Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning AUG 1, 2009 , and ending JUL 31, 2010

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label Otherwise, print or type See Specific Instructions

Name of foundation: WILLIAM M. BACKER FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: 7181 SMITTEN FARM LANE

City or town, state, and ZIP code: THE PLAINS, VA 20198

A Employer identification number: 13-3579157

B Telephone number: 540-364-2777

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (*from Part II, col (c), line 16*) ▶$ 5,403,436.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(*Part I, column (d) must be on cash basis*)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	90,110.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	202,845.	202,845.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	187,293.			
	b Gross sales price for all assets on line 6a 2,659,960.				
	7 Capital gain net income (from Part IV, line 2)		187,293.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total** Add lines 1 through 11	480,248.	390,138.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	1,500.	0.		0.
	b Accounting fees STMT 3	9,347.	0.		0.
	c Other professional fees STMT 4	42,392.	0.		0.
	17 Interest				
	18 Taxes STMT 5	952.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	180.	0.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	54,371.	0.		0.
	25 Contributions, gifts, grants paid	249,397.			249,397.
	26 **Total expenses and disbursements** Add lines 24 and 25	303,768.	0.		249,397.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	176,480.			
	b **Net investment income** (if negative enter -0-)		390,138.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2009)

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	144,431.	14,262.	14,262.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	2,260,381.	2,941,333.	3,955,569.
	c Investments - corporate bonds STMT 8	1,580,671.	1,206,368.	1,433,605.
	11 Investments - land buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,985,483.	4,161,963.	5,403,436.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,985,483.	4,161,963.	
	30 **Total net assets or fund balances**	3,985,483.	4,161,963.	
	31 **Total liabilities and net assets/fund balances**	3,985,483.	4,161,963.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,985,483.
2 Enter amount from Part I, line 27a	2	176,480.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,161,963.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,161,963.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,659,960.		2,472,667.	187,293.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				187,293.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — 187,293.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	329,672.	4,936,907.	.066777
2007	305,760.	6,842,284.	.044687
2006	244,600.	6,384,074.	.038314
2005	270,924.	5,787,248.	.046814
2004	186,890.	4,900,860.	.038134

2	**Total** of line 1, column (d)	2	.234726
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.046945
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,281,197.
5	Multiply line 4 by line 3	5	247,926.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,901.
7	Add lines 5 and 6	7	251,827.
8	Enter qualifying distributions from Part XII, line 4	8	249,397.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	7,803.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	7,803.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,803.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	8,002.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	8,002.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	199.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 199. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILLIAM M. BACKER Telephone no ▶540 364-2777

Located at ▶7181 SMITTEN FARM LANE, THE PLAINS, VA ZIP+4 ▶20198

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? [ ] Yes [X] No
(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? [ ] Yes [X] No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? [ ] Yes [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A [ ] Yes [ ] No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? [ ] Yes [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? [ ] Yes [X] No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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, other allowances
WILLIAM M. BACKER 7181 SMITTEN FARM LANE THE PLAINS, VA 20198	PRESIDENT/TREASURER 0.00	0.	0.	0.
ANN M. BACKER 7181 SMITTEN FARM LANE THE PLAINS, VA 20198	DIRECTOR 0.00	0.	0.	0.
DAVID MOLTKE-HANSEN 27 EDGEWOOD ROAD ASHVILLE, NC 28804	DIRECTOR 0.00	0.	0.	0.
GEORGIA H. HERBERT 6537 MAIN STREET THE PLAINS, VA 20198	DIRECTOR 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If 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, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person 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 IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	5,287,926.
b	Average of monthly cash balances		1b	73,695.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,361,621.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	5,361,621.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	80,424.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,281,197.
6	**Minimum investment return** Enter 5% of line 5		6	264,060.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	264,060.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 7,803.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	7,803.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	256,257.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	256,257.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	256,257.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	249,397.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	249,397.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	249,397.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				256,257.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			238,097.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 249,397.				
a Applied to 2008, but not more than line 2a			238,097.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				11,300.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				244,957.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

WILLIAM M. BACKER

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total			▶ 3a	249,397.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	202,845.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	187,293.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		390,138.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 390,138.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ [signature] | 2-2-2011 | ▶ President
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ [signature] CPA	Date 1/26/11	Check if self-employed ▶ ☐	Preparer's identifying number P00424223
Firm's name (or yours if self employed) address and ZIP code ▶ YOUNT, HYDE & BARBOUR, P.C. CPA'S P.O. BOX 467 MIDDLEBURG, VA 20118		EIN ▶ 54-1149263	Phone no. (540) 687-6381

Form **990-PF** (2009)

923822 02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

WILLIAM M. BACKER FOUNDATION, INC.

Employer identification number

13-3579157

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990 EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990 PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990 EZ, or 990-PF)

Name of organization	Employer identification number
WILLIAM M. BACKER FOUNDATION, INC.	13-3579157

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ANN BACKER 7181 SMITTEN FARM LANE THE PLAINS, VA 20198	$ 90,110.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2		$	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
WILLIAM M. BACKER FOUNDATION, INC.	13-3579157

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,300 SHS GENERAL ELECTRIC CO 1,500 SHS EXPEDITORS INTERNATIONAL OF WASHINGTON INC	$ 90,110.	VARIOUS

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
WILLIAM M. BACKER FOUNDATION, INC.	13-3579157

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	54,000 CENTERPOINT ENERGY HOUSTON ELEC LLC	P	01/02/09	01/22/10
b	50,000 STAPLES INC SR NOTE	P	01/16/09	02/24/10
c	50,000 TIME WARNER CABLE INC NT 5.4%	P	01/28/09	08/05/09
d	500 SHS BLACKROCK INC	P	VARIOUS	04/07/10
e	50,000 NATIONAL RURAL UTILS COOP FIN	P	12/23/08	10/16/09
f	5,000 SHS BLACKROCK FLOATING RATE INCOME	P	11/14/08	12/18/09
g	50,000 ALTRIA GROUP INC	P	11/18/08	02/24/10
h	50,000 TELE COMMUNICATIONS INC	P	11/12/08	10/01/09
i	50,000 PHILLIP MORRIS INLT INC	P	11/18/08	08/13/09
j	50,000 ALLEGHENY ENERGY SUPPLY	P	11/18/08	09/08/09
k	50,000 AMERICAN TOWERS INC SR. SUB NT	P	06/25/09	10/19/09
l	50,000 WEYERHAUSER CO	P	11/24/08	09/24/09
m	50,000 EMC CORP	P	12/11/08	08/07/09
n	3,000 SHS PETROLEOP BRASILEIRO SA	P	VARIOUS	10/26/09
o	50,000 CLOROX SR NOTES	P	12/05/08	08/07/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	54,000.		47,894.	6,106.
b	60,786.		51,750.	9,036.
c	53,214.		47,773.	5,441.
d	104,144.		96,422.	7,722.
e	54,080.		49,278.	4,802.
f	67,805.		53,270.	14,535.
g	58,588.		50,909.	7,679.
h	57,311.		51,000.	6,311.
i	56,226.		50,119.	6,107.
j	51,625.		47,750.	3,875.
k	50,890.		50,500.	390.
l	50,000.		47,750.	2,250.
m	56,850.		48,225.	8,625.
n	150,747.		113,646.	37,101.
o	52,833.		48,945.	3,888.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6,106.
b				9,036.
c				5,441.
d				7,722.
e				4,802.
f				14,535.
g				7,679.
h				6,311.
i				6,107.
j				3,875.
k				390.
l				2,250.
m				8,625.
n				37,101.
o				3,888.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

923591
04-24-09

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	50,000 HEWLETT PACKARD CO	P	12/05/08	08/07/09
b	1,000 SHS MONSANTO CORP	P	09/05/07	10/29/09
c	2,500 SHS MEDCO HEALTH SOLUTIONS	P	VARIOUS	07/27/10
d	750 SHS ALCON INC	P	VARIOUS	01/12/10
e	2,500 SHS RANGE RESOURCES	P	VARIOUS	07/28/10
f	45,000 ALTRIA CROUP INC	P	03/25/09	02/24/10
g	500 SHS GOLDMAN SACHS GROUP	P	VARIOUS	01/15/10
h	25,000 BRASCAN CORP NOTE	P	04/01/09	12/02/09
i	1,250 SHS LOCKHEED MARTIN CORP	P	VARIOUS	10/23/09
j	2,000 SHS QUALCOMM INC	P	VARIOUS	09/23/09
k	150 SHS VORNADO REALTY TRUST	P	VARIOUS	09/01/09
l	500 SHS VORNADO REALTY TRUST	P	VARIOUS	12/09/09
m	500 SHS VORNADO REALTY TRUST	P	VARIOUS	02/24/10
n	1,000 SHS BHP BILLITON LTD	P	06/12/09	12/24/09
o	1,175 SHS BHP BILLITON LTD	P	12/28/09	05/24/10

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	55,852.		49,781.	6,071.
b	72,439.		69,155.	3,284.
c	124,788.		148,533.	-23,745.
d	115,929.		73,860.	42,069.
e	98,507.		107,967.	-9,460.
f	51,746.		47,442.	4,304.
g	83,830.		55,082.	28,748.
h	25,054.		24,063.	991.
i	90,943.		95,819.	-4,876.
j	89,140.		88,890.	250.
k	8,528.		7,828.	700.
l	36,193.		26,112.	10,081.
m	32,695.		27,212.	5,483.
n	72,487.		59,174.	13,313.
o	62,214.		72,326.	-10,112.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6,071.
b				3,284.
c				-23,745.
d				42,069.
e				-9,460.
f				4,304.
g				28,748.
h				991.
i				-4,876.
j				250.
k				700.
l				10,081.
m				5,483.
n				13,313.
o				-10,112.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

923591
04-24-09

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr.)	(d) Date sold (mo., day, yr)
1a	1,750 SHS HSBC HOLDINGS	P	08/04/09	03/18/10
b	1,000 SHS CANADIAN NATURAL RESOURCE	P	08/06/09	05/14/10
c	6,000 SHS BANCO SANTANDER	P	10/20/09	04/13/10
d	3,500 SHS CHARLES SCHWAB CORP NEW	P	09/21/09	02/18/10
e	2,250 SHS ATLAS ENERGY INC	P	10/29/09	04/01/10
f	1,000 SHS ARCH CAPITAL GROUP LTD	P	12/29/09	04/29/10
g	3,000 SHS CORNING INC	P	01/20/10	03/08/10
h	2,500 SHS MICROSOFT CORP	P	04/13/10	06/29/10
i	2,750 SHS YAHOO INC	P	04/26/10	06/07/10
j	50,000 XTO ENERGY INC SR NOTE	P	11/26/08	09/28/09
k	KINDER MORGAN - CASH IN LIEU	P	VARIOUS	VARIOUS
l	ENBRIDGE - CASH IN LIEU	P	VARIOUS	VARIOUS
m	VORNADO REALTY TRUST- CASH IN LIEU	P	VARIOUS	VARIOUS
n	AMERICAN TOWER CORP SECURITIES LITIGATION	P	VARIOUS	09/28/09
o	TYCO INTERNATIONAL LTD SECURITIES LITIGATION	P	VARIOUS	11/17/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	89,904.		85,990.	3,914.
b	72,416.		64,695.	7,721.
c	74,063.		80,160.	-6,097.
d	61,593.		63,235.	-1,642.
e	69,651.		65,861.	3,790.
f	76,201.		71,958.	4,243.
g	53,230.		60,516.	-7,286.
h	62,539.		74,347.	-11,808.
i	41,364.		48,086.	-6,722.
j	55,705.		49,344.	6,361.
k	112.			112.
l	122.			122.
m	14.			14.
n	2,854.			2,854.
o	121.			121.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				3,914.
b				7,721.
c				-6,097.
d				-1,642.
e				3,790.
f				4,243.
g				-7,286.
h				-11,808.
i				-6,722.
j				6,361.
k				112.
l				122.
m				14.
n				2,854.
o				121.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

923591
04-24-09

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	AOL TIME WARNER SECURITIES LITIGATION	P	VARIOUS	01/13/10
b	GM SECURITIES LITIGATION	P	VARIOUS	05/24/10
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	115.			115.
b	512.			512.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				115.
b				512.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	187,293.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NEUBERGER BERMAN - ACCRUED INTEREST	-3,854.	0.	-3,854.
NEUBERGER BERMAN - DIVIDENDS	95,295.	0.	95,295.
NEUBERGER BERMAN - INTEREST	111,404.	0.	111,404.
TOTAL TO FM 990-PF, PART I, LN 4	202,845.	0.	202,845.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,500.	0.		0.
TO FM 990-PF, PG 1, LN 16A	1,500.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,347.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	9,347.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	42,392.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	42,392.	0.		0.

FORM 990-PF	TAXES		STATEMENT 5	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	952.	0.		0.
TO FORM 990-PF, PG 1, LN 18	952.	0.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT 6	
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTERED AGENT FEE	180.	0.		0.
TO FORM 990-PF, PG 1, LN 23	180.	0.		0.

FORM 990-PF CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3,000 SHS ALTRIA GROUP	26,263.	66,480.
4339 SHS ENBRIDGE ENERGY MGMT	84,082.	233,655.
4,500 SHS EXPEDITORS INTERNATIONAL	131,739.	191,880.
8,000 SHS EXXON MOBIL CORP	205,250.	477,440.
3,886 SHS GENERAL ELECTRIC COMPANY	82,191.	62,642.
1621 SHS KINDER MORGAN MGMT	30,349.	95,363.
4,000 SHS SUNCOR ENERGY	20,988.	131,800.
4,000 SHS AMERICAN TOWER CORP CL A	128,512.	184,960.
2,750 SHS NEXTERA GROUP INC	162,181.	143,825.
2,500 SHS ITC HOLDINGS CORP	162,364.	198,590.
6,500 SHS DIGITAL REALTY TRUST INC CUM PFD	145,500.	226,020.
3,000 SHS PHILLIP MORRIS INTL INC	59,846.	153,120.
2,000 SHS JOHNSON & JOHNSON	123,899.	116,180.
2,000 SHS JPMORGAN CHASE & CO	72,494.	80,560.
882 SHS VORNADO REALTY TRUST	43,132.	73,012.
2,250 SHS PARTNERRE LTD	167,873.	162,833.
6,000 SHS BANCO SANTANDER SA	86,036.	76,620.
7,500 SHS TEEKAY OFFSHORE PARTNERS LP	105,469.	172,650.
500 SHS PRAXAIR INC	39,437.	43,410.
1,750 SHS CATERPILLAR INC	99,640.	122,063.
3,250 VERISK ANALYTICS INC	90,458.	96,493.

1,000 SHS IBM	126,957.	128,400.
1,500 SHS MEAD JOHNSON NUTRITION	68,378.	79,710.
1,500 SHS VISA INC	134,286.	110,025.
1,250 SHS PALL CORP	46,465.	47,800.
1,250 OCCIDENTAL PETE CORP	99,622.	97,413.
4,000 SHS EBAY	102,833.	83,640.
7,500 SHS GOLUB CAP	105,888.	105,225.
4,250 SHS TEEKAY CORP	114,406.	117,385.
1,175 SHS UPS	74,795.	76,375.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,941,333.	3,955,569.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,000 MUELLER INDS INC	99,500.	99,125.
50,000 SHS FREEPORT MCMORAN COPPER INC	53,313.	54,245.
100,000 SHS KANSAS CITY SOUTHERN RY CO SR NOTE	100,500.	106,625.
100,000 SHS DENBURY RESOUCRES INC SR SUB NOTE	99,750.	101,250.
125,000 SHS AFFINION GROUP SR SB 11.75%	90,063.	132,188.
50,000 SHS KINDER MORGAN ENERGY PARTNERS LP SR NT	50,875.	64,871.
75,000 SHS REGENCY ENERGY PARTNERS LP SR NT	52,313.	78,563.
100,000 SHS FUND AMERICAN COS INC	73,188.	105,084.
50,000 SHS VORNADO REALTY TR CVT SENIOR DEBENTURES	40,146.	50,125.
100,000 CAPITAL ONE FINANCIAL CORP DUE 09/01/16	52,750.	108,200.
25,000 SHS BRASCAN CORP DUE 06/15/12	20,250.	26,735.
50,000 SHS CROWN CASTLE INTL CORP SR NT	50,000.	54,625.
50,000 SHS PLATINUM UNDERWRITERS FIN INC DUE 06/01/17	35,500.	53,999.
50,000 ICONIC BRAND GROUP INC DUE 6/30/12	47,313.	47,938.
125,000 SLM CORP MEDIUM DUE 4/25/11	119,563.	125,938.
75,000 KKR FINANCIAL HOLDINGS DUE 7/15/12	74,719.	75,844.
50,000 EQUINIX INC	51,500.	52,125.
100,000 NII HLDGS INC DUE 6/15/12	95,125.	96,125.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,206,368.	1,433,605.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
APPALACHIAN TRAIL CONSERVANCY 799 WASHINGTON ST HARPERS FERRY, WV 25425	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
ATOKA PRESERVATION SOCIETY P.O. BOX 90 MIDDLEBURG, VA 20118	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	200.
BULL RUN MOUNTAIN CONSERVANCY BOX 210 BROAD RUN, VA 20137	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	300.
CITIZENS FOR FAUQUIER COUNTY P.O. BOX 3486 WARRENTON, VA 20188	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
EARTH JUSTICE 426 17TH STREET OAKLAND, CA 94612	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
ENVIRONMENTAL DEFENSE FUND P.O. BOX 5055 HAGERSTOWN, MD 21741	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	300.
GOOSE CREEK ASSOCIATION MIDDLEBURG, VA 20118	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	100.
GRAYSON-JOCKEY CLUB RESEARCH FDN 821 CORPORATE DR LEXINGTON, KY 40503	NONE HORSE VETERINARY RESEARCH PURPOSES	PUBLIC CHARITY	10,000.

ISLAND PRESS 1718 CONNECTICUT AVE., SUITE 300 WASHINGTON, DC 00091148	NONE ENVIRONMENTAL PURPOSES	PUBLIC CHARITY	1,000.
JTHG PARTNERSHIP P.O. BOX 77 WATERFORD, VA 20197	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	200.
LAND TRUST OF VIRGINIA 7260 RECTORS LANE MARSHALL, VA 20115	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	850.
MOSBY HERITAGE ASSOCIATION P.O. BOX 1497 MIDDLEBURG, VA 20118	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
NATIONAL SPORTING LIBRARY INC P.O. BOX 1335 MIDDLEBURG, VA 20118	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	2,500.
PIEDMONT ENVIRONMENTAL COUNCIL P.O. BOX 460 WARRENTON, VA 20188	NONE ENVIRONMENTAL PURPOSES	PUBLIC CHARITY	17,547.
PIEDMONT FOUNDATION P.O. BOX 460 WARRENTON, VA 20188	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	175,000.
PROJECT VOTE SMART 737 1/2 8TH STREET WASHINGTON, DC 20003	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	100.
SIERRA CLUB 85 SECOND STREET, 2ND FLOOR SAN FRANCISCO, CA 94105	NONE ENVIRONMENTAL PURPOSES	PUBLIC CHARITY	400.
THE AMERICAN CATHEDRAL IN PARIS 23 AVENUE GEORGE V PARIS CE	NONE RELIGIOUS PURPOSES	PUBLIC CHARITY	1,000.

THE ANTHONY TRUST ASSOCIATION P.O. BOX 205471 NEW HAVEN, CT 065205471	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	15,250.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE ENVIRONMENTAL PURPOSES	PUBLIC CHARITY	200.
THE PLAINS VOLUNTEER FIRE & RESCUE 4620 LOUDOUN AVE. THE PLAINS, VA 20198	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	500.
UNION OF CONCERNED SCIENTISTS P.O. BOX 9105 CAMBRIDGE, MA 022389105	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	100.
VIRGINIA OUTDOORS FOUNDATION 324 WATERLOO STREET WARRENTON, VA 0186	NONE ENVIRONMENTAL PURPOSES	PUBLIC CHARITY	200.
VIRGINIA PUBLIC ACCESS PROJECT 530 EAST MAIN STREET SUITE, RI HMOND	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	200.
ST. ANTHONY EDUCATIONAL FUND P.O BOX 4633 CHAPEL HILL, NC 27515	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	200.
BUCHANAN HALL 8549 JOHN S MOSBY HIGHWAY UPPERVILLE, VA 20184	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	500.
THE BARNS OF ROSE HILL P.O BOX 738 BERRYVILE, VA 22611	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	2,000.
THE NATURAL RESOURCE COUNCIL OF MAINE 3 WADE STREET AUGUSTA, ME 04330	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	2,500.

RACING MEDICATION & TEST CONSORTIUM 821 CORPORATE DR LEXINGTON, KY 40503	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
FAUQUIER SPCA P.O BOX 733 WARRENTON, VA 20188	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
PENINSULA AMBULANCE CORPS, INC P.O BOX 834 BLUE HILL, ME 04614	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND TOPSHAM, ME 04086	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	500.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
VIRGINIA SHERIFF'S INSTITUTE 701 EAST FRANKLIN STREET RICHMOND, VA 23219	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
RACETRACK CHAPLAINCY OF AMERICA 400 EAST COLLEGE STREET GEORGETOWN, KY 40324	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
ST. ANTHONY HALL 133 CHANCELLOR STREET CHARLOTTESVILLE, VA 22901	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	300.
OCEAN CONSERVANCY P.O. BOX 12860 MARINA DEL RAY, CA 90295	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 22512	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.

CAPITAL HOSPICE 10530 LINDEN LAKE PLAZA MANASSAS, VA 20109	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	10,000.
OLD DOMINION BAPTIST CHURCH 9560 LINTON HALL ROAD BRISTOW, VA 20136	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
THE NATIONAL URBAN TECHNOLOGY CENTER 80 MAIDEN LANE, SUITE 606 NEW YORK, NY 10038	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	1,250.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			249,397.

Form **8868** (Rev January 2011) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- 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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	WILLIAM M. BACKER FOUNDATION, INC.	13-3579157
	Number, street, and room or suite no If a P O box, see instructions 7181 SMITTEN FARM LANE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions THE PLAINS, VA 20198	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990 BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990 PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ WILLIAM M. BACKER 7181 SMITTEN FARM LANE, THE PLAINS, VA - 20198

  Telephone No ▶ 540 364-2777 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) ______ 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 is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until MARCH 15, 2011 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [ ] calendar year ______ or

▶ [X] tax year beginning AUG 1, 2009 , and ending JUL 31, 2010

2 If the tax year entered in line 1 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	3a	$ 3,901.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 8,002.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 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

LHA **For Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2011)

923841 01-03-11