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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2010**

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

For calendar year 2010, or tax year beginning

07/01, 2010, and ending

06/30, 2011

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

Name of foundation

A Employer identification number

THE PACER FOUNDATION

77-0233360

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

Room/suite

B Telephone number (see page 10 of the instructions)

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

(617) 423-3900

City or town, state, and ZIP code

BOSTON, MA 02110-1109

H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method ☒ Cash ☐ Accrual

of year (from Part II, col (c), line

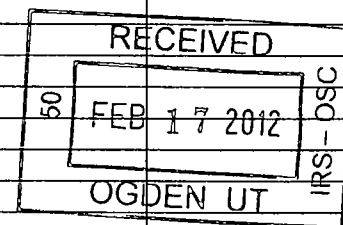
☐ Other (specify)

16) \$ 2,574,457.

(Part I, column (d) must be on cash basis)

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 computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)
<b>Revenue</b>				
1 Contributions, gifts, grants, etc. received (attach schedule)	0.			
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	77,033.	77,033.		ATCH 2
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	118,904.			
b Gross sales price for all assets on line 6a	1,071,902.			
7 Capital gain net income (from Part IV, line 2)		118,904.		
8 Net short-term capital gain				
9 Income modifications				
10 a 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	195,939.	195,939.		
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	4,857.	4,857.	0.	0.
c Other professional fees (attach schedule) *	13,613.	13,613.		0.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	3,655.	1,399.		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	257.	257.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	22,382.	20,126.	0.	0.
25 Contributions, gifts, grants paid	112,300.			112,300.
26 Total expenses and disbursements. Add lines 24 and 25	134,682.	20,126.	0.	112,300.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	61,257.			
b Net investment income (if negative, enter -0-)		175,813.		
c Adjusted net income (if negative, enter -0-)				



For Paperwork Reduction Act Notice, see page 30 of the instructions.

\* ATCH 4 JSA

\*\* ATCH 5

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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 . . . . .	50,648.	131,012.	131,012.
	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 15 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), **	1,065,212.	1,024,902.	1,036,472.
	b	Investments - corporate stock (attach schedule) <b>ATCH 8</b>	933,805.	824,475.	1,149,524.
	c	Investments - corporate bonds (attach schedule) <b>ATCH 9</b>	125,000.	255,533.	257,449.
	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) . . . . .	2,174,665.	2,235,922.	2,574,457.	
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.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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. <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 . . . . .	2,174,665.	2,235,922.	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	2,174,665.	2,235,922.	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	2,174,665.	2,235,922.	

## 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	2,174,665.
2	Enter amount from Part I, line 27a . . . . .	2	61,257.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,235,922.
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	2,235,922.

\*\*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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float:right">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	118,904.	
<b>3</b> 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. . . . .			<b>3</b>		

**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))
2009	130,750.	2,459,661.	0.053158
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
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.261810
<b>3</b> 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 . . . . .			<b>3</b> 0.052362
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 . . . . .			<b>4</b> 2,539,497.
<b>5</b> Multiply line 4 by line 3 . . . . .			<b>5</b> 132,973.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 1,758.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 134,731.
<b>8</b> 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.			<b>8</b> 112,300.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	3,516.
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	3,516.
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	3,516.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 . . . . .	6a	2,200.
b	Exempt foreign organizations-tax withheld at source . . . . .	6b	0.
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	5,000.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	7,200.
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	3,684.
11	Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> 3,684. Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .	1a	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	1b		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? . . . . .	1c		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? . . . . .	2		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 . . . . .	3		X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		X
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? . . . . .	5		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? . . . . .	6	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 . . . . .	7	X	
8a	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 . . . . .	8b	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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV . . . . .	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .	10		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? . . . . . Website address <b>NONE</b>	13	X	
14	The books are in care of <b>WILSONMORGAN, LLP</b> Telephone no <b>949-428-7400</b> Located at <b>1920 MAIN STREET, SUITE 950 IRVINE, CA</b> ZIP + 4 <b>92614</b>			
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 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <b>▶</b>	16	Yes	No X

**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 22 of the instructions)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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 2010? . . . . .	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>▶</b> . . . . .		
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 22 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 <b>▶</b> . . . . .		
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 2010 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 2010) . . . . .	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 2010? . . . . .	4b	X

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

**5 a** 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)? **5 b** ☐ ☒

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)

**6 a** 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? **6 b** ☐ ☒ X

If "Yes" to 6b, file Form 8870

**7 a** 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? **7 b** ☐ ☒

**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 24 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	1	a 2,511,448.
b	Average of monthly cash balances	1b	66,722.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,578,170.
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	2,578,170.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	38,673.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,539,497.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	126,975.

**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	126,975.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	3,516.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,516.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	123,459.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	123,459.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	123,459.

**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	112,300.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	112,300.
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	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	112,300.

**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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7 . . . . .				123,459.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only . . . . .				
b Total for prior years 20 08, 20 07, 20 06 . . . . .				
3 Excess distributions carryover, if any, to 2010				
a From 2005 . . . . .				6,625.
b From 2006 . . . . .				33,107.
c From 2007 . . . . .				0.
d From 2008 . . . . .				10,193.
e From 2009 . . . . .				9,893.
f Total of lines 3a through e . . . . .	59,818.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 112,300.				
a Applied to 2009, 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 2010 distributable amount . . . . .				112,300.
e Remaining amount distributed out of corpus . . . . .	0.			
5 Excess distributions carryover applied to 2010 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a) )	11,159.			11,159.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .	48,659.			
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .				
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011 . . . . .				
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 2005 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a . . . . .	48,659.			
10 Analysis of line 9				
a Excess from 2006 . . . . .	28,573.			
b Excess from 2007 . . . . .	0.			
c Excess from 2008 . . . . .	10,193.			
d Excess from 2009 . . . . .	9,893.			
e Excess from 2010 . . . . .				

Form 990-PF (2010)

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling . . . . .

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years				(e) Total
(a) 2010	(b) 2009	(c) 2008	(d) 2007		
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII line 4 for each year listed . . . . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X line 6 for each year listed . . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

BARBARA H. FOSTER

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NOT APPLICABLE

**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	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
<div>a Paid during the year</div> <div>SEE ATTACHMENT 11</div>				112,300.
<b>Total</b> .....			▶ 3a	112,300.
<div>b Approved for future payment</div>				
<b>Total</b> .....			▶ 3b	

Form 990-PF (2010)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 29 to verify calculations )



**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				227.	
7,985.		280 SHS FOREST LABS INC PROPERTY TYPE: SECURITIES 6,548.				1,437.	05/14/2009 07/15/2010
51,407.		1,820 SHS FOREST LABS INC PROPERTY TYPE: SECURITIES 42,567.				8,840.	05/14/2009 07/28/2010
50,000.		50,000 US TREASURY NOTES 5.750% DUE 8/15 PROPERTY TYPE: SECURITIES 51,328.				-1,328.	07/13/2006 08/15/2010
27,685.		1,400 SHS BROADRIDGE PROPERTY TYPE: SECURITIES 30,513.				-2,828.	02/18/2010 08/12/2010
21,073.		1,050 SHS BROADRIDGE PROPERTY TYPE: SECURITIES 22,867.				-1,794.	02/18/2010 08/13/2010
48,993.		440 SHS SPDR PROPERTY TYPE: SECURITIES 47,708.				1,285.	08/13/2010 09/10/2010
74,942.		900 SHS BERKSHIRE HATHAWAY PROPERTY TYPE: SECURITIES 35,229.				39,713.	09/21/1998 09/20/2010
75,000.		75,000 US TREASURY NOTES 4.5% DUE 11/15/ PROPERTY TYPE: SECURITIES 78,539.				-3,539.	09/08/2008 11/15/2010
179,364.		150,000 US TIPS 2.0% DUE 1/15/16 PROPERTY TYPE: SECURITIES 179,676.				-312.	05/15/2009 12/09/2010
50,000.		50,000 US TREASURY NOTES 4.25% DUE 1/15/ PROPERTY TYPE: SECURITIES 51,922.				-1,922.	02/01/2010 01/15/2011
61,351.		930 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES 40,439.				20,912.	10/27/2008 01/21/2011
		2,000 SHS ST JOE'S COMPANY					05/14/2009 01/27/2011

**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)	
58,930.		PROPERTY TYPE: SECURITIES 47,325.				11,605.	
		50,000 US TREASURY NOTES 5.0% DUE 2/15/1			P	02/01/2010	02/15/2011
50,000.		PROPERTY TYPE: SECURITIES 52,477.				-2,477.	
		661.872 SHS HARBOR INTERNATIONAL FUND			P	05/19/2009	03/16/2011
38,653.		PROPERTY TYPE: SECURITIES 28,116.				10,537.	
		100 SHS LAB CORP			P	04/26/2004	03/16/2011
8,733.		PROPERTY TYPE: SECURITIES 4,059.				4,674.	
		50,000 US TREASURY NOTES 4.875% DUE 5/31			P	05/22/2009	04/27/2011
50,203.		PROPERTY TYPE: SECURITIES 54,031.				-3,828.	
		260 SHS GOLDMAN SACHS			P	05/17/2010	05/17/2011
36,488.		PROPERTY TYPE: SECURITIES 36,465.				23.	
		1,218.522 SHS HUSSMAN			P	07/28/2009	05/26/2011
15,000.		PROPERTY TYPE: SECURITIES 16,231.				-1,231.	
		352.113 SHS MATTHEWS ASIA FUND			P	12/09/2010	05/26/2011
5,000.		PROPERTY TYPE: SECURITIES 4,892.				108.	
		1,420.455 SHS TWEEDY BROWNE			P	12/30/2008	05/26/2011
34,751.		PROPERTY TYPE: SECURITIES 21,248.				13,503.	
		10 SHS TWEEDY BROWNE			P	12/30/2010	05/26/2011
249.		PROPERTY TYPE: SECURITIES 240.				9.	
		150 SHS CONOCOPHILLIPS			P	12/04/2008	05/26/2011
10,846.		PROPERTY TYPE: SECURITIES 6,878.				3,968.	
		80 SHS CHEVRON CORP			P	12/04/2008	05/26/2011
8,268.		PROPERTY TYPE: SECURITIES 5,674.				2,594.	



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

Kind of Property		Description				P or D	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)	
10,390.		300 SHS KRAFT PROPERTY TYPE: SECURITIES 9,351.				P	05/13/2008	05/26/2011 1,039.
12,814.		130 SHS LAB CORP PROPERTY TYPE: SECURITIES 5,277.				P	04/26/2004	05/26/2011 7,537.
14,962.		390 SHS SANOFI AVENTIS PROPERTY TYPE: SECURITIES 11,510.				P	07/28/2010	05/26/2011 3,452.
18,588.		270 SHS VANGUARD TOTAL STOCK MARKET PROPERTY TYPE: SECURITIES 11,716.				P	10/27/2008	05/26/2011 6,872.
50,000.		50,000 US TREASURY NOTES 5.125% DUE 6/30 PROPERTY TYPE: SECURITIES 50,172.				P	07/13/2006	06/30/2011 -172.
TOTAL GAIN(LOSS) .....							<u>118,904.</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	31,275.	31,275.
U.S. INTEREST	40,595.	40,595.
CUMULATIVE TIPS INTEREST	5,163.	5,163.
TOTAL	<u>77,033.</u>	<u>77,033.</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	4,857.	4,857.		0.
TOTALS	<u>4,857.</u>	<u>4,857.</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	12,701.	12,701.	0.
CUSTODIAN FEES - SSB	912.	912.	0.
TOTALS	<u>13,613.</u>	<u>13,613.</u>	<u>0.</u>

ATTACHMENT 5

FORM 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	1,399.	1,399.	0.
FEDERAL TAX ON NET INV. INCOME	2,256.	0.	0.
TOTALS	<u>3,655.</u>	<u>1,399.</u>	<u>0.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK CHARGES	90.	90.	0.
CA REGISTRATION/RENEWAL FEES	50.	50.	0.
CA FILING FEES	10.	10.	0.
OFFICE EXPENSE	107.	107.	0.
TOTALS	257.	257.	0.

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

<u>ATTACHMENT 7</u>	
<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
SEE ATTACHMENT 9	1,024,902.
US OBLIGATIONS TOTAL	1,036,472.
	<u>1,036,472.</u>



FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 9	824,475.	1,149,524.
TOTALS	<u>824,475.</u>	<u>1,149,524.</u>

ATTACHMENT 9FORM 990PF, PART II

ENDING  
BOOK VALUE

ENDING  
FMV

PART II - US OBLIGATIONS

50,000	US TREASURY NOTES 4.875% 02/15/12	50,797.	51,470.
75,000	US TREASURY NOTES 4.375% 08/15/12	80,648.	78,463.
50,000	US TREASURY NOTES 4.0% 11/15/12	53,984.	52,512.
75,000	US TREASURY NOTES 3.625% 05/15/13	80,813.	79,447.
125,000	US TREASURY NOTES 4.25% 11/15/13	131,328.	135,693.
50,000	US TREASURY NOTES 4.00% 02/15/14	54,313.	54,313.
50,000	US TREASURY NOTES 4.75% 05/15/14	55,828.	55,668.
100,000	US TREASURY NOTES 4.25% 11/15/14	103,328.	110,758.
50,000	US TREASURY NOTES 4.5% 11/30/11	52,875.	50,914.
50,000	US TREASURY NOTES 4.75% 01/31/12	52,039.	51,346.
172,054	US TREASURY INFL INDX 1.375% 07/15/18	180,519.	186,440.
75,000	US TREASURY NOTES 1.875% 06/15/12	76,383.	76,175.
50,000	US TREASURY NOTES 3.625% 08/15/19	52,047.	53,273.
TOTAL		<u>1,024,902.</u>	<u>1,036,472.</u>

PART II - CORPORATE STOCK

230	AT&T	6,308.	7,224.
260	ABBOTT LABORATORIES	12,163.	13,681.
2,300	BERKSHIRE HATHAWAY INC	90,031.	177,997.
720	CHEVRON CORP	51,062.	74,045.
1,050	CONOCOPHILLIPS	48,145.	78,950.
830	EXXON MOBIL CORP	19,350.	67,546.
1,555	FAIRHOLME FUND	52,504.	50,119.
3,661	HUSSMAN STRATEGIC GROWTH FUND	48,769.	44,961.
600	JOHNSON & JOHNSON	29,827.	39,912.
1,300	KRAFT FOODS INC- A	40,521.	45,799.
470	LABORATORY CORP OF AMERICA HOLDINGS	19,077.	45,491.
160	MCDONALDS CORP	11,769.	13,491.
2,050	MICROSOFT CORP	48,947.	53,300.
210	PROCTOR & GAMBLE CO	12,587.	13,350.
1,500	US BANCORP	47,490.	38,265.
1,100	VANGUARD TOTAL STOCK MARKET INDEX	47,731.	75,240.
180	VERIZON COMMUNICATIONS INC	6,182.	6,701.
2,000	BYD CO LTD- UNSPONSORED ADR	29,443.	12,880.

ATTACHMENT 9FORM 990PF, PART II

	ENDING BOOK VALUE	ENDING FMV
2,145 OAKMARK INTERNATIONAL FUND -I	40,000.	43,475.
1,580 ISHARES MSCI EMERGING MKTS INDEX FD	35,214.	75,208.
3,258 MATTHEWS ASIA DIVIDEND FUND - INV	45,249.	46,520.
1,300 SANOFI-AVENTIS ADR	38,365.	52,221.
2,961 TWEEDY BROWNE GLOBAL VALUE FUND	43,741.	73,148.
TOTAL	824,475.	1,149,524.

PART II - CORPORATE BONDS

6,506 VANGUARD FIXED- SHORT TERM TREASURY	70,000.	70,000.
17,437 VANGUARD SHORT TERM INVT GRADE	185,533.	187,449.
TOTAL	255,533.	257,449.

THE PACER FOUNDATION

77-0233360

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

ATTACHMENT 10

CONTRIBUTIONS  
TO EMPLOYEE  
BENEFIT PLANS

EXPENSE ACCT  
AND OTHER  
ALLOWANCES

COMPENSATION

TITLE AND AVERAGE HOURS PER  
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

0.

0.

0.

V.P. / DIRECTOR

FRANK H. FOSTER  
C/O FOSTER DYKEMA CABOT & CO., INC.  
101 ARCH STREET, 18TH FLOOR  
BOSTON, MA 02110-1109

0.

0.

0.

SECTY/DIRECTOR

ADELAIDE E. FOSTER  
C/O FOSTER DYKEMA CABOT & CO., INC.  
101 ARCH STREET, 18TH FLOOR  
BOSTON, MA 02110-1109

0.

0.

0.

PRES / DIRECTOR

HUGH K. FOSTER, JR.  
C/O FOSTER DYKEMA CABOT & CO., INC.  
101 ARCH STREET, 18TH FLOOR  
BOSTON, MA 02110-1109

0.

0.

0.

CHAIRPERSON

BARBARA HUNTER FOSTER  
C/O FOSTER DYKEMA CABOT & CO., INC.  
101 ARCH STREET, 18TH FLOOR  
BOSTON, MA 02110-1109

0.

0.

0.

V.P. / DIRECTOR

JENNIFER B.F. WALTON  
C/O FOSTER DYKEMA CABOT & CO., INC.  
101 ARCH STREET, 18TH FLOOR  
BOSTON, MA 02110-1109

THE PACER FOUNDATION

77-0233360

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

ATTACHMENT 10 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELIZABETH G. WOODARD C/O FOSTER DYKEMA CABOT & CO., INC. 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	DIR / TREASURER	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
BRIDGER CLINIC, INC	N/A	PUBLIC	GENERAL PURPOSE	3,000
BROOKS SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	11,000
BROWN UNIVERSITY	N/A	PUBLIC	GENERAL PURPOSE	2,000
BROWN UNIVERSITY MEN'S SQUASH PROGRAM	N/A	PUBLIC	GENERAL PURPOSE	1,000
CALIFORNIA NATURE CONSERVANCY	N/A	PUBLIC	GENERAL PURPOSE	1,000
CANCER CENTER OF SANTA BARBARA	N/A	PUBLIC	GENERAL PURPOSE	1,500
CHARLES RIVER SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	250
COLBY COLLEGE	N/A	PUBLIC	GENERAL PURPOSE	1,500
CRANE COUNTRY DAY SCHOOL	N/A	PUBLIC	GENERAL PURPOSE	3,000
CU FOUNDATION	N/A	PUBLIC	GENERAL PURPOSE	1,500
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	500
HARVARD UNIVERSITY	N/A	PUBLIC	GENERAL PURPOSE	2,000
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
KUPONA FOUNDATION	N/A	PUBLIC	GENERAL PURPOSE	1,000
LAMOILLE COUNTY FOOD SHARE	N/A	PUBLIC	GENERAL PURPOSE	1,500
LOTUSKAND FOUNDATION	N/A	PUBLIC	GENERAL PURPOSE	800
MARTHA VINEYARD'S HOSPITAL	N/A	PUBLIC	GENERAL PURPOSE	2,500
MARTHA'S VINEYARD YMCA	N/A	PUBLIC	GENERAL PURPOSE	2,500
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	5,000
S B COTTAGE HOSPITAL FOUNDATION	N/A	PUBLIC	GENERAL PURPOSE	1,000

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

ATTACHMENT 11

**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

**2010**

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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	-1,667.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ►	<b>5</b>	-1,667.

## 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 instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	120,344.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	227.
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ►	<b>12</b>	120,571.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2010



**Part III Summary of Parts I and II****Caution:** Read the instructions before completing this part

		(1) Beneficiaries' (see instr )	(2) Estate's or trust's	(3) Total
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-1,667.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		120,571.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst ) . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		118,904.

**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**

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

**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.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	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) . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23. . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24. . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30; go to line 31 <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . .	<b>30</b>		
<b>31</b>	Figure the tax on the amount on line 23. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	Figure the tax on the amount on line 17. Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

Schedule D (Form 1041) 2010

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2010

THE PACER FOUNDATION

77-0233360

[illegible]

<b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .	-1,667.
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Schedule D-1 (Form 1041) 2010

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>6a</b>					
280 SHS FOREST LABS INC	05/14/2009	07/15/2010	7,985.	6,548.	1,437.
1,820 SHS FOREST LABS INC	05/14/2009	07/28/2010	51,407.	42,567.	8,840.
50,000 US TREASURY NOTES 5.750% DUE 8/15/10	07/13/2006	08/15/2010	50,000.	51,328.	-1,328.
900 SHS BERKSHIRE HATHAWAY	09/21/1998	09/20/2010	74,942.	35,229.	39,713.
75,000 US TREASURY NOTES 4.5% DUE 11/15/10	09/08/2008	11/15/2010	75,000.	78,539.	-3,539.
150,000 US TIPS 2.0% DUE 1/15/16	05/15/2009	12/09/2010	179,364.	179,676.	-312.
930 SHS VANGUARD TOTAL STOCK MARKET ETF	10/27/2008	01/21/2011	61,351.	40,439.	20,912.
2,000 SHS ST JOE'S COMPANY	05/14/2009	01/27/2011	58,930.	47,325.	11,605.
50,000 US TREASURY NOTES 5.0% DUE 2/15/11	02/01/2010	02/15/2011	50,000.	52,477.	-2,477.
661.872 SHS HARBOR INTERNATIONAL FUND	05/19/2009	03/16/2011	38,653.	28,116.	10,537.
100 SHS LAB CORP	04/26/2004	03/16/2011	8,733.	4,059.	4,674.
50,000 US TREASURY NOTES 4.875% DUE 5/31/11	05/22/2009	04/27/2011	50,203.	54,031.	-3,828.
1,218.522 SHS HUSSMAN	07/28/2009	05/26/2011	15,000.	16,231.	-1,231.
1,420.455 SHS TWEEDY BROWNE	12/30/2008	05/26/2011	34,751.	21,248.	13,503.
150 SHS CONOCOPHILLIPS	12/04/2008	05/26/2011	10,846.	6,878.	3,968.
80 SHS CHEVRON CORP	12/04/2008	05/26/2011	8,268.	5,674.	2,594.
300 SHS KRAFT	05/13/2008	05/26/2011	10,390.	9,351.	1,039.
130 SHS LAB CORP	04/26/2004	05/26/2011	12,814.	5,277.	7,537.
270 SHS VANGUARD TOTAL STOCK MARKET	10/27/2008	05/26/2011	18,588.	11,716.	6,872.
50,000 US TREASURY NOTES 5.125% DUE 6/30/11	07/13/2006	06/30/2011	50,000.	50,172.	-172.
<b>6b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .					120,344.