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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning AUG 1, 2012 **, and ending** JUL 31, 2013

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 ▶ ☐

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: ☒ 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)* ▶$ 7,444,248.

J Accounting method: ☒ 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	98,488.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	70.	70.		STATEMENT 1
	4 Dividends and interest from securities	210,688.	210,688.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	532,049.			
	b Gross sales price for all assets on line 6a 2,351,013.				
	7 Capital gain net income (from Part IV, line 2)		532,049.		
	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	118.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	841,413.	742,807.		
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	775.	0.		0.
	b Accounting fees STMT 5	5,766.	0.		0.
	c Other professional fees STMT 6	29,702.	29,526.		0.
	17 Interest				
	18 Taxes STMT 7	6,725.	811.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	63.	63.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	43,031.	30,400.		0.
	25 Contributions, gifts, grants paid	334,200.			334,200.
	26 **Total expenses and disbursements.** Add lines 24 and 25	377,231.	30,400.		334,200.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	464,182.			
	b **Net investment income** (if negative, enter -0-)		712,407.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		175,436.	388,652.	388,652.
	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	3,380,010.	3,669,051.	6,072,966.
	c	Investments - corporate bonds	STMT 10	915,014.	626,939.	732,630.
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other	STMT 11	0.	250,000.	250,000.
	14	Land, buildings, and equipment: basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers)		4,470,460.	4,934,642.	7,444,248.
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		4,470,460.	4,934,642.	
	30	**Total net assets or fund balances**		4,470,460.	4,934,642.	
	31	**Total liabilities and net assets/fund balances**		4,470,460.	4,934,642.	

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	4,470,460.
2	Enter amount from Part I, line 27a	2	464,182.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,934,642.
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	4,934,642.

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	2,351,013.		1,818,964.	532,049.

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				532,049.

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	532,049.
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 the 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))
2011	296,150.	6,271,610.	.047221
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

2	**Total** of line 1, column (d)	2	.246623
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	.049325
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,967,104.
5	Multiply line 4 by line 3	5	343,652.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,124.
7	Add lines 5 and 6	7	350,776.
8	Enter qualifying distributions from Part XII, line 4	8	334,200.

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	14,248.
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	14,248.
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	14,248.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	7,792.		
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	7,792.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	6,456.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	

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)? *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.*	1b		X
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 2012 or the taxable year beginning in 2012 (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)*

		Line	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

		Line	Yes	No
16	At any time during calendar year 2012, 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.

			Line	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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 2012 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 2012.)*	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 2012?		4b		X

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

			Yes	No
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.

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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	6,832,976.
b	Average of monthly cash balances	1b	240,226.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,073,202.
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	7,073,202.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	106,098.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,967,104.
6	**Minimum investment return.** Enter 5% of line 5	6	348,355.

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	348,355.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	14,248.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	14,248.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	334,107.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	334,107.
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	334,107.

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	334,200.
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	334,200.
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	334,200.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				334,107.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			301,310.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 334,200.				
a Applied to 2011, but not more than line 2a			301,310.	
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 2012 distributable amount				32,890.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				301,217.
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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 or e-mail 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*				
ATOKA PRESERVATION SOCIETY P.O. BOX 90 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	150.
BULL RUN MOUNTAIN CONSERVANCY BOX 210 BROAD RUN, VA 20137	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300.
CITIZENS FOR FAUQUIER COUNTY P.O. BOX 3486 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300.
COMMUNITY MUSIC SCHOOL PO BOX 442, 9110 JOHN MOSBY HWY UPPERVILLE, VA 20185	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250.
ENVIRONMENTAL DEFENSE FUND P.O. BOX 5055 HAGERSTOWN, MD 21741-5055	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	334,200.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

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12-05-12

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	70.	
4 Dividends and interest from securities			14	210,688.	
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	532,049.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a IRS REFUND				118.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		742,925.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 742,925.

(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 of officer or trustee

Date: Sept 16 '13

Title: PRESIDENT

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		12/16/13		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

2012

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).

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
WILLIAM M. BACKER FOUNDATION, INC.	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	$ 98,488.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of 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	2,000 SHS SUNCOR ENERGY, INC 429 SHS VORNADO REALTY TRUST	$ 98,488.	12/17/12

(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	**Employer identification number**
WILLIAM M. BACKER FOUNDATION, INC.	13-3579157

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations 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

CONTINUATION FOR 990-PF, PART IV

WILLIAM M. BACKER FOUNDATION, INC. 13-3579157 PAGE 1 OF 2

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	125000 NTS AFFINION GROUP, INC SR BD	P	VARIOUS	08/01/12
b	49000 NTS REGENCY ENERGY PARTNERS, LP SR NT	P	VARIOUS	06/03/13
c	2000 SHS SUNCOR ENERGY	D	12/17/12	12/21/12
d	1500 SHS SUNCOR ENERGY	P	VARIOUS	02/20/13
e	2500 SHS SUNCOR ENERGY	P	VARIOUS	02/26/13
f	35000 NTS ONEBEACON US HLDS, INC	P	VARIOUS	12/10/12
g	2400 SHS EXXON MOBIL CORP	P	VARIOUS	06/12/13
h	50000 NTS CROWN CASTLE INTL CORP	P	03/25/09	09/10/12
i	1500 SHS PRAXAIR, INC	P	VARIOUS	02/05/13
j	750 SHS VERISK ANALYTICS, INC	P	10/27/09	09/28/12
k	750 SHS VERISK ANALYTICS, INC	P	10/27/09	10/11/12
l	400 SHS IBM	P	VARIOUS	10/23/12
m	450 SHS IBM	P	VARIOUS	01/23/13
n	500 SHS VISA, INC	P	10/14/10	02/20/13
o	50000 NTS EQUINIX INC SR NT	P	03/05/10	04/05/13

	(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	110,170.		90,063.	20,107.
b	51,297.		54,145.	-2,848.
c	65,988.		65,150.	838.
d	48,210.		7,870.	40,340.
e	77,280.		13,117.	64,163.
f	35,786.		25,550.	10,236.
g	218,735.		61,575.	157,160.
h	54,813.		50,000.	4,813.
i	165,770.		131,620.	34,150.
j	35,101.		20,875.	14,226.
k	36,081.		20,875.	15,206.
l	77,861.		50,783.	27,078.
m	87,299.		57,054.	30,245.
n	77,923.		44,196.	33,727.
o	55,395.		51,500.	3,895.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				20,107.
b				-2,848.
c				838.
d				40,340.
e				64,163.
f				10,236.
g				157,160.
h				4,813.
i				34,150.
j				14,226.
k				15,206.
l				27,078.
m				30,245.
n				33,727.
o				3,895.

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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CONTINUATION FOR 990-PF, PART IV

WILLIAM M. BACKER FOUNDATION, INC. 13-3579157 PAGE 2 OF 2

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 FORD MOTOR CO	P	10/13/10	09/28/12
b	2500 SHS SEASPAN CORP	P	01/28/11	07/02/13
c	50000 NTS NIELSEN FIN, LLC	P	02/25/11	09/28/12
d	5000 SHS NISOURCE, INC	P	11/16/11	08/07/12
e	100 SHS GOOGLE, INC	P	02/03/12	01/23/13
f	4000 SHS CAPITAL ONE FIN CORP	P	VARIOUS	03/08/13
g	1500 SHS TYCO INTERNATIONAL CORP	P	03/21/12	10/09/12
h	750 SHS ADT CORP	P	10/04/12	01/23/13
i	359 SHS PENTAIR, LTD	P	10/04/12	10/10/12
j	3500 SHS NIELSEN HOLDINGS	P	03/26/12	08/25/12
k	100000 NTS WINDSTREAM CORP	P	07/16/12	09/12/12
l	2250 SHS OGE ENERGY CORP	P	08/07/12	07/02/13
m	2500 SHS DUNKIN BRANDS GROUP	P	08/16/12	10/25/12
n	429 SHS VORNADO REALTY TRUST	D	12/17/12	12/21/12
o	PROCEEDS FROM SECURITIES LITIGATION	P	VARIOUS	VARIOUS

	(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	59,338.		57,500.	1,838.
b	67,174.		62,500.	4,674.
c	58,273.		57,150.	1,123.
d	125,137.		112,153.	12,984.
e	71,674.		57,905.	13,769.
f	205,701.		204,093.	1,608.
g	43,139.		54,277.	-11,138.
h	35,937.		26,051.	9,886.
i	15,940.			15,940.
j	98,126.		105,875.	-7,749.
k	106,425.		105,980.	445.
l	152,840.		121,757.	31,083.
m	79,676.		76,012.	3,664.
n	33,823.		33,338.	485.
o	101.			101.

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				1,838.
b				4,674.
c				1,123.
d				12,984.
e				13,769.
f				1,608.
g				-11,138.
h				9,886.
i				15,940.
j				-7,749.
k				445.
l				31,083.
m				3,664.
n				485.
o				101.

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	532,049.
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 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
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LANE ALEXANDRIA, VA 22302	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	500.
FAUQUIER SPCA P.O BOX 733 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200.
FRACTURED ATLAS 248 W. 35TH STREET, 10TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
GRACE EPISCOPAL CHURCH P.O. BOX 32 THE PLAINS, VA 20198	NONE	PUBLIC CHARITY	RELIGIOUS PURPOSES	1,000.
GRAYSON-JOCKEY CLUB RESEARCH FDN 821 CORPORATE DR LEXINGTON, KY 40503	NONE	PUBLIC CHARITY	HORSE VETERINARY RESEARCH PURPOSES	20,000.
HOSPICE OF THE RAPIDAN 1200 SUNSET LANE CULPEPER, VA 22270-1376	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
ISLAND PRESS 1718 CONNECTICUT AVE., SUITE 300 WASHINGTON, DC 20009-1148	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	500.
JTHG PARTNERSHIP P.O. BOX 77 WATERFORD, VA 20197	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	7,500.
LAND TRUST OF VIRGINIA 7260 RECTORS LANE MARSHALL, VA 20115	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
MOSBY HERITAGE ASSOCIATION P.O. BOX 1497 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
Total from continuation sheets				332,700.

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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
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	200.
NATIONAL SPORTING LIBRARY INC P.O. BOX 1335 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	500.
NATURAL RESOURCES DEFENSE COUNCIL P.O. BOX 96048 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	10,000.
PIEDMONT ENVIRONMENTAL COUNCIL P.O. BOX 460 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	125,000.
PIEDMONT FOUNDATION P.O. BOX 460 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	125,000.
PROJECT VOTE SMART ONE COMMON GROUND PHILIPSBURG, MT 59858	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	250.
SHENANDOAH NATIONAL PARK 3655 US HWY 211 E LURAY, VA 22835	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE. MONTGOMERY, AL 36104	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300.
SUSTAINABLE HARVEST INTERNATIONAL 779 NORTH BEND ROAD SURRY, ME 04684	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	16,000.
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
THE ANTHONY TRUST ASSOCIATION P.O. BOX 205471 NEW HAVEN, CT 06520-5471	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	200.
THE AMERICAN CHESTNUT FOUNDATION (VA TACF) PO BOX 158 MARSHALL, VA 20116	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
THE WILD FOUNDATION 7476 STONEY HILL LANE THE PALINS, VA 20198	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	
TREE FUND P.O. BOX 3188 CHAMPAIGN, IL 61826	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500.
UNION OF CONCERNED SCIENTISTS P.O. BOX 9105 CAMBRIDGE, MA 02138-3790	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	400.
VIRGINIA OUTDOORS FOUNDATION 324 WATERLOO STREET WARRENTON, VA 20186	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	200.
VIRGINIA PUBLIC ACCESS PROJECT 530 EAST MAIN STREET RICHMOND, VA 23219	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300.
WAMU 4000 BRANDYWINE ST. NW WASHINGTON, DC 20016-8082	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	100.
WINDY HILL FOUNDATION PO BOX 1593 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	7,500.
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
YALE ALUMNI FUND P.O. BOX 803 NEW HAVEN, CT 06503-0803	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	600.
BELMONT CHILD CARE ASSOCIATION 2150 HEMPSTEAD TNPK ELMONT, NY 11003	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100.
FAC FOUNDATION 605 N BROAD ST FREMONT, NE 68025	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	10,000.
FOOD AND WATER WATCH 1616 P STREET NW, STE 300 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100.
HOSPICE SUPPORT OF FAUQUIER 42 NORTH FIFTH ST WARRENTON, VA 20186	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300.
NATIONAL PARK FOUNDATION 1201 EYE STREET NW, STE 550B WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300.
SMITHSONIAN CONSERVATION 1500 REMOUNT RD FRONT ROYAL, VA 22630	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000.
Total from continuation sheets				

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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
THE FAUQUIER BANK	70.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	70.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACCRUED INTEREST - VARIOUS ACCOUNTS	-825.	0.	-825.
DIVIDENDS - VARIOUS ACCOUNTS	146,289.	0.	146,289.
INTEREST - VARIOUS ACCOUNTS	57,590.	0.	57,590.
MLP INCOME - BROOKFIELD INFRASTRUCE PTNRS	7,634.	0.	7,634.
TOTAL TO FM 990-PF, PART I, LN 4	210,688.	0.	210,688.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
IRS REFUND	118.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	118.	0.	

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	775.	0.		0.
TO FM 990-PF, PG 1, LN 16A	775.	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	5,766.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	5,766.	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	29,526.	29,526.		0.
BANK SERVICE CHARGES	76.	0.		0.
CORPORATE REGISTRATION	100.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	29,702.	29,526.		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	811.	811.		0.
ESTIMATED TAX PAYMENTS	5,914.	0.		0.
TO FORM 990-PF, PG 1, LN 18	6,725.	811.		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 EXP - BROOKFIELD INFRASTRUCE PTNRS	63.	63.		0.
TO FORM 990-PF, PG 1, LN 23	63.	63.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
3000 SHS ALTRIA GROUP	26,263.	105,180.
7633 SHS ENBRIDGE ENERGY MGMT	60,313.	240,538.
5600 SHS EXXON MOBIL CORP	143,675.	525,000.
3886 SHS GENERAL ELECTRIC COMPANY	82,191.	94,702.
1974 SHS KINDER MORGAN MGMT	30,349.	159,958.
4000 SHS SUNCOR ENERGY INC	0.	0.
4000 SHS AMERICAN TOWER CORP	128,512.	283,160.
3000 SHS ITC HOLDINGS CORP	136,713.	275,310.
3000 SHS PHILLIP MORRIS INTL INC	59,846.	267,540.
7500 SHS TEEKAY OFFSHORE PARTNERS LP	111,682.	234,900.
1500 SHS PRAXAIR INC	0.	0.
1500 SHS VERISK ANALYTICS INC	0.	0.
850 SHS IBM	0.	0.
750 SHS VISA INC	66,294.	132,758.
1250 SHS PALL CORP	46,465.	87,450.
7250 SHS GOLUB CAP	101,737.	131,805.
4250 SHS TEEKAY CORP	114,406.	168,598.
2000 SHS UPS, INC	134,228.	173,600.
2500 SHS SEASPAN CORPORATION	0.	0.
1000 SHS BLACKROCK INC	169,955.	281,960.
825 SHS BORG WARNER AUTOMOTIVE INC	51,044.	78,730.
7500 SHS STARWOOD PROPERTY TRUST INC	149,275.	190,500.
734 SHS PPG INDUSTRIES	50,345.	117,763.
2500 SHS BOEING CO	185,352.	262,750.
4750 SHS BROOKFIELD INFRASTRUCTURE	112,954.	177,080.
4000 SHS CAPITAL ONE FIN CORP	0.	0.
4500 SHS EBAY INC	155,313.	232,605.
100 SHS GOOGLE INC	0.	0.
1250 SHS KANSAS CITY SOUTHERN	79,007.	134,688.
5000 SHS NEW MOUNTAIN FINANCIAL CORP	71,151.	72,500.
3500 SHS NIELSEN HOLDINGS	0.	0.
5000 SHS NISOURCE INC	0.	0.
3500 SHS TARGA RESOURCES CORP	155,661.	238,595.

1500 SHS TYCO INTL LTD	0.	0.
5000 SHS AMERICAN INT'L GROUP	177,196.	227,550.
11500 SHS CALPINE CORP	212,808.	230,115.
800 SHS COVANCE, INC	59,582.	66,000.
1000 SHS EXPRESS SCRIPTS HLDGS	55,093.	65,550.
115 SHS INTUITIVE SURGICAL, INC	58,698.	44,620.
2000 SHS MOTOROLA SOLUTIONS, INC	101,921.	109,660.
2000 SHS NEXTERA ENERGY, INC	137,010.	173,220.
1000 SHS PIONEER NAT RES, CO	128,813.	154,760.
3500 SHS WHITEWAVE FOODS, CO	56,315.	65,415.
800 SHS AGIUM, INC	86,604.	68,000.
5000 SHS SEADRILL PARTNERS, LLC	122,280.	149,450.
5314 SHS BROWN ADV EMG MKTS	50,000.	50,956.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,669,051.	6,072,966.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
125000 NTS AFFINION GROUP SR SB	0.	0.
50000 NTS KINDER MORGAN ENERGY PARTNERS LP SR NT	50,875.	64,285.
49000 NTS REGENCY ENERGY PARTNERS LP SR NT	0.	0.
35000 NTS ONEBEACON US HLDG INC	0.	0.
100000 NTS CAPITAL ONE FINANCIAL CORP DUE 09/01/16	52,750.	111,842.
50000 NTS CROWN CASTLE INTL CORP SR NT	0.	0.
50000 NTS PLATINUM UNDERWRITERS FIN INC DUE 06/01/17	35,500.	55,690.
50000 SHS EQUINIX INC	0.	0.
50000 NTS FORD MTR CR CO LLC	0.	0.
50000 NTS NIELSEN FIN LLC	0.	0.
100000 NTS CIT GROUP INC SR UNSECURED	101,000.	106,250.
50000 NTS GENESIS ENERGY GROUP LP SR NT	51,438.	53,000.
50000 NTS REGAL CINEMAS CORP GTD SR NT	54,500.	54,250.
75000 NTS TEEKAY CORP SR NT	77,063.	81,563.
100000 NTS WINDSTREAM CORP	0.	0.
75000 NTS MARKWEST ENERGY PART	75,563.	75,750.
125000 NTS GENERAL ELEC CAP	128,250.	130,000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	626,939.	732,630.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
241258 SHS BROWN ADV HEDGED FIXED INC	COST	250,000.	250,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		250,000.	250,000.