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990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning

07/01, 2009, and ending

06/30, 2010

G Check all that apply.

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

Use the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

THE PACER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

101 ARCH STREET, 18TH FLOOR
C/O FOSTER DYKEMA CABOT & CO.

City or town, state, and ZIP code

BOSTON, MA 02110-1109

A Employer identification number

77-0233360

B Telephone number (see page 10 of the instructions)

(617) 423-3900

C If exemption application is
pending, check here

D 1 Foreign organizations, check here

2. Foreign organizations meeting the
85% test, check here and attach
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check hereH Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col (c), line
16) \$ 2,428,192.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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	2	2		ATCH 1
4 Dividends and interest from securities	60,945	60,917		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	64,543			
b Gross sales price for all assets on line 6a	944,126			
7 Capital gain net income (from Part IV, line 2)		64,543		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	125,490	125,462		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	4,859	4,859	0	0
c Other professional fees (attach schedule) *	13,176	13,176		0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	1,164	976		0
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	130	130		0
24 Total operating and administrative expenses. Add lines 13 through 23	19,329	19,141	0	0
25 Contributions, gifts, grants paid	130,750			130,750
26 Total expenses and disbursements. Add lines 24 and 25	150,079	19,141	0	130,750
27 Subtract line 26 from line 12	-24,589			
a Excess of revenue over expenses and disbursements		106,321		
b Net investment income (if negative, enter -0-)			-0-	
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		76,161.	50,648.	50,648.
	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 page 16 of the 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				
	10 a	Investments - U S and state government obligations (attach schedule) **		820,515.	1,065,212.	1,077,876.
	b	Investments - corporate stock (attach schedule) ATCH 8		1,302,578.	933,805.	1,172,656.
	c	Investments - corporate bonds (attach schedule) ATCH 9		0.	125,000.	127,012.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
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)		2,199,254.	2,174,665.	2,428,192.	
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)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		2,199,254.	2,174,665.	
	30	Total net assets or fund balances (see page 17 of the instructions)		2,199,254.	2,174,665.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		2,199,254.	2,174,665.	

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	2,199,254.
2	Enter amount from Part I, line 27a	2	-24,589.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,174,665.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,174,665.

** ATCH 7

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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 PART IV SCHEDULE					
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			64,543.		
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	127,111.	2,363,912.	0.053771
2007	120,093.	2,808,781.	0.042756
2006	166,336.	2,701,147.	0.061580
2005	130,250.	2,576,923.	0.050545
2004	166,355.	2,453,717.	0.067797
2 Total of line 1, column (d)			0.276449
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			0.055290
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			2,459,661.
5 Multiply line 4 by line 3			135,995.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,063.
7 Add lines 5 and 6			137,058.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			130,750.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,126.
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	
3	Add lines 1 and 2	3	2,126.
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	2,126.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,070.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,070.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	56.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 0. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> CA, _____		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address NONE				
14	The books are in care of WILSONMORGAN, LLP Telephone no 949-428-7400			
	Located at 1920 MAIN STREET, SUITE 950 IRVINE, CA ZIP + 4 92614			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15		

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/>	1b	
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 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 2009)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? ☐ Yes ☒ No
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? ☐ Yes ☒ 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? ☐ Yes ☒ No

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 page 22 of the 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
ATTACHMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the 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		NONE

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 NOT APPLICABLE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,391,330.
b	Average of monthly cash balances	1b	105,788.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	2,497,118.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,497,118.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	37,457.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,459,661.
6	Minimum investment return. Enter 5% of line 5	6	122,983.

Part XI Distributable Amount (see page 25 of the 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	122,983.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,126.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,126.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	120,857.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	120,857.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	120,857.

Part XII Qualifying Distributions (see page 25 of the 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	130,750.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	130,750.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	130,750.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				120,857.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 20 06 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004 47,859.				
b From 2005 6,625.				
c From 2006 33,107.				
d From 2007 0.				
e From 2008 10,193.				
f Total of lines 3a through e	97,784.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 130,750.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				120,857.
e Remaining amount distributed out of corpus	9,893.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	107,677.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	47,859.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	59,818.			
10 Analysis of line 9:				
a Excess from 2005 6,625.				
b Excess from 2006 33,107.				
c Excess from 2007 0.				
d Excess from 2008 10,193.				
e Excess from 2009 9,893.				

Form 990-PF (2009)

4942(j)(3) or	4942(j)(5)
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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 ATTACHMENT 12				130,750.
Total.			3a	130,750.
b Approved for future payment				
Total.			3b	

Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2.	
4 Dividends and interest from securities			14	60,917.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	64,543.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue. a _____					
b NONTAXABLE DIVIDEND			01	28.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				125,490.	
13 Total. Add line 12, columns (b), (d), and (e)				13	125,490.

(See worksheet in line 13 instructions on page 28 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 page 29 of the instructions)

NOT APPLICABLE

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

1		Yes	No
Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			



[illegible]

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

[illegible]

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

Sign Here	Signature of officer or trustee 		Date <u>9/10/10</u>	Title <u>PRESIDENT</u>
	Preparer's signature 		Date <u>8/17/10</u>	Check if self-employed <input type="checkbox"/>
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code			Preparer's identifying number (See Signature on page 30 of the instructions) P00953753
	WILSONMORGAN LLP 1920 MAIN STREET, SUITE 950 IRVINE, CA 92614-8216			EIN ▶ 33-0817985 Phone no. 949-428-7400

Form **990-PF** (2009)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				1,020.	
31,464.		1900 SHS CARMAX, INC. PROPERTY TYPE: SECURITIES 24,913.				6,551.	07/07/2008 07/23/2009
31,409.		1900 SHS CARMAX, INC. PROPERTY TYPE: SECURITIES 24,913.				6,496.	07/07/2008 07/23/2009
100,000.		100000 U.S. TREASURY NOTES 4.625% DUE 7/ PROPERTY TYPE: SECURITIES 102,500.				-2,500.	06/30/2008 07/31/2009
15,248.		900 SHS GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES 30,065.				-14,817.	07/01/2006 09/22/2009
10,165.		600 SHS GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES 19,440.				-9,275.	05/13/2008 09/22/2009
75,956.		1406 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES 66,947.				9,009.	10/13/2008 09/23/2009
66,124.		1224 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES 58,041.				8,083.	10/13/2008 09/23/2009
57,804.		1070 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES 49,431.				8,373.	10/09/2008 09/23/2009
100,000.		100000 U.S. TREASURY NOTES 2.125% DUE 1/ PROPERTY TYPE: SECURITIES 100,969.				-969.	07/31/2009 02/01/2010
70,000.		700 SHS BURLINGTON NORTHERN SANTA FE COR PROPERTY TYPE: SECURITIES 51,677.				18,323.	12/04/2008 02/10/2010
53,044.		3000 SHS PFIZER INC. PROPERTY TYPE: SECURITIES 48,820.				4,224.	12/04/2008 02/12/2010
		25000 U.S. TREASURY NOTES 6.500% DUE 2/1 PROPERTY TYPE: SECURITIES					05/18/2007 02/15/2010

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
25,000.		26,137.				-1,137.	
		700 SHS WELLPOINT INC PROPERTY TYPE: SECURITIES				09/23/2008	02/26/2010
43,724.		32,463.				11,261.	
		1230 SHS UNITEDHEALTH GROUP INC. PROPERTY TYPE: SECURITIES				09/24/2008	02/26/2010
41,805.		31,255.				10,550.	
		75000 U.S. TREASURY NOTES 4.000% DUE 3/1 PROPERTY TYPE: SECURITIES				09/29/2009	03/15/2010
75,000.		76,359.				-1,359.	
		890.998 SHS HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES				05/16/2006	03/24/2010
48,212.		51,927.				-3,715.	
		125.45 SHS HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES				05/19/2009	03/24/2010
6,788.		5,329.				1,459.	
		370.914 SHS TWEEDY BROWNE GLOBAL VALUE F PROPERTY TYPE: SECURITIES				12/28/2007	03/24/2010
8,127.		11,094.				-2,967.	
		1178.55 SHS TWEEDY BROWNE GLOBAL VALUE F PROPERTY TYPE: SECURITIES				05/19/2009	03/24/2010
25,822.		20,000.				5,822.	
		47.98 SHS TWEEDY BROWNE GLOBAL VALUE FUN PROPERTY TYPE: SECURITIES				12/30/2008	03/24/2010
1,051.		748.				303.	
		1095.917 SHS HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES				05/19/2009	05/11/2010
56,363.		46,555.				9,808.	
TOTAL GAIN (LOSS)						<u>64,543.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK OF AMERICA	2.	2.
TOTAL	<u>2.</u>	<u>2.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
COMMON STOCK DIVIDENDS	23,838.	23,838.
U.S. INTEREST	33,845.	33,845.
CUMMULATIVE TIPS INTEREST	3,234.	3,234.
NONTAXABLE DIVIDEND	28.	0.
TOTAL	<u>60,945.</u>	<u>60,917.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	4,859.	4,859.		0.
TOTALS	<u>4,859.</u>	<u>4,859.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES - FDC	12,289.	12,289.	0.
CUSTODIAN FEES - SSB	887.	887.	0.
TOTALS	<u>13,176.</u>	<u>13,176.</u>	<u>0.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAX PAID	976.	976.	0.
FEDERAL UBI TAX	114.	0.	0.
CALIFORNIA UBI TAX	74.	0.	0.
TOTALS	<u>1,164.</u>	<u>976.</u>	<u>0.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK CHARGES	75.	75.	0.
CA REGISTRATION/RENEWAL FEES	25.	25.	0.
CA FILING FEES	30.	30.	0.
TOTALS	130.	130.	0.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 9	1,065,212.	1,077,876.
US OBLIGATIONS TOTAL	<u>1,065,212.</u>	<u>1,077,876.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 9	933,805.	1,172,656.
TOTALS	<u>933,805.</u>	<u>1,172,656.</u>

ATTACHMENT 9FORM 990PF, PART II

ENDING
BOOK VALUE

ENDING
FMV

PART II - US OBLIGATIONS

50,000	US TREASURY NOTES 5.75% 08/15/10	51,328.	50,342.
50,000	US TREASURY NOTES 5.00% 02/15/11	52,477.	51,471.
50,000	US TREASURY NOTES 4.875% 02/15/12	50,797.	53,566.
75,000	US TREASURY NOTES 4.375% 08/15/12	80,648.	81,006.
125,000	US TREASURY NOTES 4.25% 11/15/13	131,328.	137,852.
100,000	US TREASURY NOTES 4.25% 11/15/14	103,328.	111,367.
75,000	US TREASURY NOTES 4.50% 11/15/10	78,539.	76,192.
50,000	US TREASURY NOTES 4.25% 01/15/11	51,922.	51,074.
164,751	US TREASURY INFL INDX 2.00% 01/15/16	179,345.	177,507.
50,000	US TREASURY NOTES 4.875% 05/31/11	54,031.	52,057.
50,000	US TREASURY NOTES 5.125% 06/30/11	50,172.	52,354.
50,000	US TREASURY NOTES 4.50% 11/30/11	52,875.	52,867.
50,000	US TREASURY NOTES 4.75% 01/31/12	52,039.	53,369.
75,000	US TREASURY NOTES 1.875% 06/15/12	76,383.	76,852.
TOTAL		<u>1,065,212.</u>	<u>1,077,876.</u>

PART II - CORPORATE STOCK

3,200	BERKSHIRE HATHAWAY INC	125,260.	255,008.
2,450	BROADRIDGE FINANCIAL SOLUTIONS LLC	53,380.	46,673.
800	CHEVRON CORP	56,736.	54,288.
1,200	CONOCOPHILLIPS	55,022.	58,908.
700	EXXON MOBIL CORP	11,695.	39,949.
1,481	FAIRHOLME FUND	50,000.	44,889.
2,100	FOREST LABS INC	49,116.	57,603.
260	GOLDMAN SACHS GROUP INC	36,465.	34,130.
4,880	HUSSMAN STRATEGID GROWTH FUND	65,000.	65,634.
600	JOHNSON & JOHNSON	29,827.	35,436.
1,600	KRAFT FOODS INC	49,872.	44,800.
700	LABORATORY CORP OF AMERICA	28,412.	52,745.
2,000	ST JOE COMPANY	47,325.	46,320.
1,500	US BANCORP	47,490.	33,525.
2,300	VANGUARD TOTAL STOCK MARKET VIPERS	99,886.	120,888.
662	HARBOR INTERNATIONAL FUND	28,116.	32,048.
1,580	ISHARES MSCI EMERGING MKTS INDEX FUND	35,214.	58,966.
4,372	TWEEDY BROWNE GLOBAL VALUE FUND	64,988.	90,846.
TOTAL		<u>933,805.</u>	<u>1,172,656.</u>

ATTACHMENT 9FORM 990PF, PART IIPART II - CORPORATE BONDS

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
11,837 VANGUARD SHORT TERM INVT GRADE	125,000.	127,012.
TOTAL	<u>125,000.</u>	<u>127,012.</u>

THE PACER FOUNDATION

77-0233360

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
FRANK H. FOSTER C/O FOSTER DYKEMA CABOT & CO., INC. 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	V.P. / DIRECTOR .25	0.	0.	0.
ADELAIDE E. FOSTER C/O FOSTER DYKEMA CABOT & CO., INC. 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	SECTY/DIRECTOR .25	0.	0.	0.
HUGH K. FOSTER, JR. C/O FOSTER DYKEMA CABOT & CO., INC. 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	PRES/ DIRECTOR .25	0.	0.	0.
BARBARA HUNTER FOSTER C/O FOSTER DYKEMA CABOT & CO., INC. 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	CHAIRPERSON .25	0.	0.	0.
JENNIFER B.F. WALTON C/O FOSTER DYKEMA CABOT & CO., INC. 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	V.P. / DIRECTOR .25	0.	0.	0.

THE PACER FOUNDATION

77-0233360

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ELIZABETH G. WOODARD C/O FOSTER DYKEMA CABOT & CO., INC. 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	DIR / TREASURER .25	0.	0.	0.
GRAND TOTALS		0.	0.	0.

ATTACHMENT 11

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME OF RECIPIENT	RELATIONSHIP TO FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
1 SKY	N/A	PUBLIC	GENERAL PURPOSE	500
ALZHEIMER'S SER OF CAPE COD & ISLANDS	N/A	PUBLIC	GENERAL PURPOSE	1,000
BOSTON CHILDREN'S HOSPITAL	N/A	PUBLIC	GENERAL PURPOSE	1,000
BOULDER HUMANE SOCIETY	N/A	PUBLIC	GENERAL PURPOSE	1,000
BRIDGER CLINIC, INC.	N/A	PUBLIC	GENERAL PURPOSE	3,000
BROOKS SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	14,000
BROWN UNIVERSITY	N/A	PUBLIC	GENERAL PURPOSE	2,000
BROWN UNIVERSITY MEN'S SQUASH PROGRAM	N/A	PUBLIC	GENERAL PURPOSE	1,500
CALIFORNIA NATURE CONSERVANCY	N/A	PUBLIC	GENERAL PURPOSE	1,000
CALM	N/A	PUBLIC	GENERAL PURPOSE	500
CANCER CENTER OF SANTA BARBARA	N/A	PUBLIC	GENERAL PURPOSE	1,500
CHARLES RIVER SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	250
CHILDREN'S MUSEUM	N/A	PUBLIC	GENERAL PURPOSE	500
COLBY COLLEGE	N/A	PUBLIC	GENERAL PURPOSE	2,500
CRANE COUNTRY DAY SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	13,000
CSU ANIMAL CANCER CENTER	N/A	PUBLIC	GENERAL PURPOSE	2,000
CU FOUNDATION	N/A	PUBLIC	GENERAL PURPOSE	2,500
DANA-FARBER CANCER INSTITUTE	N/A	PUBLIC	GENERAL PURPOSE	2,000
FALMOUTH ACADEMY	N/A	PUBLIC	GENERAL PURPOSE	1,500
FESSENDEN SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	1,000
FLORIDA STATE UNIVERSITY	N/A	PUBLIC	GENERAL PURPOSE	500
GIRLS, INC.	N/A	PUBLIC	GENERAL PURPOSE	1,000
GIVE KIDS THE WORLD	N/A	PUBLIC	GENERAL PURPOSE	2,000
HARVARD BUSINESS SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	1,000
HARVARD COLLEGE FUND	N/A	PUBLIC	GENERAL PURPOSE	2,000
HARVARD UNIVERSITY	N/A	PUBLIC	GENERAL PURPOSE	1,000
HEART OF THE VALLEY HUMANE SOCIETY	N/A	PUBLIC	GENERAL PURPOSE	1,000
HIXON FOREST NATURE	N/A	PUBLIC	GENERAL PURPOSE	150
HOTCHKISS SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	2,500
KCET	N/A	PUBLIC	GENERAL PURPOSE	500
LAMOILLE COUNTY FOOD SHARE	N/A	PUBLIC	GENERAL PURPOSE	1,500
MARTHA VINEYARD'S HOSPITAL	N/A	PUBLIC	GENERAL PURPOSE	1,000
MARTHA'S VINEYARD YMCA	N/A	PUBLIC	GENERAL PURPOSE	1,000
MICHAEL J. FOX FOUNDATION-PARKINSON'S	N/A	PUBLIC	GENERAL PURPOSE	3,000
MUSIC ACADEMY OF THE WEST	N/A	PUBLIC	GENERAL PURPOSE	1,000
NORTH COUNTRY ANIMAL LEAGUE	N/A	PUBLIC	GENERAL PURPOSE	5,500
PINE MANOR COLLEGE	N/A	PUBLIC	GENERAL PURPOSE	2,000
S. B. COTTAGE HOSPITAL FOUNDATION	N/A	PUBLIC	GENERAL PURPOSE	1,000
S. B. MUSEUM OF ART	N/A	PUBLIC	GENERAL PURPOSE	1,000
S. B. MUSEUM OF NATURAL HISTORY	N/A	PUBLIC	GENERAL PURPOSE	1,750

ATTACHMENT 11FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME OF RECIPIENT	RELATIONSHIP TO FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SANSUM CLINIC	N/A	PUBLIC	GENERAL PURPOSE	1,000
SANTA BARBARA COTTAGE HOSPITAL FOUNDATION	N/A	PUBLIC	GENERAL PURPOSE	500
SANTA BARBARA FOUNDATION	N/A	PUBLIC	GENERAL PURPOSE	500
SCHOLARSHIP FOUNDATION OF S.B.	N/A	PUBLIC	GENERAL PURPOSE	1,750
SEA SHEPHERD CONSERVATION SOCIETY	N/A	PUBLIC	GENERAL PURPOSE	1,000
SGMS FOOTBALL PROJECT	N/A	PUBLIC	GENERAL PURPOSE	1,500
SMILE TRAIN	N/A	PUBLIC	GENERAL PURPOSE	250
ST. GEORGE'S ANNUAL FUND	N/A	PUBLIC	GENERAL PURPOSE	1,500
STORYTELLER CHILDREN'S CENTER	N/A	PUBLIC	GENERAL PURPOSE	6,000
THE LAND TRUST OF SANTA BARBARA	N/A	PUBLIC	GENERAL PURPOSE	250
THE MONADNOCK CONSERVANCY	N/A	PUBLIC	GENERAL PURPOSE	100
THE SALVATION ARMY	N/A	PUBLIC	GENERAL PURPOSE	100
THRIVE	N/A	PUBLIC	GENERAL PURPOSE	8,500
TRANSITION HOUSE	N/A	PUBLIC	GENERAL PURPOSE	150
UNITED WAY OF SANTA BARBARA	N/A	PUBLIC	GENERAL PURPOSE	10,000
UNIVERSITY OF VERMONT	N/A	PUBLIC	GENERAL PURPOSE	500
VERMONT CHILDREN'S HOSPITAL	N/A	PUBLIC	GENERAL PURPOSE	1,500
WESTRIDGE SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	8,000
WITNESS	N/A	PUBLIC	GENERAL PURPOSE	500
WOMEN FOR WOMEN INTERNATIONAL	N/A	PUBLIC	GENERAL PURPOSE	2,000
WOMEN'S FUND OF SANTA BARBARA	N/A	PUBLIC	GENERAL PURPOSE	500
WORLD WILDLIFE FUND	N/A	PUBLIC	GENERAL PURPOSE	2,000
TOTAL				<u>130,750</u>

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2009

Name of estate or trust

THE PACER FOUNDATION

Employer identification number

77-0233360

Note: Form 5227 filers need to complete only Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	40,226.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	40,226.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	23,297.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	1,020.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	24,317.

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Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part				
13	Net short-term gain or (loss)	13		40,226.
14	Net long-term gain or (loss):			
a	Total for year	14a		24,317.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		64,543.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of
a	The loss on line 15, column (3) or b \$3,000
16	()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24.	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).	34	

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2009

▶ See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

Name of estate or trust

THE PACER FOUNDATION

Employer identification number

77-0233360

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	40,226.
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Schedule D-1 (Form 1041) 2009

