,655,691.</u> | <u>1,338,340.</u> |
| | | 14 | Benefits paid to or for members (Part IX, column (A), line 4) <u>NONE</u> | <u>NONE</u> |
| | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) <u>164,285.</u> | <u>134,699.</u> | |
| | 16a | Professional fundraising fees (Part IX, column (A), line 11e) <u>NONE</u> | <u>NONE</u> | |
| | b | Total fundraising expenses, Part IX, column (D), line 25 <u>NONE</u> | <u>NONE</u> | |
| | 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) <u>34,015.</u> | <u>11,433.</u> | |
| | 18 | Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) <u>1,853,991.</u> | <u>1,484,472.</u> | |
| | 19 | Revenue less expenses Subtract line 18 from line 12 <u>-756,076.</u> | <u>-1,184,058.</u> | |
| | Net Assets or Fund Balances | Beginning of Year | | End of Year |
| | | 20 | Total assets (Part X, line 16) <u>16,659,918.</u> | <u>15,321,869.</u> |
| 21 | | Total liabilities (Part X, line 26) <u>16,659,918.</u> | <u>15,321,869.</u> | |
| 22 | Net assets or fund balances Subtract line 21 from line 20. <u>16,659,918.</u> | | <u>15,321,869.</u> | |

Part II Signature Block

| | | | |
|--------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------------|
| Sign Here | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge | | |
| | Signature of officer <u>Nancy M. Mank</u> Type or print name and title <u>NANCY M. MANK VICE PRES & TRUST OFFICER</u> | Date <u>12-4-09</u> | |
| Paid Preparer's Use Only | Preparer's signature <u>Edward Roseenson</u> | Date <u>11/30/09</u> | Check if self-employed <input type="checkbox"/> |
| | Firm's name (or yours if self-employed), address, and ZIP + 4 <u>EDWARD ROSENSON ACCOUNTANCY CORP. 9350 WILSHIRE BLVD., SUITE 202 BEVERLY HILLS, CA 90212-3204</u> | Preparer's identifying number (see instructions) <u>P00291550</u> | EIN <u>95-4532965</u> |
| | | Phone no <u>310-275-7706</u> | |

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 1**2** 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 | X | |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors? | | 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 | | X |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | | X |
| 5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III | | |
| 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 | | 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 | | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III | | 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 | | X |
| 10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V | | 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 | 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 | | X |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | | X |
| 14a Did the organization maintain an office, employees, or agents outside of the U S ? | | 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 | | 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 | | 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 | | X |
| 17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I | | 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 | | X |
| 19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III | | X |
| 20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H | | 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 | 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 | | X |
| 23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J | | 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 | | X |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| 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? | | |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | |
| 25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I | | 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 | | 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 | | 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 | | 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)? <i>If "Yes," complete Schedule L, Part IV</i> | 28a | X |
| b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i> | 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? <i>If "Yes," complete Schedule L, Part IV</i> | 28c | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | 29 | X |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | 30 | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | 31 | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | 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? <i>If "Yes," complete Schedule R, Part I</i> | 33 | X |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> | 34 | X |
| 35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 35 | X |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | 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? <i>If "Yes," complete Schedule R, Part VI</i> | 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 | |
| b | 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? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions) | 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 | Organizations that may receive deductible contributions under section 170(c). | | |
| a | Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75? | 7a | X |
| b | If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7b | |
| c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7c | X |
| d | If "Yes," indicate the number of Forms 8282 filed during the year | 7d | |
| e | Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7e | X |
| f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7f | X |
| g | For all contributions of qualified intellectual property, did the organization file Form 8899 as required? | 7g | X |
| h | For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? | 7h | X |
| 8 | Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | 8 | X |
| 9 | Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds. | | |
| a | Did the organization make any taxable distributions under section 4966? | 9a | X |
| b | Did the organization make a distribution to a donor, donor advisor, or related person? | 9b | X |
| 10 | Section 501(c)(7) organizations. Enter | | |
| a | Initiation fees and capital contributions included on Part VIII, line 12 | 10a | |
| b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | |
| 11 | Section 501(c)(12) organizations. Enter | | |
| a | Gross income from members or shareholders | 11a | |
| b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) | 11b | |
| 12a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | |
| b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | |

Form 990 (2008)

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**

| | | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 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. | | | |
| 1a | Enter the number of voting members of the governing body | 1a | 1 |
| b | 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 organizations contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| a | The governing body? | 8a | X |
| b | Each committee with authority to act on behalf of the governing body? | 8b | X |
| 9a | Does the organization have local chapters, branches, or affiliates? | 9a | X |
| 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? | 9b | |
| 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. | 10 | 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. | 11 | X |

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: | | |
| a | The organization's CEO, Executive Director, or top management official? | 15a | X |
| b | Other officers or key employees of the organization? | 15b | X |
| | 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.

☐ Own website ☐ Another's website ☒ 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, 9
213-253-3156

[illegible]

| | Yes | No |
|---|-----|----|
| 3 | | X |
| 4 | | X |
| 5 | | X |

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| | | |
| | | |
| | | |
| | | |
| | | |

10

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 | | | |
| Program Service Revenue | h | Total. Add lines 1a-1f | | NONE | | | |
| | | | Business Code | | | | |
| | 2a | | | | | | |
| | b | | | | | | |
| | c | | | | | | |
| | d | | | | | | |
| | e | | | | | | |
| f | All other program service revenue | | | | | | |
| g | Total. Add lines 2a-2f | | NONE | | | | |
| Other Revenue | 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 | | | |
| | | (i) Real | (ii) Personal | | | | |
| | 6a | Gross Rents | | | | | |
| | b | Less rental expenses | | | | | |
| | c | Rental income or (loss) | | | | | |
| | d | Net rental income or (loss) | | NONE | | | |
| | 7a | (i) Securities | (ii) Other | | | | |
| | | Gross amount from sales of assets other than inventory | | 2,136,632. | | | |
| | b | Less. cost or other basis and sales expenses | | 2,454,845. | | | |
| | c | Gain or (loss) | | -318,213. | | | |
| | d | Net gain or (loss) | | -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 | | | | | |
| | 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 | | | | | |
| 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 | | | | | | |
| c | Net income or (loss) from sales of inventory | | NONE | | | | |
| Miscellaneous Revenue | | | Business Code | | | | |
| 11a | BACKUS LLC | | | 193. | 103. | | |
| b | PARTNERSHIP DISTRIBUTIONS | | | 134,476. | 134,476. | | |
| c | REBATE OF INVESTMENT FEES | | | 7,842. | 7,842. | | |
| d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d | | | 142,501. | | | |
| 12 | Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e | | | 300,414. | 300,414. | | |

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).

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 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 ----- | | | | |
| 25 Total functional expenses. Add lines 1 through 24f | 1,484,472. | 1,338,340. | 146,132. | |
| 26 Joint Costs. 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 |
|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------|--------------------|
| Assets | 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 | |
| | 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 | 15,069,480. | 11 | 14,104,934. |
| | 12 Investments - other securities. See Part IV, line 11 | 1,493,753. | 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) | 16,659,918. | 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 | 16,659,918. | 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 | X |
| b | Were the organization's financial statements audited by an independent accountant? | 2b | X |
| 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 | X |
| 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 | X |
| b | If "Yes," did the organization undergo the required audit or audits? | 3b | |

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.

OMB No 1545-0047

2008

Open to Public Inspection

Employer identification number

94-6702675

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 section 170(b)(1)(A)(i). | | | | | | | | | | | | |
| 2 | <input type="checkbox"/> | A school described in section 170(b)(1)(A)(ii). (Attach Schedule E) | | | | | | | | | | | | |
| 3 | <input type="checkbox"/> | A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). (Attach Schedule H) | | | | | | | | | | | | |
| 4 | <input type="checkbox"/> | A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). 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 section 170(b)(1)(A)(iv). (Complete Part II) | | | | | | | | | | | | |
| 6 | <input type="checkbox"/> | A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). | | | | | | | | | | | | |
| 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 section 170(b)(1)(A)(vi). (Complete Part II) | | | | | | | | | | | | |
| 8 | <input type="checkbox"/> | A community trust described in section 170(b)(1)(A)(vi). (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 section 509(a)(2). (Complete Part III) | | | | | | | | | | | | |
| 10 | <input type="checkbox"/> | An organization organized and operated exclusively to test for public safety See section 509(a)(4). (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 section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h <table border="0"> <tr> <td>a</td> <td><input type="checkbox"/></td> <td>Type I</td> <td>b</td> <td><input type="checkbox"/></td> <td>Type II</td> <td>c</td> <td><input checked="" type="checkbox"/></td> <td>Type III - Functionally Integrated</td> <td>d</td> <td><input type="checkbox"/></td> <td>Type III - Other</td> </tr> </table> | 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 |
| 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 section 509(a)(1) or section 509(a)(2) | | | | | | | | | | | | |
| f | <input type="checkbox"/> | 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 | <input type="checkbox"/> | Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? <table border="0"> <tr> <td>(i)</td> <td>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? _____</td> <td>Yes</td> <td>No</td> </tr> <tr> <td>(ii)</td> <td>A family member of a person described in (i) above? _____</td> <td></td> <td>X</td> </tr> <tr> <td>(iii)</td> <td>A 35% controlled entity of a person described in (i) or (ii) above? _____</td> <td></td> <td>X</td> </tr> </table> | (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? _____ | Yes | No | (ii) | A family member of a person described in (i) above? _____ | | X | (iii) | A 35% controlled entity of a person described in (i) or (ii) above? _____ | | X |
| (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? _____ | Yes | No | | | | | | | | | | | |
| (ii) | A family member of a person described in (i) above? _____ | | X | | | | | | | | | | | |
| (iii) | A 35% controlled entity of a person described in (i) or (ii) above? _____ | | X | | | | | | | | | | | |
| h | <input type="checkbox"/> | Provide the following information about the organizations the organization supports _____ | | | | | | | | | | | | |

[illegible]

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 Total. 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 Public support. 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 Total support. Add lines 7 through 10 | | | | | | |
| 12 Gross receipts from related activities, etc. (See instructions) | | | | | 12 | |
| 13 First five years. 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 33 1/3% support test - 2008. 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 33 1/3% support test - 2007. 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 10%-facts-and-circumstances test - 2008. 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 10%-facts-and-circumstances test - 2007. 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 Private foundation. 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 Total. 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 Public support (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 Total support. (Add lines 9, 10c, 11, and 12) | | | | | | |
| 14 First five years. 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 33 1/3% support tests - 2008. 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 33 1/3% support tests - 2007. 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 Private foundation. 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)

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and extend across the width of the page. There is a faint vertical margin line on the left side, creating a narrow left margin. The paper appears to be from a notebook or a standard ruled document.

SCHEDULE D
(Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2008

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

► Attach to Form 990. To be completed by organizations that
answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Name of the organization AUDREY BACKUS CHARITABLE TRUST A/C220810

Employer identification number

C/O WELLS FARGO BANK, EIN 94-3080771

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"/> Yes <input type="checkbox"/> No | |
| 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"/> Yes <input type="checkbox"/> No | |

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 important 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 |
|------------------------------------------------------------------------------------------------|-----------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06 | 2d |

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 ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations
 d ☐ Loan or exchange programs
 e ☐ Other _____

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 |
|-------------------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 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

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

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

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 |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| 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

| (a) Description of investment type | (b) Book value | (c) Method of valuation Cost or end-of-year market value |
|---------------------------------------------------------------------|----------------|-------------------------------------------------------------|
| | | |
| | | |
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| | | |
| | | |
| | | |
| Total. (Column (b) should equal Form 990, Part X, col (B) line 13) | | |

Part IX **Other Assets.** See Form 990, Part X, line 15.[illegible]**Part X** Other Liabilities. See Form 990, Part X, line 25

| (a) Description of liability | (b) Amount |
|------------------------------------------------------------------------------|------------|
| Federal income taxes | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| Total. (Column (b) should equal Form 990, Part X, col (B) line 25) ► | |

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 | Total revenue (Form 990, Part VIII, column (A), line 12) | 1 | 300,414. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 2 | 1,484,472. |
| 3 | Excess or (deficit) for the year Subtract line 2 from line 1 | 3 | -1,184,058. |
| 4 | Net unrealized gains (losses) on investments | 4 | |
| 5 | Donated services and use of facilities | 5 | |
| 6 | Investment expenses | 6 | |
| 7 | Prior period adjustments | 7 | |
| 8 | Other (Describe in Part XIV) | 8 | -153,991. |
| 9 | Total adjustments (net) Add lines 4-8 | 9 | -153,991. |
| 10 | Excess or (deficit) for the year per financial statements Combine lines 3 and 9 | 10 | -1,338,049. |

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

| | | | |
|---|---------------------------------------------------------------------------------|----|--|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12. | | |
| a | Net unrealized gains on investments | 2a | |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIV) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1 | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIV) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12) | 5 | |

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

| | | | |
|---|----------------------------------------------------------------------------------|----|--|
| 1 | Total expenses and losses per audited financial statements | 1 | |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25 | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Losses reported on Form 990, Part IX, line 25 | 2c | |
| d | Other (Describe in Part XIV) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | 3 | |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1 | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIV) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18) | 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.

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

| | |
|--------------------------|------------------------------------------|
| Name of the organization | AUDREY BACKUS CHARITABLE TRUST A/C220810 |
|--------------------------|------------------------------------------|

| Employer Identification number |
|--------------------------------|
| 1234567890 |

1000

- | | | |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|
| 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 III | 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.

[illegible]

- | | | | |
|---|----------------------------------------------------------------------|-------|---|
| 2 | Enter total number of section 501(c)(3) and government organizations | | ▲ |
| 3 | Enter total number of other organizations | | ▲ |

Schedule I (Form 990) 2008

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|-------------------------------------------------------|----------------------------------------|
| | | | | | |
| | | | | | |
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| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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 TAX EXEMPT ENTITY.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ 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.

OMB No 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

AUDREY BACKUS CHARITABLE TRUST A/C220810

Employer identification number

C/O WELLS FARGO BANK, EIN 94-3080771

94-6702675

RECONCILIATION OF CORPUS - NET ASSETS

FORM 990, PART I, LINE 22

NET ASSETS AT SEPTEMBER 30, 2008 16,659,918

EXCESS OF EXPENSES OVER REVENUE, CURRENT YEAR (1,184,058)

LOSSES ON SALES OF SECURITIES THAT WILL

SETTLE AFTER YEAR END, BUT INCLUDED

IN FORM 990 FOR THE CURRENT YEAR AS THE

SALE DATE WAS BEFORE YEAR END 43,072

COST BASIS ADJUSTMENTS REALTED TO

COMMON TRUST FUNDS (197,063)

NET ASSETS AS OF SEPTEMBER 30, 2009, LINE 22 15,321,869

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

Employer identification number
94-6702675

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION A, LINE 10

WELLS FARGO BANK IS THE ONLY TRUSTEE OF THE AUDREY BACKUS CHARITABLE

TRUST. ACCORDINGLY, IT IS ALSO THE ONLY GOVERNING BODY. A COPY OF FORM

990 IS PROVIDED TO THE TAX DEPARTMENT OF WELLS FARGO BANK AS WELL AS TO

THE PRIMARY BANK REPRESENTATIVE WHO INTERACTS WITH THE SOLE BENEFICIARY,

THE CALIORNIA 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 VII - 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. | | |
| TOTALS | 476,126. | 476,126. | | |

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. | |
| | ===== | ===== | |

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2008

Name of estate or trust **AUDREY BACKUS CHARITABLE TRUST A/C220810**

Employer identification number

C/O WELLS FARGO BANK, EIN 94-3080771

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

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

| | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|-------------------------------------------------------------------------------|------------------------------------|----------------------------|-----------|
| 13 Net short-term gain or (loss) | 13 | | |
| 14 Net long-term gain or (loss): | | | |
| a Total for year | 14a | | -318,213. |
| b Unrecaptured section 1250 gain (see line 18 of the wrksht) | 14b | | |
| c 28% rate gain | 14c | | |
| 15 Total net gain or (loss). Combine lines 13 and 14a ▶ | 15 | | -318,213. |

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 | 16 | (3,000.) |
| a The loss on line 15, column (3) or | | |
| b \$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 | |

Schedule D (Form 1041) 2008

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

AUDREY BACKUS CHARITABLE TRUST A/C220810

94-6702675

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

[illegible]

| | |
|----------------------------------------------------------------------------------------------------|-----------|
| 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

Cash & Equivalents

CASH

PRINCIPAL

Total Cash

Total Cash & Equivalents

| MARKET VALUE AS OF 09/30/09 | PRICE | QUANTITY | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|--------------------------------|-------|----------|---------------|-------------------------|----------------------------|------------------|
| -\$276,818.48 | | | -\$276,818.48 | \$0.00 | | |
| -\$276,818.48 | | | -\$276,818.48 | \$0.00 | | |
| -\$276,818.48 | | | -\$276,818.48 | \$0.00 | | |

ASSET DESCRIPTION

Fixed Income

COMMON TRUST FUNDS

TAXABLE INTERMEDIATE TERM BOND FUND

DIF

CUSIP: 999708902

TAXABLE TOTAL RETURN BOND FUND

DIF

CUSIP: 991283912

Total Common Trust Funds

Total Fixed Income

| MARKET VALUE AS OF 09/30/09 | PRICE | QUANTITY | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|--------------------------------|---------|-------------|----------------|-------------------------|----------------------------|------------------|
| \$1,262,751.58 | \$9.750 | 129,512.982 | \$1,223,033.17 | \$39,718.41 | \$58,212.85 | 4.61% |
| 2,925,243.69 | 7.260 | 402,926.128 | 2,891,942.81 | 33,300.88 | 149,772.48 | 5.12 |
| \$4,187,995.27 | | | \$4,114,975.98 | \$73,019.29 | \$207,985.33 | 4.97% |
| \$4,187,995.27 | | | \$4,114,975.98 | \$73,019.29 | \$207,985.33 | |

Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2009 - September 30, 2009

Account Number 220810

**WELLS
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 |
|----------------------------------------------------------|-----------|----------|--------------------------------|---------------------|-------------------------|----------------------------|------------------|
| Equities | | | | | | | |
| CONSUMER DISCRETIONARY | | | | | | | |
| COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP: 20030N101 | 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 |
| Total Consumer Discretionary | | | \$492,454.00 | \$358,930.25 | \$133,523.75 | \$12,174.00 | 2.47% |
| CONSUMER STAPLES | | | | | | | |
| 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: SY 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 |
| Total Consumer Staples | | | \$706,142.00 | \$560,990.18 | \$145,151.82 | \$19,231.00 | 2.72% |

Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2009 - September 30, 2009

Account Number 220810

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

ENERGY

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 09/30/09 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|------------------------------------------------------------|-----------|----------|--------------------------------|---------------------|-------------------------|----------------------------|------------------|
| 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 |
| Total Energy | | | \$688,635.00 | \$519,731.33 | \$168,903.67 | \$13,232.00 | 1.92% |



Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

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

Account Number 220810

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

FINANCIALS

AMERICAN EXPRESS CO
SYMBOL: AXP (USIP: 025816109)
AMEX FINANCIAL SELECT SPDR
SYMBOL: XLF (USIP: 81369Y605)
BANK OF AMERICA CORP
SYMBOL: BAC (USIP: 060505104)
GOLDMAN SACHS GROUP INC
SYMBOL: GS (USIP: 38141G104)
JPMORGAN CHASE & CO
SYMBOL: JPM (USIP: 46625H100)
STATE STREET CORP
SYMBOL: STT (USIP: 857477103)
TRAVELERS COMPANIES, INC
SYMBOL: TRV (USIP: 89417E109)
US BANCORP DEL NEW
SYMBOL: USB (USIP: 902973304)

Total Financials

| QUANTITY | PRICE | MARKET VALUE AS OF 09/30/09 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|-----------|----------|--------------------------------|--------------|-------------------------|----------------------------|------------------|
| 2,900,000 | \$33.900 | \$98,310.00 | \$111,018.46 | -\$12,708.46 | \$2,088.00 | 2.12% |
| 2,500,000 | 14.940 | 37,350.00 | 52,049.75 | -14,699.75 | 1,997.50 | 5.35 |
| 4,000,000 | 16.920 | 67,680.00 | 186,875.00 | -119,195.00 | 160.00 | 0.24 |
| 400,000 | 184.350 | 73,740.00 | 39,215.80 | 34,524.20 | 560.00 | 0.76 |
| 1,200,000 | 43.820 | 52,584.00 | 29,758.56 | 22,825.44 | 240.00 | 0.46 |
| 1,700,000 | 52.600 | 89,420.00 | 78,907.03 | 10,512.97 | 68.00 | 0.08 |
| 1,200,000 | 49.230 | 59,076.00 | 53,104.80 | 5,971.20 | 1,440.00 | 2.44 |
| 3,600,000 | 21.860 | 78,696.00 | 96,120.00 | -17,424.00 | 720.00 | 0.91 |
| | | \$556,856.00 | \$647,049.40 | -\$90,193.40 | \$7,273.50 | 1.31% |

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 |
|--------------------------------------------------------------------|-----------|----------|--------------------------------|---------------------|-------------------------|----------------------------|------------------|
| Equities (continued) | | | | | | | |
| HEALTH CARE | | | | | | | |
| ABBOTT LABS SYMBOL: ABBT 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: IBTB 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 |
| Total Health Care | | | \$740,597.00 | \$689,845.45 | \$50,751.55 | \$17,684.00 | 2.39% |
| INDUSTRIALS | | | | | | | |
| 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 |
| Total Industrials | | | \$629,895.00 | \$501,837.96 | \$128,057.04 | \$10,658.00 | 1.69% |

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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

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INFORMATION TECHNOLOGY

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 09/30/09 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|--------------------------------------------------------------------------|-----------|----------|--------------------------------|---------------------|-------------------------|----------------------------|------------------|
| ACCENTURE PLC SYMBOL: ACN CUSIP: G1151C101 | 1,500,000 | \$37.270 | \$55,905.00 | \$45,535.50 | \$10,369.50 | \$750.00 | 1.34% |
| CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102 | 4,600,000 | 23.540 | 108,284.00 | 162,118.50 | - 53,834.50 | 0.00 | 0.00 |
| GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508 | 250,000 | 495.850 | 123,962.50 | 129,365.00 | - 5,402.50 | 0.00 | 0.00 |
| HEWLETT PACKARD CO SYMBOL: HPQ CUSIP: 428236103 | 4,200,000 | 47.210 | 198,282.00 | 93,577.15 | 104,704.85 | 1,344.00 | 0.68 |
| INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100 | 7,300,000 | 19.570 | 142,861.00 | 149,608.00 | - 6,747.00 | 4,088.00 | 2.86 |
| INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101 | 1,800,000 | 119.610 | 215,298.00 | 58,601.25 | 156,696.75 | 3,960.00 | 1.84 |
| MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104 | 5,000,000 | 25.720 | 128,600.00 | 180,674.00 | - 52,074.00 | 2,600.00 | 2.02 |
| VISA INC-CLASS A SHRS SYMBOL: V CUSIP: 92826C839 | 1,000,000 | 69.110 | 69,110.00 | 54,838.20 | 14,271.80 | 420.00 | 0.61 |
| Total Information Technology | | | \$1,042,302.50 | \$874,317.60 | \$167,984.90 | \$13,162.00 | 1.26% |
| MATERIALS | | | | | | | |
| ECOLAB INC SYMBOL: ECL CUSIP: 278865100 | 3,100,000 | \$46.230 | \$143,313.00 | \$63,643.00 | \$79,670.00 | \$1,736.00 | 1.21% |
| MONSANTO CO NEW SYMBOL: MON CUSIP: 61166W101 | 500,000 | 77.400 | 38,700.00 | 41,504.95 | - 2,804.95 | 530.00 | 1.37 |
| PRAXAIR INC COM SYMBOL: PX CUSIP: 74005P104 | 1,400,000 | 81.690 | 114,366.00 | 66,654.00 | 47,712.00 | 2,240.00 | 1.96 |
| Total Materials | | | \$296,379.00 | \$171,801.95 | \$124,577.05 | \$4,506.00 | 1.52% |

Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2009 - September 30, 2009

Account Number 220810

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

TELECOMMUNICATION SERVICES

VERIZON COMMUNICATIONS
SYMBOL: VZ CUSIP: 92343V104

Total Telecommunication Services

UTILITIES

AMEX UTILITIES SPDR
SYMBOL: XLU CUSIP: 81369Y886

Total Utilities

MUTUAL FUNDS

ISHARES MSCI EAFE
SYMBOL: EFA CUSIP: 464287465

ISHARES RUSSEL 1000 GROWTH
SYMBOL: IWF CUSIP: 464287614

ISHARES RUSSEL 2000
SYMBOL: IWM CUSIP: 464287655

ISHARES TR MSCI EMERGING MARKETS
INDEX FUND

SYMBOL: EEM CUSIP: 464287234

ISHARES TR SMALLCAP 600 INDEX FD
SYMBOL: IJR CUSIP: 464287804

MIDCAP SPDR
SYMBOL: MDY CUSIP: 595635103

Total Mutual Funds

Total Equities

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



Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2009 - September 30, 2009

Account Number 220810

ASSET DETAIL (continued)

ASSET DESCRIPTION

Alternative Investments

OTHER

SUSTAINABLE WOODLANDS FUND LP
THE ENDOWMENT TEI FUND LP

Total Other

Total Alternative Investments

| ASSET DESCRIPTION | QUANTITY | PRICE | MARKET VALUE AS OF 09/30/09 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|-------------------------------|-------------|---------|--------------------------------|----------------|-------------------------|----------------------------|------------------|
| 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% |
| Total Other | | | \$1,665,807.80 | \$1,493,750.00 | \$172,057.80 | \$0.00 | 0.00% |
| Total Alternative Investments | | | \$1,665,807.80 | \$1,493,750.00 | \$172,057.80 | \$0.00 | 0.00% |

ASSET DESCRIPTION

Real Estate & Specialty Assets

CLOSELY HELD INTERESTS

LUCKY SEVEN LLC

Valued as of 06/02/09

Total Closely Held Interests

| ASSET DESCRIPTION | QUANTITY | PRICE | VALUE CARRIED AS OF 09/30/09 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|------------------------------|----------|--------------|---------------------------------|------------|-------------------------|----------------------------|------------------|
| CLOSELY HELD INTERESTS | 54.550 | \$55,500,000 | \$3,027,525.00 | \$1.00 | \$3,027,524.00 | \$0.00 | 0.00% |
| LUCKY SEVEN LLC | | | | | | | |
| Total Closely Held Interests | | | \$3,027,525.00 | \$1.00 | \$3,027,524.00 | \$0.00 | 0.00% |

Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

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

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Real Estate & Specialty Assets (continued)

OIL, GAS & MINERALS

SAN LUIS OBISPO, CA
UND 50% MI 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

SAN LUIS OBISPO, CA
UND 50% MI 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

Total Oil, Gas & Minerals

Total Real Estate & Specialty Assets

| ASSET DESCRIPTION | QUANTITY | PRICE | VALUE CARRIED AS OF 09/30/09 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | CURRENT YIELD |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------|---------------------------------|---------------|-------------------------|----------------------------|------------------|
| SAN LUIS OBISPO, CA UND 50% MI 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% MI 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% |

TOTAL ASSETS

| ACCOUNT VALUE AS OF 09/30/09 | COST BASIS | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME |
|---------------------------------|-----------------|-------------------------|----------------------------|
| \$19,422,003.09 | \$15,321,868.33 | \$4,100,134.76 | \$420,573.43 |

Wells Fargo

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

Account Id. 220810

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 |
| Total for 3/17/2009 | | | | | 39,706 25 | 39,706 25 | 114,246 68 | 114,246 68 | |
| 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 |
| Total for 3/17/2009 | | | | | 58,960 24 | 58,960 24 | 7,595 74 | 7,595 74 | |
| 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 |
| Total for 9/21/2009 | | | | | 108,470 00 | 108,470 00 | 6,277 04 | 6,277 04 | |
| 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 |
| Total for 9/21/2009 | | | | | 47,978 20 | 47,978 20 | 7,110 58 | 7,110 58 | |
| 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 |
| Total for 2/20/2009 | | | | | 108,332 25 | 108,332 25 | -99,736 85 | -99,736 85 | |
| 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 |
| Total for 3/17/2009 | | | | | 5,143 50 | 5,143 50 | 11,341 82 | 11,341 82 | |
| 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 |
| Total for 3/17/2009 | | | | | 10,265 00 | 10,265 00 | 6,157 00 | 6,157 00 | |
| 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 |
| Total for 3/17/2009 | | | | | 66,528 00 | 66,528 00 | -12,208 31 | -12,208 31 | |
| 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 |
| Total for 3/17/2009 | | | | | 21,957 25 | 21,957 25 | 14,991 10 | 14,991 10 | |

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

Account Id: 220810

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 | |

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

Account Id: 220810

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 |
| Total for 3/17/2009 | | | | | 24,905 25 | 24,905 25 | 11,407 14 | 11,407 14 | |
| 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 |
| Total for 3/17/2009 | | | | | 75,567 00 | 75,567 00 | -28,065 27 | -28,065 27 | |
| 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 |
| Total for 9/21/2009 | | | | | 105,806 00 | 105,806 00 | -14,556 35 | -14,556 35 | |
| 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 |
| Total for 9/21/2009 | | | | | 73,544 00 | 73,544 00 | 12,393 79 | 12,393 79 | |
| 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 |
| Total for 3/17/2009 | | | | | 79,455 00 | 79,455 00 | 5,685 55 | 5,685 55 | |
| Total for Account: 220810 | | | | | 2,454,845 19 | 2,454,845 19 | -318,212 80 | -318,212 80 | |
| Total Proceeds: | | | | | | Fed | State | | |
| 2,136,632.39 | | | | | S/T Gain/Loss | 7,110 58 | 7,110 58 | | |
| | | | | | L/T Gain/Loss | -325,323 38 | -325,323 38 | | |