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Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

2010Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

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

A For the 2010 calendar year, or tax year beginning**10/01, 2010, and ending****09/30, 2011****B** Check if applicable
☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending
C Name of organization **AUDREY BACKUS CHARITABLE TRUST**
(ACCT 220810)

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

Room/suite

WFB TRUST TAX (MAC A0348-012) - PO BOX 63954

City or town, state or country, and ZIP + 4

SAN FRANCISCO, CA 94163**F** Name and address of principal officer**D** Employer identification number**94-6702675****E** Telephone number**(213) 253-6293****G** Gross receipts \$ **5,723,618.****H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☒ No

If "No," attach a list (see instructions)

I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () (insert no) ☐ 4947(a)(1) or ☐ 527**J** Website: **N/A****H(c)** Group exemption number **▶****K** Form of organization ☐ Corporation ☒ Trust ☐ Association ☐ Other **▶****L** Year of formation **1996** **M** State of legal domicile **CA****Part I Summary**

1 Briefly describe the organization's mission or most significant activities: TO MANAGE INVESTMENTS THAT WILL SUPPORT THE CALIFORNIA COMMUNITY FOUNDATION WHICH IS THE SOLE BENEFICIARY AS REQUIRED BY THE TRUST.	
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
3 Number of voting members of the governing body (Part VI, line 1a)	3 1.
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 1.
5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5 0.
6 Total number of volunteers (estimate if necessary)	6 0.
7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a 138,691.
7b Net unrelated business taxable income from Form 990-T, line 34	7b 138,691.
8 Contributions and grants (Part VIII, line 1h)	Prior Year 0. Current Year 0.
9 Program service revenue (Part VIII, line 2g)	Prior Year 0. Current Year 0.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	Prior Year 223,276. Current Year 1,503,146.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	Prior Year 277,581. Current Year 138,691.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	Prior Year 500,857. Current Year 1,641,837.
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	Prior Year 1,262,430. Current Year 1,237,433.
14 Benefits paid to or for members (Part IX, column (A), line 4)	Prior Year 0. Current Year 0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	Prior Year 0. Current Year 0.
16a Professional fundraising fees (Part IX, column (A), line 11e)	Prior Year 0. Current Year 0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	Prior Year 287,911. Current Year 219,699.
18 Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	Prior Year 1,550,341. Current Year 1,457,132.
19 Revenue less expenses - Subtract line 18 from line 12	Prior Year -1,049,484. Current Year 184,705.
20 Total assets (Part X, line 16)	Beginning of Current Year 14,272,385. End of Year 14,614,871.
21 Total liabilities (Part X, line 26)	
22 Net assets or fund balances - Subtract line 21 from line 20	Beginning of Current Year 14,272,385. End of Year 14,614,871.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here**Laurie Stenbeck**

Signature of officer

Date

3-9-12**ANNJEANNETTE SAVAGE**
Type or print name and title
Educiary Tax Manager

Print/Type preparer's name

Preparer's signature

Date

Check if self-employed ☐

PTIN

P00096641**Paid Preparer Use Only**Firm's name **J. ARTHUR GREENFIELD & CO. LLP**Firm's EIN **95-2118809**Firm's address **10880 WILSHIRE BLVD. STE 800 LOS ANGELES, CA 90024-4124**Phone no **310-208-2646**May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2010)

25NEP

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐ Yes ☒ No**1** Briefly describe the organization's mission:

ATTACHMENT 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 \$ 1,237,433. including grants of \$ 1,237,433.) (Revenue \$ 1,641,837.)

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 ▶ 1,237,433.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	2	X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	X
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b X	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	X
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b	

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	23	X
24 a	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i>	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a	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? <i>If "Yes," complete Schedule L, Part I.</i>	25a	X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III.</i>	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	28a	X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	28b	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <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 sections 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)?	35	X
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
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
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	38	X

Form 990 (2010)

Part V**Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V. ☐

		Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 0		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0		
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 0		
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 (see instructions)	2b		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X	
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	X	
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 instructions for 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 line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and 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 receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	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 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 If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		X
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		X
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		X
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
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		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI ☒ X

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 1		
b Enter the number of voting members included in line 1a, above, who 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 governing documents since the prior Form 990 was filed? 4		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets? 5		X
6 Does the organization have members or stockholders? 6		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? 7a		X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? 7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body? 8a	X	
b Each committee with authority to act on behalf of the governing body? 8b	X	
9 Is there any officer, director, 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 9		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates? 10a		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? 10b		
11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? 11a	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990 11b		
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
If "Yes" to line 15a or 15b, 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		

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 ANDREW ORR - WELLS FARGO BANK 333 S. GRAND AVE #540 LOS ANGELES, CA 90071
213-253-3156

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WELLS FARGO BANK TRUSTEE			X					0.	0.	0.
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										
(15)										
(16)										

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(17) -----										
(18) -----										
(19) -----										
(20) -----										
(21) -----										
(22) -----										
(23) -----										
(24) -----										
(25) -----										
(26) -----										
(27) -----										
(28) -----										
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **0**

- 3** Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

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

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of Revenue

				(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				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions) . .	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above . .	1f				
	g	Noncash contributions included in lines 1a-1f \$					
h	Total. Add lines 1a-1f		0.				
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
g	Total. Add lines 2a-2f		0.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ATTACHMENT 2		500,412.	500,412.		
	4	Income from investment of tax-exempt bond proceeds		0.			
	5	Royalties		0.			
			(i) Real (ii) Personal				
	6a	Gross Rents					
	b	Less rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)		0.			
	7a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
			5,084,515.				
	b	Less cost or other basis and sales expenses		4,081,781.			
	c	Gain or (loss)		1,002,734.			
	d	Net gain or (loss)		1,002,734.	1,002,734.		
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events		0.			
	9a	Gross income from gaming activities See Part IV, line 19	a				
b	Less direct expenses	b					
c	Net income or (loss) from gaming activities		0.				
10a	Gross sales of inventory, less returns and allowances	a					
b	Less cost of goods sold	b					
c	Net income or (loss) from sales of inventory		0.				
Miscellaneous Revenue				Business Code			
11a	LOSS FROM SUSTAINABLE WOODLAND	110000	-18,719.	-18,719.			
b	RENTAL INCOME FROM PARTNERSHIP	531190	157,410.	157,410.			
c							
d	All other revenue						
e	Total. Add lines 11a-11d		138,691.				
12	Total revenue. See instructions		1,641,837.	1,503,146.	138,691.		

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	1,237,433.	1,237,433.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0.			
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	0.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.			
7 Other salaries and wages	0.			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions).	0.			
9 Other employee benefits	0.			
10 Payroll taxes	0.			
11 Fees for services (non-employees):				
a Management	0.			
b Legal	0.			
c Accounting	7,000.		7,000.	
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17	0.			
f Investment management fees	133,220.		133,220.	
g Other	0.			
12 Advertising and promotion	0.			
13 Office expenses	0.			
14 Information technology	0.			
15 Royalties	0.			
16 Occupancy	0.			
17 Travel	0.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	0.			
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	0.			
23 Insurance	0.			
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a FOREIGN DIVIDEND TAXES	3,235.		3,235.	
b FTB FILING FEES	10.		10.	
c ENDOWMENT FUND PORTFOLIO EXP	8,917.		8,917.	
d UNRELATED BUSINESS INCOME TAX	67,317.		67,317.	
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	1,457,132.	1,237,433.	219,699.	
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). 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	17,530.	2	58,518.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D 10a			
	b Less accumulated depreciation 10b		10c	
	11 Investments - publicly traded securities ATCH 3	12,785,566.	11	12,938,641.
	12 Investments - other securities See Part IV, line 11	1,469,289.	12	1,617,712.
	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)	14,272,385.	16	14,614,871.	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial 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 to unrelated third parties		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 type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	14,272,385.	30	14,617,871.
	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	14,272,385.	33	14,614,871.
	34 Total liabilities and net assets/fund balances	14,272,385.	34	14,614,871.

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI.

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,641,837.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,457,132.
3	Revenue less expenses. Subtract line 2 from line 1	3	184,705.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	14,272,385.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	157,781.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	14,614,871.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII.

☐

		Yes	No
1	Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?		X
2c	If "Yes" to line 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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
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?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2010)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization **AUDREY BACKUS CHARITABLE TRUST**
(ACCT 220810)

Employer identification number
94-6702675

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ 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 ☐ 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 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ 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 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II)
- 9 ☐ 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 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.
- 11 ☒ 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
- a ☐ Type I b ☐ Type II c ☒ Type III - Functionally integrated d ☐ Type III - Other
- e ☒ 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 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 ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____
- (ii) A family member of a person described in (i) above? _____
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

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

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A) ATTACHMENT 1									
(B)									
(C)									
(D)									
(E)									
Total									1,237,433.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2010

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 through 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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 section 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 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2010. 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 - 2009. 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 - 2010. 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 "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"/>		
b 10%-facts-and-circumstances test - 2009. 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"/>		

Schedule A (Form 990 or 990-EZ) 2010

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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 through 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 \$5,000 or 1% of the amount on line 13 for the year						
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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 2010 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f)).	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17.	18	%
19a 33 1/3% support tests - 2010. 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 - 2009. 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 explanations required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions)

ATTACHMENT 1

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV)		(V)		(VI)		(VII) AMOUNT OF SUPPORT
			YES	NO	YES	NO	YES	NO	
CALIFORNIA COMMUNITY FOUNDATION	95-3510055	501(C)(3)	X		X		X		1,237,433.
TOTAL AMOUNT OF SUPPORT									<u>1,237,433.</u>

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.**

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization **AUDREY BACKUS CHARITABLE TRUST**
(ACCT 220810)

Employer identification number
94-6702675

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ 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 education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 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 Tax 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, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation 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 (ASC 958), 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 (ASC 958), 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 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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

Schedule D (Form 990) 2010

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

3 Using the organization's acquisition, 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 d ☐ Loan or exchange programs
 b ☐ Scholarly research e ☐ Other _____
 c ☐ Preservation for future generations

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

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

Part IV Escrow and Custodial Arrangements. Complete if the 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	14,272,385.	15,321,869.	16,659,918.		
b Contributions					
c Net investment earnings, gains, and losses	1,799,618.	500,857.	146,423.		
d Grants or scholarships	1,237,433.	1,262,430.	1,338,340.		
e Other expenditures for facilities and programs					
f Administrative expenses	219,699.	287,911.	146,132.		
g End of year balance	14,614,871.	14,272,385.	15,321,869.		

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

- a Board designated or quasi-endowment ► _____ %
 b Permanent endowment ► 100.0000 %
 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 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) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e (Column (d) must 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
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) SUSTAINABLE WOODLANDS FD LP	837,493.	COST
(B) THE ENDOWMENT TEI FD LP	911,372.	FMV
(C) OIL INTEREST	2.	COST
(D) LUCKY SEVEN LLC	-131,155.	COST
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12)	1,617,712.	

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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13)		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15)	

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

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	

2. FIN 48 (ASC 740) Footnote 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 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	
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	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	

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 must 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	Other losses	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 must 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, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XIV Supplemental Information *(continued)*

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

AUDREY BACKUS CHARITABLE TRUST

(ACCT 220810)

Employer identification number

94-6702675

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to 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. Part II can be duplicated if additional space is needed ☐

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	CALIFORNIA COMMUNITY FOUNDATION 445 S. FIGUEROA AVE LOS ANGELES, CA 90071	95-3510055	501(C)(3)	1,237,433.	0.	BOOK VALUE	NONE	TO SUPPORT
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations 1.
- 3 Enter total number of other organizations 0.
- For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2010)

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. Part III can be duplicated 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
1						
2						
3						
4						
5						
6						
7						

Part IV

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

SCHEDULE I, PART 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 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization **AUDREY BACKUS CHARITABLE TRUST**
(ACCT 220810)

Employer identification number
94-6702675

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION B, LINE 11A

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 CALIFORNIA COMMUNITY FOUNDATION.

GOVERNING POLICIES

PART XI, SECTION B, LINES 12,13,AND 14

WRITTEN POLICIES REGARDING WHISLTEBLOWERS, DOCUMENT RETENTION AND DOCUMENT DESTRUCTION ARE GOVERNED BY THE SAME POLICIES USED BY WELLS FARGO BANK WHICH IS THE SOLE TRUSTEE. LINE 16(B) - - 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 ARRANGMENTS. THE TRUST HAS MADE INVESTMENTS IN THREE LIMITED PARTNERSHIPS PRIOR TO THE CURRENT YEAR AND STILL HAS SUCH INVESTMENTS AS OF THE END OF THE CURRENT YEAR.

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

FORM 990, PART XI, LINE 5 - OTHER CHANGES IN NET ASSETS OR FUND BALANCES

THE ENDOWMENT FUND - UNREALIZED GAIN	68,608
SUSTAINABLE WOODLANDS FUNDS - UNREALIZED GAIN	86,066
SUSTAINABLE WOODLANDS FUNDS - BOOK/TAX DIFF	3,107

Name of the organization **AUDREY BACKUS CHARITABLE TRUST**
(ACCT 220810)

Employer identification number
94-6702675

157,781

ATTACHMENT 1

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, (STOCK, BONDS, MUTUAL FUNDS, AND PARTNERSHIPS) SUCH THAT THERE WILL BE SUFFICIENT INCOME, AND PRINCIPAL IF NECESSARY, TO MEET THE ANNUAL DISTRIBUTION OBLIGATION

ATTACHMENT 2

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
DIVIDENDS	346,306.	346,306.		
TERM BOND FUNDS DIVIDENDS	46,250.	46,250.		
RETURN BOND FUNDS DIVIDENDS	107,634.	107,634.		
MONEY MARKET INTEREST INCOME	161.	161.		
INTEREST INCOME - SUSTAINABLE WOODLAN	31.	31.		
ENDOWMENT FUND PORTFOLIO INCOME	30.	30.		
TOTALS	<u>500,412.</u>	<u>500,412.</u>		

Name of the organization **AUDREY BACKUS CHARITABLE TRUST**
(ACCT 220810)Employer identification number
94-6702675ATTACHMENT 3FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
SECURITIES-SEE STATEMENT A	12,938,641.	COST
TOTALS	<u>12,938,641.</u>	

Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2011 - September 30, 2011

Account Number 220810

**WELLS
FARGO**

ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Cash & Equivalents							
MONEY MARKET							
BLACKROCK INSTITUTIONAL FUNDS TRUST FOR FEDERAL SECURITIES T-FUND #60	58,518.820		\$58,518.82	\$58,518.82	\$0.00	\$5.85	0.01%
Total Money Market			\$58,518.82	\$58,518.82	\$0.00	\$5.85	0.01%
Total Cash & Equivalents			\$58,518.82	\$58,518.82	\$0.00	\$5.85	0.01%

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Fixed Income							
INTERNATIONAL MUTUAL FUNDS							
PIMCO FOREIGN BOND FUND USD HEDGED INSTL #103 CUSIP: 693390882	19,323.671	\$10.650	\$205,797.10	\$200,000.00	\$5,797.10	\$5,584.54	2.71%
Total International Mutual Funds			\$205,797.10	\$200,000.00	\$5,797.10	\$5,584.54	2.71%
COMMON TRUST FUNDS							
TAXABLE INTERMEDIATE TERM BOND FUND DIF CUSIP: 999708902	129,512.982	\$10.160	\$1,315,851.90	\$1,276,117.52	\$39,734.38	\$50,456.83	3.83%
TAXABLE TOTAL RETURN BOND FUND DIF CUSIP: 991283912	338,450.740	7.710	2,609,455.21	2,454,397.04	155,058.17	116,376.63	4.46
Total Common Trust Funds			\$3,925,307.11	\$3,730,514.56	\$194,792.55	\$166,833.46	4.25%
Total Fixed Income			\$4,131,104.21	\$3,930,514.56	\$200,589.65	\$172,418.00	

Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2011 - September 30, 2011

Account Number 220810

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities							
CONSUMER DISCRETIONARY							
HOME DEPOT INC SYMBOL: HD CUSIP: 437076102	4,500,000	\$32.870	\$147,915.00	\$53,350.00	\$94,565.00	\$4,500.00	3.04%
MCDONALDS CORP SYMBOL: MCD CUSIP: 580135101	2,000,000	87.820	175,640.00	112,680.00	62,960.00	5,600.00	3.19
TARGET CORP SYMBOL: TGT CUSIP: 87612E106	2,800,000	49.040	137,312.00	58,112.25	79,199.75	3,360.00	2.45
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106	3,000,000	30.160	90,480.00	58,603.00	31,877.00	1,200.00	1.33
Total Consumer Discretionary			\$551,347.00	\$282,745.25	\$268,601.75	\$14,660.00	2.66%
CONSUMER STAPLES							
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	2,000,000	\$33.590	\$67,180.00	\$64,147.50	\$3,032.50	\$1,000.00	1.49%
KRAFT FOODS INC CL A SYMBOL: KFT CUSIP: 50075N104	2,500,000	33.580	83,950.00	74,100.00	9,850.00	2,900.00	3.45
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	2,000,000	61.900	123,800.00	72,015.00	51,785.00	4,120.00	3.33
Total Consumer Staples			\$274,930.00	\$210,262.50	\$64,667.50	\$8,020.00	2.92%
ENERGY							
BAKER HUGHES INC COM SYMBOL: BHI CUSIP: 057224107	2,000,000	\$46.150	\$92,300.00	\$82,728.00	\$9,572.00	\$1,200.00	1.30%
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	2,200,000	92.590	203,698.00	114,453.90	89,244.10	6,864.00	3.37
CONOCOPHILLIPS SYMBOL: COP CUSIP: 20825C104	1,000,000	63.320	63,320.00	51,220.00	12,100.00	2,640.00	4.17
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	1,900,000	72.630	137,997.00	85,034.94	52,962.06	3,572.00	2.59
Total Energy			\$497,315.00	\$333,436.84	\$163,878.16	\$14,276.00	2.87%

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
FINANCIALS							
AFLAC INC SYMBOL: AFL CUSIP: 001055102	1,500,000	\$34.950	\$52,425.00	\$77,175.00	-\$24,750.00	\$1,800.00	3.43%
BANK NEW YORK MELLON CORP COM COM	2,500,000	18.590	46,475.00	68,350.00	- 21,875.00	1,300.00	2.80
SYMBOL: BK CUSIP: 064058100							
BERKSHIRE HATHAWAY INC. SYMBOL: BRK.B CUSIP: 084670702	2,000,000	71.040	142,080.00	152,054.95	- 9,974.95	0.00	0.00
CAPITAL ONE FINANCIAL CORP SYMBOL: COF CUSIP: 14040H105	2,500,000	39.630	99,075.00	104,234.40	- 5,159.40	500.00	0.50
GOLDMAN SACHS GROUP INC SYMBOL: GS CUSIP: 38141G104	1,000,000	94.550	94,550.00	160,499.16	- 65,949.16	1,400.00	1.48
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	4,000,000	30.120	120,480.00	145,828.56	- 25,348.56	4,000.00	3.32
US BANCORP DEL NEW SYMBOL: USB CUSIP: 902973304	4,000,000	23.540	94,160.00	106,404.60	- 12,244.60	2,000.00	2.12
Total Financials			\$649,245.00	\$814,546.67	-\$165,301.67	\$11,000.00	1.69%
HEALTH CARE							
ABBOTT LABS SYMBOL: ABT CUSIP: 002824100	3,000,000	\$51.140	\$153,420.00	\$103,009.65	\$50,410.35	\$5,760.00	3.75%
ISHARES NASDAQ BIOTECH INDEX SYMBOL: IBB CUSIP: 464287556	1,500,000	93.350	140,025.00	107,118.80	32,906.20	0.00	0.00
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	1,500,000	63.690	95,535.00	49,372.50	46,162.50	3,420.00	3.58
THERMO FISHER SCIENTIFIC INC SYMBOL: TMO CUSIP: 883556102	1,500,000	50.640	75,960.00	96,550.05	- 20,590.05	0.00	0.00
UNITEDHEALTH GROUP INC SYMBOL: UNH CUSIP: 91324P102	2,500,000	46.120	115,300.00	70,267.00	45,033.00	1,625.00	1.41
Total Health Care			\$580,240.00	\$426,318.00	\$153,922.00	\$10,805.00	1.86%

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Equities *(continued)*

INDUSTRIALS

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
BOEING CO SYMBOL: BA CUSIP: 097023105	1,400,000	\$60.510	\$84,714.00	\$103,406.94	-\$18,692.94	\$2,352.00	2.78%
UNION PACIFIC CORP SYMBOL: UNP CUSIP: 907818108	1,000,000	81.670	81,670.00	68,449.90	13,220.10	1,900.00	2.33
UNITED PARCEL SERVICE-CL B SYMBOL: UPS CUSIP: 911312106	1,500,000	63.150	94,725.00	97,827.60	-3,102.60	3,120.00	3.29
UNITED TECHNOLOGIES CORP SYMBOL: UTX CUSIP: 913017109	2,500,000	70.360	175,900.00	100,600.00	75,300.00	4,800.00	2.73
3M CO COM	1,200,000	71.790	86,148.00	93,546.96	-7,398.96	2,640.00	3.06
SYMBOL: MMM CUSIP: 88579Y101							
Total Industrials			\$523,157.00	\$463,831.40	\$59,325.60	\$14,812.00	2.83%

Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2011 - September 30, 2011

Account Number 220810

**WELLS
FARGO**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities <i>(continued)</i>							
INFORMATION TECHNOLOGY							
APPLE INC SYMBOL: AAPL CUSIP: 037833100	400.000	\$381.320	\$152,528.00	\$134,007.96	\$18,520.04	\$0.00	0.00%
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102	4,000.000	15.500	62,000.00	65,479.60	- 3,479.60	960.00	1.55
E M C CORP MASS SYMBOL: EMC CUSIP: 268648102	4,000.000	20.990	83,960.00	72,759.20	11,200.80	0.00	0.00
HEWLETT PACKARD CO SYMBOL: HPQ CUSIP: 428236103	2,500.000	22.450	56,125.00	50,967.80	5,157.20	1,200.00	2.14
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	7,000.000	21.335	149,345.00	140,885.40	8,459.60	5,880.00	3.94
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101	800.000	174.870	139,896.00	26,045.00	113,851.00	2,400.00	1.72
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	7,000.000	24.890	174,230.00	221,033.80	- 46,803.80	5,600.00	3.21
ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105	5,000.000	28.740	143,700.00	161,349.50	- 17,649.50	1,200.00	0.83
Total Information Technology			\$961,784.00	\$872,528.26	\$89,255.74	\$17,240.00	1.79%
MATERIALS							
CELANESE CORP SYMBOL: CE CUSIP: 150870103	2,000.000	\$32.530	\$65,060.00	\$102,678.60	- \$37,618.60	\$480.00	0.74%
Total Materials			\$65,060.00	\$102,678.60	- \$37,618.60	\$480.00	0.74%
TELECOMMUNICATION SERVICES							
VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104	4,000.000	\$36.800	\$147,200.00	\$124,927.40	\$22,272.60	\$8,000.00	5.43%
Total Telecommunication Services			\$147,200.00	\$124,927.40	\$22,272.60	\$8,000.00	5.43%

Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2011 - September 30, 2011

Account Number 220810

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
UTILITIES							
AMEX UTILITIES SPDR SYMBOL: XLU CUSIP: 81369Y886	5,000,000	\$33.620	\$168,100.00	\$166,099.50	\$2,000.50	\$6,105.00	3.63%
Total Utilities			\$168,100.00	\$166,099.50	\$2,000.50	\$6,105.00	3.63%
INTERNATIONAL EQUITIES							
BHP BILLITON LIMITED - ADR SPONSORED ADR CUSIP: 088606108	1,000,000	\$66.440	\$66,440.00	\$89,916.60	-\$23,476.60	\$2,020.00	3.04%
CARNIVAL CORP CUSIP: 143658300	2,000,000	30.300	60,600.00	66,720.00	- 6,120.00	2,000.00	3.30
DIAGEO PLC - ADR SPONSORED ADR CUSIP: 25243Q205	1,500,000	75.930	113,895.00	103,900.00	9,995.00	3,960.00	3.48
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR CUSIP: 641069406	2,000,000	55.100	110,200.00	96,378.00	13,822.00	3,534.00	3.21
NOVARTIS AG - ADR SPONSORED ADR CUSIP: 66987V109	2,000,000	55.770	111,540.00	96,954.00	14,586.00	4,010.00	3.59
SCHLUMBERGER LTD CUSIP: 806857108	1,400,000	59.730	83,622.00	58,785.44	24,836.56	1,400.00	1.67
TEVA PHARMACEUTICAL INDUSTRIES - ADR SPONSORED ADR CUSIP: 881624209	1,500,000	37.220	55,830.00	88,380.00	- 32,550.00	1,179.00	2.11
VODAFONE GROUP PLC NEW CUSIP: 92857W209	2,000,000	25.660	51,320.00	51,249.00	71.00	2,826.00	5.51
Total International Equities			\$653,447.00	\$652,283.04	\$1,163.96	\$20,929.00	3.20%

Account Statement For:

BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2011 - September 30, 2011

Account Number 220810

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
DOMESTIC MUTUAL FUNDS							
SPDR S&P MIDCAP 400 ETF TRUST SYMBOL: MDY CUSIP: 78467Y107	8,000.000	\$142.130	\$1,137,040.00	\$946,558.00	\$190,482.00	\$13,120.00	1.15%
VANGUARD SMALL CAP VIPER SYMBOL: VB CUSIP: 922908751	10,000.000	61.370	613,700.00	768,716.00	- 155,016.00	16,740.00	2.73
Total Domestic Mutual Funds			\$1,750,740.00	\$1,715,274.00	\$35,466.00	\$29,860.00	1.71%
INTERNATIONAL MUTUAL FUNDS							
HARBOR INTERNATIONAL FUND CLASS INSTITUTIONAL #2011 SYMBOL: HAINX CUSIP: 411511306	19,102.197	\$50.130	\$957,593.14	\$1,200,000.00	- \$242,406.86	\$16,657.12	1.74%
ISHARES MSCI EAFE SYMBOL: EFA CUSIP: 464287465	20,000.000	47.780	955,600.00	1,025,876.16	- 70,276.16	33,580.00	3.51
ISHARES TR MSCI EMERGING MARKETS INDEX FUND SYMBOL: EEM CUSIP: 464287234	15,000.000	35.095	526,425.00	537,226.05	- 10,801.05	12,300.00	2.34
Total International Mutual Funds			\$2,439,618.14	\$2,763,102.21	-\$323,484.07	\$62,537.12	2.56%
Total Equities			\$9,262,183.14	\$8,928,033.67	\$334,149.47	\$218,724.12	2.36%

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Complementary Strategies							
CLOSELY HELD INTERESTS							
LUCKY SEVEN LLC	54.550	\$38,358.000	\$2,092,428.90	\$ - 131,155.00	\$2,092,427.90	\$0.00	0.00%
Total Closely Held Interests			\$2,092,428.90	\$ - 131,155.00	\$2,092,427.90	\$0.00	0.00%

Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2011 - September 30, 2011

Account Number 220810

ASSET DETAIL *(continued)*

ASSET DESCRIPTION

Complementary Strategies *(continued)*

OTHER

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SUSTAINABLE WOODLANDS FUND LP	693,750,000	\$1.335	\$926,156.25	\$837,493.30	\$232,406.25	\$0.00	0.00%
THE ENDOWMENT TEI FUND LP	15,780,000	57.714	910,719.03	\$411,312.00	110,719.03	0.00	0.00
Total Other			\$1,836,875.28	\$1,248,805.30	\$343,125.28	\$0.00	0.00%
Total Complementary Strategies			\$3,929,304.18	\$1,617,710.30	\$2,435,553.18	\$0.00	0.00%

ASSET DESCRIPTION

Real Assets

REAL ASSET FUNDS

SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF	2,000,000	\$32.050	\$64,100.00	\$80,092.80	-\$15,992.80	\$4,706.00	7.34%
SYMBOL: RMX CUSIP: 78463X863			\$64,100.00	\$80,092.80 ^(A)	-\$15,992.80	\$4,706.00	7.34%
Total Real Asset Funds							

② Total Securities = 12,938,641.03

Account Statement For:
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2011 - September 30, 2011

Account Number 220810



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	VALUE CARRIED AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Real Assets							
OIL, GAS & MINERALS							
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%
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
Total Oil, Gas & Minerals			\$2.00	\$2.00	\$0.00	\$0.00	0.00%
Total Real Assets			\$64,102.00	\$80,094.80	-\$15,992.80	\$4,706.00	7.34%

ACCOUNT VALUE AS OF 09/30/11	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME
\$17,445,212.35	\$14,490,912.85	\$2,954,299.50	\$395,853.97

TOTAL ASSETS



SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
(ACCT 220810)

Related Organizations and Unrelated Partnerships

► Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
► Attach to Form 990. ► See separate instructions.

AUDREY BACKUS CHARITABLE TRUST

Employer identification number
94-6702675

OMB No 1545-0047

2010

Open to Public
Inspection

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2010

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) LUCKY SEVEN LLC 95-3304076 4545 ALLSTATE DRIVE	R/E RENTAL	TX	N/A	514	157,409.	-131,155.		X	N/A		X	54.5500
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (iii) annuities or (iv) royalties or (iv) rent from a controlled entity	X	
b Gift, grant, or capital contribution to other organization(s)		X
c Gift, grant, or capital contribution from other organization(s)		X
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets		X
n Sharing of paid employees		X
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1)	LUCKY SEVEN LLC	R	158,195.	CASH
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

	(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
				Yes	No		Yes	No		Yes	No
(1)											
(2)											
(3)											
(4)											
(5)											
(6)											
(7)											
(8)											
(9)											
(10)											
(11)											
(12)											
(13)											
(14)											
(15)											
(16)											

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)