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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 08-01-2014 , and ending 07-31-2015

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 (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 ☐ 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)*▶$ 8,321,139

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) (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)	50,044			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	25	25		
	4	Dividends and interest from securities	139,650	139,650		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	804,977			
	b	Gross sales price for all assets on line 6a 2,397,857				
	7	Capital gain net income (from Part IV, line 2)		804,977		
	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) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	994,696	944,652		
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 (attach schedule)	750	0		750
	b	Accounting fees (attach schedule)	5,497	2,748		2,747
	c	Other professional fees (attach schedule)	40,429	40,429		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,900	51		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	9,361	9,280		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	59,937	52,508		3,497
	25	Contributions, gifts, grants paid	371,650			371,650
	26	**Total expenses and disbursements.** Add lines 24 and 25	431,587	52,508		375,147
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	563,109			
	b	**Net investment income** (if negative, enter -0-)		892,144		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	15,211	4,407	4,407
2	Savings and temporary cash investments	180,999	66,522	66,522
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)	3,981,438	4,647,246	7,083,831
c	Investments—corporate bonds (attach schedule)	614,161	570,359	617,814
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	500,000	566,384	548,565
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)	5,291,809	5,854,918	8,321,139
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	5,291,809	5,854,918	
30	**Total net assets or fund balances** (see instructions)	5,291,809	5,854,918	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,291,809	5,854,918	

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	5,291,809
2	Enter amount from Part I, line 27a	2	563,109
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	5,854,918
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	5,854,918

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				(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	
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	804,977
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 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))
2013	315,129	7,915,517	0 039812
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

2	**Total** of line 1, column (d)	2	0 222939
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 044588
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	8,405,344
5	Multiply line 4 by line 3	5	374,777
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,921
7	Add lines 5 and 6	7	383,698
8	Enter qualifying distributions from Part XII, line 4	8	375,147

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 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	17,843
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	17,843
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	17,843
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 6,040		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 30,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	36,040
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	98
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	18,099
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 18,099 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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? *If "Yes," attach a detailed description of the activities.*	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? *If "Yes," attach a conformed copy of the changes*	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? *If "Yes," attach the statement required by General Instruction T.*	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? *If "Yes," complete Part II, col. (c), and Part XV.*	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? *If "No," attach explanation*	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 |

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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**

			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)?	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ **Yes** ☑ **No**

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

			Yes	No
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**

			Yes	No
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	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 2014?	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 4945(d)(4)(A)? (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 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—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 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	8,266,365
b	Average of monthly cash balances	1b	266,979
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	8,533,344
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	8,533,344
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	128,000
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,405,344
6	**Minimum investment return.** Enter 5% of line 5	6	420,267

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	420,267
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 17,843		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	17,843
3	Distributable amount before adjustments Subtract line 2c from line 1	3	402,424
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	402,424
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	402,424

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	375,147
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	375,147
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	375,147

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				402,424
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			369,807	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				
d From 2012.				
e From 2013.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 375,147				
a Applied to 2013, but not more than line 2a			369,807	
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 2014 distributable amount.				5,340
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2014 *(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 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				397,084
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				
c Excess from 2012. . . .				
d Excess from 2013. . . .				
e Excess from 2014. . . .				

Part XIV **Private 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 2014, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	
2a 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 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 or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				371,650
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions)
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	25	
4 Dividends and interest from securities			14	139,650	
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	804,977	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		944,652	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 944,652

(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) (See instructions)

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

******	2016-03-15	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
ELAINE M CAIN CPA				P00355359

Firm's name ▶ YOUNT HYDE & BARBOUR PC | Firm's EIN ▶ 54-1149263

Firm's address ▶ PO BOX 467 MIDDLEBURG, VA 20118 | Phone no (540) 687-6381

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)
250 SHS BLACKROCK, INC	P	2010-11-12	2015-03-25
1403 SHS GENERAL ELECTRIC CORP	D	2007-03-08	2014-08-29
1000 SHS AMERICAN TOWER CORP	P	2006-03-02	2015-03-25
4000 SHS EXXON MOBIL CORP	D	1985-01-23	2014-08-29
1500 SHS ITC HOLDINGS CORP	P	2007-08-24	2015-03-25
3000 SHS ITC HOLDINGS CORP	P	2007-08-24	2015-07-15
1250 SHS PALL CORP	P	2010-02-24	2015-07-08
750 SHS EBAY INC	P	2011-11-01	2015-07-15
750 SHS UNITED PARCEL SERVICE	P	2010-07-29	2015-07-15
135 SHS PPG INDUSTRIES	D	2010-09-02	2015-03-25

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)
94,030		42,489	51,541
36,554		36,941	-387
97,088		32,128	64,960
399,570		102,625	296,945
55,268		21,149	34,119
99,234		42,298	56,936
156,006		46,465	109,541
46,681		27,176	19,505
72,849		54,072	18,777
30,983		9,260	21,723

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	
			51,541
			-387
			64,960
			296,945
			34,119
			56,936
			109,541
			19,505
			18,777
			21,723

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)
500 SHS BROOKFIELD INFASTRUCTURE PARTNERS LP	P	2011-10-24	2015-07-15
1250 SHS BOEING CO	P	2012-07-12	2014-08-29
250 SHS BOEING CO	P	2012-07-12	2015-03-25
5000 SHS NEW MOUNTAIN FINANCE CORP	P	2012-07-17	2014-08-29
2500 SHS AMERICAN INTERNATIONAL GROUP INC	P	2012-08-17	2014-08-29
500 SHS AMERICAN INTERNATIONAL GROUP INC	P	2012-08-17	2015-03-25
5000 SHS SEADRILL PARTNERS LLC	P	2012-10-24	2015-03-25
957 854 SHS OAKMARK INTL SMALL CAP	P	2013-08-13	2014-12-17
676 133 SHS OAKMARK INTL SMALL CAP	P	2013-08-13	2014-12-23
1019 022 SHS OAKMARK INTL SMALL CAP	P	2013-08-13	2015-01-26

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)
22,219		11,821	10,398
160,890		93,034	67,856
38,747		18,607	20,140
76,032		71,151	4,881
140,366		93,597	46,769
28,025		16,957	11,068
64,503		105,880	-41,377
15,000		15,000	0
10,000		10,401	-401
15,000		18,149	-3,149

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	
			10,398
			67,856
			20,140
			4,881
			46,769
			11,068
			-41,377
			0
			-401
			-3,149

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)
3816 794 SHS NEUBERGER BERMAN LONG SH INS	P	2014-02-24	2014-11-20
8142 944 SHS NEUBERGER BERMAN LONG SH INS	P	2014-02-24	2015-03-23
9852 217 SHS BROWN ADV STRAT EUR EQ INS	P	2014-02-24	2014-08-27
4400 SHS HOMEAWAY INC	P	2014-04-24	2015-01-27
1150 SHS DISCOVERY COMMUNICATIONS INC	P	2014-06-18	2015-03-25
1150 SHS DISCOVERY COMMUNICATIONS INC	P	2014-06-18	2015-03-25
1050 SHS CITY NATL CORP	P	2014-11-19	2015-07-15
CASH IN LIEU GOOGLE INC CL C	P	2014-11-19	2015-05-05
770 SHS NETSUITE INC	P	2014-11-19	2015-07-08
2550 SH KINDER MORGAN	P	2014-12-01	2015-01-14

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)
50,000		48,053	1,947
107,568		102,536	5,032
100,197		100,000	197
114,239		138,516	-24,277
36,881		46,657	-9,776
35,769		45,441	-9,672
95,183		82,357	12,826
211		216	-5
70,095		84,119	-14,024
10		1	9

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	
			1,947
			5,032
			197
			-24,277
			-9,776
			-9,672
			12,826
			-5
			-14,024
			9

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)
88 SHS LABORATORY CORP OF AMERICA HOLDINGS	P	2015-02-20	2015-03-31
214 SHS LABORATORY CORP OF AMERICA	P	2015-02-20	2015-04-16
50000 NTS GENESIS ENERGY LP BOND	P	2012-02-01	2015-06-22
CAPITAL GAINS DIVIDENDS	P		

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)
111		103	8
26,924		25,038	1,886
51,969		50,643	1,326
49,655			49,655

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	
			8
			1,886
			1,326
			49,655

Form 990PF Part XV Line 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*				
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
FAC FOUNDATION 605 NORTH BROAD ST FREMONT, NE 68025	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
FRACTURED ATLAS 248 W 35TH STREET 10TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300
FRIENDS OF THE EARTH 1100 15TH STREET NW 11TH FLOOR WASHINGTON, DC 20005	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
HUGUENOT SOCIETY OF SC 138 LOGAN STREET CHARLESTON, SC 29401	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200
LAND TRUST OF VIRGINIA 7260 RECTORS LANE MARSHALL, VA 20115	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND TOPSHAM, ME 04086	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
MIDDLEBURG HUMANE FOUNDATION PO BOX 1238 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300
MOC BEAGLES INC PO BOX 346 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300
Total . . . . ▶ **3a**				371,650

Form 990PF Part XV Line 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*				
MOSBY HERITAGE ASSOCIATION PO BOX 1497 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
NATIONAL MUSEUM OF RACING & HALL OF FAME UNION AVENUE SARATOGA SPRINGS, NY 12866	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	500
NATURAL RESOURCES DEFENSE COUNCIL PO BOX 96048 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	1,000
NEGATIVE POPULATION GROWTH 2861 DUKE STREET SUITE 36 ALEXANDRIA, VA 22314	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100
NY RACETRACK CHAPLAINCY OF AMERICA 400 EAST COLLEGE STREET GEORGETOWN, KY 40324	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	226,000
PIEDMONT FOUNDATION PO BOX 460 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	75,000
SHENANDOAH NATIONAL PARK 3655 US HWY 211 E LURAY, VA 22835	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	15,000
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	300
ST ANTHONY EDUCATIONAL FUND PO BOX 4633 CHAPEL HILL, NC 27515	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
SUSTAINABLE HARVEST INTERNATIONAL 779 NORTH BEND ROAD SURRY, ME 04684	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	15,000
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
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 900 SAN FRANCISCO, CA 94104	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	200
Total . . . . ▶ **3a**				371,650

Form 990PF Part XV Line 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*				
THE WORLD WAR II FOUNDATION 333 WHITE HORN DR KINGSTON,RI 02881	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	100
UNION OF CONCERNED SCIENTISTS PO BOX 9105 CAMBRIDGE,MA 021383790	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	200
VIRGINIA OUTDOORS FOUNDATION 324 WATERLOO STREET WARRENTON,VA 20186	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	200
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	650
Total . . . . ▶ **3a**				371,650

TY 2014 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	5,497	2,748		2,747

TY 2014 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
CAPITAL ONE FINANCIAL CORP SUB NTS	93,466	104,896
CIT GROUP INC SR UNSECURED	100,471	103,750
GENERAL ELEC CAP	127,504	135,725
GENESIS ENERGY GROUP LP SR NT	0	0
KINDER MORGAN ENERGY PARTNERS LP SR NT	50,398	59,580
MARKWEST ENERGY PART	75,439	76,875
PLATINUM UNDERWRITERS FIN INC SR NT	46,719	54,675
TEEKAY CORP SR NT	76,362	82,313

TY 2014 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
AIR PRODUCTS & CHEMICALS	63,281	77,810
ALTRIA GROUP	26,263	163,140
AMAZON COM INC	289,027	477,174
AMERICAN INT'L GROUP	66,642	128,240
AMERICAN TOWER CORP	146,428	335,453
AMPHENOL CORP	90,304	84,615
AVALONBAY CMNTYS INC	53,956	68,936
BLACKROCK INC	127,466	252,240
BOEING CO	73,712	144,170
BORG WARNER AUTOMOTIVE INC	51,044	82,021
BRISTOL MYERS SQUIBB CO	137,188	131,280
BROOKFIELD INFRASTRUCTURE	100,478	177,905
BROWN ADV EMG SMALL CAP INS	200,000	212,940
BROWN ADVISORY EMG MKTS INS	300,000	288,958
BROWN ADV STRAT EUR EQ	0	0
COLFAX CORP	95,018	79,522
COVANCE, INC	0	0
DISCOVERY COMMUNICATIONS INC	0	0
EASTERLY GOVERNMENT PROPERTIES	40,484	40,290
EBAY INC	50,320	105,450
ENBRIDGE ENERGY MGMT	60,313	276,890
ESSEX PPTY TR, INC	63,606	71,971
EXPRESS SCRIPTS HLDGS	55,093	90,070
EXXON MOBIL CORP	0	0
FACEBOOK, INC	85,613	96,360
FEDERAL RLTY INVT TR	52,198	68,395
GENERAL ELECTRIC CORP	0	0
GILEAD SCIENCES INC	99,734	141,432
GOLUB CAPITAL BDC	100,824	118,175
GOOGLE INC	78,671	90,713

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GRANDEUR PEAK EM OPP	102,475	101,843
HOMEAWAY INC	0	0
INTUITIVE SURGICAL, INC	106,580	114,632
ITC HOLDINGS CORP	0	0
KANSAS CITY SOUTHERN	79,007	123,988
KINDER MORGAN MGMT	0	0
KINDER MORGAN, INC	30,349	188,164
NEUBERGER BERMAN LONG SH INS	0	0
NEW MOUNTAIN FINANCIAL CORP	0	0
NXP SEMICONDUCTORS NV	87,987	87,291
OAKMARK INTL SMALL CAP	502,187	496,797
PALL CORP	0	0
PAYPAL HOLDINGS, INC	77,817	145,125
PHILLIP MORRIS INTL INC	59,846	256,590
PIONEER NAT RES, CO	128,813	126,770
PPG INDUSTRIES	41,085	129,839
SCHWAB CHARLES CORP	78,251	104,640
SEADRILL PARTNERS, LLC	0	0
STARWOOD PROPERTY TRUST INC	108,233	163,200
STARWOOD WAYPOINT RESIDENTIAL	44,820	36,720
SUNTRUST BANKS	82,019	88,680
TARGA RESOURCES CORP	76,524	154,788
TEEKAY CORP	114,406	152,193
TEEKAY OFFSHORE PARTNERS LP	45,784	129,675
TRIPADVISOR, INC	86,440	78,586
UPS, INC	80,156	127,950
VISA INC	66,294	226,020
WHITEWAVE FOODS, CO	56,315	180,670
WHOLE FOODS MKT, INC	84,195	65,520

TY 2014 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
BROWN ADV HEDGED FIXED INCOME	AT COST	500,000	482,108
YUKON CAPITAL PARTNERS II, LP	AT COST	66,384	66,457

TY 2014 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	750	0		750

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TY 2014 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 FROM PARTNERSHIPS	9,228	9,228		0
BANK SERVICE CHARGES	81	0		0
OTHER LOSS FROM INVESTMENT PARTNERSHIPS	52	52		0

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TY 2014 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	40,429	40,429		0

TY 2014 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	51	51		0
FEDERAL TAX PAYMENTS	3,849	0		0

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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

2014

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, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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	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	$ 50,044	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II for noncash contributions)

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

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

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

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

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

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	527 SHS AMERICAN TOWER CORP	$ 50,044	2015-07-08

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

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

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

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

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

Name of organization
WILLIAM M BACKER FOUNDATION INC

Employer identification number
13-3579157

Part III ***Exclusively* religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor.** 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