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

2011

For calendar year 2011 or tax year beginning AUG 1, 2011 , and ending JUL 31, 2012

Name of foundation		A Employer identification number
WILLIAM M. BACKER FOUNDATION, INC.		13-3579157
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number
7181 SMITTEN FARM LANE		540-364-2777
City or town, state, and ZIP code		C If exemption application is pending, check here ▶ [ ]
THE PLAINS, VA 20198		

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

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)* ▶$ 6,541,345.

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	50,314.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3.	3.		STATEMENT 2
	4 Dividends and interest from securities	209,426.	209,426.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	139,173.			STATEMENT 1
	b Gross sales price for all assets on line 6a 3,073,351.				
	7 Capital gain net income (from Part IV, line 2)		228,228.		
	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	398,916.	437,657.		
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	2,340.	0.		0.
	b Accounting fees STMT 5	9,178.	0.		0.
	c Other professional fees STMT 6	47,546.	47,540.		0.
	17 Interest				
	18 Taxes STMT 7	12,142.	590.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	4.	4.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	71,210.	48,134.		0.
	25 Contributions, gifts, grants paid	296,150.			296,150.
	26 **Total expenses and disbursements** Add lines 24 and 25	367,360.	48,134.		296,150.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	31,556.			
	b **Net investment income** (if negative, enter -0-)		389,523.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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P 8

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	14,318.	175,436.	175,436.
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	3,335,060.	3,380,010.	5,317,218.
c	Investments - corporate bonds STMT 10	1,089,526.	915,014.	1,048,691.
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)	4,438,904.	4,470,460.	6,541,345.
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 ▶ ☒ 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	4,438,904.	4,470,460.	
30	**Total net assets or fund balances**	4,438,904.	4,470,460.	
31	**Total liabilities and net assets/fund balances**	4,438,904.	4,470,460.	

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	4,438,904.
2	Enter amount from Part I, line 27a	2	31,556.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,470,460.
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	4,470,460.

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	3,073,351.		2,845,123.	228,228.

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				228,228.

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** 228,228.

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))
2010	247,218.	6,072,031.	.040714
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

2	**Total** of line 1, column (d)	2	.237716
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	.047543
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,271,610.
5	Multiply line 4 by line 3	5	298,171.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,895.
7	Add lines 5 and 6	7	302,066.
8	Enter qualifying distributions from Part XII, line 4	8	296,150.

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	7,790.
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	7,790.
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	7,790.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 9,672.		
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	9,672.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	4.
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	1,878.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 1,878. **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 2011 or the taxable year beginning in 2011 (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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 2011, 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 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

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 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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 2011 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 2011.)*	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 2011?		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 ☒ 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 | | 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 1.00	0.	0.	0.
ANN M. BACKER 7181 SMITTEN FARM LANE THE PLAINS, VA 20198	DIRECTOR 1.00	0.	0.	0.
DAVID MOLTKE-HANSEN 27 EDGEWOOD ROAD ASHVILLE, NC 28804	DIRECTOR 1.00	0.	0.	0.
GEORGIA H. HERBERT 6537 MAIN STREET THE PLAINS, VA 20198	DIRECTOR 1.00	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

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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	6,210,729.
b	Average of monthly cash balances		1b	156,388.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	6,367,117.
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	6,367,117.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	95,507.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	6,271,610.
6	**Minimum investment return** Enter 5% of line 5		6	313,581.

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	313,581.
2a	Tax on investment income for 2011 from Part VI, line 5	2a 7,790.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	7,790.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	305,791.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	305,791.
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	305,791.

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	296,150.
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	296,150.
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	296,150.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				305,791.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			291,669.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 296,150.				
a Applied to 2010, but not more than line 2a			291,669.	
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 2011 distributable amount				4,481.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				301,310.
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 2006 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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 2011, 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) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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				
AMERICAN FARMLAND TRUST 1200 18TH STREET NW, SUITE 800 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
AMNESTY INTERNATIONAL 5 PENN PLAZA NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100.
ASPCA 424 E. 92 ST. NEW YORK, VA 10128	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100.
BUCHANAN HALL 8549 JOHN S MOSBY HIGHWAY UPPERVILLE, VA 20184	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200.
BULL RUN MOUNTAIN CONSERVANCY BOX 210 BROAD RUN, VA 20137	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300.
Total SEE CONTINUATION SHEET(S)			▶ 3a	296,150.
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	3.	
4 Dividends and interest from securities			14	209,426.	
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	139,173.	
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.		348,602.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 348,602.

(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) is based on all information of which preparer has any knowledge

▶ [signature] 12/17/12 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ROBERT B. DALE, III, CPA	[signature]	12/17/12		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, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

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, total 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 total 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 Part I, 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: WILLIAM M. BACKER FOUNDATION, INC.

Employer identification number: 13-3579157

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ANN BACKER 7181 SMITTEN FARM LANE THE PLAINS, VA 20198	$ 50,314.	Person [ ] Payroll [ ] Noncash [X] (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) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,500 SHS SUNCOR ENERGY, INC 90 SHS AIR PRODUCTS & CHEMICALS, INC	$ 50,314.	07/13/12

(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 that total 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) ▶ $

Use duplicate copies of Part III if additional space is needed

(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	150 SHS BLACKROCK INC	P	04/28/11	07/13/12
b	2500 SHS NEXTERA ENERGY	P	VARIOUS	01/06/12
c	729 SHS ENBRIDGE ENERGY MANAGEMENT, LLC	P	VARIOUS	02/13/12
d	3000 SHS EXPEDITORS INT'L OF WASHINGTON, INC	P	VARIOUS	10/06/11
e	26000 NTS REGENCY ENERGY PARTNERS, LP	P	12/17/10	05/09/12
f	1500 SHS SUNCOR ENERGY, INC	D	07/13/12	07/18/12
g	100000 NTS MUELLER INDS, INC	P	11/02/04	06/26/12
h	100000 NTS KANSAS CITY SOUTHERN RY CO	P	06/02/08	03/26/12
i	500 SHS ITC HOLDINGS CORP	P	12/24/08	02/13/12
j	1250 SHS MONSANTO CO	P	10/20/10	05/11/12
k	500 SHS MONSANTO CO	P	03/07/12	05/11/12
l	882 SHS VORNADO REALTY TRUST	P	VARIOUS	03/21/12
m	500 SHS CATERPILLAR INC	P	09/28/09	11/07/11
n	750 SHS CATERPILLAR INC	P	VARIOUS	11/15/11
o	250 SHS CATERPILLAR INC	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	25,921.		29,740.	-3,819.
b	146,893.		146,724.	169.
c	23,537.		6,259.	17,278.
d	118,666.		96,009.	22,657.
e	28,438.		28,730.	-292.
f	43,382.		8,394.	34,988.
g	100,000.		99,500.	500.
h	107,431.		100,500.	6,931.
i	37,706.		25,781.	11,925.
j	91,224.		68,973.	22,251.
k	36,490.		40,381.	-3,891.
l	73,681.		42,184.	31,497.
m	23,435.		13,562.	9,873.
n	68,809.		41,471.	27,338.
o	25,818.		14,869.	10,949.

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				-3,819.
b				169.
c				17,278.
d				22,657.
e				-292.
f				34,988.
g				500.
h				6,931.
i				11,925.
j				22,251.
k				-3,891.
l				31,497.
m				9,873.
n				27,338.
o				10,949.

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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05-01-11

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	500 SHS CATERPILLAR INC	P	11/17/09	05/11/12
b	250 SHS CATERPILLAR INC	P	02/08/12	05/11/12
c	150 SHS IBM, INC	P	11/24/09	04/27/12
d	75000 NTS KKR FINANCIAL HOLDINGS	P	01/25/10	02/07/12
e	1750 SHS PALL CORP	P	VARIOUS	06/04/12
f	100000 NTS NII HOLDINGS INC	P	04/07/10	01/13/12
g	250 SHS GOLUB CAP BDC, INC	P	VARIOUS	07/19/12
h	500 SHS UNITED PARCEL SVCS, INC	P	06/06/11	11/07/11
i	500 SHS UNITED PARCEL SVCS, INC	P	06/06/11	02/14/12
j	1350 SHS JB HUNT TRANSPORT SVCS, INC	P	10/01/10	08/11/11
k	825 SHS BORG WARNER AUTOMOTIVE INC	P	03/12/12	07/13/12
l	1350 SHS SCHLUMBERGER LTD	P	12/08/11	03/15/12
m	2000 SHS POTASH CORP OF SASKATCHEWAN, INC	P	VARIOUS	11/22/11
n	1500 SHS 3M COMPANY	P	02/23/11	08/19/11
o	50000 NTS NIELSEN FIN LLC	P	02/25/11	04/20/12

	(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	47,148.		29,738.	17,410.
b	23,574.		28,275.	-4,701.
c	30,899.		19,120.	11,779.
d	76,821.		74,719.	2,102.
e	98,690.		101,791.	-3,101.
f	100,806.		95,125.	5,681.
g	3,793.		4,151.	-358.
h	34,758.		36,733.	-1,975.
i	38,296.		36,733.	1,563.
j	54,830.		47,584.	7,246.
k	53,261.		66,182.	-12,921.
l	99,916.		104,022.	-4,106.
m	85,462.		103,157.	-17,695.
n	123,124.		138,884.	-15,760.
o	60,199.		61,350.	-1,151.

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				17,410.
b				-4,701.
c				11,779.
d				2,102.
e				-3,101.
f				5,681.
g				-358.
h				-1,975.
i				1,563.
j				7,246.
k				-12,921.
l				-4,106.
m				-17,695.
n				-15,760.
o				-1,151.

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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05-01-11

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	50000 NTS HCA, INC	P	03/25/11	08/26/11
b	2000 SHS DISCOVERY COMMUNICATIONS, INC	P	05/03/11	03/12/12
c	50000 NTS CIT GROUP, INC	P	05/03/11	03/09/12
d	7500 SHS EL PASO CORP	P	VARIOUS	02/29/12
e	800 SHS CABOT OIL & GAS CORP	P	VARIOUS	08/11/11
f	750 SHS CABOT OIL & GAS CORP	P	09/23/11	11/22/11
g	90 SHS AIR PRODUCTS & CHEMICAL, INC	D	07/13/12	07/19/12
h	2500 SHS EXPRESS SCRIPTS INC	P	08/18/11	10/07/11
i	500 SHS TRANSCANADA CORP	P	08/26/11	11/16/11
j	2000 SHS TRANSCANADA CORP	P	08/26/11	02/02/12
k	1250 SHS HONEYWELL INTL, INC	P	01/06/12	03/21/12
l	55000 NTS MEMC ELECTR MATLS INC	P	02/06/12	05/15/12
m	45000 NTS MEMC ELECTR MATLS INC	P	02/06/12	05/16/12
n	1000 SHS UNION PACIFIC CORP	P	02/13/12	03/19/12
o	4500 SHS LOWES COMPANIES, INC	P	03/15/12	07/19/12

	(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	53,256.		53,875.	-619.
b	86,900.		78,003.	8,897.
c	26,595.		27,157.	-562.
d	203,586.		146,801.	56,785.
e	49,252.		52,741.	-3,489.
f	60,611.		500.	60,111.
g	7,164.		7,106.	58.
h	88,231.		120,108.	-31,877.
i	20,080.		20,639.	-559.
j	82,077.		82,556.	-479.
k	75,553.		69,643.	5,910.
l	39,708.		45,650.	-5,942.
m	31,486.		37,350.	-5,864.
n	108,593.		114,224.	-5,631.
o	116,081.		134,510.	-18,429.

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				-619.
b				8,897.
c				-562.
d				56,785.
e				-3,489.
f				60,111.
g				58.
h				-31,877.
i				-559.
j				-479.
k				5,910.
l				-5,942.
m				-5,864.
n				-5,631.
o				-18,429.

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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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	1250 SHS CELANESE CORP	P	05/01/12	06/04/12
b	2200 SHS FACEBOOK, INC	P	05/22/12	05/23/12
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	50,501.		60,019.	-9,518.
b	90,669.		83,600.	7,069.
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				-9,518.
b				7,069.
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	228,228.
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

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05-01-11

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS BLACKROCK INC	PURCHASED	04/28/11	07/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,921.	29,740.	0.	0.	-3,819.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2500 SHS NEXTERA ENERGY	PURCHASED	VARIOUS	01/06/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
146,893.	146,724.	0.	0.	169.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
729 SHS ENBRIDGE ENERGY MANAGEMENT, LLC	PURCHASED	VARIOUS	02/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,537.	6,259.	0.	0.	17,278.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
3000 SHS EXPEDITORS INT'L OF WASHINGTON, INC	PURCHASED	VARIOUS	10/06/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
118,666.	96,009.	0.	0.	22,657.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
26000 NTS REGENCY ENERGY PARTNERS, LP	PURCHASED	12/17/10	05/09/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,438.	28,730.	0.	0.	-292.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 SHS SUNCOR ENERGY, INC	DONATED	07/13/12	07/18/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,382.	43,208.	0.	0.	174.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 NTS MUELLER INDS, INC	PURCHASED	11/02/04	06/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	99,500.	0.	0.	500.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 NTS KANSAS CITY SOUTHERN RY CO	PURCHASED	06/02/08	03/26/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
107,431.	100,500.	0.	0.	6,931.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS ITC HOLDINGS CORP	PURCHASED	12/24/08	02/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
37,706.	25,781.	0.	0.	11,925.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1250 SHS MONSANTO CO	PURCHASED	10/20/10	05/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
91,224.	68,973.	0.	0.	22,251.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS MONSANTO CO	PURCHASED	03/07/12	05/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36,490.	40,381.	0.	0.	-3,891.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
882 SHS VORNADO REALTY TRUST	PURCHASED	VARIOUS	03/21/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,681.	42,184.	0.	0.	31,497.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS CATERPILLAR INC	PURCHASED	09/28/09	11/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,435.	13,562.	0.	0.	9,873.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
750 SHS CATERPILLAR INC	PURCHASED	VARIOUS	11/15/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
68,809.	41,471.	0.	0.	27,338.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS CATERPILLAR INC	PURCHASED	VARIOUS	11/17/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,818.	14,869.	0.	0.	10,949.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS CATERPILLAR INC	PURCHASED	11/17/09	05/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,148.	29,738.	0.	0.	17,410.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS CATERPILLAR INC	PURCHASED	02/08/12	05/11/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,574.	28,275.	0.	0.	-4,701.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150 SHS IBM, INC	PURCHASED	11/24/09	04/27/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,899.	19,120.	0.	0.	11,779.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75000 NTS KKR FINANCIAL HOLDINGS	PURCHASED	01/25/10	02/07/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
76,821.	74,719.	0.	0.	2,102.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1750 SHS PALL CORP	PURCHASED	VARIOUS	06/04/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
98,690.	101,791.	0.	0.	-3,101.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 NTS NII HOLDINGS INC	PURCHASED	04/07/10	01/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,806.	95,125.	0.	0.	5,681.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 SHS GOLUB CAP BDC, INC	PURCHASED	VARIOUS	07/19/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,793.	4,151.	0.	0.	-358.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS UNITED PARCEL SVCS, INC	PURCHASED	06/06/11	11/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
34,758.	36,733.	0.	0.	-1,975.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS UNITED PARCEL SVCS, INC	PURCHASED	06/06/11	02/14/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,296.	36,733.	0.	0.	1,563.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1350 SHS JB HUNT TRANSPORT SVCS, INC	PURCHASED	10/01/10	08/11/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,830.	47,584.	0.	0.	7,246.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
825 SHS BORG WARNER AUTOMOTIVE INC	PURCHASED	03/12/12	07/13/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
53,261.	66,182.	0.	0.	-12,921.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1350 SHS SCHLUMBERGER LTD	PURCHASED	12/08/11	03/15/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
99,916.	104,022.	0.	0.	-4,106.

(A) DESCRIPTION OF PROPERTY				MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS POTASH CORP OF SASKATCHEWAN, INC				PURCHASED	VARIOUS	11/22/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
85,462.	103,157.	0.	0.	-17,695.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1500 SHS 3M COMPANY	PURCHASED	02/23/11	08/19/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
123,124.	138,884.	0.	0.	-15,760.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 NTS NIELSEN FIN LLC	PURCHASED	02/25/11	04/20/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60,199.	61,350.	0.	0.	-1,151.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 NTS HCA, INC	PURCHASED	03/25/11	08/26/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
53,256.	53,875.	0.	0.	-619.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS DISCOVERY COMMUNICATIONS, INC	PURCHASED	05/03/11	03/12/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
86,900.	78,003.	0.	0.	8,897.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 NTS CIT GROUP, INC	PURCHASED	05/03/11	03/09/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,595.	27,157.	0.	0.	-562.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7500 SHS EL PASO CORP	PURCHASED	VARIOUS	02/29/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
203,586.	146,801.	0.	0.	56,785.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
800 SHS CABOT OIL & GAS CORP	PURCHASED	VARIOUS	08/11/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,252.	52,741.	0.	0.	-3,489.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
750 SHS CABOT OIL & GAS CORP	PURCHASED	09/23/11	11/22/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
60,611.	54,741.	0.	0.	5,870.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
90 SHS AIR PRODUCTS & CHEMICAL, INC	DONATED	07/13/12	07/19/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,164.	7,106.	0.	0.	58.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2500 SHS EXPRESS SCRIPTS INC	PURCHASED	08/18/11	10/07/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88,231.	120,108.	0.	0.	-31,877.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
500 SHS TRANSCANADA CORP	PURCHASED	08/26/11	11/16/11

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,080.	20,639.	0.	0.	-559.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2000 SHS TRANSCANADA CORP	PURCHASED	08/26/11	02/02/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
82,077.	82,556.	0.	0.	-479.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1250 SHS HONEYWELL INTL, INC	PURCHASED	01/06/12	03/21/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
75,553.	69,643.	0.	0.	5,910.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
55000 NTS MEMC ELECTR MATLS INC	PURCHASED	02/06/12	05/15/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
39,708.	45,650.	0.	0.	-5,942.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
45000 NTS MEMC ELECTR MATLS INC	PURCHASED	02/06/12	05/16/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,486.	37,350.	0.	0.	-5,864.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1000 SHS UNION PACIFIC CORP	PURCHASED	02/13/12	03/19/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
108,593.	114,224.	0.	0.	-5,631.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4500 SHS LOWES COMPANIES, INC	PURCHASED	03/15/12	07/19/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
116,081.	134,510.	0.	0.	-18,429.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1250 SHS CELANESE CORP	PURCHASED	05/01/12	06/04/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,501.	60,019.	0.	0.	-9,518.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2200 SHS FACEBOOK, INC	PURCHASED	05/22/12	05/23/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
90,669.	83,600.	0.	0.	7,069.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	139,173.

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

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INV, IN MLP - BROOKFIELD INFRASTRUCE PTNRS	289.	0.	289.
NEUBERGER BERMAN - ACCRUED INTEREST	-12,187.	0.	-12,187.
NEUBERGER BERMAN - DIVIDENDS	129,576.	0.	129,576.
NEUBERGER BERMAN - INTEREST	91,748.	0.	91,748.
TOTAL TO FM 990-PF, PART I, LN 4	209,426.	0.	209,426.

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	2,340.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,340.	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	9,178.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	9,178.	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	47,540.	47,540.		0.
BANK SERVICE CHARGES	6.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	47,546.	47,540.		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	590.	590.		0.
AMOUNT PAID FOR 2010 990PF EXTENSION	2,300.	0.		0.
ESTIMATED TAX PAYMENTS 2011 990PF	9,252.	0.		0.
TO FORM 990-PF, PG 1, LN 18	12,142.	590.		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
INVESTMENT EXPENSES - BROOKFIELD INFRASTRUCE PTNRS	4.	4.		0.
TO FORM 990-PF, PG 1, LN 23	4.	4.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3000 SHS ALTRIA GROUP	26,263.	107,910.
7116 SHS ENBRIDGE ENERGY MGMT	60,313.	227,356.
3000 SHS EXPEDITORS INTERNATIONAL	0.	0.
8000 SHS EXXON MOBIL CORP	205,250.	694,800.
3886 SHS GENERAL ELECTRIC COMPANY	82,191.	80,635.
1856 SHS KINDER MORGAN MGMT	30,349.	142,262.
4000 SHS SUNCOR ENERGY INC	20,988.	122,271.
4000 SHS AMERICAN TOWER CORP	128,512.	289,240.
2500 SHS NEXTERA ENERGY INC	0.	0.
3000 SHS ITC HOLDINGS CORP	136,713.	222,570.
3000 SHS PHILLIP MORRIS INTL INC	59,846.	274,320.
882 SHS VORNADO REALTY TRUST	0.	0.
7500 SHS TEEKAY OFFSHORE PARTNERS LP	111,682.	211,575.
1500 SHS PRAXAIR INC	131,620.	155,640.
1750 SHS CATERPILLAR INC	0.	0.
1500 SHS VERISK ANALYTICS INC	41,750.	75,375.
850 SHS IBM	107,837.	166,583.
1250 SHS VISA INC	110,491.	161,338.
1250 SHS PALL CORP	46,465.	66,763.
7250 SHS GOLUB CAP	101,737.	111,505.
4250 SHS TEEKAY CORP - MARSHALL ISLAND	114,406.	130,603.
2000 SHS UPS, INC	134,228.	151,220.
2500 SHS SEASPAN CORPORATION	62,500.	68,500.
1500 SHS 3M COMPANY	0.	0.
1000 SHS BLACKROCK INC	169,955.	170,260.
825 SHS BORG WARNER AUTOMOTIVE INC	51,044.	55,358.
800 SHS CABOT OIL & GAS	0.	0.
2000 SHS DISCOVERY COMMUNICATIONS	0.	0.
7500 SHS EL PASO CORPORATION	0.	0.
1350 SHS JB HUNT TRANSPORT SERVICES	0.	0.
1250 SHS MONSANTO CO	0.	0.
1500 SHS POTASH CORP OF SASKATCHEWAN IN CANADIAN	0.	0.
7500 SHS STARWOOD PROPERTY TRUST INC	149,275.	166,950.
734 SHS PPG INDUSTRIES	50,345.	80,344.
1500 SHS BOEING CO	111,640.	110,865.
4750 SHS BROOKFIELD INFRASTRUCTURE	113,030.	158,033.
4000 SHS CAPITAL ONE FIN CORP	204,093.	225,960.
4500 SHS EBAY INC	155,313.	199,350.
100 SHS GOOGLE INC	57,905.	63,297.
1250 SHS KANSAS CITY SOUTHERN	79,007.	91,000.
5000 SHS NEW MOUNTAIN FINANCIAL CORP	71,151.	71,050.
3500 SHS NIELSEN HOLDINGS	105,875.	99,750.
5000 SHS NISOURCE INC	112,153.	127,950.
3500 SHS TARGA RESOURCES CORP	155,661.	154,175.
1500 SHS TYCO INTL LTD	80,422.	82,410.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,380,010.	5,317,218.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100000 NTS MUELLER INDS INC	0.	0.
100000 NTS KANSAS CITY SOUTHERN RY CO SR NOTE	0.	0.
125000 NTS AFFINION GROUP SR SB	90,063.	106,250.
50000 NTS KINDER MORGAN ENERGY PARTNERS LP SR NT	50,875.	65,411.
49000 NTS REGENCY ENERGY PARTNERS LP SR NT	54,145.	54,023.
35000 NTS ONEBEACON US HLDG INC	25,550.	36,153.
100000 NTS CAPITAL ONE FINANCIAL CORP DUE 09/01/16	52,750.	112,219.
50000 NTS CROWN CASTLE INTL CORP SR NT	50,000.	54,532.
50000 NTS PLATINUM UNDERWRITERS FIN INC DUE 06/01/17	35,500.	54,968.
75000 NTS KKR FINANCIAL HOLDINGS DUE 7/15/12	0.	0.
50000 SHS EQUINIX INC	51,500.	55,375.
100000 NTS NII HLDGS INC DUE 6/15/12	0.	0.
50000 NTS CIT GROUP	0.	0.
50000 NTS FORD MTR CR CO LLC	57,500.	56,572.
50000 NTS HCA INC	0.	0.
50000 NTS NIELSEN FIN LLC	57,150.	56,250.
100000 NTS CIT GROUP INC SR UNSECURED	101,000.	105,875.
50000 NTS GENESIS ENERGY GROUP LP SR NT	51,438.	52,500.
50000 NTS REGAL CINEMAS CORP GTD SR NT	54,500.	55,875.
75000 NTS TEEKAY CORP SR NT	77,063.	77,063.
100000 NTS WINDSTREAM CORP	105,980.	105,625.
TOTAL TO FORM 990-PF, PART II, LINE 10C	915,014.	1,048,691.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CAPITAL CARING 2900 TELESTAR CT FALLS CHURCH, VA 22042	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	10,000.
CITIZENS FOR FAUQUIER COUNTY P.O. BOX 3486 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
COMMUNITY MUSIC SCHOOL PO BOX 442, 9110 JOHN MOSBY HWY UPPERVILLE, VA 20185	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250.
DOCTORS WITHOUT BORDERS 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
EARTH JUSTICE 426 17TH STREET OAKLAND, CA 94612	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100.
ENVIRONMENTAL DEFENSE FUND P.O. BOX 5055 HAGERSTOWN, MD 21741-5055	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,500.
FAUQUIER SPCA P.O BOX 733 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300.
FRACTURED ATLAS 248 W. 35TH STREET, 10TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300.
GRACE EPISCOPAL CHURCH P.O. BOX 32 THE PLAINS, VA 20198	NONE	PUBLIC CHARITY	RELIGIOUS PURPOSES	25,000.
ISLAND PRESS 1718 CONNECTICUT AVE., SUITE 300 WASHINGTON, DC 20009-1148	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	1,000.
Total from continuation sheets				294,450.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
LAND TRUST OF VIRGINIA 7260 RECTORS LANE MARSHALL, VA 20115	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND TOPSHAM, ME 04086	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
MAYO CLINIC 200 FIRST ST. SW ROCHESTER, MN 55905	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
MUSEUM OF HOUNDS & HUNTING PO BOX 6228 LEESBURG, VA 20178	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	150.
NATIONAL MUSEUM OF RACING UNION AVENUE SARATOGA SPRINGS, NY 12866	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	1,200.
NATURAL RESOURCES DEFENSE COUNCIL P.O. BOX 96048 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	2,500.
PENINSULA AMBULANCE CORPS, INC P.O BOX 834 BLUE HILL, ME 04614	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250.
PIEDMONT ENVIRONMENTAL COUNCIL P.O. BOX 460 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	35,000.
PIEDMONT FOUNDATION P.O. BOX 460 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200,000.
RACING MEDICATION & TEST CONSORTIUM 821 CORPORATE DR LEXINGTON, KY 40503	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SIERRA CLUB 85 SECOND STREET, 2ND FLOOR SAN FRANCISCO, CA 94105	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250.
ST. ANTHONY EDUCATIONAL FUND P.O BOX 4633 CHAPEL HILL, NC 27515	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300.
THE JOCKEY CLUB FOUNDATION 40 E. 52ND ST. NEW YORK, NY 10022	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200.
TREE FUND P.O. BOX 3188 CHAMPAIGN, IL 61826	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	400.
TURN THE MILL AROUND CAMPAIGN P.O. BOX 207 BROAD RUN, VA 20137	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200.
UNION OF CONCERNED SCIENTISTS P.O. BOX 9105 CAMBRIDGE, MA 02138-3790	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	200.
WOODS HOLE RESEARCH CENTER P.O. BOX 296 WOODS HOLE, MA 02543-0296	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
ANTHONY TRUST ASSOCIATION 127 WASHINGTON AVE E BLDG NORTH HAVEN, CT 06473-1715	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
DRUG POLICY ALLIANCE 925 15TH ST, NW, 2ND FLOOR WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200.
FRIENDS OF HOMELESS ANIMALS P.O. BOX 415 ALDIE, VA 20105	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
FRIENDS OF THE RAPPAHANNOCK 3219 FALL HILL AVENUE FREDERICKSBURG, VA 22401	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100.
JONATHAN FISHER MEMORIAL 44 MINES ROAD BLUE HILL, ME 04614	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100.
LOUIS CABOT ISLAND INSTITUTE P.O. BOX 648 ROCKLAND, ME 04841	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
MIDDLEBURG BEAUTIFICATION AND PRESERVATION, INC P.O. BOX 1534 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300.
NATIONAL CAPITAL AREA COUNCIL 9190 ROCKVILLE PIKE BETHESDA, MD 20814-3897	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250.
SCORE 4243 LOUDOUN AVE THE PLAINS, VA 20198	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100.
SUSTAINABLE HARVEST INTERNATIONAL 779 NORTH BEND ROAD SURRY, ME 04684	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	6,000.
ROBERT DUVALL CHILDRENS FUND 2850 OCEAN PARK BLVD SANTA MONICA, CA 90405	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
Total from continuation sheets				