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

2016

Open to Public Inspection

For calendar year 2016, or tax year beginning 08-01-2016 , and ending 07-31-2017

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) Room/suite
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 ☐ 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)*▶$ 8,533,138

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)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	168	168		
	4	Dividends and interest from securities	170,899	170,899		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	536,654			
	b	Gross sales price for all assets on line 6a 2,699,137				
	7	Capital gain net income (from Part IV, line 2)		621,026		
	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)	1,456	1,456		
	12	**Total.** Add lines 1 through 11	709,177	793,549		
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)	925	0		925
	b	Accounting fees (attach schedule)	5,635	564		5,071
	c	Other professional fees (attach schedule)	44,080	44,080		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	12,074	12,051		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	62,714	56,695		5,996
	25	Contributions, gifts, grants paid	379,500			379,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	442,214	56,695		385,496
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	266,963			
	b	**Net investment income** (if negative, enter -0-)		736,854		
	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	End of year (c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	2,318	41,407	41,407
2	Savings and temporary cash investments	522,657	72,202	72,202
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)	0	1,542,413	1,542,559
b	Investments—corporate stock (attach schedule)	3,915,725	3,425,938	5,862,984
c	Investments—corporate bonds (attach schedule)	901,480	776,320	803,189
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	451,301	202,163	210,797
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)	5,793,481	6,060,443	8,533,138
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	5,793,481	6,060,443	
30	**Total net assets or fund balances** (see instructions)	5,793,481	6,060,443	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,793,481	6,060,443	

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	5,793,481
2	Enter amount from Part I, line 27a	2	266,963
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	6,060,444
5	Decreases not included in line 2 (itemize) ▶	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,060,443

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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a	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	621,026
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))
2015	397,343	7,685,061	0 051703
2014	375,147	8,405,344	0 044632
2013	315,129	7,915,517	0 039812
2012	334,200	6,967,104	0 047968
2011	296,150	6,271,610	0 047221

2 Total of line 1, column (d)	2	0 231336
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 046267
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	8,147,563
5 Multiply line 4 by line 3	5	376,963
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,369
7 Add lines 5 and 6	7	384,332
8 Enter qualifying distributions from Part XII, line 4	8	385,496

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b		1	7,369
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	7,369
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	7,369
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 14,542		
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	14,542
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	7,173
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 7,173	**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 2016 or the taxable year beginning in 2016 (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 ▶YHB Telephone no ▶(540) 687-6381

Located at ▶PO BOX 467 MIDDLEBURG VA ZIP+4 ▶20118

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 2016, 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016).*	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 2016?	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
See Additional Data Table				

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	7,558,711
b	Average of monthly cash balances.		1b	712,927
c	Fair market value of all other assets (see instructions).		1c	0
d	**Total** (add lines 1a, b, and c).		1d	8,271,638
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	8,271,638
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).		4	124,075
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	8,147,563
6	**Minimum investment return.** Enter 5% of line 5.		6	407,378

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	407,378
2a	Tax on investment income for 2016 from Part VI, line 5.	2a 7,369		
b	Income tax for 2016 (This does not include the tax from Part VI).	2b		
c	Add lines 2a and 2b.		2c	7,369
3	Distributable amount before adjustments Subtract line 2c from line 1.		3	400,009
4	Recoveries of amounts treated as qualifying distributions.		4	0
5	Add lines 3 and 4.		5	400,009
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	400,009

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	385,496
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	385,496
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	7,369
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	378,127

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				400,009
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			376,880	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f **Total** of lines 3a through e.	0			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 385,496				
a Applied to 2015, but not more than line 2a			376,880	
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 2016 distributable amount.				8,616
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2016 *(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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				391,393
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 2011 not applied on line 5 or line 7 (see instructions)	0			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

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 2016, 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) 2016	**(b)** 2015	**(c)** 2014	**(d)** 2013	
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))

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**				379,500
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	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	168	
4 Dividends and interest from securities. . . .			14	170,899	
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.			14	1,456	
8 Gain or (loss) from sales of assets other than inventory			18	536,654	
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		709,177	0

13 Total. Add line 12, columns (b), (d), and (e). 13 709,177

(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

******	2017-11-29	******
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		2017-11-29		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)
975 SHS T ROWE PRICE GROUP INC	P	2015-09-01	2016-08-05
200 SHS BOEING CO	P	2012-10-25	2016-08-05
998 SHS PPG INDS INC	D	2010-09-02	2016-08-05
1500 SHS COLONY STARWOOD HOMES	P	2014-02-06	2016-08-05
1500 SHS AMERICAN INTERNATIONAL GROUP	P	2013-02-06	2016-08-05
2000 SHS BRISTOL MYERS SQUIBB CO	P	1999-01-01	2016-08-16
500 SHS BRISTOL MYERS SQUIBB CO	P	1999-01-01	2016-08-16
154306 UNITS BROWN ADVISORY HEDGED FIXED INCOME SERIES 1	P	2014-06-30	2016-08-22
100000 SHS CAPITAL ONE	P	2008-10-27	2016-09-01
615 6315 UNITS BROWN ADVISORY HEDGED FIXED INCOME SERIES 1	P	2014-06-30	2016-12-09

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)
67,093		70,939	-3,846
26,304		14,742	11,562
103,322		1,426	101,896
48,933		44,820	4,113
80,973		49,685	31,288
121,936		135,469	-13,533
30,484		33,867	-3,383
154,306		169,471	-15,165
100,000		100,000	0
58,945		64,616	-5,671

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	
			-3,846
			11,562
			101,896
			4,113
			31,288
			-13,533
			-3,383
			-15,165
			0
			-5,671

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)
590 SHS ALEXION PHARMACEUTICALS INC	P	1999-01-01	2016-12-16
1445 SHS UNDER ARMOUR INC	P	1999-01-01	2017-02-10
1435 SHS UNDER ARMOUR INC CLASS A	P	2016-04-13	2017-02-10
458 2872 UNITS BROWN ADVISORY HEDGED FIXED INCOME SERIES 1	P	2014-06-30	2017-02-15
4265 SHS WHITEWAVE FOODS CO	P	1999-01-01	2017-03-06
18365 473 SHS DOUBLELINE TOTAL RET BD I	P	2016-04-06	2017-03-20
990 SHS TRIPADVISOR INC	P	2015-07-06	2017-03-22
200 SHS VERSUM MATERIALS INC	D	2013-12-30	2017-03-22
100000 $1 PV CIT GROUP INC	P	2012-03-16	2017-05-04
106 SHS AMAZON COM INC	P	2014-11-14	2017-05-11

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)
64,790		110,597	-45,807
25,646		64,958	-39,312
29,311		66,678	-37,367
47,550		48,101	-551
234,661		85,600	149,061
194,858		200,000	-5,142
42,714		86,440	-43,726
6,008		191	5,817
103,157		103,157	0
100,007		34,860	65,147

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	
			-45,807
			-39,312
			-37,367
			-551
			149,061
			-5,142
			-43,726
			5,817
			0
			65,147

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)
640 SHS GILEAD SCIENCES INC	P	2016-04-08	2017-05-11
200 SHS BOEING CO	P	2012-10-25	2017-05-11
900 SHS NXP SEMICONDUCTORS NV	P	2015-03-13	2017-05-11
779 SHS AMERICAN TOWER CORP	P	2006-03-02	2017-05-11
148000 PV GENERAL ELECTRIC CO	P	2012-09-05	2017-05-11
88 316 UNITS BROWN ADVISORY HEDGED FIXED INCOME SERIES 1	P	2014-06-30	2017-05-18
50000 PV PLATINUM UNDER WRIT	P	2009-04-28	2017-06-01
5000 $1 PV CLARK CNTY NV	P	2016-12-15	2017-07-03
144 SHS AMAZON COM INC	P	1999-01-01	2017-07-31
424 SHS PHILLIP MORRIS INTL	D	2008-03-28	2017-07-31

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)
42,943		61,619	-18,676
37,147		14,742	22,405
96,181		87,987	8,194
100,130		25,028	75,102
157,294		128,258	29,036
9,431		9,270	161
50,000		50,000	0
5,000		5,000	0
151,253		46,641	104,612
50,074		1,462	48,612

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	
			-18,676
			22,405
			8,194
			75,102
			29,036
			161
			0
			0
			104,612
			48,612

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)
2895 SHS GOLUB CAPITAL BDC INC	P	2016-04-08	2017-07-31
1250 SHS KANSAS CITY SOUTHERN	P	2011-11-07	2017-07-31
400 SHS AIR PRODS CHEMICALS INC	D	1999-01-01	2017-07-31
1233 SHS BROOKFIELD INFRASTRUCTURE PART LP	P	2011-10-24	2017-07-31
366 SHS AMERICAN TOWER CORP	P	2006-03-02	2017-07-31
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)
56,863		50,035	6,828
129,283		79,007	50,276
57,820		2,031	55,789
49,938		19,655	30,283
50,140		11,759	38,381
14,642			14,642

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	
			6,828
			50,276
			55,789
			30,283
			38,381
			14,642

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANN M BACKER 7181 SMITTEN FARM LANE THE PLAINS, VA 20198	PRESIDENT/TREASURER 1 00	0	0	0
DAVID MOLTKE-HANSEN 27 EDGEWOOD ROAD ASHEVILLE, NC 28804	DIRECTOR 1 00	0	0	0
GEORGIA H HERBERT 6537 MAIN STREET THE PLAINS, VA 20198	SECRETARY 1 00	0	0	0
GEORGE GRAYSON 1858 BLUE RIDGE FARM ROAD UPPERVILLE, VA 20184	VICE PRESIDENT 1 00	0	0	0
TREVOR POTTER 3284 WHITING ROAD MARSHALL, VA 20115	DIRECTOR 1 00	0	0	0

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*				
AFRO-AMERICAN HISTORICAL ASSOCIATION OF FAUQUIER COUNTY 4243 LOUDOUN AVE THE PLAINS, VA 20198	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
AMERICAN CHESTNUT FOUNDATION (VA TACF) PO BOX 158 MARSHALL, VA 20116	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
BACKSTRETCH EMPLOYEE SERVICE TEAM 2150 HEMPSTEAD TURNPIKE ELMONT, NY 11003	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500
BULL RUN MOUNTAIN CONSERVANCY PO BOX 210 BROAD RUN, VA 20137	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
Total . . . . ▶ **3a**				379,500

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*				
CAMPAIGN LEGAL CENTER 1411 K ST NW SUITE 1400 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	26,000
CHARLES TOWNE LANDING 1500 OLD TOWNE ROAD CHARLESTON, SC 29407	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,000
CITIZENS FOR FAUQUIER COUNTY PO BOX 3486 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500
EARTH JUSTICE 426 17TH STREET OAKLAND, CA 94612	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
Total . . . . ▶ **3a**				379,500

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*				
FAUQUIER FREE CLINIC 210 W SHIRLEY AVE WARRENTON, VA 20186	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
FAUQUIER SPCA 9350 ROGUES RD MIDLAND, VA 22728	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
GOOSE CREEK ASSOCIATION 7260 RECTORS LANE MARSHALL, VA 20115	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	500
GRACE EPISCOPAL CHURCH PO BOX 32 THE PLAINS, VA 20198	NONE	PUBLIC CHARITY	RELIGIOUS PURPOSES	12,500
GRAYSON-JOCKEY CLUB RESEARCH FDN 821 CORPORATE DRIVE LEXINGTON, KY 40503	NONE	PUBLIC CHARITY	HORSE VETERINARY RESEARCH PURPOSES	10,000
Total . . . . ▶ **3a**				379,500

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*				
HOSPICE SUPPORT OF FAUQUIER 42 NORTH FIFTH ST WARRENTON, VA 20186	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
HUMAN RIGHTS CAMPAIGN 1640 RHODE ISLAND AVE NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500
JOURNEY THROUGH HOLLOWED GROUNDS PO BOX 77 WATERFORD, VA 20197	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND TOPSHAM, ME 04086	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
MAINE FARMLAND TRUST 97 MAIN ST BELFAST, ME 04915	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
Total . . . . ▶ **3a**				379,500

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*				
MOC BEAGLES INC PO BOX 346 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
MOSBY HERITAGE ASSOCIATION PO BOX 1497 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500
NATIONAL PARK FOUNDATION 1201 EYE STREET NW SUITE 550B WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
NATURAL RESOURCE COUNCIL OF MAINE 3 WADE STREET AUGUSTA, ME 04330	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	500
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	185,000
Total . . . . ▶ **3a**				379,500

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*				
PLANNED PARENTHOOD 810 SEVENTH AVE NEW YORK, NY 10019	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	12,500
RACE TRACK CHAPLAINCY 2150 HEMPSTEAD TURNPIKE ELMONT, NY 11003	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	7,500
RACING MEDICATION & TEST CONSORTIUM 821 CORPORATE DR LEXINGTON, KY 40503	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	7,000
SHENANDOAH NATIONAL PARK 3655 US HWY 211 E LURAY, VA 22835	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	10,000
SO OTHERS MIGHT EAT 71 O STREET NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500
Total . . . . ▶ 3a				379,500

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*				
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	25,000
SUSTAINABLE HARVEST INTERNATIONAL 779 NORTH BEND ROAD SURRY, ME 04684	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	7,500
THE CLIFTON INSTITUTE 6712 BLANTYRE RD WARRENTON, VA 20187	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500
THE COASTAL CONSERVANCY 1515 CLAY ST FL 10 OAKLAND, CA 94612	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	2,500
THE LAND TRUST OF VIRGINIA 5 HAMILTON ST MIDDLEBURG, VA 20117	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
Total . . . . ▶ **3a**				379,500

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 PLAINS COMMUNITY LEAGUE 6473 MAIN STREET THE PLAINS, VA 20198	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
THE PLAINS VOLUNTEER FIRE & RESCUE 4620 LOUDOUN AVENUE THE PLAINS, VA 20198	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
VIRGINIA EQUINE ALLIANCE 38 GARRETT STREET WARRENTON, VA 20186	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	10,000
WAMU 4000 BRANDYWINE STREET NW WASHINGTON, DC 200168082	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	500
WETA PO BOX 2600 WASHINGTON, DC 20004	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	500
Total . . . . ▶ 3a				379,500

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*				
WINDY HILL FOUNDATION PO BOX 1593 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	12,500
Total . . . . ▶ 3a				379,500

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TY 2016 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	5,635	564		5,071

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TY 2016 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
ARTISAN HIGH INCOME ADVISOR	300,767	324,779
BROWN ADVISORY STRATEGIC BOND FUND	250,000	251,569
CAPITAL ONE FINANCIAL CORP SUB NTS	0	0
CIT GROUP INC SR UNSECURED	0	0
DOUBLELINE TOT RET BD	0	0
GENERAL ELECTRIC CO	0	0
ISHARES BARCLAYS TIPS BOND	150,210	150,031
MARKWEST ENERGY PART	75,343	76,810
PLATINUM UNDERWRITERS FIN INC SR NT	0	0

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TY 2016 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
ADOBE SYS INC	70,032	105,766
AIR PRODUCTS & CHEMICALS	0	0
ALEXION PHARMACEUTICALS INC	0	0
ALPHABET INC CL C	78,671	134,923
ALTRIA GROUP	26,263	194,910
AMAZON COM INC	108,840	345,723
AMERICAN INT'L GROUP	0	0
AMERICAN TOWER CORP	131,503	262,844
ARTISAN GLOBAL VALUE ADVISOR	508,675	612,528
AVALONBAY CMNTYS INC	53,956	76,940
BALL CORP	103,869	118,158
BLACKROCK INC	84,977	213,265
BOEING CO	36,856	121,230
BRISTOL MYERS SQUIBB CO	0	0
BROOKFIELD INFRASTRUCTURE	81,968	208,045
BROWN ADV MACQUARIE ASIA NEW STARS FD	207,958	200,081
COLONY STARWOOD HOMES	0	0
DANAHER CORP	53,485	58,021
DEXCOM INC	64,005	46,960
E BAY INC	50,320	133,988
EASTERLY GOVERNMENT PROPERTIES	89,277	108,946
ENBRIDGE ENERGY MGMT	56,092	149,969
FACEBOOK, INC	96,493	188,714
FEDERAL RLTY INVT TR	52,198	66,315
FLEETCOR TECHNOLOGIES INC	74,155	76,030
FORTIVE CORP	77,340	99,117
GILEAD SCIENCES INC	0	0
GOLUB CAPITAL BDC	0	0
IDEXX LABS INC	67,536	149,814
INTUITIVE SURGICAL, INC	106,580	201,726

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KANSAS CITY SOUTHERN	0	0
NXP SEMICONDUCTORS NV	0	0
P P G INDUSTRIES	0	0
PAYPAL HOLDINGS, INC	77,817	219,563
PHILLIP MORRIS INTL INC	41,413	242,290
PIONEER NAT RES, CO	128,813	163,100
PUBLIC STORAGE INC	50,274	49,337
SCHWAB CHARLES CORP	78,251	128,700
SMITH A O CORP	102,281	107,100
STARWOOD PROPERTY TRUST INC	108,233	165,300
SUNTRUST BANKS	82,019	114,580
T ROWE PRICE GROUP INC	0	0
TREEHOUSE FOODS INC	83,659	82,285
TRIPADVISOR, INC	0	0
UNDER ARMOUR INC	0	0
UNDER ARMOUR INC CL A	0	0
UNITED PARCEL SERVICE INC	80,156	137,863
UNITEDHEALTH GROUP, INC	88,509	119,881
VISA INC	66,294	298,680
WABTEC CORP	70,028	71,291
WELLS FARGO CO	87,142	89,001
WHITEWAVE FOODS, CO	0	0

TY 2016 Investments Government Obligations Schedule

Name: WILLIAM M BACKER FOUNDATION INC

EIN: 13-3579157

US Government Securities - End of Year Book Value: 947,413

US Government Securities - End of Year Fair Market Value: 947,559

State & Local Government Securities - End of Year Book Value: 595,000

State & Local Government Securities - End of Year Fair Market Value: 595,000

TY 2016 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
CRESCENT MEZZANINE PARTNERS VII	AT COST	44,669	42,544
HEDGED FIXED INCOME MANAGERS	AT COST	12,405	12,858
YUKON CAPITAL PARTNERS II, LP	AT COST	145,089	155,395

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TY 2016 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	925	0		925

TY 2016 Other Decreases Schedule

Name: WILLIAM M BACKER FOUNDATION INC

EIN: 13-3579157

Description	Amount
NON-DEDUCTIBLE EXPENSES FROM INVESTMENT PARTNERSHIPS	1

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TY 2016 Other Expenses Schedule

Name: WILLIAM M BACKER FOUNDATION INC

EIN: 13-3579157

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXP FROM PARTNERSHIPS	12,051	12,051		0
BANK SERVICE CHARGES	23	0		0

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TY 2016 Other Income Schedule

Name: WILLIAM M BACKER FOUNDATION INC

EIN: 13-3579157

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME - INVESTMENT PARTNERSHIPS	1,456	1,456	1,456

TY 2016 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	44,080	44,080		0