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

OMB No 1545-0047

**2011**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)

Open to Public  
Inspection

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

**A For the 2011 calendar year, or tax year beginning****10/01, 2011, and ending****09/30, 2012**

<b>Check if applicable</b> <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> AUDREY BACKUS CHARITABLE TRUST (ACCT 220810)		<b>D Employer identification number</b> 94-6702675	
	<b>Doing Business As</b>			
	<b>Number and street (or P O box if mail is not delivered to street address)</b>		<b>Room/suite</b>	
	WELLS FARGO BANK, N.A. - PO BOX 41629			
	<b>City or town, state or country, and ZIP + 4</b> AUSTIN, TX 78704-9926		<b>E Telephone number</b> (213) 253-6293	
<b>F Name and address of principal officer</b>		<b>G Gross receipts \$</b> 4,671,256.		
<b>Tax-exempt status</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>Website:</b> ▶ N/A		<b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>Form of organization</b> <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L Year of formation</b> 1996 <b>M State of legal domicile</b> CA		
<b>H(c) Group exemption number</b> ▶				

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> 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.	
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b> 1.
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b> 1.
<b>Revenue</b>	<b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a)	<b>5</b> 0
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b> 205,384.
	<b>7b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b> 99,542.
	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b> 0 <b>Current Year</b> 0
	<b>9</b> Program service revenue (Part VIII, line 2g)	0 0
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,503,146. 966,454.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	138,691. 205,384.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,641,837. 1,171,838.
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,237,433. 1,133,939.
<b>Expenses</b>	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0 0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0 0
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0 0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25)	0
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	219,699. 166,969.
	<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	1,457,132. 1,300,908.
	<b>19</b> Revenue less expenses Subtract line 18 from line 12	184,705. -129,070.
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b> 14,614,871. <b>End of Year</b> 14,465,349.
	<b>21</b> Total liabilities (Part X, line 26)	0 0
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20	14,614,871. 14,465,349.

**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.

<b>Sign Here</b>	<b>Signature of officer</b> <i>Harmon Osterbeck VP</i>	<b>Date</b> 1-25-13
	<b>Type or print name and title</b>	
<b>Paid Preparer Use Only</b>	<b>Print/Type preparer's name</b> ANNJEANNETTE SAVAGE	<b>Preparer's signature</b> <i>Annjeannette Savage</i>
	<b>Firm's name</b> ▶ J. ARTHUR GREENFIELD & CO. LLP	<b>Date</b> 1/14/13
	<b>Firm's address</b> ▶ 10880 WILSHIRE BLVD. STE 800 LOS ANGELES, CA 90024-4124	<b>Check <input type="checkbox"/> if self-employed</b> <b>PTIN</b> P00096641
<b>Firm's EIN</b> ▶ 95-2118809		<b>Phone no</b> 310-208-2646
<b>May the IRS discuss this return with the preparer shown above? (see instructions)</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2011)

917 234

**Part III** Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒ **X****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 organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 1,133,939. including grants of \$ 1,133,939. ) (Revenue \$ 966,454. )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 ► 1,133,939.

**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 (see instructions)? . . . . .		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 <b>Section 501(c)(3) organizations.</b> 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 . . . . .		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 . . . . .		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V . . . . .	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 . . . . .		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 . . . . .		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 . . . . .		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 . . . . .		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X . . . . .		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 . . . . .		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 . . . . .		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 . . . . .		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 United States? . . . . .		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV . . . . .		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 . . . . .		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 . . . . .		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) . . . . .		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 . . . . .		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 . . . . .		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H . . . . .		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? . . . . .		

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

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i> . . . . .	<b>21</b> X	
<b>22</b> 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> . . . . .	<b>22</b>	X
<b>23</b> 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> . . . . .	<b>23</b>	X
<b>24 a</b> 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> . . . . .	<b>24 a</b>	X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	<b>24 b</b>	
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	<b>24 c</b>	
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	<b>24 d</b>	
<b>25 a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .	<b>25 a</b>	X
<b>b</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> . . . . .	<b>25 b</b>	X
<b>26</b> 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> . . . . .	<b>26</b>	X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i> . . . . .	<b>27</b>	X
<b>28</b> 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)		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .	<b>28 a</b>	X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .	<b>28 b</b>	X
<b>c</b> 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> . . . . .	<b>28 c</b>	X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> . . . . .	<b>29</b>	X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i> . . . . .	<b>30</b>	X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> . . . . .	<b>31</b>	X
<b>32</b> 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> . . . . .	<b>32</b>	X
<b>33</b> 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> . . . . .	<b>33</b>	X
<b>34</b> 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> . . . . .	<b>34</b> X	
<b>35 a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .	<b>35 a</b> X	
<b>b</b> 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> . . . . .	<b>35 b</b> X	
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .	<b>36</b>	X
<b>37</b> 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> . . . . .	<b>37</b>	X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	<b>38</b> X	

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

		Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. . . . .	<b>1a</b> 0		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. . . . .	<b>1b</b> 0		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	<b>1c</b>	X	
<b>2a</b> 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 . . . . .	<b>2a</b> 0		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions). . . . .	<b>2b</b>		
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year? . . . . .	<b>3a</b>	X	
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .	<b>3b</b>	X	
<b>4a</b> 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)? . . . . .	<b>4a</b>		X
<b>b</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 . . . . .			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .	<b>5a</b>		X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .	<b>5b</b>		X
<b>c</b> If "Yes" to line 5a or 5b, did the organization file Form 8886-T? . . . . .	<b>5c</b>		
<b>6a</b> 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? . . . . .	<b>6a</b>		X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	<b>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> 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? . . . . .	<b>7a</b>		X
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	<b>7b</b>		
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .	<b>7c</b>		X
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year . . . . .	<b>7d</b>		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<b>7e</b>		X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<b>7f</b>		X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	<b>7g</b>		X
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .	<b>7h</b>		X
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .	<b>8</b>		X
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the organization make any taxable distributions under section 4966? . . . . .	<b>9a</b>		
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .	<b>9b</b>		
<b>10 Section 501(c)(7) organizations.</b> Enter:			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12 . . . . .	<b>10a</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . .	<b>10b</b>		
<b>11 Section 501(c)(12) organizations.</b> Enter:			
<b>a</b> Gross income from members or shareholders . . . . .	<b>11a</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) . . . . .	<b>11b</b>		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .	<b>12a</b>		
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .	<b>12b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? . . . . . <b>Note.</b> See the instructions for additional information the organization must report on Schedule O. . . . .	<b>13a</b>		
<b>b</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 . . . . .	<b>13b</b>		
<b>c</b> Enter the amount of reserves on hand . . . . .	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year? . . . . .	<b>14a</b>		X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O . . . . .	<b>14b</b>		

**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
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
<b>1b</b> Enter the number of voting members included in line 1a, above, who are independent.		
<b>2</b> 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?		<b>X</b>
<b>3</b> 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?		<b>X</b>
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<b>X</b>
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?		<b>X</b>
<b>6</b> Did the organization have members or stockholders?		<b>X</b>
<b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		<b>X</b>
<b>7b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		<b>X</b>
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body?	<b>X</b>	
<b>b</b> Each committee with authority to act on behalf of the governing body?	<b>X</b>	
<b>9</b> 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.		<b>X</b>

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

	Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates?		<b>X</b>
<b>b</b> If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<b>X</b>	
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13.		<b>X</b>
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.		
<b>13</b> Did the organization have a written whistleblower policy?		<b>X</b>
<b>14</b> Did the organization have a written document retention and destruction policy?		<b>X</b>
<b>15</b> 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?		
<b>a</b> The organization's CEO, Executive Director, or top management official.		<b>X</b>
<b>b</b> Other officers or key employees of the organization.		<b>X</b>
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		<b>X</b>
<b>b</b> If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

**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 (Section 501(c)(3)s only) available for public inspection. Indicate how you made 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 made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

**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 Contractors**Check 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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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	2.00		X					0	0	0
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										



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

[illegible]

<b>1b Sub-total</b>	0	0	0
<b>c Total from continuation sheets to Part VII, Section A</b>	0	0	0
<b>d Total (add lines 1b and 1c)</b>	0	0	0

2	Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of 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. Report compensation for the calendar year ending with or within the organization's tax year.

(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
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	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	<b>Total. Add lines 1a-1f . . . . .</b>			0			
<b>Program Service Revenue</b>	<b>Business Code</b>						
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue . . . . .					
g	<b>Total. Add lines 2a-2f . . . . .</b>			0			
<b>Other Revenue</b>	3	Investment income (including dividends, interest, and other similar amounts). . . . . ATTACHMENT 2		529,514.	529,514.		
	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	(i) Securities	(ii) Other				
		3,936,358.					
	b	Less cost or other basis and sales expenses . . . . .		3,499,418.			
	c	Gain or (loss) . . . . .		436,940.			
	d	Net gain or (loss) . . . . .		436,940.	436,940.		
	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				
<b>Miscellaneous Revenue</b>			<b>Business Code</b>				
11a	LOSS FROM SUSTAINABLE WOODLAND		110000	-18,104.		-18,104.	
b	RENTAL INCOME FROM PARTNERSHIP		531190	223,488.		223,488.	
c							
d	All other revenue . . . . .						
e	<b>Total. Add lines 11a-11d . . . . .</b>			205,384.			
12	<b>Total revenue. See instructions . . . . .</b>			1,171,838.	966,454.	205,384.	

**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)

Check if Schedule O contains a response to any question in this Part IX ☐

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 United States See Part IV, line 21 . . . . .	1,133,939.	1,133,939.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22 . . . . .	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States 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 accruals and contributions (include section 401(k) and 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 . . . . .	5,000.		5,000.	
d. Lobbying . . . . .	0			
e. Professional fundraising services See Part IV, line 17 . . . . .	0			
f. Investment management fees . . . . .	133,667.		133,667.	
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 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a. FOREIGN DIVIDEND TAXES . . . . .	3,412.		3,412.	
b. FTB FILING FEES . . . . .	10.		10.	
c. ENDOWMENT FUND PORTFOLIO EXP . . . . .	7,170.		7,170.	
d. UNRELATED BUSINESS INCOME TAX . . . . .	17,610.		17,610.	
e. All other expenses . . . . .	100.		100.	
25 Total functional expenses. Add lines 1 through 24e	1,300,908.	1,133,939.	166,969.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0			

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing	0	1	1,140.
	2 Savings and temporary cash investments	58,518.	2	87,914.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	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)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D	10a		
	b Less: accumulated depreciation	10b	10c	0
	11 Investments - publicly traded securities	12,938,641.	11	13,723,193.
	12 Investments - other securities See Part IV, line 11	1,617,712.	12	653,102.
	13 Investments - program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	0	15	0
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	14,614,871.	16	14,465,349.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	0	17	0
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	0	25	0
	26 <b>Total liabilities.</b> Add lines 17 through 25	0	26	0
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 <b>Total net assets or fund balances</b>	14,614,871.	33	14,465,349.
34 <b>Total liabilities and net assets/fund balances.</b>	14,614,871.	34	14,465,349.	

**Part XI Reconciliation of Net Assets**

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

☒

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12) . . . . .	<b>1</b>	1,171,838.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25) . . . . .	<b>2</b>	1,300,908.
<b>3</b>	Revenue less expenses Subtract line 2 from line 1 . . . . .	<b>3</b>	-129,070.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	<b>4</b>	14,614,871.
<b>5</b>	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	<b>5</b>	-20,452.
<b>6</b>	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) . . . . .	<b>6</b>	14,465,349.

**Part XII Financial Statements and Reporting**

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

☐

	Yes	No
<b>1</b> 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		
<b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .		X
<b>b</b> Were the organization's financial statements audited by an independent accountant? . . . . .		X
<b>c</b> 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		
<b>d</b> 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		
<b>3a</b> 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
<b>b</b> 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		

**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

**2011**

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									1,133,939.

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

Schedule A (Form 990 or 990-EZ) 2011

**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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
3 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
4 <b>Total.</b> Add lines 1 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 <b>Public support.</b> Subtract line 5 from line 4 . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4 . . . . .						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
11 <b>Total support.</b> Add lines 7 through 10 . . . . .						
12 Gross receipts from related activities, etc. (see instructions) . . . . .					12	
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . .						<input type="checkbox"/>

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

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) . . . . .	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14 . . . . .	15	%
16a <b>33 1/3% support test - 2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
b <b>33 1/3% support test - 2010.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
17a <b>10%-facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
b <b>10%-facts-and-circumstances test - 2010.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .		<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> 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 . . . . .						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>6</b> Total. Add lines 1 through 5. . . . .						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
<b>b</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 . . . . .						
<b>c</b> Add lines 7a and 7b. . . . .						
<b>8</b> Public support (Subtract line 7c from line 6) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>9</b> Amounts from line 6. . . . .						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
<b>c</b> Add lines 10a and 10b . . . . .						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
<b>13</b> Total support. (Add lines 9, 10c, 11, and 12) . . . . .						
<b>14</b> 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**

<b>15</b> Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)). . . . .	<b>15</b>	%
<b>16</b> Public support percentage from 2010 Schedule A, Part III, line 15. . . . .	<b>16</b>	%

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

<b>17</b> Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	%
<b>18</b> Investment income percentage from 2010 Schedule A, Part III, line 17 . . . . .	<b>18</b>	%

**19a 33 1/3% support tests - 2011.** 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 ► ☐

**b 33 1/3% support tests - 2010.** 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 ► ☐

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐



**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

SCHEDULE A, PART I - INFORMATION ABOUT SUPPORTED ORGANIZATIONS						ATTACHMENT 1	
(I) NAME OF SUPPORTED ORGANIZATION	(II) EIN	(III) TYPE OF ORGANIZATION	(IV)		(V)		(VII) AMOUNT OF SUPPORT
			YES	NO	YES	NO	
CALIFORNIA COMMUNITY FOUNDATION	95-3510055	501(C)(3)	X		X		1,133,939.
TOTAL AMOUNT OF SUPPORT							<u>1,133,939</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, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**

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

OMB No 1545-0047

**2011**

**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? . . . . .		<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .		<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 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 section 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) 2011

**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 the 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 . . . . .	14,614,871.	14,272,385.	15,321,869.	16,659,918.	
b Contributions . . . . .					
c Net investment earnings, gains, and losses . . . . .	1,151,386.	1,799,618.	500,857.	146,423.	
d Grants or scholarships . . . . .	1,133,939.	1,237,433.	1,262,430.	1,338,340.	
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .	166,969.	219,699.	287,911.	146,132.	
g End of year balance . . . . .	14,465,349.	14,614,871.	14,272,385.	15,321,869.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ▶ \_\_\_\_\_ %  
 b Permanent endowment ▶ 100.0000 %  
 c Temporarily restricted endowment ▶ \_\_\_\_\_ %

The percentages in lines 2a, 2b, and 2c should equal 100%

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 property	(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) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

**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) Book value
(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)*

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**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

**2011**

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)	1,133,939.		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 listed in the line 1 table 1.
- 3 Enter total number of other organizations listed in the line 1 table 1.

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

Schedule I (Form 990) (2011)

**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

**2011**

**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 TWO 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

SUSTAINABLE WOODLANDS FUNDS - UNREALIZED GAIN -26,573

SUSTAINABLE WOODLANDS FUNDS - BOOK/TAX DIFF 6,119

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

Employer identification number  
94-6702675

-20,454

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

<u>DESCRIPTION</u>	<u>(A) TOTAL REVENUE</u>	<u>(B) RELATED OR EXEMPT REVENUE</u>	<u>(C) UNRELATED BUSINESS REV.</u>	<u>(D) EXCLUDED REVENUE</u>
DIVIDENDS	388,303.	388,303.		
TERM BOND FUNDS DIVIDENDS	52,849.	52,849.		
RETURN BOND FUNDS DIVIDENDS	88,327.	88,327.		
MONEY MARKET INTEREST INCOME	14.	14.		
INTEREST INCOME - SUSTAINABLE WOODLAN	6.	6.		
ENDOWMENT FUND PORTFOLIO INCOME	15.	15.		
TOTALS	<u>529,514.</u>	<u>529,514.</u>		

Name of the organization **AUDREY BACKUS CHARITABLE TRUST**  
(ACCT 220810)Employer identification number  
**94-6702675**ATTACHMENT 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	13,723,193.	COST
TOTALS	<u>13,723,193.</u>	

**SCHEDULE R  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
(ACCT 220810)

AUDREY BACKUS CHARITABLE TRUST

► 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.

OMB No. 1545-0047

**2011**

Open to Public  
Inspection

Employer identification number  
94-6702675

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

(1)	(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" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(1)	(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.

JSA

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Schedule R (Form 990) 2011

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to 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	223,488.	-125,867.		X	0		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" to 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

		Yes	No
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?		
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	X
b	Gift, grant, or capital contribution to related organization(s)	1b	X
c	Gift, grant, or capital contribution from related organization(s)	1c	X
d	Loans or loan guarantees to or for related organization(s)	1d	X
e	Loans or loan guarantees by related organization(s)	1e	X
f	Sale of assets to related organization(s)	1f	X
g	Purchase of assets from related organization(s)	1g	X
h	Exchange of assets with related organization(s)	1h	X
i	Lease of facilities, equipment, or other assets to related organization(s)	1i	X
j	Lease of facilities, equipment, or other assets from related organization(s)	1j	X
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k	X
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l	X
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m	X
n	Sharing of paid employees with related organization(s)	1n	X
o	Reimbursement paid to related organization(s) for expenses	1o	X
p	Reimbursement paid by related organization(s) for expenses	1p	X
q	Other transfer of cash or property to related organization(s)	1q	X
r	Other transfer of cash or property from related organization(s)	1r	X

		(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
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.				
(1)	LUCKY SEVEN LLC		R	218,200.	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) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(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		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).

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Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2012 - September 30, 2012

Account Number 220810

## ASSET DETAIL

### ASSET DESCRIPTION

#### Cash & Equivalents

##### CASH

##### PRINCIPAL

##### Total Cash

##### MONEY MARKET

BLACKROCK INSTITUTIONAL FUNDS TRUST  
FOR FEDERAL SECURITIES T-FUND #60

##### Total Money Market

##### Total Cash & Equivalents

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
			\$1,140.00	\$1,140.00	\$0.00		
			<b>\$1,140.00</b>	<b>\$1,140.00</b>	<b>\$0.00</b>		
	87,914.010		\$87,914.01	\$87,914.01	\$0.00	\$8.82	0.01%
			<b>\$87,914.01</b>	<b>\$87,914.01</b>	<b>\$0.00</b>	<b>\$8.82</b>	<b>0.01%</b>
			<b>\$89,054.01</b>	<b>\$89,054.01</b>	<b>\$0.00</b>	<b>\$8.82</b>	<b>0.01%</b>

### ASSET DESCRIPTION

#### Fixed Income

##### DOMESTIC MUTUAL FUNDS

RIDGEWORTH SEIX HIGH YIELD BOND FUND  
CLASS I #5855  
CUSIP: 76628T645

##### Total Domestic Mutual Funds

##### INTERNATIONAL MUTUAL FUNDS

DREYFUS EMERGING MARKETS DEBT LOCAL  
CURRENCY FUND CLASS I #6083  
CUSIP: 261980494

PIMCO FOREIGN BOND FUND  
USD HEDGED INSTL #103  
CUSIP: 693390882

##### Total International Mutual Funds

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
	55,780.933	\$9.930	\$553,904.66	\$550,000.00	\$3,904.66	\$36,815.42	6.65%
			<b>\$553,904.66</b>	<b>\$550,000.00</b>	<b>\$3,904.66</b>	<b>\$36,815.42</b>	<b>6.65%</b>
	34,526.165	\$14.900	\$514,439.86	\$500,000.00	\$14,439.86	\$7,630.28	1.48%
	19,323.671	11.290	218,164.25	200,000.00	18,164.25	5,777.78	2.65
			<b>\$732,604.11</b>	<b>\$700,000.00</b>	<b>\$32,604.11</b>	<b>\$13,408.06</b>	<b>1.83%</b>



Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2012 - September 30, 2012

Account Number 220810

**ASSET DETAIL** *(continued)*

ASSET DESCRIPTION

**Fixed Income** *(continued)*

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

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
TAXABLE INTERMEDIATE TERM BOND FUND DIF	129,512.982	\$10.380	\$1,344,344.76	\$1,308,240.06	\$36,104.70	\$36,643.37	2.73%
TAXABLE TOTAL RETURN BOND FUND DIF	230,965.440	7.920	1,829,246.29	1,724,448.09	104,798.20	61,038.85	3.34
Total Common Trust Funds			\$3,173,591.05	\$3,032,688.15	\$140,902.90	\$97,682.22	3.08%
Total Fixed Income			\$4,460,099.82	\$4,282,688.15 <sup>(A)</sup>	\$177,411.67	\$147,905.70	

ASSET DESCRIPTION

**Equities**

CONSUMER DISCRETIONARY

HOME DEPOT INC

SYMBOL: HD CUSIP: 437076102

MCDONALDS CORP

SYMBOL: MCD CUSIP: 580135101

TARGET CORP

SYMBOL: TGT CUSIP: 87612E106

TJX COS INC NEW

SYMBOL: TJX CUSIP: 872540109

WALT DISNEY CO

SYMBOL: DIS CUSIP: 254687106

Total Consumer Discretionary

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HOME DEPOT INC	3,000.000	\$60.370	\$181,110.00	\$35,566.67	\$145,543.33	\$3,480.00	1.92%
MCDONALDS CORP	2,000.000	91.750	183,500.00	112,680.00	70,820.00	6,160.00	3.36
TARGET CORP	2,400.000	63.470	152,328.00	49,810.50	102,517.50	3,456.00	2.27
TJX COS INC NEW	2,000.000	44.790	89,580.00	68,719.50	20,860.50	920.00	1.03
WALT DISNEY CO	3,000.000	52.280	156,840.00	58,603.00	98,237.00	1,800.00	1.15
Total Consumer Discretionary			\$763,358.00	\$325,379.67	\$437,978.33	\$15,816.00	2.07%



Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2012 - September 30, 2012

Account Number 220810

## ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities <i>(continued)</i></b>							
<b>CONSUMER STAPLES</b>							
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	2,000,000	\$48.420	\$96,840.00	\$64,147.50	\$32,692.50	\$1,300.00	1.34%
<b>Total Consumer Staples</b>			<b>\$96,840.00</b>	<b>\$64,147.50</b>	<b>\$32,692.50</b>	<b>\$1,300.00</b>	<b>1.34%</b>
<b>ENERGY</b>							
APACHE CORP SYMBOL: APA CUSIP: 037411105	1,000,000	\$86.470	\$86,470.00	\$91,046.80	-\$4,576.80	\$680.00	0.79%
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	1,500,000	116.560	174,840.00	78,036.75	96,803.25	5,400.00	3.09
EXXON MOBIL CORPORATION SYMBOL: XOM CUSIP: 30231G102	1,600,000	91.450	146,320.00	69,757.12	76,562.88	3,648.00	2.49
<b>Total Energy</b>			<b>\$407,630.00</b>	<b>\$238,840.67</b>	<b>\$168,789.33</b>	<b>\$9,728.00</b>	<b>2.39%</b>
<b>FINANCIALS</b>							
AFLAC INC SYMBOL: AFL CUSIP: 001055102	1,500,000	\$47.880	\$71,820.00	\$77,175.00	-\$5,355.00	\$1,980.00	2.76%
BERKSHIRE HATHAWAY INC SYMBOL: BRK B CUSIP: 084670702	2,000,000	88.200	176,400.00	152,054.95	24,345.05	0.00	0.00
CAPITAL ONE FINANCIAL CORP SYMBOL: COF CUSIP: 14040H105	2,500,000	57.010	142,525.00	104,234.40	38,290.60	500.00	0.35
GOLDMAN SACHS GROUP INC SYMBOL: GS CUSIP: 38141G104	1,000,000	113.680	113,680.00	160,499.16	-46,819.16	1,840.00	1.62
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	4,000,000	40.480	161,920.00	145,828.56	16,091.44	4,800.00	2.96
US BANCORP DEL NEW SYMBOL: USB CUSIP: 902973304	4,000,000	34.300	137,200.00	106,404.60	30,795.40	3,120.00	2.27
<b>Total Financials</b>			<b>\$803,545.00</b>	<b>\$746,196.67</b>	<b>\$57,348.33</b>	<b>\$12,240.00</b>	<b>1.52%</b>



Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2012 - September 30, 2012

Account Number 220810

**WELLS  
FARGO**

**ASSET DETAIL** *(continued)*

**ASSET DESCRIPTION**

**Equities** *(continued)*

**HEALTH CARE**

ABBOTT LABS  
SYMBOL: ABT CUSIP: 002824100  
GILEAD SCIENCES INC  
SYMBOL: GILD CUSIP: 375558103  
JOHNSON & JOHNSON  
SYMBOL: JNJ CUSIP: 478160104  
THERMO FISHER SCIENTIFIC INC  
SYMBOL: TMO CUSIP: 883556102  
UNITEDHEALTH GROUP INC  
SYMBOL: UNH CUSIP: 91324P102

**Total Health Care**

**INDUSTRIALS**

BOEING CO  
SYMBOL: BA CUSIP: 097023105  
UNION PACIFIC CORP  
SYMBOL: UNP CUSIP: 907818108  
UNITED PARCEL SERVICE-CL B  
SYMBOL: UPS CUSIP: 911312106  
UNITED TECHNOLOGIES CORP  
SYMBOL: UTX CUSIP: 913017109  
3M CO  
COM  
SYMBOL: MMM CUSIP: 88579Y101

**Total Industrials**

QUANTITY	PRICE	MARKET VALUE AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
2,000,000	\$68.560	\$137,120.00	\$56,459.65	\$80,660.35	\$4,080.00	2.97%
2,000,000	66.330	132,660.00	98,159.80	34,500.20	0.00	0.00
1,500,000	68.910	103,365.00	49,372.50	53,992.50	3,660.00	3.54
1,500,000	58.830	88,245.00	96,550.05	- 8,305.05	780.00	0.88
2,500,000	55.410	138,525.00	70,267.00	68,258.00	2,125.00	1.53
		<b>\$599,915.00</b>	<b>\$370,809.00</b>	<b>\$229,106.00</b>	<b>\$10,645.00</b>	<b>1.77%</b>
1,400,000	\$69.595	\$97,433.00	\$103,406.94	- \$5,973.94	\$2,464.00	2.53%
1,000,000	118.700	118,700.00	68,449.90	50,250.10	2,400.00	2.02
1,500,000	71.570	107,355.00	97,827.60	9,527.40	3,420.00	3.19
2,000,000	78.290	156,580.00	80,480.00	76,100.00	4,280.00	2.73
1,200,000	92.420	110,904.00	93,546.96	17,357.04	2,832.00	2.55
		<b>\$590,972.00</b>	<b>\$443,711.40</b>	<b>\$147,260.60</b>	<b>\$15,396.00</b>	<b>2.61%</b>

**ASSET DETAIL** *(continued)***ASSET DESCRIPTION****Equities** *(continued)***INFORMATION TECHNOLOGY**

QUANTITY	PRICE	MARKET VALUE AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
APPLE INC SYMBOL: AAPL CUSIP: 037833100	\$667.105	\$200,131.50	\$100,505.97	\$99,625.53	\$0.00	0.00%
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102	19.095	76,380.00	65,479.60	10,900.40	2,240.00	2.93
EMC CORP MASS SYMBOL: EMC CUSIP: 268648102	27.270	109,080.00	72,759.20	36,320.80	0.00	0.00
GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508	754.500	188,625.00	145,686.25	42,938.75	0.00	0.00
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	22.655	135,930.00	119,789.25	16,140.75	5,400.00	3.97
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101	207.450	124,470.00	19,533.75	104,936.25	2,040.00	1.64
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	29.760	148,800.00	137,533.80	11,266.20	4,600.00	3.09
ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105	31.460	125,840.00	129,079.60	- 3,239.60	960.00	0.76
<b>Total Information Technology</b>		<b>\$1,109,256.50</b>	<b>\$790,367.42</b>	<b>\$318,889.08</b>	<b>\$15,240.00</b>	<b>1.37%</b>

**MATERIALS**

CELANESE CORP  
SYMBOL: CE CUSIP: 150870103

**Total Materials****TELECOMMUNICATION SERVICES**

VERIZON COMMUNICATIONS  
SYMBOL: VZ CUSIP 92343V104

**Total Telecommunication Services**

		<b>\$159,495.00</b>	<b>\$107,820.38</b>	<b>\$51,674.62</b>	<b>\$7,210.00</b>	<b>4.52%</b>
		<b>\$159,495.00</b>	<b>\$107,820.38</b>	<b>\$51,674.62</b>	<b>\$7,210.00</b>	<b>4.52%</b>



Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2012 - September 30, 2012

Account Number 220810

### ASSET DETAIL *(continued)*

#### ASSET DESCRIPTION

#### Equities *(continued)*

##### UTILITIES

AMEX UTILITIES SPDR  
SYMBOL: XLU CUSIP: 81369Y886

##### Total Utilities

##### INTERNATIONAL EQUITIES

ANHEUSER-BUSCH INBEV SPN  
CUSIP: 03524A108

BHP BILLITON LIMITED - ADR  
SPONSORED ADR  
CUSIP: 088606108

DIAGEO PLC - ADR  
SPONSORED ADR  
CUSIP: 25243Q205

NESTLE S.A. REGISTERED SHARES - ADR  
SPONSORED ADR  
CUSIP: 641069406

NOVARTIS AG - ADR  
SPONSORED ADR  
CUSIP: 66987V109

SCHLUMBERGER LTD  
CUSIP: 806857108

TOTAL S.A. - ADR  
SPONSORED ADR  
CUSIP: 89151E109

VODAFONE GROUP PLC NEW  
CUSIP: 92857W209

##### Total International Equities

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
AMEX UTILITIES SPDR	5,000.000	\$36.390	\$181,950.00	\$166,099.50	\$15,850.50	\$7,170.00	3.94%
<b>Total Utilities</b>			<b>\$181,950.00</b>	<b>\$166,099.50</b>	<b>\$15,850.50</b>	<b>\$7,170.00</b>	<b>3.94%</b>
ANHEUSER-BUSCH INBEV SPN	1,000.000	\$85.910	\$85,910.00	\$82,509.90	\$3,400.10	\$1,293.00	1.50%
BHP BILLITON LIMITED - ADR	1,000.000	68.610	68,610.00	89,916.60	- 21,306.60	2,240.00	3.26
DIAGEO PLC - ADR	1,500.000	112.730	169,095.00	103,900.00	65,195.00	4,138.50	2.45
NESTLE S.A. REGISTERED SHARES - ADR	2,000.000	63.210	126,420.00	96,378.00	30,042.00	3,544.00	2.80
NOVARTIS AG - ADR	2,000.000	61.260	122,520.00	96,954.00	25,566.00	4,212.00	3.44
SCHLUMBERGER LTD	1,400.000	72.330	101,262.00	58,785.44	42,476.56	1,540.00	1.52
TOTAL S.A. - ADR	1,000.000	50.100	50,100.00	49,489.70	610.30	2,452.00	4.89
VODAFONE GROUP PLC NEW	2,000.000	28.500	57,000.00	51,249.00	5,751.00	2,908.00	5.10
<b>Total International Equities</b>			<b>\$780,917.00</b>	<b>\$629,182.64</b>	<b>\$151,734.36</b>	<b>\$22,327.50</b>	<b>2.86%</b>

**ASSET DETAIL** (continued)**ASSET DESCRIPTION****Equities** (continued)**DOMESTIC MUTUAL FUNDS**

SPDR S&amp;P MIDCAP 400 ETF TRUST

SYMBOL: MDY CUSIP: 78467Y107

VANGUARD SMALL CAP VIPER

SYMBOL: VB CUSIP: 922908751

**Total Domestic Mutual Funds****INTERNATIONAL MUTUAL FUNDS**HARBOR INTERNATIONAL FUND CLASS  
INSTITUTIONAL #2011

SYMBOL: HAINX CUSIP: 411511306

ISHARES MSCI EAFE

SYMBOL: EFA CUSIP: 464287465

ISHARES TR MSCI EMERGING MARKETS  
INDEX FUND

SYMBOL: EEM CUSIP: 464287234

**Total International Mutual Funds****Total Equities**

QUANTITY	PRICE	MARKET VALUE AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
6,500,000	\$179.920	\$1,169,480.00	\$766,962.25	\$402,517.75	\$11,921.00	1.02%
9,000,000	80.140	721,260.00	691,844.40	29,415.60	8,460.00	1.17
		<b>\$1,890,740.00</b>	<b>\$1,458,806.65</b>	<b>\$431,933.35</b>	<b>\$20,381.00</b>	<b>1.08%</b>
19,102,197	\$58.810	\$1,123,400.21	\$1,200,000.00	-\$76,599.79	\$25,138.49	2.24%
18,000,000	53.000	954,000.00	920,316.69	33,683.31	30,924.00	3.24
24,000,000	41.325	991,800.00	896,055.15	95,744.85	19,560.00	1.97
		<b>\$3,069,200.21</b>	<b>\$3,016,371.84</b>	<b>\$52,828.37</b>	<b>\$75,622.49</b>	<b>2.46%</b>
		<b>\$10,529,638.71</b>	<b>\$8,460,411.94<sup>A</sup></b>	<b>\$2,069,226.77</b>	<b>\$213,675.99</b>	<b>2.03%</b>

**ASSET DESCRIPTION****Complementary Strategies****CLOSELY HELD INTERESTS**

LUCKY SEVEN LLC

**Total Closely Held Interests**

QUANTITY	PRICE	MARKET VALUE AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
54,550	\$47,639.000	\$2,598,707.45	\$ -125,867		\$0.00	0.00%
		<b>\$2,598,707.45</b>	<b>\$ -125,867</b>		<b>\$0.00</b>	<b>0.00%</b>



Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered September 1, 2012 - September 30, 2012

Account Number 220810

### ASSET DETAIL (continued)

#### ASSET DESCRIPTION

#### Complementary Strategies (continued)

##### OTHER

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
EATON VANCE GLOBAL MACRO ABSOLUTE RETURN FUND CLASS I #0088 SYMBOL: EIGMX CUSIP: 277923728	40,160.643	\$9.960	\$400,000.00	\$400,000.00	\$0.00	\$15,582.33	3.90%
GATEWAY FUND - Y #1986 SYMBOL: GTEYX CUSIP: 367829884	19,171.779	27.510	527,415.64	500,000.00	27,415.64	9,375.00	1.78
SUSTAINABLE WOODLANDS FUND LP	693,750.000	1.270	880,833.56	\$778,967.47		0.00	0.00
<b>Total Other</b>			<b>\$1,808,249.20</b>	<b>\$1,678,967.47</b>		<b>\$24,957.33</b>	<b>1.38%</b>
<b>Total Complementary Strategies</b>			<b>\$4,406,956.65</b>	<b>\$1,678,967.47</b>		<b>\$24,957.33</b>	<b>0.57%</b>

#### ASSET DESCRIPTION

#### Real Assets

##### REAL ASSET FUNDS

SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863	2,000.000	\$39.250	\$78,500.00	\$80,092.80	-\$1,592.80	\$3,108.00	3.96%
<b>Total Real Asset Funds</b>			<b>\$78,500.00</b>	<b>\$80,092.80</b>	<b>-\$1,592.80</b>	<b>\$3,108.00</b>	<b>3.96%</b>

Σ (A) = 13,723,192.89



Account Statement For:  
BACKUS, AUDREY - CHARITABLE TRUST

Period Covered: September 1, 2012 - September 30, 2012

Account Number 220810

**WELLS  
FARGO**

**ASSET DETAIL** (continued)

ASSET DESCRIPTION

**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

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

**Total Oil, Gas & Minerals**

**Total Real Assets**

QUANTITY	PRICE	VALUE CARRIED AS OF 09/30/12	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
1.000	\$1 000	\$1.00	\$1.00	\$0.00	\$0.00	0.00%
1 000	1 000	1.00	1.00	0.00	0.00	0.00
		\$2.00	\$2.00	\$0.00	\$0.00	0.00%
		\$78,502.00	\$80,094.80	-\$1,592.80	\$3,108.00	3.96%

