

For calendar year 2017, or tax year beginning 08-01-2017, and ending 07-31-2018

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	
City or town, state or province, country, and ZIP or foreign postal code THE PLAINS, VA 20198		B Telephone number (see instructions) (540) 364-2777	
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) \$ 9,046,582		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	117	117		
	4 Dividends and interest from securities	155,821	145,771		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,031,412			
	b Gross sales price for all assets on line 6a	6,409,964			
	7 Capital gain net income (from Part IV, line 2)		1,087,281		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	1,187,350	1,233,169		
	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)	950	0		950
	b Accounting fees (attach schedule)	4,250	425		3,825
	c Other professional fees (attach schedule)	46,858	46,858		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	560	60		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10,775	10,720		0
	24 Total operating and administrative expenses. Add lines 13 through 23	63,393	58,063		4,775
	25 Contributions, gifts, grants paid	449,500			449,500
	26 Total expenses and disbursements. Add lines 24 and 25	512,893	58,063		454,275
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	674,457			
	b Net investment income (if negative, enter -0-)		1,175,106		
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	41,407	6,270	6,270
	2	Savings and temporary cash investments	72,202	198,210	198,210
	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)	1,542,413	2,194,256	2,200,210
	b	Investments—corporate stock (attach schedule)	3,425,938	3,260,046	5,555,376
	c	Investments—corporate bonds (attach schedule)	776,320	855,896	868,412
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	202,163	220,176	218,104
	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)	6,060,443	6,734,854	9,046,582	
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	6,060,443	6,734,854	
	30	Total net assets or fund balances (see instructions)	6,060,443	6,734,854	
31	Total liabilities and net assets/fund balances (see instructions) .	6,060,443	6,734,854		

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	6,060,443
2	Enter amount from Part I, line 27a	2	674,457
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	6,734,900
5	Decreases not included in line 2 (itemize) ▶ _____	5	46
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	6,734,854

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	1,087,281
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))
2016	378,127	8,147,563	0 046410
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

2 Total of line 1, column (d)	2	0 230525
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 046105
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	8,901,114
5 Multiply line 4 by line 3	5	410,386
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,751
7 Add lines 5 and 6	7	422,137
8 Enter qualifying distributions from Part XII, line 4	8	454,275

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	11,751
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	11,751
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	11,751
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	7,673
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	0
7	Total credits and payments. Add lines 6a through 6d.	7	25,673
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
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	13,922
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 13,922 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)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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 2017 or the taxable year beginning in 2017 (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)

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? Website address ► N/A	13	Yes	
14	The books are in care of ► YHB Telephone no ► (540) 687-6381			

Located at **►** PO BOX 467 MIDDLEBURG VAZIP+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			
16	At any time during calendar year 2017, 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? 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 ►	16	Yes	No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? ☐	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2017 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 2017). ☐	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 2017?	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)? ☐ Yes ☒ No Organizations relying on a current notice regarding disaster assistance check here. ☐ 	5b		
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 <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
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? ☐ Yes ☒ No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
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? ☐ Yes ☒ No	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total number of other employees paid over \$50,000.

0

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	8,510,407
b	Average of monthly cash balances.	1b	526,257
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	9,036,664
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	9,036,664
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	135,550
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	8,901,114
6	Minimum investment return. Enter 5% of line 5.	6	445,056

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	445,056
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	11,751
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	11,751
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	433,305
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	433,305
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	433,305

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	454,275
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	454,275
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	11,751
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	442,524

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				433,305
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			391,393	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 454,275				
a Applied to 2016, but not more than line 2a			391,393	
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 2017 distributable amount.				62,882
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				370,423
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 2012 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

Part XIV

- 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.)**

Part XV

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	449,500
b <i>Approved for future payment</i>				
Total			3b	0

Enter gross amounts unless otherwise indicated

Part XVI-B Relationship of Activities to the Accomplishment of Exempt PurposesForm **990-PF** (2017)

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

		Yes	No
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1a(1)	No
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1a(2)	No
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1b(1)	No
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1b(2)		No
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1b(3)		No
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1b(4)		No
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1b(5)		No
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1b(6)		No
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1c		No
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value
ue

[illegible]

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

**Sign
Here**

2019-06-10

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Signature of officer or trustee

Date _____

Title

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's Signature

Date _____

Check if self-employed ► ☐

PTIN

P00355359

ELAINE M CAIN CPA

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			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
1320 SHS ISHARES BARCLAYS TIPS BONDS	P	2016-11-17	2017-08-04
970 SHS TREEHOUSE FOODS	P	2017-03-22	2017-09-18
67 SHS AMAZON COM INC	P	2015-01-27	2017-09-25
705 SHS DEXCOM	P	2016-08-23	2017-10-02
950,000 NTS US TREASURY BILL DUE 10/26/17	P	2017-07-27	2017-10-06
35222 993 SHS ARTISAN GLOBAL VALUE ADVISOR	P	2015-03-25	2017-11-01
979 432 SHS ARTISAN HIGH INCOME ADVISOR	P	2015-12-09	2017-11-01
13 SHS AMAZON COM INC	P	2015-01-27	2017-11-07
88 247 SHS BROWN ADVISORY HEDGED FIXED INCOME	P	2014-03-27	2017-11-21
950,000 NTS US TREASURY BILL DUE 1/4/18	P	2017-10-06	2018-01-04

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)
149,856		150,210	-354
64,730		83,659	-18,929
64,759		20,835	43,924
31,549		64,005	-32,456
947,485		947,413	72
639,297		508,675	130,622
10,000		9,522	478
14,455		4,043	10,412
9,372		9,262	110
947,516		947,516	0

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-354
			-18,929
			43,924
			-32,456
			72
			130,622
			478
			10,412
			110
			0

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
1298 701 SHS ARTISAN HIGH INCOME ADVISOR	P	2015-12-09	2018-01-18
14 828 SHS BROWN ADVISORY HEDGED FIXED INCOME	P	2014-03-27	2018-02-05
3000 SHS ALTRIA GROUP INC	D	1987-01-27	2018-03-06
2076 SHS PHILIP MORRIS INT'L INC	D	2008-03-28	2018-03-06
50 SHS AMAZON COM INC	P	2015-01-27	2018-04-03
500 SHS AMERICAN TOWER CORP	P	2006-03-02	2018-04-03
150 SHS BOEING CO	P	2012-10-25	2018-04-03
145 SHS INTUITIVE SURGICAL INC	P	2014-08-29	2018-04-03
750 SHS PAYPAL HOLDINGS INC	P	2015-07-23	2018-04-03
7500 SHS STARWOOD PROPERTY TRUST	P	2010-12-15	2018-04-03

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)
13,000		12,753	247
1,376		1,556	-180
187,243		4,648	182,595
219,892		7,159	212,733
69,653		15,549	54,104
72,180		16,064	56,116
48,348		11,057	37,291
58,663		24,670	33,993
56,214		16,504	39,710
156,680		108,233	48,447

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	
			247
			-180
			182,595
			212,733
			54,104
			56,116
			37,291
			33,993
			39,710
			48,447

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
1000 SHS VISA INC	P	2010-02-19	2018-04-03
946 SHS WABTEC CORP	P	2016-06-17	2018-04-03
1000 SHS PIONEER NATURAL RESOURCES CO	P	2013-02-21	2018-05-24
300,000 NTS COLORADO ST DUE 7/1/41	P	2018-03-06	2018-06-08
20916 769 SHS METROPOLITAN WEST UNCONSTRAINED BD	P	2017-08-04	2018-06-08
13599 SHS ENBRIDGE ENERGY MGMT	P	2002-10-30	2018-06-11
500,000 NTS CALIFORNIA ST HEALTH DUE 7/1/20	P	2018-03-06	2018-06-14
185,000 NTS CLARKE COUNTY NV ARPT REV SYS	P	2016-12-15	2018-06-14
400,000 NTS MASSACHUSETTS ST DEV FIN AGY REV	P	2017-03-23	2018-06-14
170 SHS INTUITIVE SURGICAL INC	P	2014-08-29	2018-06-25

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
118,033		22,098	95,935
76,558		70,028	6,530
202,492		128,813	73,679
300,000		300,000	0
246,190		250,457	-4,267
103,133		56,072	47,061
500,000		500,000	0
185,000		185,000	0
400,000		400,000	0
82,649		28,924	53,725

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			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			95,935
			6,530
			73,679
			0
			-4,267
			47,061
			0
			0
			0
			53,725

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
200,000 NTS CALIFORNIA ST HEALTH DUE 7/1/20	P	2018-03-06	2018-07-02
10,000 NTS CLARKE COUNTY NV ARPT REV SYS	P	2016-12-15	2018-07-02
19849 297 SHS BROWN ADV MACQUARIE ASIA NEW STARS FD	P	2015-03-25	2018-07-26
CAPITAL GAINS DIVIDENDS	P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
200,000		200,000	0
10,000		10,000	0
197,820		207,958	-10,138
25,821			25,821

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			0
			0
			-10,138
			25,821

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

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

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
AFRO-AMERICAN HISTORICAL ASSOCIATION OF FAUQUIER COUNTY 4243 LOUDOUN AVE THE PLAINS, VA 20198	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,000
AMERICAN FARMLAND TRUST 1200 18TH STREET NW SUITE 800 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY STREET PHILADELPHIA, PA 19102	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
Total 				449,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BACKSTRETCH EMPLOYEE SERVICE TEAM 2150 HEMPSTEAD TURNPIKE ELMONT, NY 11003	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500
BUCHANAN HALL 8549 JOHN S MOSBY HIGHWAY UPPERVILLE, VA 20184	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
BULL RUN MOUNTAIN CONSERVANCY PO BOX 210 BROAD RUN, VA 20137	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
Total ► 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
CAMPAIGN LEGAL CENTER 1411 K ST NW SUITE 1400 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	25,000
CHARLES TOWNE LANDING 1500 OLD TOWNE ROAD CHARLESTON, SC 29407	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,000
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	1,000
Total ▶ 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CITIZENS FOR FAUQUIER COUNTY PO BOX 3486 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,000
COMMUNITY MUSIC SCHOOL PO BOX 442 9110 JOHN MOSBY HWY UPPERVILLE, VA 20185	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
DOCTORS WITHOUT BORDERS 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500
Total ▶ 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EARTH JUSTICE426 17TH STREET OAKLAND, CA 94612	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
FAC FOUNDATION605 NORTH BROAD ST FREMONT, NE 68025	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
FAUQUIER EDUCATION FARM PO BOX 1143 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	1,500
Total ▶ 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
FAUQUIER FREE CLINIC 210 W SHIRLEY AVE WARRENTON, VA 20186	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,500
FAUQUIER HABITAT FOR HUMANITY 98 ALEXANDRIA PIKE STE 43 WARRENTON, VA 20186	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	2,500
FAUQUIER SPCA9350 ROGUES RD MIDLAND, VA 22728	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
Total ▶ 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GOOSE CREEK ASSOCIATION 7260 RECTORS LANE MARSHALL, VA 20115	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	1,000
GRACE EPISCOPAL CHURCHPO BOX 32 THE PLAINS, VA 20198	NONE	PUBLIC CHARITY	RELIGIOUS PURPOSES	10,000
GRAYSON-JOCKEY CLUB RESEARCH FDN 821 CORPORATE DRIVE LEXINGTON, KY 40503	NONE	PUBLIC CHARITY	HORSE VETERINARY RESEARCH PURPOSES	10,000
Total ▶ 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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	20,000
Total ► 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
LAND TRUST OF VIRGINIA 7260 RECTORS LANE MARSHALL, VA 20115	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
MAINE COAST HERITAGE TRUST 1 BOWDOIN MILL ISLAND TOPSHAM, ME 04086	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
MAINE FARMLAND TRUST97 MAIN ST BELFAST, ME 04915	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
Total ▶ 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MIDDLEBURG COMMUNITY CENTER PO BOX 265 MIDDLEBURG, VA 20117	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	500
MIDDLEBURG HUMANE FOUNDATION PO BOX 1238 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
MOC BEAGLES INCPO BOX 346 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
Total ▶ 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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
Total ► 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
NATURAL RESOURCES DEFENSE COUNCIL PO BOX 96048 WASHINGTON, DC 20090	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	500
OATLANDS PLANTATION 20850 OATLANDS PLANTATION LANE LEESBURG, VA 20175	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	5,000
PIEDMONT ENVIRONMENTAL COUNCIL PO BOX 460 WARRENTON, VA 20188	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	209,000
Total ► 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PLANNED PARENTHOOD 810 SEVENTH AVE NEW YORK, NY 10019	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	25,000
RACE TRACK CHAPLAINCY 2150 HEMPSTEAD TURNPIKE ELMONT, NY 11003	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
RACING MEDICATION & TEST CONSORTIUM 821 CORPORATE DR LEXINGTON, KY 40503	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
Total 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
SHENANDOAH NATIONAL PARK 3655 US HWY 211 E LURAY, VA 22835	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
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
Total ▶ 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE CLIFTON INSTITUTE 6712 BLANTYRE RD WARRENTON, VA 20187	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
THE COASTAL CONSERVANCY 1515 CLAY ST FL 10 OAKLAND, CA 94612	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	2,500
THE DOWNSTREAM PROJECT PO BOX 1000 BERRYVILLE, VA 22611	NONE	PUBLIC CHARITY	ENVIRONMENTAL PURPOSES	1,000
Total 				449,500
3a				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
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
THE STATE ABORETUM OF VA 400 BLANDY FARM LANE BOYCE, VA 22620	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
Total ▶ 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THOROUGHbred AFTERCARE ALLIANCE 821 CORPORATE DR LEXINGTON, KY 40503	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
TREE FUNDPO BOX 3188 CHAMPAIGN, IL 61826	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	1,000
VIRGINIA EQUINE ALLIANCE 38 GARRETT STREET WARRENTON, VA 20186	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
Total ▶ 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA PUBLIC ACCESS PROJECT 530 EAST MAIN STREET RICHMOND, VA 23219	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	5,000
VIRGINIA TECH FOUNDATION PO BOX 1938 LEESBURG, VA 20177	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	10,000
WAMU4000 BRANDYWINE STREET NW WASHINGTON, DC 200168082	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	500
Total ▶ 3a				449,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WETAPO BOX 2600 WASHINGTON, DC 20004	NONE	PUBLIC CHARITY	EDUCATIONAL PURPOSES	500
WINDY HILL FOUNDATIONPO BOX 1593 MIDDLEBURG, VA 20118	NONE	PUBLIC CHARITY	CHARITABLE PURPOSES	12,500
Total ▶ 3a				449,500

TY 2017 Accounting Fees Schedule**Name:** WILLIAM M BACKER FOUNDATION INC**EIN:** 13-3579157**Accounting Fees Schedule**

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,250	425		3,825

TY 2017 Investments Corporate Bonds Schedule**Name:** WILLIAM M BACKER FOUNDATION INC**EIN:** 13-3579157**Investments Corporate Bonds Schedule**

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MARKWEST ENERGY PART	75,290	76,490
ARTISAN HIGH INCOME ADVISOR	284,606	296,968
BROWN ADVISORY STRATEGIC BOND FUND	496,000	494,954

TY 2017 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
ENBRIDGE ENERGY MGMT	20	9
JBG SMITH PROPERTIES	25,155	27,375
BOEING CO	25,799	124,705
VISA INC	44,196	273,480
PUBLIC STORAGE INC	50,274	52,279
E BAY INC	50,320	125,438
FEDERAL RLTY INVT TR	52,198	62,750
INTUITIVE SURGICAL, INC	52,986	167,703
DANAHER CORP	53,485	73,037
AVALONBAY CMNTYS INC	53,956	70,740
LAUDER ESTEE COS INC	59,970	73,542
PAYPAL HOLDINGS, INC	61,313	246,420
IDEXX LABS INC	67,536	220,437
AMAZON COM INC	68,414	391,037
ADOBE SYS INC	70,032	176,659
BROOKFIELD INFRASTRUCTURE	72,661	210,513
FLEETCOR TECHNOLOGIES INC	74,155	108,500
FORTIVE CORP	77,340	125,664
SCHWAB CHARLES CORP	78,251	153,180
ALPHABET INC CL C	78,671	176,503
UNITED PARCEL SERVICE INC	80,156	149,863
SUNTRUST BANKS	82,019	144,140
BLACKROCK INC	84,977	251,380
WELLS FARGO CO	87,142	94,529
UNITEDHEALTH GROUP, INC	88,509	158,263
EASTERLY GOVERNMENT PROPERTIES	89,277	103,278
CHARTER COMMUNICATIONS INC	95,533	82,237
FACEBOOK, INC	96,493	192,427
SMITH A O CORP	102,281	119,060
BALL CORP	103,869	109,895

Name of Stock	End of Year Book Value	End of Year Fair Market Value
AMERICAN TOWER CORP	115,439	211,687
DFA EMERG MKTS CORE EQUITY	300,000	300,550
ARTISAN INTERNATIONAL VALUE ADVISOR	817,619	778,096

TY 2017 Investments Government Obligations Schedule**Name:** WILLIAM M BACKER FOUNDATION INC**EIN:** 13-3579157**US Government Securities - End
of Year Book Value:**

2,194,256

**US Government Securities - End
of Year Fair Market Value:**

2,200,210

**State & Local Government
Securities - End of Year Book
Value:**

0

**State & Local Government
Securities - End of Year Fair
Market Value:**

0

TY 2017 Investments - Other Schedule**Name:** WILLIAM M BACKER FOUNDATION INC**EIN:** 13-3579157**Investments Other Schedule 2**

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
HEDGED FIXED INCOME MANAGERS	AT COST	1,586	1,419
CRESCENT MEZZANINE PARTNERS VII	AT COST	68,439	65,066
YUKON CAPITAL PARTNERS II, LP	AT COST	150,151	151,619

TY 2017 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	950	0		950

TY 2017 Other Decreases Schedule

Name: WILLIAM M BACKER FOUNDATION INC

EIN: 13-3579157

Description	Amount
NON-DEDUCTIBLE EXPENSES FROM INVESTMENT PARTNERSHIPS	46

TY 2017 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	10,397	10,397		0
BANK SERVICE CHARGES	55	0		0
NET LOSSES FROM INVESTMENT PARTNERSHIPS	323	323		0

TY 2017 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	46,858	46,858		0

TY 2017 Taxes Schedule**Name:** WILLIAM M BACKER FOUNDATION INC**EIN:** 13-3579157

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	500	0		0
FOREIGN TAXES	60	60		0