



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 08-01-2013 , and ending 07-31-2014

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		B Telephone number (see instructions) (540) 364-2777	
City or town, state or province, country, and ZIP or foreign postal code THE PLAINS, VA 20198		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) ☒ \$ 8,330,234		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule)	100,222			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	85	85		
	4 Dividends and interest from securities.	238,530	238,530		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	407,888			
	b Gross sales price for all assets on line 6a 1,274,280				
	7 Capital gain net income (from Part IV, line 2) . . .		407,888		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	746,725	646,503		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	528	0		528
	b Accounting fees (attach schedule)	5,002	2,501		2,501
	c Other professional fees (attach schedule)	39,955	39,955		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	23,885	1,143		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	91	45		0
	24 Total operating and administrative expenses. Add lines 13 through 23	69,461	43,644		3,029
	25 Contributions, gifts, grants paid	312,100			312,100
	26 Total expenses and disbursements. Add lines 24 and 25	381,561	43,644		315,129
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	365,164			
	b Net investment income (if negative, enter -0-)		602,859		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	388,652	15,211	15,211
	2	Savings and temporary cash investments		180,999	180,999
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ 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 (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,669,051	☒ 3,981,438	6,934,919
	c	Investments—corporate bonds (attach schedule).	626,939	☒ 614,161	691,253
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	250,000	☒ 500,000	507,852
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	4,934,642	5,291,809	8,330,234	
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 (attach schedule)			
	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	4,934,642	5,291,809	
	30	Total net assets or fund balances (see page 17 of the instructions)	4,934,642	5,291,809	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,934,642	5,291,809		

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	4,934,642
2	Enter amount from Part I, line 27a	2	365,164
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	5,299,806
5	Decreases not included in line 2 (itemize) ▶ ☒ _____	5	7,997
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,291,809

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	See Additional Data Table			
b				
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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 See Additional Data Table			
b			
c			
d			
e			

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	407,888
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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 page 18 of 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))
2012	334,200	6,967,104	0 047968
2011	296,150	6,271,610	0 047221
2010	247,218	6,072,031	0 040714
2009	249,397	5,281,197	0 047224
2008	329,672	4,936,907	0 066777

2	Total of line 1, column (d).	2	0 249904
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	0 049981
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	7,915,517
5	Multiply line 4 by line 3.	5	395,625
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	6,029
7	Add lines 5 and 6.	7	401,654
8	Enter qualifying distributions from Part XII, line 4. 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	8	315,129

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	12,057
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	12,057
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	12,057
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	14,248
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	14,248
8	Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,191
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 2,191 Refunded	11	0

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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.</i>	1b		No
c	Did the foundation file Form 1120-POL for this year?.	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation .</i>	8b	Yes	
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
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		
16	At any time during calendar year 2013, 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	Yes	No
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		
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 2013?.	1c		No
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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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).	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 ▶ 20____, 20____, 20____, 20____			
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 2013 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2013?	4b		No

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)? (see instructions).		☐ 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)?		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?				☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		No
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?		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 (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM M BACKER	PRESIDENT/TREASURER	0	0	0
7181 SMITTEN FARM LANE THE PLAINS,VA 20198	1 00			
ANN M BACKER	DIRECTOR	0	0	0
7181 SMITTEN FARM LANE THE PLAINS,VA 20198	1 00			
DAVID MOLTKE-HANSEN	DIRECTOR	0	0	0
27 EDGEWOOD ROAD ASHVILLE,NC 28804	1 00			
GEORGIA H HERBERT	DIRECTOR	0	0	0
6537 MAIN STREET THE PLAINS,VA 20198	1 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). 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	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the 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	7,658,266
b	Average of monthly cash balances.	1b	377,792
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,036,058
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	8,036,058
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	120,541
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,915,517
6	Minimum investment return. Enter 5% of line 5.	6	395,776

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	395,776
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	12,057
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,057
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	383,719
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	383,719
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	383,719

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	315,129
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	315,129
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 (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	315,129
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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				383,719
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			301,217	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 315,129				
a Applied to 2012, but not more than line 2a			301,217	
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 2013 distributable amount.				13,912
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (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 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				369,807
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

b

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

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization 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

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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	312,100
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

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.

(2)

Other assets.

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

(2)

Purchases of assets from a noncharitable exempt organization.

(3)

Rental of facilities, equipment, or other assets.

(4)

Reimbursement arrangements.

(5)

Loans or loan guarantees.

(6)

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

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.

Yes

No

1a(1)

No

1a(2)

No

1b(1)

No

1b(2)

No

1b(3)

No

1b(4)

No

1b(5)

No

1b(6)

No

1c

No

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

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

Sign Here

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

Signature of officer or trustee

2014-12-04

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

ROBERT B DALE III

CPA

Preparer's Signature

Date

Check if self-employed

PTIN

P01269659

Firm's name

YOUNT HYDE & BARBOUR PC CPA'S

Firm's EIN

54-1149263

Firm's address

PO BOX 467 MIDDLEBURG, VA 20118

Phone no

(540) 687-6381

Form 990-PF (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1600 SHS EXXON MOBIL CORP	D	1985-01-23	2013-09-23
1500 SHS ITC HOLDING CORP	P	2007-08-24	2013-09-23
800 SHS AGRIUM INC	P	2013-01-23	2014-02-26
2000 SHS MOTOROLA SOLUTIONS INC	P	2012-10-10	2014-02-26
50000 NTS REGAL CINEMAS CORP	P	2012-01-12	2014-04-10
11500 SHS CALPINE CORP	P	2012-09-11	2014-04-24
3886 SHS GENERAL ELECTRIC CO	D	2007-03-08	2014-04-24
1750 SHS TARGA RESOURCES CORP	P	2012-03-19	2014-04-24
2000 SHS NEXTERA ENERGY INC	P	2012-09-26	2014-06-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
143,590		41,050	102,540
135,876		73,266	62,610
72,666		86,604	-13,938
130,484		101,921	28,563
53,206		52,405	801
256,466		212,808	43,658
103,319		82,191	21,128
188,408		79,137	109,271
190,265		137,010	53,255

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			102,540
			62,610
			-13,938
			28,563
			801
			43,658
			21,128
			109,271
			53,255

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
BULL RUN MOUNTAIN CONSERVANCY PO BOX 210 BROAD RUN,VA 20137	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300
CITIZENS FOR FAUQUIER COUNTY PO BOX 3486 WARRENTON,VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300
DRUG POLICY ALLIANCE 925 15TH STREET NW 2ND FLOOR WASHINGTON,DC 20005	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200
EARTH JUSTICE 426 17TH STREET OAKLAND,CA 94612	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300
ENVIRONMENTAL DEFENSE FUND PO BOX 5055 HAGERSTOWN,MD 217415055	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
EPISCOPAL HIGH SCHOOL 1200 NORTH QUAKER LANE ALEXANDRIA,VA 22302	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	500
FAUQUIER SPCA PO BOX 733 WARRENTON,VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250
FOOD AND WATER WATCH 1616 P STREET NW SUITE 300 WASHINGTON,DC 20036	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200
FRACTURED ATLAS 248 W 35TH STREET 10TH FLOOR NEW YORK,NY 10001	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250
FRIENDS OF THE RAPPAHANNOCK 3219 FALL HILL AVENUE FREDERICKSBURG,VA 22401	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200
GRAYSON-JOCKEY CLUB RESEARCH FDN 821 CORPORATE DRIVE LEXINGTON,KY 40503	NONE	PUBLIC CHARITY	HORSE VETERINARY RESEARCH PURPOSES	10,000
ISLAND PRESS 1718 CONNECTICUT AVENUE SUITE 300 WASHINGTON,DC 200091148	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	750
JTHG PARTNERSHIP PO BOX 77 WATERFORD,VA 20197	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
LAND TRUST OF VIRGINIA 7260 RECTORS LANE MARSHALL,VA 20115	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,000
MOSBY HERITAGE ASSOCIATION PO BOX 1497 MIDDLEBURG,VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
Total  3a				312,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
NATIONAL MUSEUM OF RACING & HALL OF FAME UNION AVENUE SARATOGA SPRINGS,NY 12866	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	500
NATIONAL PARK FOUNDATION 1201 EYE STREET NW SUITE 550B WASHINGTON,DC 20005	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300
NEGATIVE POPULATION GROWTH 2861 DUKE STREET SUITE 36 ALEXANDRIA,VA 22314	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON,VA 20188	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	202,000
PIEDMONT FOUNDATION PO BOX 460 WARRENTON,VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	65,000
VOTE SMART ONE COMMON GROUND PHILIPSBURG,MT 59858	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	100
NY RACETRACK CHAPLAINCY OF AMERICA 400 EAST COLLEGE STREET GEORGETOWN,KY 40324	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
SHENANDOAH NATIONAL PARK 3655 US HWY 211 E LURAY,VA 22835	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	6,000
THE AMERICAN CHESTNUT FOUNDATION (VA TACF) PO BOX 158 MARSHALL,VA 20116	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
THE ANTHONY TRUST ASSOCIATION PO BOX 205471 NEW HAVEN,CT 065205471	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
THE JOCKEY CLUB FOUNDATION 40 EAST 52ND STREET NEW YORK,NY 10022	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300
THE NATURAL RESOURCE COUNCIL OF MAINE 3 WADE STREET AUGUSTA,ME 04330	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	10,000
THE NATURE CONSERVANCY OF VIRGINIA 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON,VA 22203	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	200
UNION OF CONCERNED SCIENTISTS PO BOX 9105 CAMBRIDGE,MA 021383790	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	200
VIRGINIA SHERIFF'S INSTITUTE 701 EAST FRANKLIN STREET RICHMOND,VA 23219	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	25
Total  3a				312,100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
WAMU 4000 BRANDYWINE STREET NW WASHINGTON,DC 200168082	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	100
WETA PO BOX 2600 WASHINGTON,DC 20004	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	100
WINDY HILL FOUNDATION PO BOX 1593 MIDDLEBURG,VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
YALE ALUMNI FUND PO BOX 803 NEW HAVEN,CT 065030803	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	75
CASA DEL HERRERO FOUNDATION 1387 EAST VALLEY ROAD MONTECITO,CA 93108	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200
FRIENDS OF THE EARTH 1100 15TH STREET NW 11TH FLOOR WASHINGTON,DC 20005	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200
HABITAT FOR HUMANITY INTERNATIONAL 121 HABITAT STREET AMERICUS,GA 317093498	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
MUSC FOUNDATION 18 BEE STREET MSC 450 CHARLESTON,SC 29425	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250
NARAL PRO-CHOICE VIRGINIA PO BOX 1204 ALEXANDRIA,VA 22313	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
SO OTHERS MIGHT EAT 71 O STREET NW WASHINGTON,DC 20001	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 900 SAN FRANCISCO,CA 94104	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200
THOROUGHbred CHARITIES OF AMERICA PO BOX 910668 LEXINGTON,KY 40591	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	250
WESTMORELAND DAVIS MEMORIAL FOUNDATION PO BOX 6228 LEESBURG,VA 20178	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	150
Total  3a				312,100

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	Schedule of Contributors ▶ Attach to Form 990, 990-EZ, or 990-PF. ▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.	OMB No 1545-0047 2013

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

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% 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 for 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 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 its Form 990PF, Part I, line 2, 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
<u>1</u>	ANN BACKER 7181 SMITTEN FARM LANE THE PLAINS, VA 20198	\$ 100,222	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
 		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

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 See instructions) ▶ \$

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

TY 2013 Accounting Fees Schedule

Name: WILLIAM M BACKER FOUNDATION INC

EIN: 13-3579157

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	5,002	2,501		2,501

**TY 2013 Investments Corporate
Bonds Schedule****Name:** WILLIAM M BACKER FOUNDATION INC**EIN:** 13-3579157

Name of Bond	End of Year Book Value	End of Year Fair Market Value
50000 NTS KINDER MORGAN ENERGY PARTNERS LP SR NT	50,491	63,484
100000 NTS CAPITAL ONE FINANCIAL CORP SUB NTS	87,459	110,082
50000 NTS PLATINUM UNDERWRITERS FIN INC SR NT	44,932	56,998
100000 NTS CIT GROUP INC SR UNSECURED	100,636	105,500
50000 NTS GENESIS ENERGY GROUP LP SR NT	50,786	52,938
REGAL CINEMAS CORP GTD SR NT	0	0
75000 NTS TEEKAY CORP SR NT	76,609	85,688
75000 NTS MARKWEST ENERGY PART	75,482	77,813
125000 NTS GENERAL ELEC CAP	127,766	138,750

TY 2013 Investments Corporate
Stock Schedule

Name: WILLIAM M BACKER FOUNDATION INC
EIN: 13-3579157

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3000 SHS ALTRIA GROUP	26,263	121,800
8212 SHS ENBRIDGE ENERGY MGMT	60,313	278,491
4000 SHS EXXON MOBIL CORP	102,625	395,760
GENERAL ELECTRIC COMPANY	0	0
2116 SHS KINDER MORGAN MGMT	30,350	162,855
4000 SHS AMERICAN TOWER CORP	128,512	377,560
4500 SHS ITC HOLDINGS CORP	63,446	162,450
3000 SHS PHILLIP MORRIS INTL INC	59,846	246,030
7500 SHS TEEKAY OFFSHORE PARTNERS LP	61,936	254,775
750 SHS VISA INC	66,294	158,258
1250 SHS PALL CORP	46,465	96,838
7250 SHS GOLUB CAPITAL BDC	100,824	120,423
4250 SHS TEEKAY CORP	114,406	236,555
2000 SHS UPS, INC	134,228	194,180
1000 SHS BLACKROCK INC	169,955	304,730
1650 SHS BORG WARNER AUTOMOTIVE INC	51,044	102,713
7500 SHS STARWOOD PROPERTY TRUST INC	147,661	177,000
734 SHS PPG INDUSTRIES	50,345	145,596
2500 SHS BOEING CO	185,352	301,200
4750 SHS BROOKFIELD INFRASTRUCTURE	112,527	188,338
4500 SHS EBAY INC	155,313	237,735
1250 SHS KANSAS CITY SOUTHERN	79,007	136,325
5000 SHS NEW MOUNTAIN FINANCIAL CORP	71,151	72,400
1750 SHS TARGA RESOURCES CORP	76,524	223,125
5000 SHS AMERICAN INT'L GROUP	177,196	259,900
CALPINE CORP	0	0
800 SHS COVANCE, INC	59,582	67,136
1000 SHS EXPRESS SCRIPTS HLDGS	55,093	69,650
115 SHS INTUITIVE SURGICAL, INC	58,698	52,618
MOTOROLA SOLUTIONS, INC	0	0

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NEXTERA ENERGY, INC	0	0
1000 SHS PIONEER NAT RES, CO	128,813	221,460
3500 SHS WHITEWAVE FOODS, CO	56,315	104,265
AGRIUM, INC	0	0
5000 SHS SEADRILL PARTNERS, LLC	116,118	162,000
10293.576 SHS BROWN ADV EMG MKTS	100,000	104,274
546 SHS AIR PRODUCTS & CHEMICALS	63,281	72,045
400 SHS AVALONBAY CMNTYS INC	53,956	59,232
1150 SHS DISCOVERY COMMUNICATIONS INC	92,098	97,992
500 SHS FEDERAL RLTY INVT TR	52,198	61,050
1403 SHS GENERAL ELECTRIC CORP	36,941	35,285
1200 SHS GILEAD SCIENCES INC	99,734	109,860
4400 SHS HOMEAWAY INC	138,516	152,768
3000 SHS SCHWAB CHARLES CORP	78,251	83,250
1500 SHS STARWOOD WAYPOINT RESIDENTIAL	45,030	39,435
650 SHS SUNTRUST BANKS	25,231	24,733
9852.217 SHS BROWN ADV STRAT EUR EQ	100,000	98,424
9363.296 SHS GRANDEUR PEAK EM OPP	100,000	104,775
11914.218 SHS NEUBERGER BERMAN LONG SH INS	150,000	152,859
6045.949 SHS OAKMARK INTL SMALL CAP	100,000	106,771

TY 2013 Investments - Other Schedule

Name: WILLIAM M BACKER FOUNDATION INC

EIN: 13-3579157

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
241258 SHS BROWN ADV HEDGED FIXED INC	AT COST	500,000	507,852

TY 2013 Legal Fees Schedule

Name: WILLIAM M BACKER FOUNDATION INC

EIN: 13-3579157

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	528	0		528

TY 2013 Other Decreases Schedule

Name: WILLIAM M BACKER FOUNDATION INC

EIN: 13-3579157

Description	Amount
PRIOR YEAR UNRECORDED AMORTIZATION/ACCRETION & RETURN OF CAPITAL	7,997

TY 2013 Other Expenses Schedule**Name:** WILLIAM M BACKER FOUNDATION INC**EIN:** 13-3579157

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXP - BROOKFIELD INFRASTRUCE PTNRS	45	45		0
BANK SERVICE CHARGES	10	0		0
PENALTIES & INTEREST	36	0		0

TY 2013 Other Professional Fees Schedule

Name: WILLIAM M BACKER FOUNDATION INC

EIN: 13-3579157

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	39,955	39,955		0

TY 2013 Taxes Schedule**Name:** WILLIAM M BACKER FOUNDATION INC**EIN:** 13-3579157

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	1,143	1,143		0
FEDERAL TAX PAYMENTS	22,742	0		0