

Return of Organization Exempt from Income Tax

2004

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

Department of the Treasury Internal Revenue Service

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

A For the 2004 calendar year, or tax year beginning 2004, and ending

- B Check if applicable: Address change, Name change, Initial return, Final return, Amended return, Application pending

BOY SCOUTS OF AMERICA ORANGE COUNTY COUNCIL INC. 1211 E. DYER ROAD SANTA ANA, CA 92705

D Employer Identification Number 95-1727660 E Telephone number 714 546-8558 F Accounting method: Cash [] Accrual [X] Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

- H and I are not applicable to section 527 organizations H (a) Is this a group return for affiliates? [X] Yes [] No H (b) If 'Yes,' enter number of affiliates 1 H (c) Are all affiliates included? [X] Yes [] No H (d) Is this a separate return filed by an organization covered by a group ruling? [X] Yes [] No I Group Exemption Number 1761 M Check [] if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

G Web site: N/A

J Organization type (check only one) [X] 501(c) 3 (insert no) [] 4947(a)(1) or [] 527

K Check here [] if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 19,402,970.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Instructions)

Table with 21 rows and 4 columns: Description, (A) Securities, (B) Other, Total. Includes a 'RECEIVED' stamp from OGDEN, UT dated AUG 16 2005.

SCANNED SEP 12 2005

0-13 24

Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (att sch) (cash \$ _____ non-cash \$ _____)	22				
23 Specific assistance to individuals (att sch)	23				
24 Benefits paid to or for members (att sch)	24				
25 Compensation of officers, directors, etc	25	869,701.	676,453.	129,151.	64,097.
26 Other salaries and wages	26	3,012,795.	2,343,352.	447,400.	222,043.
27 Pension plan contributions	27	679,468.	528,490.	100,901.	50,077.
28 Other employee benefits	28	30,060.	23,381.	4,464.	2,215.
29 Payroll taxes	29	427,107.	332,204.	63,425.	31,478.
30 Professional fundraising fees	30				
31 Accounting fees	31				
32 Legal fees	32				
33 Supplies	33	943,109.	733,550.	140,052.	69,507.
34 Telephone	34	64,533.	50,194.	9,583.	4,756.
35 Postage and shipping	35	97,880.	76,131.	14,535.	7,214.
36 Occupancy	36	522,763.	406,605.	77,630.	38,528.
37 Equipment rental and maintenance	37	266,054.	206,937.	39,509.	19,608.
38 Printing and publications	38	205,200.	159,605.	30,473.	15,122.
39 Travel	39	332,425.	258,560.	49,365.	24,500.
40 Conferences, conventions, and meetings	40	95,926.	74,611.	14,245.	7,070.
41 Interest	41	67,250.	52,307.	9,987.	4,956.
42 Depreciation, depletion, etc (attach schedule)	42	625,596.	486,589.	92,901.	46,106.
43 Other expenses not covered above (itemize)					
a GENERAL LIABILITY INSURANCE	43a	143,754.	111,812.	21,347.	10,595.
b MISC. EXPENSES	43b	199,214.	154,949.	29,584.	14,681.
c PROFESSIONAL FEES	43c	259,711.	202,003.	38,567.	19,141.
d RECOGNITION AWARDS	43d	331,732.	258,021.	49,262.	24,449.
e	43e				
44 Total functional expenses (add lines 22 - 43) Organizations completing columns (B) - (D), carry these totals to lines 13 - 15	44	9,174,278.	7,135,754.	1,362,381.	676,143.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If 'Yes,' enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____; (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? <input type="checkbox"/> See Statement 6	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, but optional for others)
a CAMPING, DIRECT COSTS ----- ----- (Grants and allocations \$ _____)	721,366.
b ACTIVITIES, DIRECT COSTS ----- ----- (Grants and allocations \$ _____)	257,000.
c CAMPING, ACTIVITIES, TRAINING, CHARACTER BUILDING, TRAINING INDIRECT COSTS ----- ----- (Grants and allocations \$ _____)	240,215.
d MISC. SCOUTING ACTIVITY COSTS ----- ----- (Grants and allocations \$ _____)	5,917,173.
e Other program services (Grants and allocations \$ _____)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	7,135,754.

Part IV Balance Sheets (See Instructions)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
ASSETS	45 Cash — non-interest-bearing	245,009.	45	219,053.
	46 Savings and temporary cash investments	890,180.	46	830,102.
	47 a Accounts receivable	47 a 63,741.		
	b Less. allowance for doubtful accounts.	47 b	58,256.	47 c 63,741.
	48 a Pledges receivable	48 a 757,155.		
	b Less. allowance for doubtful accounts.	48 b	1,344,003.	48 c 757,155.
	49 Grants receivable		136,086.	49 139,177.
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)			50 160,000.
	51 a Other notes & loans receivable (attach sch)	51 a 116,728.		
	b Less. allowance for doubtful accounts.	51 b	68,116.	51 c 116,728.
	52 Inventories for sale or use		222,528.	52 239,035.
	53 Prepaid expenses and deferred charges		110,743.	53 164,343.
	54 Investments — securities (attach schedule)	▶ <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	15,702,864.	54 14,697,653.
	55 a Investments — land, buildings, & equipment. basis	55 a		
	b Less. accumulated depreciation (attach schedule)	55 b		55 c
56 Investments — other (attach schedule).			56	
57 a Land, buildings, and equipment: basis	57 a 22,969,879.			
b Less. accumulated depreciation (attach schedule) Statement 7	57 b 5,122,119.	11,061,826.	57 c 17,847,760.	
58 Other assets (describe ▶ _____)			58	
59 Total assets (add lines 45 through 58) (must equal line 74)		29,839,611.	59 35,234,747.	
LIABILITIES	60 Accounts payable and accrued expenses.	1,278,197.	60	1,152,034.
	61 Grants payable		61	
	62 Deferred revenue	97,553.	62	58,067.
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64 a Tax-exempt bond liabilities (attach schedule)		64 a	
	b Mortgages and other notes payable (attach schedule)		64 b	2,801,702.
	65 Other liabilities (describe ▶ See Statement 8)		645,234.	65 484,826.
66 Total liabilities (add lines 60 through 65)		2,020,984.	66 4,496,629.	
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted		24,562,801.	67 27,240,645.
	68 Temporarily restricted		2,981,840.	68 3,001,760.
	69 Permanently restricted		273,986.	69 495,713.
	Organizations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds			70
	71 Paid-in or capital surplus, or land, building, and equipment fund			71
	72 Retained earnings, endowment, accumulated income, or other funds			72
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)		27,818,627.	73 30,738,118.
	74 Total liabilities and net assets/fund balances (add lines 66 and 73)		29,839,611.	74 35,234,747.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See instructions.)	
a Total revenue, gains, and other support per audited financial statements	12,125,857.
b Amounts included on line a but not on line 12, Form 990.	
(1) Net unrealized gains on investments \$ -113,608.	
(2) Donated services and use of facilities \$	
(3) Recoveries of prior year grants \$	
(4) Other (specify).	
See Stm 9 \$ -34,351.	
Add amounts on lines (1) through (4)	-147,959.
c Line a minus line b	12,273,816.
d Amounts included on line 12, Form 990 but not on line a:	
(1) Investment expenses not included on line 6b, Form 990 \$	
(2) Other (specify).	
Add amounts on lines (1) and (2)	
e Total revenue per line 12, Form 990 (line c plus line d)	12,273,816.

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return	
a Total expenses and losses per audited financial statements	9,240,717.
b Amounts included on line a but not on line 17, Form 990.	
(1) Donated services and use of facilities \$	
(2) Prior year adjustments reported on line 20, Form 990 \$	
(3) Losses reported on line 20, Form 990 \$	
(4) Other (specify).	
Add amounts on lines (1) through (4)	
c Line a minus line b	9,240,717.
d Amounts included on line 17, Form 990 but not on line a:	
(1) Investment expenses not included on line 6b, Form 990. \$	
(2) Other (specify).	
Add amounts on lines (1) and (2)	
e Total expenses per line 17, Form 990 (line c plus line d)	9,240,717.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, see instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation	(E) Expense account and other allowances
KENT W GIBBS 31752 VIA PERDIZ COTO CAZA, CA 92679	SCOUT EXEC. 75	353,551.	17,462.	3,829.
LES BARON 1211 EAST DYER ROAD SANTA ANA, CA 92705	SCOUT EXECUTIVE 75	135,333.	14,152.	2,923.
DAVID WALKER 11742 WEMBLY RD ROSSMOOR, CA 90720	Director 45	119,921.	17,066.	5,148.
JOHN FULLERTON 14122 CHAGALL DRIVE IRVINE, CA 92606	Director FACIL. 60	112,773.	15,595.	4,800.
BRETT BRECK 319 ARGONNE LONG BEACH, CA 90814	Director 42	125,940.	17,822.	5,483.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? ▶ Yes No

If 'Yes,' attach schedule - see instructions.

Part VI Other Information (See instructions.)	Yes	No
76 Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity	76	X
77 Were any changes made in the organizing or governing documents but not reported to the IRS? If 'Yes,' attach a conformed copy of the changes.	77	X
78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	78b	N/A
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement	79	X
80a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc. to any other exempt or nonexempt organization?	80a	X
b If 'Yes,' enter the name of the organization ▶ <u>LEARNING FOR LIFE/EXPLORING FOUNDATION</u> and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81a Enter direct and indirect political expenditures. See line 81 instructions	81a	0.
b Did the organization file Form 1120-POL for this year?	81b	X
82a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b	N/A
83a Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84a Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85 501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	85a	N/A
b Did the organization make only in-house lobbying expenditures of \$2,000 or less? If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b	N/A
c Dues, assessments, and similar amounts from members	85c	N/A
d Section 162(e) lobbying and political expenditures	85d	N/A
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87 501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a	N/A
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX	88	X
89a 501(c)(3) organizations. Enter. Amount of tax imposed on the organization during the year under: section 4911 ▶ 0., section 4912 ▶ 0., section 4955 ▶ 0.		
b 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction	89b	X
c Enter. Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d Enter. Amount of tax on line 89c, above, reimbursed by the organization		0.
90a List the states with which a copy of this return is filed ▶ <u>CALIFORNIA</u>		
b Number of employees employed in the pay period that includes March 12, 2004 (See instructions.)	90b	108
91 The books are in care of ▶ <u>LES BARON</u> Telephone number ▶ <u>714 546-8558</u> Located at ▶ <u>1211 E. DYER ROAD, SANTA ANA, CA</u> ZIP + 4 ▶ <u>92705</u>		
92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year	92	N/A

Part VII Analysis of Income-Producing Activities (See instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a ACTIVITIES					668,047.
b CAMPING					1,640,345.
c MISCELLANEOUS					133,613.
d PROJECT SALES					337,349.
e					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts.			14	465.	
96 Dividends & interest from securities			14	531,446.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					2,010,859.
101 Net income or (loss) from special events					1,276,617.
102 Gross profit or (loss) from sales of inventory					780,236.
103 Other revenue: a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				531,911.	6,847,066.
105 Total (add line 104, columns (B), (D), and (E))					7,378,977.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93, 104	USED TO COVER COSTS FOR BOY SCOUT CAMPING, CHARACTER BUILDING, AND MISC. ACTIVITIES; LEADERSHIP, CITIZENSHIP AND TRAINING PROGRAMS TO HELP BOYS OF AMERICA.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A				

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See instructions.)

- a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If 'Yes' to (b), file Form 8370 and Form 4720 (see instructions).

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.

Please Sign Signature of officer *[Signature]* Date *8/12/05*

nt Executive / Pres.

Date <i>8/11/05</i>	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See General Instruction W) <i>N/A</i>
---------------------	---	---

SCHEDULE A
(Form 990 or 990-EZ)

**Organization Exempt Under
Section 501(c)(3)**

OMB No 1545 0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust
Supplementary Information — (See separate instructions.)

2004

Department of the Treasury
Internal Revenue Service

► **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

Name of the organization	BOY SCOUTS OF AMERICA ORANGE COUNTY COUNCIL INC.	Employer identification number	95-1727660
--------------------------	---	--------------------------------	------------

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See instructions. List each one. If there are none, enter 'None.')

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
CATHERINE MALM ----- 1211 EAST DYER ROAD, SANTA ANA, CA	SEA BASE DIRECT 60	68,615.	11,926.	4,454.
JASON STEIN ----- 1211 DYER ROAD, SANTA ANA, CA	DFS 45	79,631.	12,420.	3,832.
MARCOS NAVA ----- 25391 CLASSIC, M.V., CA	SCOUT DIR 45	81,743.	14,387.	5,679.
BILL GRENNELL ----- 1211 EAST DYER ROAD, SANTA ANA, CA	CD 60	76,065.	11,876.	4,315.
LANE CALVERT ----- 1211 DYER ROAD, SANTA ANA, CA	ED 60	68,657.	11,503.	5,649.
Total number of other employees paid over \$50,000	► 15			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See instructions. List each one (whether individuals or firms). If there are none, enter 'None.')

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None -----		

Total number of others receiving over \$50,000 for professional services	► 0	

Part III Statements About Activities (See instructions.)

	Yes	No
<p>1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ <u>N/A</u></p> <p>(Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)</p> <p>Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.</p>		X
<p>2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions.)</p> <p>a Sale, exchange, or leasing of property?</p>		X
<p>b Lending of money or other extension of credit?</p>		X
<p>c Furnishing of goods, services, or facilities?</p>		X
<p>d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?</p>		X
<p>e Transfer of any part of its income or assets?</p>		X
<p>3a Do you make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how you determine that recipients qualify to receive payments.)</p>		X
<p>b Do you have a section 403(b) annuity plan for your employees?</p>	X	
<p>4a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?</p>		X
<p>b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?</p>		X

Part IV Reason for Non-Private Foundation Status (See instructions.)

The organization is not a private foundation because it is. (Please check only **ONE** applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii) (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 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 charitable, etc, 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) (Also complete the **Support Schedule** in Part IV-A.)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in. (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	3,596,895.	3,261,487.	8,921,559.	2,416,198.	18,196,139.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc, purpose	5,285,565.	4,486,070.	4,198,532.	3,892,802.	17,862,969.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	478,554.	594,862.	744,837.	553,630.	2,371,883.
19 Net income from unrelated business activities not included in line 18	1,172,359.	-1,231,692.	-558,148.	30,655.	-586,826.
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	10,533,373.	7,110,727.	13,306,780.	6,893,285.	37,844,165.
24 Line 23 minus line 17	5,247,808.	2,624,657.	9,108,248.	3,000,483.	19,981,196.
25 Enter 1% of line 23	105,334.	71,107.	133,068.	68,933.	

26 Organizations described on lines 10 or 11:

a Enter 2% of amount in column (e), line 24 ▶ **26a** 399,624.

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶ **26b** 3,362,992.

c Total support for section 509(a)(1) test. Enter line 24, column (e) ▶ **26c** 19,981,196.

d Add. Amounts from column (e) for lines. **18** 2,371,883. **19** -586,826. ▶ **26d** 5,148,049.
22 ▶ **26e** 14,833,147.
▶ **26f** 74.24 %

e Public support (line 26c minus line 26d total)

f Public support percentage (line 26e (numerator) divided by line 26c (denominator))

27 Organizations described on line 12: N/A

a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year:
 (2003) _____ (2002) _____ (2001) _____ (2000) _____

b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:
 (2003) _____ (2002) _____ (2001) _____ (2000) _____

c Add. Amounts from column (e) for lines **15** _____ **16** _____ ▶ **27c** _____
17 _____ **20** _____ **21** _____ ▶ **27d** _____

d Add Line 27a total _____ and line 27b total _____ ▶ **27e** _____

e Public support (line 27c total minus line 27d total)

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶ **27f** _____

g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶ **27g** _____ %

h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶ **27h** _____ %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See instructions.)
 (To be completed **ONLY** by schools that checked the box on line 6 in Part IV)

N/A

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If 'Yes,' please describe, if 'No,' please explain. (If you need more space, attach a separate statement.) ----- ----- -----		
32 Does the organization maintain the following		
a Records indicating the racial composition of the student body, faculty, and administrative staff?		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered 'No' to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
33 Does the organization discriminate by race in any way with respect to.		
a Students' rights or privileges?		
b Admissions policies?		
c Employment of faculty or administrative staff?		
d Scholarships or other financial assistance?		
e Educational policies?		
f Use of facilities?		
g Athletic programs?		
h Other extracurricular activities? If you answered 'Yes' to any of the above, please explain. (If you need more space, attach a separate statement.) ----- ----- -----		
34a Does the organization receive any financial aid or assistance from a governmental agency?		
b Has the organization's right to such aid ever been revoked or suspended? If you answered 'Yes' to either 34a or b, please explain using an attached statement.		
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev Proc 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If 'No,' attach an explanation.		

Part VI-A Lobbying Expenditures by Electing Public Charities (See instructions)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

N/A

Check **a** if the organization belongs to an affiliated group Check **b** if you checked 'a' and 'limited control' provisions apply.

Limits on Lobbying Expenditures

(The term 'expenditures' means amounts paid or incurred.)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations														
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36															
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37															
38 Total lobbying expenditures (add lines 36 and 37)	38															
39 Other exempt purpose expenditures	39															
40 Total exempt purpose expenditures (add lines 38 and 39)	40															
41 Lobbying nontaxable amount. Enter the amount from the following table --																
<table border="0"> <tr> <td style="padding-right: 20px;">If the amount on line 40 is --</td> <td style="padding-right: 20px;">The lobbying nontaxable amount is --</td> <td></td> </tr> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 40</td> <td rowspan="5" style="border-left: 1px solid black; border-right: 1px solid black; vertical-align: middle; text-align: center;">} 41</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000</td> </tr> </table>	If the amount on line 40 is --	The lobbying nontaxable amount is --		Not over \$500,000	20% of the amount on line 40	} 41	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 40 is --	The lobbying nontaxable amount is --															
Not over \$500,000	20% of the amount on line 40	} 41														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000															
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000															
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000															
Over \$17,000,000	\$1,000,000															
42 Grassroots nontaxable amount (enter 25% of line 41)	42															
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43															
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44															

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4 -Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
 See the instructions for lines 45 through 50.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4 -Year Averaging Period				
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45 Lobbying nontaxable amount . . .					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots non-taxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of.

- a** Volunteers
- b** Paid staff or management (Include compensation in expenses reported on lines **c** through **h**.)
- c** Media advertisements
- d** Mailings to members, legislators, or the public .
- e** Publications, or published or broadcast statements
- f** Grants to other organizations for lobbying purposes
- g** Direct contact with legislators, their staffs, government officials, or a legislative body
- h** Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i** Total lobbying expenditures (add lines **c** through **h**.)

Yes	No	Amount

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Statement 1
Form 990, Part I, Line 8
Net Gain (Loss) from Noninventory Sales

Publicly Traded Securities

Gross Sales Price: 4,975,544.
 Cost or Other Basis: 4,388,512.

Total Gain (Loss) Publicly Traded Securities \$ 587,032.

Other Assets

Description: SALE OF CAMP ASSETS
 Date Acquired: Various
 How Acquired: Purchase
 Date Sold: 7/26/2004
 To Whom Sold:
 Gross Sales Price: 2,950,000.
 Cost or Other Basis: 1,526,173.

Gain (Loss) 1,423,827.

Total Gain (Loss) Other Assets \$ 1,423,827.

Total Net Gain (Loss) From Noninventory Sales \$ 2,010,859.

Statement 2
Form 990, Part I, Line 9
Net Income (Loss) from Special Events

<u>Special Events</u>	<u>Gross Receipts</u>	<u>Less Contri- butions</u>	<u>Gross Revenue</u>	<u>Less Direct Expenses</u>	<u>Net Income (Loss)</u>
OTHER	798,736.	0.	798,736.	179,103.	619,633.
CONSTRUCTION LUNCHEON	342,450.	0.	342,450.	29,105.	313,345.
TOYOTA INVITATIONAL GOLF	246,115.	0.	246,115.	94,870.	151,245.
STARS & STRIPES	220,750.	0.	220,750.	28,356.	192,394.
Total	<u>\$ 1608051.</u>	<u>\$ 0.</u>	<u>\$ 1608051.</u>	<u>\$ 331,434.</u>	<u>\$ 1,276,617.</u>

Statement 3
Form 990, Part I, Line 10
Gross Profit (Loss) From Sales Of Inventory

Sales of supplies and product	\$ 1,663,271.
Gross Sales	<u>\$ 1,663,271.</u>
Less Returns & Allowances	0.
Net Sales	<u>\$ 1,663,271.</u>
Less Cost Of Goods Sold	883,035.
Gross Profit From Sales Of Inventory	<u>\$ 780,236.</u>

Statement 4
Form 990, Part I, Line 16
Payments to Affiliates

Name and Address	Purpose of Payment	Amount
BOY SCOUT NATIONAL OFFICE		\$ 66,439.
	Total	\$ <u>66,439.</u>

Statement 5
Form 990, Part I, Line 20
Other Changes in Net Assets or Fund Balances

UNREALIZED LOSS ON ASSETS	\$ -113,608.
	Total \$ <u>-113,608.</u>

Statement 6
Form 990, Part III
Organization's Primary Exempt Purpose

THE BOY SCOUTS OF AMERICA WAS FOUNDED IN 1910 AND EXISTS TODAY TO SERVE OTHERS BY HELPING INSTILL VALUES IN YOUNG PEOPLE AND PREPARE THEM TO MAKE ETHICAL CHOICES DURING THEIR LIFETIME AND ACHIEVE THEIR FULL POTENTIAL. COMMUNITY-BASED ORGANIZATIONS RECEIVE NATIONAL CHARTERS TO USE THE SCOUTING PROGRAM AS PART OF THEIR OWN YOUTH WORK IN THE ORANGE COUNTY BOY SCOUTS OF AMERICA. THESE GROUPS IN OUR COUNCIL HAVE GOALS COMPATIBLE WITH THOSE OF THE BSA AND INCLUDE RELIGIOUS, EDUCATIONAL, CIVIC, FRATERNAL, BUSINESS AND LABOR GROUPS, GOVERNMENTS, CORPORATIONS, PROFESSIONAL ASSOCIATIONS AND CITIZENS' GROUPS.

OUR YOUTH PARTICIPATE IN EXCITING INDOOR/OUTDOOR ACTIVITIES FOR BOYS (AGES 7-14) AND FOR YOUNG MEN AND WOMEN (AGES 14-20). THEY ARE UNDER THE GUIDANCE OF TRAINED ADULT VOLUNTEERS, WHO HELP THEM DEVELOP THE LIFE SKILLS THEY NEED TO BECOME FUTURE LEADERS AND ACTIVE CITIZENS IN THEIR COMMUNITIES. THESE SKILLS INCLUDE INTERDEPENDENCE, ETHICAL DECISION MAKING, CONFLICT RESOLUTION, SELF-ESTEEM, LITERACY SKILLS, VALUE SYSTEM, PERSONAL GROWTH, LEADERSHIP DEVELOPMENT, SEXUAL RESPONSIBILITY, POSITIVE PEER RELATIONSHIPS, SERVICE TO OTHERS, MENTORING SKILLS, DRUG AWARENESS EDUCATION, TEAMWORK, FITNESS, POSITIVE TEEN-ADULT RELATIONSHIPS, SCHOOL-TO-WORK SKILLS, EMERGENCY PREPAREDNESS, CHARACTER EDUCATION, AND MANY MORE. OUR COUNCIL PROVIDES SERVICE TO ORANGE COUNTY. SCOUTING YOUTH NATIONAL TOTALS ARE CLOSE TO FIVE MILLION MEMBERS, WITH OVER ONE MILLION ADULT VOLUNTEERS. SCOUTING IS NATIONAL AND INTERNATIONAL. ANY YOUTH OR LEADER IS ELIGABLE TO JOIN THE SCOUTING PROGRAM IF THEY ARE WILLING TO SUBSCRIBE TO THE BSA'S DECLARATION OF RELIGIOUS PRINCIPLE, THE POLICIES AND BYLAWS OF THE BOY SCOUTS OF AMERICA, AND THE AGE/GRADE JOINING REQUIREMENTS.

OUR COUNCIL IS AN IRC SECTION 501(C) (3) NON-PROFIT ORGANIZATION FUNDED BY MANY DIFFERENT SOURCES. THESE SOURCES PROVIDE NEEDED INCOME TO SUPPORT THE COUNTY OF ORANGE, CALIFORNIA YOUTH AND LEADERS THAT WE SERVE FULL TIME. OUR COLLEGE-EDUCATED AND TRAINED PROFESSIONAL STAFF MANAGES OUR VOLUNTEERS ANNUALLY TO PROVIDE LEADERSHIP DEVELOPMENT, OPERATION OF COUNCIL FACILITIES AND NEEDED SPECIALIZED PROGRAMS. WE RECEIVE INCOME FROM TEN AREAS: ANNUAL FRIENDS OF SCOUTING CAMPAIGN, PROJECT SALES, ACTIVITIES, OUTDOOR EDUCATIONAL ENVIRONMENTAL FACILITIES, UNITED WAY, AND INVESTMENTS.

AN AUDIT IS HELD EACH YEAR, REQUESTED BY OUR COUNCIL VOLUNTEER EXECUTIVE BOARD AS PART OF OUR POLICY OF SOLID FISCAL MANAGEMENT PRACTICES.

Statement 7
Form 990, Part IV, Line 57
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value
Furniture and Fixtures	\$ 2,375,199.	\$ 0.	\$ 2,375,199.
Buildings	15,428,174.	0.	15,428,174.
Improvements	2,384,600.	0.	2,384,600.
Land	2,781,906.		2,781,906.
Miscellaneous	0.	5,122,119.	-5,122,119.
Total	<u>\$ 22,969,879.</u>	<u>\$ 5,122,119.</u>	<u>\$ 17,847,760.</u>

Statement 8
Form 990, Part IV, Line 65
Other Liabilities

CUSTODIAN ACCOUNTS	\$ 467,395.
LEASES, SALES TAX & MISC PAYABLES	17,431.
Total	<u>\$ 484,826.</u>

Statement 9
Form 990, Part IV-A, Line b(4)
Other Amounts

NET ASSETS RELEASED FROM RESTRICTIONS	\$ -34,351.
Total	<u>\$ -34,351.</u>

NOTE RECEIVABLE

On October 26, 2004, the Orange County Boy Scouts of America made an unsecured cash loan of \$200,000 to Les Baron, the new Council Scout Executive, at an interest rate of 4% per annum in connection with his relocation. Payments are to be made annually in the amount of \$40,000 on or before October 26 of each year ending in 2009 with the balance of principal and accrued interest to be paid on or before October 26, 2009. The outstanding balance at December 31, 2004 is \$160,000.

FIRST AMERICAN TRUST, FSB
Asset Details

Run on 2/16/2005 4:21:00 PM
 As of 12/31/2004
 Combined Portfolios
 Settlement Date Basis

Account: 1030217000
 BOY SCOUTS OF AMERICA ORANGE
 COUNTY COUNCIL ENDOWMENT
 FUND

Administrator: MYRON SCHUSTER @ 949-719-4528

Investment Officer: DAN AST
 Investment Authority: Sole
 Investment Objective: BALANCED

Ticker	Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH			10,710.15	10,710.15	10,710		0.08		0.00	
<u>AIG</u>	AMERICAN INTL GROUP	<u>2,565.000000</u>	65.670	155,022.69	155,022.69	168,444	13,421	1.25	770	0.46	12/31/2004
<u>AMGN</u>	AMGEN INC	<u>1,930.000000</u>	64.150	109,294.10	109,294.10	123,810	14,515	0.92		0.00	12/31/2004
<u>ADI</u>	ANALOG DEVICES	<u>2,170.000000</u>	36.920	88,543.84	88,543.84	80,116	8,427-	0.60	521	0.65	12/31/2004
<u>AMAT</u>	APPLIED MATERIALS INC	<u>5,400.000000</u>	17.100	105,651.63	105,651.63	92,340	13,312-	0.69		0.00	12/31/2004
<u>BEAS</u>	BEA SYSTEMS INC	<u>6,300.000000</u>	8.860	52,164.14	52,164.14	55,818	3,654	0.41		0.00	12/31/2004
	BLACKROCK FUND TEMPFUND			488,233.05	488,233.05	488,233		3.63	10,692	2.19	01/01/1901
<u>BSX</u>	BOSTON SCIENTIFIC CORP	<u>2,400.000000</u>	35.550	81,690.72	81,690.72	85,320	3,629	0.63		0.00	12/31/2004
<u>BNI</u>	BURLINGTON NORTHERN SANTA FE	<u>1,700.427000</u>	47.310	45,694.86	45,694.86	80,447	34,752	0.60	1,156	1.44	12/31/2004
<u>CAT</u>	CATERPILLAR INC	<u>1,000.000000</u>	97.510	90,856.10	90,856.10	97,510	6,654	0.72	1,640	1.68	12/31/2004
	CHASE MANHATTAN CORP 6% 02/15/2009	<u>500,000.000000</u>	106.678	554,360.00	554,360.00	533,390	20,970-	3.96	30,000	5.62	12/31/2004
<u>CVX</u>	CHEVRONTEXACO CORP	<u>3,700.000000</u>	52.510	148,472.08	148,472.08	194,287	45,815	1.44	5,920	3.05	12/31/2004
<u>CSCO</u>	CISCO SYSTEMS COMMON	<u>5,940.000000</u>	19.320	82,130.60	82,130.60	114,761	32,630	0.85		0.00	12/31/2004
<u>C</u>	CITIGROUP INC	<u>5,205.000000</u>	48.180	178,257.38	178,257.38	250,777	72,520	1.86	8,328	3.32	12/31/2004
<u>COST</u>	COSTCO WHOLESALE CORP	<u>3,200.000000</u>	48.410	106,935.13	106,935.13	154,912	47,977	1.15	1,280	0.83	12/31/2004
	DONALDSON LUFKIN JENRETT DTD 06/08/98 6.5% 06/01/2008	<u>500,000.000000</u>	108.200	544,055.00	544,055.00	541,000	3,055-	4.02	32,500	6.01	12/31/2004
<u>DD</u>	DU PONT (E I) DE NEMOURS	<u>2,335.000000</u>	49.050	89,132.60	89,132.60	114,532	25,399	0.85	3,269	2.85	12/31/2004
<u>ETR</u>	ENTERGY CORP	<u>1,500.000000</u>	67.590	89,700.00	89,700.00	101,385	11,685	0.75	3,240	3.20	12/31/2004
	FEDERAL HOME LOAN BANK DTD	<u>1,140,000.000000</u>	107.750	1,207,567.80	1,207,567.80	1,228,350	20,782	9.13	79,173	6.45	12/31/2004

	3/26/97 6.945% 03/26/2007										
	FEDERAL HOME LOAN BANK DTD 09/02/98 5.8% 09/02/2008	<u>300,000.000000</u>	107.094	290,667.00	290,667.00	321,282	30,615	2.39	17,400	5.42	12/31/2004
	FEDERAL HOME LOAN BANK DTD 07/15/99 6.375% 08/15/2006	<u>600,000.000000</u>	105.000	597,774.00	597,774.00	630,000	32,226	4.68	38,250	6.07	12/31/2004
	FEDERAL HOME LOAN BANK DTD 12/05/02 4.25% 11/13/2009	<u>500,000.000000</u>	101.500	540,560.00	540,560.00	507,500	33,060-	3.77	21,250	4.19	12/31/2004
	FEDERAL HOME LOAN MORTGAGE CORP DTD 10/13/98 5.125% 10/15/2008	<u>1,000,000.000000</u>	105.219	1,010,280.00	1,010,280.00	1,052,190	41,910	7.82	51,250	4.87	12/31/2004
	FEDERAL HOME LOAN MORTGAGE CORP DTD 3/12/99 5.75% 03/15/2009	<u>500,000.000000</u>	107.750	514,400.00	514,400.00	538,750	24,350	4.00	28,750	5.34	12/31/2004
<u>GE</u>	GENERAL ELECTRIC COMPANY	<u>5,800.000000</u>	36.500	179,159.88	179,159.88	211,700	32,540	1.57	5,104	2.41	12/31/2004
<u>GIS</u>	GENERAL MILLS INC	<u>2,000.000000</u>	49.710	89,493.43	89,493.43	99,420	9,927	0.74	2,480	2.49	12/31/2004
<u>GGOIX</u>	GOLDMAN SACHS GROWTH OPPORTUNITIES INST SHS FUND 1132	<u>16,941.472000</u>	22.190	333,872.64	333,872.64	375,931	42,059	2.79		0.00	12/31/2004
<u>HAINX</u>	HARBOR INTL FUND #11	<u>15,222.799000</u>	42.700	583,489.88	583,489.88	650,014	66,524	4.83	8,449	1.30	12/31/2004
<u>HDI</u>	HARLEY DAVIDSON INC	<u>2,000.000000</u>	60.750	110,444.70	110,444.70	121,500	11,055	0.90	1,000	0.82	12/31/2004
<u>HON</u>	HONEYWELL INTERNATIONAL INC	<u>2,200.000000</u>	35.410	56,007.94	56,007.94	77,902	21,894	0.58	1,815	2.33	12/31/2004
<u>INTC</u>	INTEL CORP	<u>4,885.000000</u>	23.390	99,133.74	99,133.74	114,260	15,126	0.85	1,563	1.37	12/31/2004
<u>IBM</u>	IBM CORP	<u>900.000000</u>	98.580	73,352.50	73,352.50	88,722	15,370	0.66	648	0.73	12/31/2004
<u>JSIVX</u>	JANUS SMALL CAP VALUE-INST FUND 66	<u>9,934.269000</u>	29.980	258,328.82	258,328.82	297,829	39,501	2.21	4,351	1.46	12/31/2004
<u>JCI</u>	JOHNSON CONTROLS INC	<u>1,300.000000</u>	63.440	56,355.00	56,355.00	82,472	26,117	0.61	1,300	1.58	12/31/2004
<u>LLY</u>	LILLY (ELI) & CO	<u>2,225.000000</u>	56.750	153,378.40	153,378.40	126,269	27,110-	0.94	3,382	2.68	12/31/2004
<u>KRB</u>	MBNA CORP	<u>3,200.000000</u>	28.190	56,081.50	56,081.50	90,208	34,127	0.67	1,536	1.70	12/31/2004
<u>MRO</u>	MARATHON OIL CORP	<u>1,500.000000</u>	37.610	51,405.00	51,405.00	56,415	5,010	0.42	1,680	2.98	12/31/2004
<u>MDT</u>	MEDTRONIC INC	<u>2,600.000000</u>	49.670	124,037.55	124,037.55	129,142	5,104	0.96	871	0.67	12/31/2004

<u>MER</u>	MERRILL LYNCH & CO	<u>2,665.000000</u>	59.770	117,878.72	117,878.72	159,287	41,408	1.18	1,706	1.07	12/31/2004
<u>MSFT</u>	MICROSOFT CORP	<u>3,100.000000</u>	26.720	77,365.25	77,365.25	82,832	5,467	0.62	992	1.20	12/31/2004
<u>MWD</u>	MORGAN STANLEY	<u>2,770.000000</u>	55.520	151,994.05	151,994.05	153,790	1,796	1.14	2,992	1.95	12/31/2004
<u>ORCL</u>	ORACLE SYSTEMS CORP	<u>3,600.000000</u>	13.720	38,309.50	38,309.50	49,392	11,083	0.37		0.00	12/31/2004
<u>PEP</u>	PEPSICO INC	<u>2,300.000000</u>	52.200	91,827.50	91,827.50	120,060	28,233	0.89	2,116	1.76	12/31/2004
<u>PFE</u>	PFIZER INC	<u>3,000.000000</u>	26.890	105,884.00	105,884.00	80,670	25,214	0.60	2,280	2.83	12/31/2004
<u>PX</u>	PRAXAIR INC	<u>1,400.000000</u>	44.150	56,210.00	56,210.00	61,810	5,600	0.46	840	1.36	12/31/2004
<u>PG</u>	PROCTER & GAMBLE	<u>3,550.000000</u>	55.080	148,509.47	148,509.47	195,534	47,025	1.45	3,550	1.82	12/31/2004
<u>TRMCX</u>	T ROWE PRICE MID CAP VALUE FUND #115	<u>15,016.698000</u>	22.990	320,629.25	320,629.25	345,234	24,605	2.57	1,502	0.43	12/31/2004
<u>SAP</u>	SAP AG - SPONS ADR	<u>1,345.000000</u>	44.210	51,737.57	51,737.57	59,462	7,725	0.44	250	0.42	12/31/2004
<u>SLB</u>	SCHLUMBERGER LTD	<u>1,345.000000</u>	66.950	78,227.08	78,227.08	90,048	11,821	0.67	1,009	1.12	12/31/2004
<u>SBUX</u>	STARBUCKS CORP	<u>2,005.000000</u>	62.360	50,985.01	50,985.01	125,032	74,047	0.93		0.00	12/31/2004
<u>TEVA</u>	TEVA PHARMACEUTICAL-SP ADR	<u>4,200.000000</u>	29.860	128,680.02	128,680.02	125,412	3,268	0.93	668	0.53	12/31/2004
<u>TXN</u>	TEXAS INSTRUMENTS	<u>2,500.000000</u>	24.620	53,815.50	53,815.50	61,550	7,735	0.46	250	0.41	12/31/2004
<u>TYC</u>	TYCO INTERNATIONAL LTD	<u>4,000.000000</u>	35.740	127,914.87	127,914.87	142,960	15,045	1.06	1,600	1.12	12/31/2004
<u>UTX</u>	UNITED TECHNOLOGIES CORP	<u>800.000000</u>	103.350	56,269.50	56,269.50	82,680	26,411	0.62	1,120	1.35	12/31/2004
<u>UVN</u>	UNIVISION COMMUNICATIONS CLASS A	<u>1,400.000000</u>	29.270	46,279.10	46,279.10	40,978	5,301	0.30		0.00	12/31/2004
<u>VEVRX</u>	VANGUARD EXPLORER FUND - ADMIRAL FUND #5024	<u>5,508.027000</u>	69.420	262,566.59	262,566.59	382,367	119,801	2.85		0.00	12/31/2004
<u>VINEX</u>	VANGUARD INTERNATIONAL EXPLORER FUND #126	<u>10,200.380000</u>	16.340	139,949.22	139,949.22	166,674	26,725	1.24	683	0.41	12/31/2004
<u>VIA</u>	VIACOM INC - CL B	<u>3,085.000000</u>	36.390	128,119.47	128,119.47	112,263	15,856	0.83	864	0.77	12/31/2004
<u>WB</u>	WACHOVIA CORP	<u>3,711.000000</u>	52.600	115,376.25	115,376.25	195,199	79,822	1.45	6,828	3.50	12/31/2004
<u>WMT</u>	WAL-MART STORES	<u>3,000.000000</u>	52.820	140,036.37	140,036.37	158,460	18,424	1.18	1,560	0.98	12/31/2004
<u>WFC</u>	WELLS FARGO	<u>2,715.000000</u>	62.150	111,619.94	111,619.94	168,737	57,117	1.26	5,213	3.09	12/31/2004

COMPANY											
<u>XLNX</u>	XILINX INC	<u>1,800.000000</u>	29.670	48,578.67	48,578.67	53,406	4,827	0.40	360	0.67	12/31/2004
<u>NE</u>	NOBLE CORP	<u>3,170.000000</u>	49.740	112,475.32	112,475.32	157,676	45,200	1.17		0.00	12/31/2004
Total Portfolio				12,167,932.07	12,167,932.07	13,459,161	1,291,229	100.00	405,950	3.02	



(X) 13,459,161
 P3i 171,410
 P3J 1,028,290

 14,658,861 C-1d.

FIRST AMERICAN TRUST, FSB
Asset Details

Run on 2/16/2005 4:21:25 PM

As of 12/31/2004

Combined Portfolios
 Settlement Date Basis

Account: 1030217001
FIRST AMERICAN TRUST, TRUSTEE
ORANGE CNTY BSA ENDOWMENT
FUND
GARY LAGE DONOR ADVISED GIFT
ACC

Administrator: MYRON SCHUSTER @ 949-719-4528

Investment Officer: DAN AST

Investment Authority: Sole

Investment Objective: BALANCED

Ticker	Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH			606.55	606.55	607		0.35		0.00	
	BLACKROCK FUND TEMPFUND			15,362.76	15,362.76	15,363		8.96	336	2.19	01/01/1901
<u>DODIX</u>	DODGE & COX INCOME FUND #147	<u>3,953.654000</u>	12.840	50,334.84	50,334.84	50,765	430	29.62	2,135	4.21	12/31/2004
<u>GGOIX</u>	GOLDMAN SACHS GROWTH OPPORTUNITIES INST SHS FUND 1132	<u>184.136000</u>	22.190	3,633.00	3,633.00	4,086	453	2.38		0.00	12/31/2004
<u>HAINX</u>	HARBOR INTL FUND #11	<u>114.140000</u>	42.700	4,374.99	4,374.99	4,874	499	2.84	63	1.30	12/31/2004
<u>HACAX</u>	HARBOR CAPITAL APPRECIATION FUND #12	<u>816.200000</u>	28.670	22,132.97	22,132.97	23,400	1,267	13.65	90	0.38	12/31/2004
<u>JSIVX</u>	JANUS SMALL CAP VALUE-INST FUND 66	<u>113.995000</u>	29.980	2,796.28	2,796.28	3,418	621	1.99	50	1.46	12/31/2004
<u>TRMCX</u>	T ROWE PRICE MID CAP VALUE FUND #115	<u>169.450000</u>	22.990	3,633.00	3,633.00	3,896	263	2.27	17	0.44	12/31/2004
<u>VGIAX</u>	VANGUARD GROWTH & INCOME - ADMIRAL FUND #593	<u>310.601000</u>	49.990	13,239.55	13,239.55	15,527	2,287	9.06	236	1.52	12/31/2004
<u>VEIRX</u>	VANGUARD EQUITY INCOME - ADMIRAL FUND #565	<u>455.265000</u>	49.250	19,150.78	19,150.78	22,422	3,271	13.09	564	2.52	12/31/2004
<u>VEYRX</u>	VANGUARD EXPLORER FUND - ADMIRAL FUND #5024	<u>58.488000</u>	69.420	2,471.53	2,471.53	4,060	1,589	2.37		0.00	12/31/2004
<u>VINEX</u>	VANGUARD INTERNATIONAL EXPLORER FUND #126	<u>79.738000</u>	16.340	1,094.00	1,094.00	1,303	209	0.76	5	0.41	12/31/2004
<u>VWEAX</u>	VANGUARD HIGH YIELD CORP ADM SHS FUND #529	<u>812.337000</u>	6.440	5,003.99	5,003.99	5,231	227	3.05	379	7.24	12/31/2004

VFSUX	VANGUARD SHORT TERM CORP FUND - ADM FUND #539	<u>1,544.034000</u>	10.660	16,683.30	16,683.30	16,459	224-	9.61	579	3.52	12/31/2004
Total Portfolio				160,517.54	160,517.54	171,410	10,893	100.00	4,454	2.60	



FIRST AMERICAN TRUST, FSB
Asset Details

Run on 2/16/2005 4:21:47 PM
 As of 12/31/2004
 Combined Portfolios
 Settlement Date Basis

Account: 1030217002
BOY SCOUTS OF AMERICA ORANGE
COUNTY COUNCIL
ENDOWMENT FUND STRATEGIC
RESERVE FUND

Administrator: MYRON SCHUSTER @ 949-719-4528

Investment Officer: DAN AST

Investment Authority: Sole

Investment Objective: BALANCED

Ticker	Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH									0.00	
	ASSOCIATES CORP NA DTD 06/09/95 6.625% 06/15/2005	500,000.000000	101.584	533,360.00	533,360.00	507,920	25,440-	49.39	33,125	6.52	12/31/2004
	LEHMAN BROTHERS HLDGS BROS HOLDINGS DTD 05/10/01 6.25% 05/15/2006	500,000.000000	104.074	520,620.00	520,620.00	520,370	250-	50.61	31,250	6.01	12/31/2004
Total Portfolio				1,053,980.00	1,053,980.00	1,028,290.00	25,690-	100.00	64,375	6.26	



FIRST AMERICAN TRUST, FSB
Asset Details

Run on 2/16/2005 4:22:22 PM

As of 12/31/2004
 Combined Portfolios
 Settlement Date Basis

Account: 1056661800
BSA LEARNING FOR LIFE FBO TED
AND AUDREY FONG
ENDOWMENT FUND

Administrator: MYRON SCHUSTER @ 949-719-4528

Investment Officer: DAN AST

Investment Authority: None

Investment Objective: EXCEPTION-SEE INVESTMENT NOTES

Ticker	Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH									0.00	
	BLACKROCK FUND TEMPFUND			15,142.67	15,142.67	15,143		100.00	332	2.19	01/01/1901
Total Portfolio				15,142.67	15,142.67	15,143	<i>0</i>	100.00	332	2.19	



FIRST AMERICAN TRUST, FSB

Run on 2/16/2005 4:22:41 PM

Asset Details

As of 12/31/2004

Combined Portfolios
Settlement Date Basis

Account: 1056661801
BSA OC COUNCIL ORDER OF THE
ARROW

Administrator: MYRON SCHUSTER @ 949-719-4528

Investment Officer: DAN AST

Investment Authority: None

Investment Objective: EXCEPTION-SEE INVESTMENT NOTES

Ticker	Description	Units	Price	Tax Cost	Book Value	Market Unrealized Value	Gain/Loss	% of Portfolio	Est. Income	Yield	Pricing Date
	CASH									0.00	
	BLACKROCK FUND TEMPFUND			23,648.56	23,648.56	23,649		100.00	518	2.19	01/01/1901
Total Portfolio				23,648.56	23,648.56	23,649	-10	0	100.00	518	2.19



Application for Extension of Time to File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Automatic 3-Month Extension of Time – Only submit original (no copies needed)

Form 990-T corporations requesting an automatic 6-month extension – check this box and complete Part I only.

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6-months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization BOY SCOUTS OF AMERICA ORANGE COUNTY COUNCIL INC.	Employer identification number 95-1727660
	Number, street, and room or suite number. If a P.O. box, see instructions. 3590 HARBOR GATEWAY NORTH	
	City, town or post office. For a foreign address, see instructions COSTA MESA, CA 92626	
	state	ZIP code

Check type of return to be filed (file a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

● The books are in the care of ▶ KENT W GIBBS

Telephone No. ▶ 714 546-8558 FAX No. ▶ _____

- If the organization does **not** have an office or place of business in the United States, check this box.
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) 1761. If this is for the **whole group**, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until 8/15, 20 05, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20 04 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ 0.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ 0.

c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.