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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

2010

For calendar year 2010, or tax year beginning AUG 1, 2010 , and ending JUL 31, 2011

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

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

A Employer identification number: 13-3579157

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

Room/suite:

B Telephone number: 540-364-2777

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

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 ▶☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 6,193,210.

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

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

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	149,935.		N/A	
2 Check ▶☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	2.	2.		STATEMENT 2
4 Dividends and interest from securities	210,355.	210,355.		STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	227,345.			STATEMENT 1
b Gross sales price for all assets on line 6a 2,984,227.				
7 Capital gain net income (from Part IV, line 2)		321,588.		
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	587,637.	531,945.		
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 4	5,481.	0.		0.
b Accounting fees STMT 5	9,565.	0.		0.
c Other professional fees STMT 6	47,670.	47,670.		0.
17 Interest				
18 Taxes STMT 7	662.	662.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 8	100.	0.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	63,478.	48,332.		0.
25 Contributions, gifts, grants paid	247,218.			247,218.
26 **Total expenses and disbursements.** Add lines 24 and 25	310,696.	48,332.		247,218.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	276,941.			
b **Net investment income** (if negative, enter -0-)		483,613.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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023501 12-07-10 LHA For Paperwork Reduction Act Notice, see the instructions.

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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	14,262.	14,318.	14,318.
	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 9	2,941,333.	3,335,060.	4,925,332.
	c Investments - corporate bonds STMT 10	1,206,368.	1,089,526.	1,253,560.
	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)	4,161,963.	4,438,904.	6,193,210.
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	4,161,963.	4,438,904.	
	30 Total net assets or fund balances	4,161,963.	4,438,904.	
	31 Total liabilities and net assets/fund balances	4,161,963.	4,438,904.	

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	4,161,963.
2 Enter amount from Part I, line 27a	2	276,941.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,438,904.
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	4,438,904.

Form 990-PF (2010)

023511
12-07-10

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	2,984,227.		2,662,639.	321,588.

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				321,588.

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** 321,588.

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))
2009	249,397.	5,281,197.	.047224
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

2	**Total** of line 1, column (d)	2	.243816
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	.048763
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	6,072,031.
5	Multiply line 4 by line 3	5	296,090.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,836.
7	Add lines 5 and 6	7	300,926.
8	Enter qualifying distributions from Part XII, line 4	8	247,218.

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			1	9,672.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
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	9,672.
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	9,672.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	7,804.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,300.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	10,104.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	12.
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	420.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶	420.	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 2010 or the taxable year beginning in 2010 (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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 2010 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 2010.)* 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 2010?	4b		X

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 ☒ 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 ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ 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 ☒ 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 ☒ 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 ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 ☒ 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	6,033,099.
b	Average of monthly cash balances	1b	131,399.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,164,498.
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	6,164,498.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	92,467.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,072,031.
6	**Minimum investment return** Enter 5% of line 5	6	303,602.

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	303,602.
2a	Tax on investment income for 2010 from Part VI, line 5 — 2a: 9,672.		
b	Income tax for 2010 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	9,672.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	293,930.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	293,930.
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	293,930.

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	247,218.
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	247,218.
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	247,218.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				293,930.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			244,957.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 247,218.				
a Applied to 2009, but not more than line 2a			244,957.	
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 2010 distributable amount				2,261.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (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 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				291,669.
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 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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 ▶ [X] 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 11				
Total			▶ 3a	247,218.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	2.	
4 Dividends and interest from securities			14	210,355.	
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	227,345.	
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.		437,702.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 437,702.

(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).

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12-07-10

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 of officer or trustee: [signature] Date: Jan 18, 2012 Title: Pres.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT B. DALE, III, CPA	[signature]	1/18/12		P01269659

Firm's name ▶ YOUNT, HYDE & BARBOUR, P.C. CPA'S — Firm's EIN ▶ 54-1149263

Firm's address ▶ P.O. BOX 467 MIDDLEBURG, VA 20118 — Phone no. (540) 687-6381

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

2010

Name of the organization	Employer identification number
WILLIAM M. BACKER FOUNDATION, INC.	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	$ 149,935.	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)
		$	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	1,050 SHS PPG INDUSTRIES, INC 800 SHS AIR PRODUCTS & CHEMICALS, INC	$ 149,935.	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: WILLIAM M. BACKER FOUNDATION, INC.

Employer identification number: 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	50,000 SHS FREEPORT MCMORAN COPPER INC	P	02/28/07	04/01/11
b	2,750 SHS FREEPORT MCMORAN COPPER INC	P	VARIOUS	05/16/11
c	250 SHS NEXTERA ENERGY	P	04/16/07	01/27/11
d	75,000 SHS REGENCY ENERGY PARTNER LP FIN CORP	P	12/16/08	10/25/10
e	500 SHS EXPEDITORS INTERNATIONAL OF WASHINGTON IN	P	11/02/04	08/19/10
f	919 SHS ENBRIDGE ENERGY MANAGEMENT	P	10/25/02	VARIOUS
g	1,000 SHS EXPEDITORS INTERNATIONAL OF WASHINGTON	P	11/02/04	07/28/11
h	2,000 SHS JOHNSON & JOHNSON	P	10/24/08	01/28/11
i	2,000 SHS JPMORGAN CHASE	P	VARIOUS	VARIOUS
j	100,000 SHS DENBURY RESOURCES INC	P	01/28/08	02/17/11
k	6,000 SHS DIGITAL REALTY TRUST INC	P	02/06/08	11/16/10
l	3,425 SHS HEWLETT PACKARD CO	P	05/16/11	05/25/11
m	25,000 SHS BRASCAN CORP	P	03/05/09	08/17/10
n	600 SHS PARTNERRE LTD	P	08/04/09	12/10/10
o	1,650 SHS PARTNERRE LTD	P	VARIOUS	12/10/10

	(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	52,063.		53,313.	-1,250.
b	132,955.		134,137.	-1,182.
c	13,581.		15,456.	-1,875.
d	78,570.		52,313.	26,257.
e	20,490.		12,716.	7,774.
f	49,454.		17,510.	31,944.
g	47,679.		23,013.	24,666.
h	121,749.		123,899.	-2,150.
i	75,893.		74,835.	1,058.
j	100,625.		99,750.	875.
k	197,097.		145,500.	51,597.
l	124,102.		140,593.	-16,491.
m	26,644.		20,250.	6,394.
n	46,499.		41,080.	5,419.
o	127,873.		126,794.	1,079.

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				-1,250.
b				-1,182.
c				-1,875.
d				26,257.
e				7,774.
f				31,944.
g				24,666.
h				-2,150.
i				1,058.
j				875.
k				51,597.
l				-16,491.
m				6,394.
n				5,419.
o				1,079.

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	

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05-01-10

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	6,000 SHS BANCO SANTANDER SA	P	10/20/09	12/02/10
b	50,000 SHS ICONIX BRAND GROUP	P	09/24/09	10/13/10
c	100,000 SHS SLM MEDIUM TERM NTS	P	09/28/09	11/04/10
d	25,000 SHS SLM MEDIUM TERM NTS	P	12/08/09	11/04/10
e	1,750 SHS VERISK ANALYTICS INC	P	10/27/09	07/28/11
f	1,500 SHS MEAD JOHNSON NUTRITION	P	01/15/10	11/19/10
g	2,250 SHS OCCIDENTAL PETE CORP	P	VARIOUS	02/03/11
h	4,000 SHS EBAY INC	P	VARIOUS	12/17/10
i	3,000 SHS EBAY INC	P	05/10/11	VARIOUS
j	5,000 SHS COCA COLA ENTERPRISES	P	08/02/10	VARIOUS
k	1,100 SHS CUMMINS INC	P	11/05/10	03/10/11
l	1,850 SHS DEERE & CO	P	VARIOUS	05/09/11
m	1,000 SHS SCHLUMBERGER LTD	P	VARIOUS	03/30/11
n	1,000 SHS EOG RES INC	P	VARIOUS	07/15/11
o	TYCO INT SECURITIES LITIGATION	P	VARIOUS	09/13/10

	(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	58,107.		86,036.	-27,929.
b	48,688.		47,313.	1,375.
c	101,355.		94,750.	6,605.
d	25,339.		24,813.	526.
e	57,976.		48,708.	9,268.
f	90,381.		68,378.	22,003.
g	215,931.		194,779.	21,152.
h	122,337.		102,833.	19,504.
i	86,282.		99,372.	-13,090.
j	122,098.		92,750.	29,348.
k	109,842.		99,247.	10,595.
l	172,987.		152,127.	20,860.
m	86,703.		81,739.	4,964.
n	99,471.		111,350.	-11,879.
o	11.			11.

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				-27,929.
b				1,375.
c				6,605.
d				526.
e				9,268.
f				22,003.
g				21,152.
h				19,504.
i				-13,090.
j				29,348.
k				10,595.
l				20,860.
m				4,964.
n				-11,879.
o				11.

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	

023591
05-01-10

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	GM SECURITIES LITIGATION	P	VARIOUS	12/02/10
b	65,000 SHS ONEBEACON US HLDG INC	P	VARIOUS	04/21/11
c	50,000 SHS VORNADO REALTY TRUST CVT	P	11/13/08	08/17/10
d	316 SHS PPG INDUSTRIES INC	D	02/14/91	03/15/11
e	800 SHS AIR PRODUCTS & CHEMICALS INC	D	02/14/91	03/15/11
f	1,500 SHS VISA IN	P	VARIOUS	VARIOUS
g	5,000 SHS COCA COLA ENTERPRISES EXCHANGE	P	08/02/10	10/04/10
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	58.			58.
b	69,875.		47,506.	22,369.
c	50,250.		40,146.	10,104.
d	27,403.		903.	26,500.
e	70,775.		4,444.	66,331.
f	103,084.		134,286.	-31,202.
g	50,000.		50,000.	0.
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				58.
b				22,369.
c				10,104.
d				26,500.
e				66,331.
f				-31,202.
g				0.
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	321,588.
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

023591
05-01-10

FORM 990-PF — GAIN OR (LOSS) FROM SALE OF ASSETS — STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 SHS FREEPORT MCMORAN COPPER INC	PURCHASED	02/28/07	04/01/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
52,063.	53,313.	0.	0.	-1,250.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,750 SHS FREEPORT MCMORAN COPPER INC	PURCHASED	VARIOUS	05/16/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
132,955.	134,137.	0.	0.	-1,182.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS NEXTERA ENERGY	PURCHASED	04/16/07	01/27/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,581.	15,456.	0.	0.	-1,875.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75,000 SHS REGENCY ENERGY PARTNER LP FIN CORP	PURCHASED	12/16/08	10/25/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78,570.	52,313.	0.	0.	26,257.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS EXPEDITORS INTERNATIONAL OF WASHINGTON INC	PURCHASED	11/02/04	08/19/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,490.	12,716.	0.	0.	7,774.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
919 SHS ENBRIDGE ENERGY MANAGEMENT	PURCHASED	10/25/02	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,454.	17,510.	0.	0.	31,944.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 SHS EXPEDITORS INTERNATIONAL OF WASHINGTON INC	PURCHASED	11/02/04	07/28/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,679.	23,013.	0.	0.	24,666.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,000 SHS JOHNSON & JOHNSON	PURCHASED	10/24/08	01/28/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
121,749.	123,899.	0.	0.	-2,150.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,000 SHS JPMORGAN CHASE	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
75,893.	74,835.	0.	0.	1,058.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 SHS DENBURY RESOURCES INC	PURCHASED	01/28/08	02/17/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,625.	99,750.	0.	0.	875.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6,000 SHS DIGITAL REALTY TRUST INC	PURCHASED	02/06/08	11/16/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
197,097.	145,500.	0.	0.	51,597.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,425 SHS HEWLETT PACKARD CO	PURCHASED	05/16/11	05/25/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
124,102.	140,593.	0.	0.	-16,491.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25,000 SHS BRASCAN CORP	PURCHASED	03/05/09	08/17/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,644.	20,250.	0.	0.	6,394.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
600 SHS PARTNERRE LTD	PURCHASED	08/04/09	12/10/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46,499.	41,080.	0.	0.	5,419.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,650 SHS PARTNERRE LTD	PURCHASED	VARIOUS	12/10/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
127,873.	126,794.	0.	0.	1,079.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6,000 SHS BANCO SANTANDER SA	PURCHASED	10/20/09	12/02/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58,107.	86,036.	0.	0.	-27,929.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 SHS ICONIX BRAND GROUP	PURCHASED	09/24/09	10/13/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,688.	47,313.	0.	0.	1,375.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100,000 SHS SLM MEDIUM TERM NTS	PURCHASED	09/28/09	11/04/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
101,355.	94,750.	0.	0.	6,605.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25,000 SHS SLM MEDIUM TERM NTS	PURCHASED	12/08/09	11/04/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,339.	24,813.	0.	0.	526.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,750 SHS VERISK ANALYTICS INC	PURCHASED	10/27/09	07/28/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57,976.	48,708.	0.	0.	9,268.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,500 SHS MEAD JOHNSON NUTRITION	PURCHASED	01/15/10	11/19/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
90,381.	68,378.	0.	0.	22,003.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,250 SHS OCCIDENTAL PETE CORP	PURCHASED	VARIOUS	02/03/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
215,931.	194,779.	0.	0.	21,152.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4,000 SHS EBAY INC	PURCHASED	VARIOUS	12/17/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
122,337.	102,833.	0.	0.	19,504.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3,000 SHS EBAY INC	PURCHASED	05/10/11	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
86,282.	99,372.	0.	0.	-13,090.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5,000 SHS COCA COLA ENTERPRISES	PURCHASED	08/02/10	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
122,098.	92,750.	0.	0.	29,348.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,100 SHS CUMMINS INC	PURCHASED	11/05/10	03/10/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
109,842.	99,247.	0.	0.	10,595.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,850 SHS DEERE & CO	PURCHASED	VARIOUS	05/09/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
172,987.	152,127.	0.	0.	20,860.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 SHS SCHLUMBERGER LTD	PURCHASED	VARIOUS	03/30/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
86,703.	81,739.	0.	0.	4,964.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,000 SHS EOG RES INC	PURCHASED	VARIOUS	07/15/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
99,471.	111,350.	0.	0.	-11,879.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TYCO INT SECURITIES LITIGATION	PURCHASED	VARIOUS	09/13/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11.	0.	0.	0.	11.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GM SECURITIES LITIGATION	PURCHASED	VARIOUS	12/02/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
58.	0.	0.	0.	58.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
65,000 SHS ONEBEACON US HLDG INC	PURCHASED	VARIOUS	04/21/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69,875.	47,506.	0.	0.	22,369.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50,000 SHS VORNADO REALTY TRUST CVT	PURCHASED	11/13/08	08/17/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,250.	40,146.	0.	0.	10,104.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
316 SHS PPG INDUSTRIES INC	DONATED	02/14/91	03/15/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,403.	27,862.	0.	0.	-459.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
800 SHS AIR PRODUCTS & CHEMICALS INC	DONATED	02/14/91	03/15/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70,775.	71,728.	0.	0.	-953.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1,500 SHS VISA IN	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
103,084.	134,286.	0.	0.	-31,202.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5,000 SHS COCA COLA ENTERPRISES EXCHANGE	PURCHASED	08/02/10	10/04/10

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,000.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	227,345.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
THE FAUQUIER BANK	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NEUBERGER BERMAN - ACCRUED INTEREST	-6,576.	0.	-6,576.
NEUBERGER BERMAN - DIVIDENDS	119,401.	0.	119,401.
NEUBERGER BERMAN - INTEREST	97,530.	0.	97,530.
TOTAL TO FM 990-PF, PART I, LN 4	210,355.	0.	210,355.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	5,481.	0.		0.
TO FM 990-PF, PG 1, LN 16A	5,481.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	9,565.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	9,565.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	47,670.	47,670.		0.
TO FORM 990-PF, PG 1, LN 16C	47,670.	47,670.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	662.	662.		0.
TO FORM 990-PF, PG 1, LN 18	662.	662.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTERED AGENT FEE	100.	0.		0.
TO FORM 990-PF, PG 1, LN 23	100.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3,000 SHS ALTRIA GROUP	26,263.	78,900.
7,350 SHS ENBRIDGE ENERGY MGMT	66,572.	219,030.
3,000 SHS EXPEDITORS INTERNATIONAL	96,009.	143,160.
8,000 SHS EXXON MOBIL CORP	205,250.	638,320.
3,886 SHS GENERAL ELECTRIC COMPANY	82,191.	69,598.
2,423 SHS KINDER MORGAN MGMT	30,349.	106,470.
4,000 SHS SUNCOR ENERGY	20,988.	152,880.
4,000 SHS AMERICAN TOWER CORP CL A	128,512.	210,120.
2,500 SHS NEXTERA ENERGY INC	146,724.	138,125.
3,500 SHS ITC HOLDINGS CORP	162,364.	245,910.
6,500 SHS DIGITAL REALTY TRUST INC CUM PFD	0.	0.
3,000 SHS PHILLIP MORRIS INTL INC	59,846.	213,510.
2,000 SHS JOHNSON & JOHNSON	0.	0.
2,000 SHS JPMORGAN CHASE & CO	0.	0.
882 SHS VORNADO REALTY TRUST	42,184.	82,511.
2,250 SHS PARTNERRE LTD	0.	0.
6,000 SHS BANCO SANTANDER SA	0.	0.
7,500 SHS TEEKAY OFFSHORE PARTNERS LP	111,682.	214,575.
1,500 SHS PRAXAIR INC	131,620.	155,460.
1,750 SHS CATERPILLAR INC	99,640.	172,883.
1,500 SHS VERISK ANALYTICS INC	41,750.	49,950.
1,000 SHS IBM	126,957.	181,850.
1,500 SHS MEAD JOHNSON NUTRITION	0.	0.
1,250 SHS VISA INC	110,491.	106,925.
3,000 SHS PALL CORP	148,256.	148,740.
1,250 SHS OCCIDENTAL PETE CORP	0.	0.
4,000 SHS EBAY	0.	0.
7,500 SHS GOLUB CAP	105,888.	117,375.
4,250 SHS TEEKAY CORP	114,406.	117,938.
3,000 SHS UPS	207,694.	207,660.
2,500 SHS SEASPAN CORPORATION	62,500.	67,925.
1,500 SHS 3M COMPANY	138,884.	130,710.
1,150 SHS BLACKROCK INC	199,694.	205,229.
825 SHS BORG WARNER AUTOMOTIVE INC	51,044.	65,687.

800 SHS CABOT OIL & GAS	52,741.	59,264.
2,000 SHS DISCOVERY COMMUNICATIONS	78,003.	72,060.
7,500 SHS EL PASO CORPORATION	146,801.	154,125.
1,350 SHS JB HUNT TRANSPORT SERVICES	47,584.	61,074.
1,250 SHS MONSANTO CO	68,973.	91,850.
1,500 SHS POTASH CORP OF SASKATCHEWAN IN CANADIAN	74,205.	86,715.
5,000 SHS STARWOOD PROPERTY TRUST INC	98,650.	97,000.
734 SHS PPG INDUSTRIES	50,345.	61,803.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,335,060.	4,925,332.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100,000 SHS MUELLER INDS INC	99,500.	99,375.
50,000 SHS FREEPORT MCMORAN COPPER INC	0.	0.
100,000 SHS KANSAS CITY SOUTHERN RY CO SR NOTE	100,500.	107,500.
100,000 SHS DENBURY RESOUCRES INC SR SUB NOTE	0.	0.
125,000 SHS AFFINION GROUP SR SB 11.75%	90,063.	128,438.
50,000 SHS KINDER MORGAN ENERGY PARTNERS LP SR NT	50,875.	65,396.
75,000 SHS REGENCY ENERGY PARTNERS LP SR NT	82,875.	83,906.
35,000 SHS ONEBEACON US HLDG INC	25,681.	36,587.
50,000 SHS VORNADO REALTY TR CVT SENIOR DEBENTURES	0.	0.
100,000 SHS CAPITAL ONE FINANCIAL CORP DUE 09/01/16	52,750.	112,237.
25,000 SHS BRASCAN CORP DUE 06/15/12	0.	0.
50,000 SHS CROWN CASTLE INTL CORP SR NT	50,000.	54,750.
50,000 SHS PLATINUM UNDERWRITERS FIN INC DUE 06/01/17	35,500.	54,746.
50,000 SHS ICONIC BRAND GROUP INC DUE 6/30/12	0.	0.
125,000 SHS SLM CORP MEDIUM DUE 4/25/11	0.	0.
75,000 SHS KKR FINANCIAL HOLDINGS DUE 7/15/12	74,719.	78,375.
50,000 SHS EQUINIX INC	51,500.	55,000.
100,000 SHS NII HLDGS INC DUE 6/15/12	95,125.	100,125.
50,000 SHS CITI GROUP	50,563.	50,125.
50,000 SHS FORD MTR CR CO LLC	57,500.	57,406.
50,000 SHS HCA INC	53,875.	53,344.
100,000 SHS NIELSEN FIN LLC	118,500.	116,250.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,089,526.	1,253,560.

FORM 990-PF — GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR — STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ATOKA PRESERVATION SOCIETY P.O. BOX 90 MIDDLEBURG, VA 20118	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	150.
BUCHANAN HALL 8549 JOHN S MOSBY HIGHWAY UPPERVILLE, VA 20184	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	500.
BULL RUN MOUNTAIN CONSERVANCY BOX 210 BROAD RUN, VA 20137	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	300.
CHEETAH CONSERVATION FUND P.O. BOX 2496 ALEXANDRIA, VA 22301	NONE ENVIRONMENTAL PURPOSES	PUBLIC CHARITY	300.
CITIZENS FOR FAUQUIER COUNTY P.O. BOX 3486 WARRENTON, VA 20188	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	500.
EARTH JUSTICE 426 17TH STREET OAKLAND, CA 94612	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
ENVIRONMENTAL DEFENSE FUND P.O. BOX 5055 HAGERSTOWN, MD 217415055	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	300.

EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LANE ALEXANDRIA, VA 22302	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	1,000.
FAUQUIER SPCA P.O BOX 733 WARRENTON, VA 20188	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
GRACE EPISCOPAL CHURCH P.O. BOX 32 THE PLAINS, VA 20198	NONE RELIGIOUS PURPOSES	PUBLIC CHARITY	15,000.
GRAYSON-JOCKEY CLUB RESEARCH FDN 821 CORPORATE DR LEXINGTON, KY 40503	NONE HORSE VETERINARY RESEARCH PURPOSES	PUBLIC CHARITY	10,000.
GREAT MEADOWS FOUNDATION 5089 OLD TAVERN ROAD THE PLAINS, VA 20198	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	408.
ISLAND PRESS 1718 CONNECTICUT AVE., SUITE 300 WASHINGTON, DC 00091148	NONE ENVIRONMENTAL PURPOSES	PUBLIC CHARITY	2,500.
LAND TRUST OF VIRGINIA 7260 RECTORS LANE MARSHALL, VA 20115	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	500.
MACULAR DEGENERATION RESEARCH 22512 GATEWAY CENTER DRIVE CLARKSBURG, MD 22512	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
MOSBY HERITAGE ASSOCIATION P.O. BOX 1497 MIDDLEBURG, VA 20118	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	750.
NATIONAL MUSEUM OF RACING UNION AVENUE SARATOGA SPRINGS, NY 12866	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	400.

NATIONAL SPORTING LIBRARY INC P.O. BOX 1335 MIDDLEBURG, VA 20118	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	3,500.
NATURAL RESOURCES DEFENSE COUNCIL P.O. BOX 96048 WASHINGTON, DC 20090	NONE ENVIRONMENTAL PURPOSES	PUBLIC CHARITY	1,000.
PENINSULA AMBULANCE CORPS, INC P.O BOX 834 BLUE HILL, ME 04614	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
PIEDMONT ENVIRONMENTAL COUNCIL P.O. BOX 460 WARRENTON, VA 20188	NONE ENVIRONMENTAL PURPOSES	PUBLIC CHARITY	10,000.
PIEDMONT FOUNDATION P.O. BOX 460 WARRENTON, VA 20188	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	110,000.
PLANNED PARENTHOOD 810 SEVENTH AVE NEW YORK, NY 10019	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	500.
PROJECT VOTE SMART PHILIPSBURG, MT 59858	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	350.
RACETRACK CHAPLAINCY OF AMERICA 400 EAST COLLEGE STREET GEORGETOWN, KY 40324	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
SIERRA CLUB 85 SECOND STREET, 2ND FLOOR SAN FRANCISCO, CA 94105	NONE ENVIRONMENTAL PURPOSES	PUBLIC CHARITY	250.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE. MONTGOMERY, AL 36104	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	1,000.

ST. ANTHONY HALL 133 CHANCELLOR STREET CHARLOTTESVILLE, VA 22901	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	800.
THE FAUQUIER HISTORICAL SOCIETY P.O. BOX 675 WARRENTON, VA 20188	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
THE JOCKEY CLUB FOUNDATION 40 E. 52ND ST. NEW YORK, NY 10022	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
THE NATURAL RESOURCE COUNCIL OF MAINE 3 WADE STREET AUGUSTA, ME 04330	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	10,000.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE ENVIRONMENTAL PURPOSES	PUBLIC CHARITY	200.
THE PLAINS COMMUNITY LEAGUE 6473 MAIN ST. THE PLAINS, VA 20198	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	1,250.
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	300.
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	150.

VIRGINIA TECH FOUNDATION P.O. BOX 1938 LEESBURG, VA 20177	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	200.
WAMU 4000 BRANDYWINE ST. NW WASHINGTON, DC 00168082	NONE EDUCATIONAL PURPOSES	PUBLIC CHARITY	200.
NEGATIVE POPULATION GROWTH 2861 DUKE STREET SUITE 36 ALEXANDRIA, VA 22314	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	200.
THE VIRGINIA CHAPTER OF THE AMERICAN CHESTNUT FOUNDATION (VA TACF) - PO BOX 158 MARSHALL, VA 20116	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	600.
COMMUNITY MUSIC SCHOOL PO BOX 442, 9110 JOHN MOSBY HWY UPPERVILLE, VA 20185	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	500.
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
SHENANDOAH NATIONAL PARK 3655 US HWY 211 E LURAY, VA 22835	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	860.
FRIENDS OF WESTON PO BOX 239 WARRENTON, VA 20188	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
ASPCA 424 E. 92 ST. NEW YORK, VA 10128	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	100.
MUSEUM OF HOUNDS & HUNTING PO BOX 6228 LEESBURG, VA 20178	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	250.

WENDY HILL FOUNDATION PO BOX 1593 MIDDLEBURG, VA 20118	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	50,000.
CAPITAL HOSPICE 2900 TELESTAR CT FALLS CHURCH, VA 22042	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	10,000.
FRACTURED ATLAS 248 W. 35TH STREET, 10TH FLOOR NEW YORK, NY 10001	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	300.
SURRY VOLUNTEER FIRE DEPT 25 BANK STREET SURRY, VA 23883	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	500.
FRUIT DE L'AMOUR DE CHRIST FOUNDATION 14068 HAWKEYE RUN CT BRISTOW, VA 20136	NONE CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			247,218.

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
	WILLIAM M. BACKER FOUNDATION, INC.	13-3579157
File by the due date for filing your return See instructions	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, 2012 , 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, 2010 , and ending JUL 31, 2011

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	$ 10,104.
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	$ 7,804.
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	$ 2,300.

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