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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2011**

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

For calendar year 2011 or tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

Name of foundation: **JAY AND RUTH PACK FAMILY FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **2000 MCKINNEY AVENUE, STE. 1200**

Room/suite: \_\_\_\_\_

City or town, state, and ZIP code: **DALLAS, TX 75201**

A Employer identification number: **51-0441897**

B Telephone number: **214-999-0012**

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

G Check all that apply:  Initial return  Initial return of a former public charity  
 Final return  Amended return  
 Address change  Name change

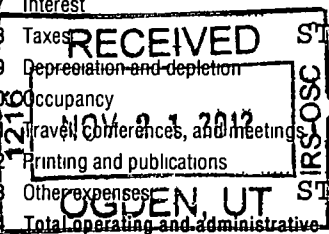
H Check type of organization:  Section 501(c)(3) exempt private foundation  
 Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 2,825,326.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis.)

| Part I Analysis of Revenue and Expenses      |   | (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  |                                    |                           | N/A                     |   |
| 2  | Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
| 3  | Interest on savings and temporary cash investments  | 809.                               | 809.                      |                         | STATEMENT 1   |
| 4  | Dividends and interest from securities  | 79,372.                            | 79,372.                   |                         | STATEMENT 2   |
| 5a   | Gross rents   |                                    |                           |                         |   |
| b  | Net rental income or (loss)   |                                    |                           |                         |   |
| 6a   | Net gain or (loss) from sale of assets not on line 10                                       | -43,137.                           |                           |                         |   |
| b  | Gross sales price for all assets on line 6a   | 829,263.                           |                           |                         |   |
| 7  | Capital gain net income (from Part IV, line 2)  |                                    | 0.                        |                         |   |
| 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)  |                                    |                           |                         |   |
| 11   | Other income  | 444.                               | 444.                      |                         | STATEMENT 3   |
| 12   | <b>Total.</b> Add lines 1 through 11  | 37,488.                            | 80,625.                   |                         |   |
| <b>Operating and Administrative Expenses</b> |   |                                    |                           |                         |   |
| 13   | Compensation of officers, directors, trustees, etc  | 0.                                 | 0.                        |                         | 0.  |
| 14   | Other employee salaries and wages   |                                    |                           |                         |   |
| 15   | Pension plans, employee benefits  |                                    |                           |                         |   |
| 16a  | Legal fees  |                                    |                           |                         |   |
| b  | Accounting fees   | 2,236.                             | 1,118.                    |                         | 0.  |
| c  | Other professional fees   |                                    |                           |                         |   |
| 17   | Interest  |                                    |                           |                         |   |
| 18   | Taxes   | 3,351.                             | 1,899.                    |                         | 0.  |
| 19   | Depreciation and depletion  |                                    |                           |                         |   |
| 20   | Occupancy   |                                    |                           |                         |   |
| 21   | Travel, conferences, and meetings   |                                    |                           |                         |   |
| 22   | Printing and publications   |                                    |                           |                         |   |
| 23   | Other expenses  | 16,217.                            | 16,217.                   |                         | 0.  |
| 24   | <b>Total operating and administrative expenses.</b> Add lines 13 through 23                 | 21,804.                            | 19,234.                   |                         | 0.  |
| 25   | Contributions, gifts, grants paid   | 379,293.                           |                           |                         | 379,293.  |
| 26   | <b>Total expenses and disbursements.</b> Add lines 24 and 25                                | 401,097.                           | 19,234.                   |                         | 379,293.  |
| 27   | Subtract line 26 from line 12:  |                                    |                           |                         |   |
| a  | Excess of revenue over expenses and disbursements   | -363,609.                          |                           |                         |   |
| b  | <b>Net investment income</b> (if negative, enter -0-)                                       |                                    | 61,391.                   |                         |   |
| c  | <b>Adjusted net income</b> (if negative, enter -0-)   |                                    |                           | N/A                     |   |

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| Part II Balance Sheets                            |   | Attached schedules and amounts in the description column should be for end-of-year amounts only |                |                       |
|---|---|---|----------------|-----------------------|
|   |   | Beginning of year   | End of year    |                       |
|   |   | (a) Book Value  | (b) Book Value | (c) Fair Market Value |
| Assets  | 1 Cash - non-interest-bearing   | 41,539.   | 37,313.        | 37,313.               |
|   | 2 Savings and temporary cash investments  | 104,136.  | 413,757.       | 413,757.              |
|   | 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    |   |                |                       |
|   | 7 Other notes and loans receivable ▶  |   |                |                       |
|   | Less: allowance for doubtful accounts ▶   |   |                |                       |
|   | 8 Inventories for sale or use   |   |                |                       |
|   | 9 Prepaid expenses and deferred charges   |   |                |                       |
|   | 10a Investments - U.S. and state government obligations                                 |   |                |                       |
|   | b Investments - corporate stock   |   |                |                       |
|   | c Investments - corporate bonds   |   |                |                       |
|   | 11 Investments - land, buildings, and equipment basis ▶                                 |   |                |                       |
| Less: accumulated depreciation ▶                  |   |   |                |                       |
| 12 Investments - mortgage loans                   |   |   |                |                       |
| 13 Investments - other                            | STMT 7  | 3,136,076.  | 2,449,702.     | 2,374,256.            |
| 14 Land, buildings, and equipment: basis ▶        |   |   |                |                       |
| Less: accumulated depreciation ▶                  |   |   |                |                       |
| 15 Other assets (describe ▶)                      |   |   |                |                       |
| 16 Total assets (to be completed by all filers)   |   | 3,281,751.  | 2,900,772.     | 2,825,326.            |
| 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  |   |                |                       |
|   | 22 Other liabilities (describe ▶)   |   |                |                       |
|   | 23 Total liabilities (add lines 17 through 22)  |   | 0.             | 0.                    |
| Net Assets or Fund Balances                       | Foundations that follow SFAS 117, check here <input type="checkbox"/>                   |   |                |                       |
|   | 24 Unrestricted   |   |                |                       |
|   | 25 Temporarily restricted   |   |                |                       |
|   | 26 Permanently restricted   |   |                |                       |
|   | Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> |   |                |                       |
|   | 27 Capital stock, trust principal, or current funds                                     | 0.  | 0.             |                       |
|   | 28 Paid-in or capital surplus, or land, bldg., and equipment fund                       | 0.  | 0.             |                       |
|   | 29 Retained earnings, accumulated income, endowment, or other funds                     | 3,281,751.  | 2,900,772.     |                       |
| 30 Total net assets or fund balances              |   | 3,281,751.  | 2,900,772.     |                       |
| 31 Total liabilities and net assets/fund balances |   | 3,281,751.  | 2,900,772.     |                       |

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 | 3,281,751. |
| 2 Enter amount from Part I, line 27a   | 2 | -363,609.  |
| 3 Other increases not included in line 2 (itemize) ▶   | 3 | 0.         |
| 4 Add lines 1, 2, and 3  | 4 | 2,918,142. |
| 5 Decreases not included in line 2 (itemize) ▶ OTHER DECREASES   | 5 | 17,370.    |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30  | 6 | 2,900,772. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|--|--|--------------------------------------|----------------------------------|
| 1a   |  |                                      |                                  |
| b  | SEE ATTACHED STATEMENT                           |                                      |                                  |
| c  |  |                                      |                                  |
| d  |  |                                      |                                  |
| e  |  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a                     |  |   |  |
| b                     |  |   |  |
| c                     |  |   |  |
| d                     |  |   |  |
| e                     | 829,263.                                   | 872,400.  | -43,137.                                     |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |   |
| a   |                                      |   |   |
| b   |                                      |   |   |
| c   |                                      |   |   |
| d   |                                      |   |   |
| e   |                                      |   | -43,137.  |

|   |   |   |          |
|---|---|---|----------|
| 2 Capital gain net income or (net capital loss)   | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 | 2 | -43,137. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |   | 3 | N/A      |

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

| (a) Base period years<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|---------------------------------------|---|--|
| 2010  | 268,478.                              | 3,113,562.                                | .086229  |
| 2009  | 321,463.                              | 2,924,355.                                | .109926  |
| 2008  | 327,306.                              | 3,328,521.                                | .098334  |
| 2007  | 322,898.                              | 4,204,717.                                | .076794  |
| 2006  | 281,040.                              | 4,107,206.                                | .068426  |

|  |   |            |
|--|---|------------|
| 2 Total of line 1, column (d)  | 2 | .439709    |
| 3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | .087942    |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5   | 4 | 3,021,803. |
| 5 Multiply line 4 by line 3  | 5 | 265,743.   |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)   | 6 | 614.       |
| 7 Add lines 5 and 6  | 7 | 266,357.   |
| 8 Enter qualifying distributions from Part XII, line 4   | 8 | 379,293.   |

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

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

|    |   |    |      |
|----|---|----|------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) |    |      |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b  | 1  | 614. |
| c  | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).   |    |      |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   | 2  | 0.   |
| 3  | Add lines 1 and 2   | 3  | 614. |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)   | 4  | 0.   |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-  | 5  | 614. |
| 6  | Credits/Payments:   |    |      |
| a  | 2011 estimated tax payments and 2010 overpayment credited to 2011   | 6a |      |
| b  | Exempt foreign organizations - tax withheld at source   | 6b |      |
| c  | Tax paid with application for extension of time to file (Form 8868)   | 6c |      |
| d  | Backup withholding erroneously withheld   | 6d |      |
| 7  | Total credits and payments. Add lines 6a through 6d   | 7  | 0.   |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached  | 8  | 16.  |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> <b>SEE STATEMENT 8</b>  | 9  | 630. |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>   | 10 |      |
| 11 | Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>  | 11 |      |

**Part VII-A Statements Regarding Activities**

|  | Yes   | No |
|--|---|----|
| 1a   |   | X  |
| 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   |   |    |
| 1c   |   | X  |
| d  | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0. |    |
| e  | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.  |    |
| 2  |   | X  |
| If "Yes," attach a detailed description of the activities.   |   |    |
| 3  |   | X  |
| 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   |   |    |
| 4a   |   | X  |
| 4b   | N/A   |    |
| 5  |   | X  |
| Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.   |   |    |
| 6  | X   |    |
| Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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? |   |    |
| 7  | X   |    |
| 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.  |   |    |
| 8a   | Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TX  |    |
| 8b   | X   |    |
| 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  |   |    |
| 9  |   | X  |
| 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV   |   |    |
| 10   |   | X  |
| Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses   |   |    |

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

|    |   |   |     |         |
|----|---|---|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)   |   |     | X       |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  |   |     | X       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>NONE</b>  |   | X   |         |
| 14 | The books are in care of ► <b>JAY PACK</b><br>Located at ► <b>4330 ARMSTRONG PARKWAY, DALLAS, TX</b>  | Telephone no. ► <b>214-999-0012</b><br>ZIP+4 ► <b>75205</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  | N/A |         |
| 16 | At any time during calendar year 2011, 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?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | 16  | Yes | No<br>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?<br><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?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |         |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |         |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person?<br><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)?<br><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.)<br><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 instructions)?<br>Organizations relying on a current notice regarding disaster assistance check here<br>► <input type="checkbox"/>  | N/A | 1b      |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?   |     | 1c<br>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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?<br>If "Yes," list the years ► _____, _____, _____<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |     |         |
| b   | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)<br>N/A  |     | 2b      |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.<br>► _____, _____, _____   |     |         |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |     |         |
| b   | If "Yes," did it have excess business holdings in 2011 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 2011)<br>N/A |     | 3b      |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?   |     | 4a<br>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 2011?   |     | 4b<br>X |

**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)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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)  N/A

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.

| (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 |
|--|---|---|---|---------------------------------------|
| JAY A. PACK<br>4330 ARMSTRONG PARKWAY<br>DALLAS, TX 75205      | DIRECTOR<br>0.00  | 0.  | 0.  | 0.                                    |
| RUTH A. PACK<br>4330 ARMSTRONG PARKWAY<br>DALLAS, TX 75205     | DIRECTOR<br>0.00  | 0.  | 0.  | 0.                                    |
| BRIAN M. LIDJI<br>500 N. AKARD, SUITE 3500<br>DALLAS, TX 75201 | DIRECTOR<br>0.00  | 0.  | 0.  | 0.                                    |

**2** Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE  |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |
|   |   |                  |   |                                       |

Total number of other employees paid over \$50,000 0

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| NONE  |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |
|   |                     |                  |

Total number of others receiving over \$50,000 for professional services ▶ 0

**Part IX-A** Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 N/A  |          |
| 2  |          |
| 3  |          |
| 4  |          |

**Part IX-B** Summary of Program-Related Investments

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2. | Amount |
|---|--------|
| 1 N/A   |        |
| 2   |        |
| All other program-related investments See instructions.   |        |
| 3   |        |
| <b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>  | 0.     |

**Part X** Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

|   |   |    |            |
|---|---|----|------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |    |            |
| a | Average monthly fair market value of securities   | 1a | 3,067,820. |
| b | Average of monthly cash balances  | 1b |            |
| c | Fair market value of all other assets   | 1c |            |
| d | Total (add lines 1a, b, and c)  | 1d | 3,067,820. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | 1e | 0.         |
| 2 | Acquisition indebtedness applicable to line 1 assets  | 2  | 0.         |
| 3 | Subtract line 2 from line 1d  | 3  | 3,067,820. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 46,017.    |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        | 5  | 3,021,803. |
| 6 | Minimum investment return. Enter 5% of line 5   | 6  | 151,090.   |

**Part XI** Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

|    |  |    |          |
|----|--|----|----------|
| 1  | Minimum investment return from Part X, line 6  | 1  | 151,090. |
| 2a | Tax on investment income for 2011 from Part VI, line 5   | 2a | 614.     |
| b  | Income tax for 2011. (This does not include the tax from Part VI.)                                 | 2b |          |
| c  | Add lines 2a and 2b  | 2c | 614.     |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                              | 3  | 150,476. |
| 4  | Recoveries of amounts treated as qualifying distributions  | 4  | 0.       |
| 5  | Add lines 3 and 4  | 5  | 150,476. |
| 6  | Deduction from distributable amount (see instructions)   | 6  | 0.       |
| 7  | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 150,476. |

**Part XII** Qualifying Distributions (see instructions)

|   |   |    |          |
|---|---|----|----------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:  |    |          |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26   | 1a | 379,293. |
| b | Program-related investments - total from Part IX-B  | 1b | 0.       |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                         | 2  |          |
| 3 | Amounts set aside for specific charitable projects that satisfy the:  |    |          |
| a | Suitability test (prior IRS approval required)  | 3a |          |
| b | Cash distribution test (attach the required schedule)   | 3b |          |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                        | 4  | 379,293. |
| 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 | 5  | 614.     |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4  | 6  | 378,679. |

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

|  | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2011 from Part XI, line 7   |               |                            |             | 150,476.    |
| 2 Undistributed income, if any, as of the end of 2011  |               |                            |             |             |
| a Enter amount for 2010 only   |               |                            | 0.          |             |
| b Total for prior years:   |               | 0.                         |             |             |
| 3 Excess distributions carryover, if any, to 2011:   |               |                            |             |             |
| a From 2006  | 78,600.       |                            |             |             |
| b From 2007  | 122,866.      |                            |             |             |
| c From 2008  | 162,772.      |                            |             |             |
| d From 2009  | 176,915.      |                            |             |             |
| e From 2010  | 117,110.      |                            |             |             |
| f Total of lines 3a through e  | 658,263.      |                            |             |             |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$  | 379,293.      |                            |             |             |
| a Applied to 2010, but not more than line 2a   |               |                            | 0.          |             |
| b Applied to undistributed income of prior years (Election required - see instructions)  |               | 0.                         |             |             |
| c Treated as distributions out of corpus (Election required - see instructions)  | 0.            |                            |             |             |
| d Applied to 2011 distributable amount   |               |                            |             | 150,476.    |
| e Remaining amount distributed out of corpus   | 228,817.      |                            |             |             |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))   | 0.            |                            |             | 0.          |
| 6 Enter the net total of each column as indicated below:   |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 887,080.      |                            |             |             |
| b Prior years' undistributed income. Subtract line 4b from line 2b   |               | 0.                         |             |             |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed |               | 0.                         |             |             |
| d Subtract line 6c from line 6b. Taxable amount - see instructions   |               | 0.                         |             |             |
| e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.  |               |                            | 0.          |             |
| f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012  |               |                            |             | 0.          |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)   | 0.            |                            |             |             |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7   | 78,600.       |                            |             |             |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a  | 808,480.      |                            |             |             |
| 10 Analysis of line 9:   |               |                            |             |             |
| a Excess from 2007   | 122,866.      |                            |             |             |
| b Excess from 2008   | 162,772.      |                            |             |             |
| c Excess from 2009   | 176,915.      |                            |             |             |
| d Excess from 2010   | 117,110.      |                            |             |             |
| e Excess from 2011   | 228,817.      |                            |             |             |

**Part XIV Private Operating Foundations** (see instructions and Part VII-A, question 9) N/A

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 2011, 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)

|   | Tax year |          |          |          | (e) Total |
|---|----------|----------|----------|----------|-----------|
|   | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 |           |
| 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                     |          |          |          |          |           |
| b 85% of line 2a  |          |          |          |          |           |
| c Qualifying distributions from Part XII, line 4 for each year listed   |          |          |          |          |           |
| d Amounts included in line 2c not used directly for active conduct of exempt activities   |          |          |          |          |           |
| e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c                                   |          |          |          |          |           |
| 3 Complete 3a, b, or c for the alternative test relied upon:  |          |          |          |          |           |
| a "Assets" alternative test - enter:  |          |          |          |          |           |
| (1) Value of all assets   |          |          |          |          |           |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i)   |          |          |          |          |           |
| b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed                              |          |          |          |          |           |
| c "Support" alternative test - enter:   |          |          |          |          |           |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) |          |          |          |          |           |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)                                      |          |          |          |          |           |
| (3) Largest amount of support from an exempt organization   |          |          |          |          |           |
| (4) Gross investment income   |          |          |          |          |           |

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

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

**SEE STATEMENT 11**

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.

**NONE**

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**  
 Check here  if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:  
**JAY & RUTH PACK, 214-661-1290**  
**4330 ARMSTRONG PARKWAY, DALLAS, TX 75205**

b The form in which applications should be submitted and information and materials they should include:  
**NO SPECIFIC FORM**

c Any submission deadlines:  
**NONE**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**NONE**

**Part XV** Supplementary Information (continued)

| <b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b> |   |                                |                                  |                 |
|---|---|--------------------------------|----------------------------------|-----------------|
| Recipient   | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount          |
| Name and address (home or business)   |   |                                |                                  |                 |
| <b>a Paid during the year</b>   |   |                                |                                  |                 |
| DALLAS CENTER FOR PERFORMING ARTS<br>2106 BOLL STREET<br>DALLAS, TX 75204             | NONE  | PUBLIC CHARITY                 | ARTS & EDUCATION                 | 20,000.         |
| DALLAS MUSEUM OF ART<br>1717 NORTH HARWOOD<br>DALLAS, TX 75201                        | NONE  | PUBLIC CHARITY                 | ART MUSEUM                       | 25,000.         |
| JEWISH FEDERATION<br>7800 NORTHHAVEN<br>DALLAS, TX 75230                              | NONE  | PUBLIC CHARITY                 | JEWISH SOCIAL SERVICES           | 57,833.         |
| KANSAS CITY HOSPICE<br>10100 87TH STREET, SUITE 100<br>OVERLAND PARK, KS 66212        | NONE  | PUBLIC CHARITY                 | SOCIAL SERVICES                  | 10,000.         |
| KAUFFMAN CENTER FOR THE PERFORMING ARTS<br>1601 BROADWAY<br>KANSAS CITY, MO 64108     | NONE  | PUBLIC CHARITY                 | SOCIAL SERVICES                  | 50,000.         |
| <b>Total</b>  | <b>SEE CONTINUATION SHEET(S)</b>  |                                |                                  | <b>379,293.</b> |
| <b>b Approved for future payment</b>  |   |                                |                                  |                 |
| NONE  |   |                                |                                  |                 |
|   |   |                                |                                  |                 |
|   |   |                                |                                  |                 |
| <b>Total</b>  |   |                                |                                  | <b>0.</b>       |

**Part XV . Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

| Recipient<br>Name and address (home or business)                                       | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount          |
|--|--|--------------------------------------|-------------------------------------|-----------------|
| NORTH TEXAS FOOD BANK<br>4306 SHILLING WAY<br>DALLAS, TX 75237                         | NONE   | PUBLIC CHARITY                       | SOCIAL SERVICES                     | 2,500.          |
| SARAH LAWRENCE COLLEGE<br>1 MEAD WAY<br>BROXVILLE, NY 10708                            | NONE   | PUBLIC CHARITY                       | EDUCATION                           | 50,360.         |
| UTD DALLAS<br>800 W CAMPBELL ROAD<br>RICHARDSON, TX 75080                              | NONE   | PUBLIC CHARITY                       | EDUCATION                           | 2,500.          |
| PMA EDUCATION FOUNDATION<br>6363 OAK TREE BLVD.<br>INDEPENDENCE, OH 44131              | NONE   | PUBLIC CHARITY                       | EDUCATION                           | 150,000.        |
| DALLAS HOLOCAUST MUSEUM<br>211 N RECORD ST. STE 100<br>DALLAS, TX 75202                | NONE   | PUBLIC CHARITY                       | EDUCATION                           | 2,500.          |
| KERA<br>3000 HARRY HINES BLVD.<br>DALLAS, TX 75201                                     | NONE   | PUBLIC CHARITY                       | EDUCATION                           | 1,500.          |
| NO KID HUNGRY - SHARE OUR STRENGTH<br>1730 M STREET NW STE 700<br>WASHINGTON, DC 20036 | NONE   | PUBLIC CHARITY                       | EDUCATION AND SOCIAL<br>SERVICES    | 5,000.          |
| TEXAS-ISRAEL<br>12700 PARK CENTRAL DRIVE, SUITE 101<br>DALLAS, TX 75251                | NONE   | PUBLIC CHARITY                       | SOCIAL SERVICES                     | 2,000.          |
| THE FIRST TEE GREATER DALLAS<br>2909 COLE AVE., STE 305<br>DALLAS, TX 75204            | NONE   | PUBLIC CHARITY                       | EDUCATION                           | 100.            |
| <b>Total from continuation sheets</b>  |  |                                      |                                     | <b>216,460.</b> |





JAY AND RUTH PACK FAMILY FOUNDATION

51-0441897

|  |      |                   |                   |
|--|------|-------------------|-------------------|
| SCHWAB #3005                           | COST | 287,784.          | 241,826.          |
| SCHWAB #8713                           | COST | 261,551.          | 257,386.          |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |      | <u>2,449,702.</u> | <u>2,374,256.</u> |

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FORM 990-PF

PART XV - LINE 1A  
LIST OF FOUNDATION MANAGERS

STATEMENT 11

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NAME OF MANAGER

RUTH A. PACK  
BRIAN M. LIDJI

STATEMENT(S) 7, 8, 9, 10, 11

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|----|---|--|--------------------------------------|----------------------------------|
| 1a | CS 8081-2525 - SEE ATTACHED   | P  | 01/31/11                             | 12/31/11                         |
| b  | CS 8081-2525 - SEE ATTACHED   | P  | 01/01/10                             | 12/31/11                         |
| c  | CS 7280-4898 - SEE ATTACHED   | P  | 01/01/10                             | 12/31/11                         |
| d  | CS 8599-4043 - SEE ATTACHED   | P  | 01/31/11                             | 12/31/11                         |
| e  | CS 8599-4043 - SEE ATTACHED   | P  | 01/01/10                             | 12/31/11                         |
| f  | WESTWOOD TRUST  | P  | 01/31/11                             | 12/31/11                         |
| g  | WESTWOOD TRUST  | P  | 01/01/10                             | 12/31/11                         |
| h  | SALE OF INVESTMENT IN WESTWOOD TRUST  | P  | 05/24/07                             | 12/31/11                         |
| i  | CAPITAL GAINS DIVIDENDS   |  |                                      |                                  |
| j  |   |  |                                      |                                  |
| k  |   |  |                                      |                                  |
| l  |   |  |                                      |                                  |
| m  |   |  |                                      |                                  |
| n  |   |  |                                      |                                  |
| o  |   |  |                                      |                                  |

|   | (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|---|-----------------------|--|---|--|
| a | 22,587.               |  | 17,670.   | 4,917.                                       |
| b | 62,231.               |  | 39,585.   | 22,646.                                      |
| c | 20,000.               |  | 23,729.   | -3,729.                                      |
| d | 47,764.               |  | 49,343.   | -1,579.                                      |
| e | 117,236.              |  | 116,265.  | 971.   |
| f | 11,173.               |  |   | 11,173.                                      |
| g | 28,971.               |  |   | 28,971.                                      |
| h | 514,368.              |  | 625,808.  | -111,440.                                    |
| i | 4,933.                |  |   | 4,933.                                       |
| j |                       |  |   |  |
| k |                       |  |   |  |
| l |                       |  |   |  |
| m |                       |  |   |  |
| n |                       |  |   |  |
| o |                       |  |   |  |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |   | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---|--------------------------------------|---|---|
| (i) F.M.V. as of 12/31/69   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |   |
| a   |                                      |   | 4,917.  |
| b   |                                      |   | 22,646.   |
| c   |                                      |   | -3,729.   |
| d   |                                      |   | -1,579.   |
| e   |                                      |   | 971.  |
| f   |                                      |   | 11,173.   |
| g   |                                      |   | 28,971.   |
| h   |                                      |   | -111,440.   |
| i   |                                      |   | 4,933.  |
| j   |                                      |   |   |
| k   |                                      |   |   |
| l   |                                      |   |   |
| m   |                                      |   |   |
| n   |                                      |   |   |
| o   |                                      |   |   |

|   |   |   |          |
|---|---|---|----------|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }   | 2 | -43,137. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 | 3 | N/A      |

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

| SOURCE   | AMOUNT |
|--|--------|
| JP MORGAN # W3004                              | 13.    |
| TOLLESON PRIVATE BANK                          | 3.     |
| TOLLESON PRIVATE BANK                          | 793.   |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 809.   |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| CHARLES SCHWAB # 3005            | 5,607.       | 0.                         | 5,607.               |
| CHARLES SCHWAB # 4043            | 54,121.      | 0.                         | 54,121.              |
| CHARLES SCHWAB # 4898            | 9,404.       | 2,858.                     | 6,546.               |
| CHARLES SCHWAB #2525             | 1,886.       | 0.                         | 1,886.               |
| CHARLES SCHWAB #8713             | 4,058.       | 2,075.                     | 1,983.               |
| WESTWOOD TRUST                   | 2.           | 0.                         | 2.                   |
| WESTWOOD TRUST                   | 9,227.       | 0.                         | 9,227.               |
| TOTAL TO FM 990-PF, PART I, LN 4 | 84,305.      | 4,933.                     | 79,372.              |

FORM 990-PF OTHER INCOME STATEMENT 3

| DESCRIPTION                           | (A)<br>REVENUE<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| MISCELLANEOUS                         | 444.                        | 444.                              |                               |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 444.                        | 444.                              |                               |

FORM 990-PF ACCOUNTING FEES STATEMENT 4

| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| PROFESSIONAL FEES            | 2,236.                       | 1,118.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16B | 2,236.                       | 1,118.                            |                               | 0.                            |

FORM 990-PF TAXES STATEMENT 5

| DESCRIPTION                        | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| SCHWAB - FOREIGN TAXES<br>WITHHELD | 1,899.                       | 1,899.                            |                               | 0.                            |
| INCOME TAXES                       | 1,452.                       | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18        | 3,351.                       | 1,899.                            |                               | 0.                            |

FORM 990-PF OTHER EXPENSES STATEMENT 6

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| MANAGEMENT FEES             | 16,142.                      | 16,142.                           |                               | 0.                            |
| MISCELLANEOUS               | 75.                          | 75.                               |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 23 | 16,217.                      | 16,217.                           |                               | 0.                            |

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

| DESCRIPTION    | VALUATION<br>METHOD | BOOK VALUE | FAIR MARKET<br>VALUE |
|----------------|---------------------|------------|----------------------|
| WESTWOOD TRUST | COST                | 0.         | 0.                   |
| SCHWAB #4387   | COST                | 0.         | 0.                   |
| SCHWAB #4898   | COST                | 388,604.   | 291,215.             |
| SCHWAB #4093   | COST                | 1,348,424. | 1,353,996.           |
| SCHWAB #2525   | COST                | 163,339.   | 229,833.             |



**THE  
PRESIDIO  
GROUP**

The Presidio Group LLC  
**REALIZED GAINS AND LOSSES**  
*Jay & Ruth Pack Fam Fdn*  
*Account #7280-4898*  
*Longleaf Partners-FDN*  
*From 01-01-11 Through 12-31-11*

| Open Date                  | Close Date | Quantity | Security                       | Cost Basis | Amort. or Accretion | Proceeds  | Gain Or Loss |           |
|----------------------------|------------|----------|--------------------------------|------------|---------------------|-----------|--------------|-----------|
|                            |            |          |                                |            |                     |           | Short Term   | Long Term |
| 11-09-07                   | 01-18-11   | 261 650  | LONGLEAF PARTNERS<br>INTL FUND | 5,301 03   |                     | 4,115 84  |              | -1,185 19 |
| 12-28-06                   | 01-18-11   | 13 176   | LONGLEAF PARTNERS<br>INTL FUND | 249 56     |                     | 207 26    |              | -42 30    |
| 11-09-06                   | 01-18-11   | 29 494   | LONGLEAF PARTNERS<br>INTL FUND | 537 97     |                     | 463 95    |              | -74 02    |
| 11-09-06                   | 01-18-11   | 967 109  | LONGLEAF PARTNERS<br>INTL FUND | 17,640 07  |                     | 15,212 95 |              | -2,427 12 |
| TOTAL GAINS                |            |          |                                |            |                     |           | 0 00         | 0 00      |
| TOTAL LOSSES               |            |          |                                |            |                     |           | 0 00         | -3,728 63 |
| TOTAL REALIZED GAIN/LOSS   |            |          |                                | -3,728 63  | 0 00                | 20,000 00 | 0 00         | -3,728 63 |
| CAPITAL GAIN DISTRIBUTIONS |            |          |                                |            |                     |           |              |           |
|                            | 11-08-11   |          | LONGLEAF PARTNERS<br>INTL FUND |            |                     |           |              | 2,858 08  |
| TOTAL DISTRIBUTIONS        |            |          |                                |            |                     |           | 0 00         | 2,858 08  |
| TOTAL GAIN/LOSS            |            |          |                                |            |                     |           | 0 00         | -870.55   |

All returns are shown net of all fees. Performance is calculated using time-weighted rate of return. Past performance is not indicative of future success. This analysis has been prepared by us solely for informational purposes and may utilize estimated returns from certain managers to assist you in the review. You should rely on your monthly account statements for an accurate record of your account activity. Presidio Wealth Management LLC, its partners and employees shall have no liability for inaccuracies in this material.



**THE  
PRESIDIO  
GROUP**

The Presidio Group LLC  
**REALIZED GAINS AND LOSSES**  
*Jay & Ruth Pack Fam Fdn*  
*Account #8081-2525*  
**SouthernSun Asset Management-FDN**  
*From 01-01-11 Through 12-31-11*

| Open Date | Close Date | Quantity | Security                                   | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss |           |
|-----------|------------|----------|--|------------|---------------------|----------|--------------|-----------|
|           |            |          |  |            |                     |          | Short Term   | Long Term |
| 05-20-10  | 01-07-11   | 25 0000  | CHICAGO BRIDGE & IRON F N Y REGISTRY SHS 1 | 438 86     |                     | 819 07   | 380 21       |           |
| 10-03-08  | 01-07-11   | 5 0000   | CHICAGO BRIDGE & IRON F N Y REGISTRY SHS 1 | 85 77      |                     | 163 81   |              | 78 04     |
| 09-25-08  | 01-11-11   | 30 0000  | JAMES RIVER COAL CO                        | 803 31     |                     | 792 30   |              | -11 01    |
| 10-03-08  | 01-11-11   | 30 0000  | JAMES RIVER COAL CO                        | 649 04     |                     | 792 31   |              | 143 27    |
| 09-30-10  | 01-11-11   | 20 0000  | JAMES RIVER COAL CO                        | 348 69     |                     | 528 20   | 179 51       |           |
| 05-20-10  | 01-21-11   | 5 0000   | DARLING INTL INC                           | 41 11      |                     | 67 80    | 26 69        |           |
| 02-01-10  | 01-21-11   | 75 0000  | DARLING INTL INC                           | 616 42     |                     | 1,016 97 | 400 55       |           |
| 12-14-10  | 01-25-11   | 30 0000  | JO ANN STORES INC                          | 1,347 41   |                     | 1,810 70 | 463 29       |           |
| 09-30-10  | 01-25-11   | 10 0000  | JO ANN STORES INC                          | 443 35     |                     | 603 57   | 160 22       |           |
| 06-30-10  | 01-25-11   | 10 0000  | JO ANN STORES INC                          | 380 50     |                     | 603 57   | 223 07       |           |
| 07-01-10  | 01-25-11   | 10 0000  | JO ANN STORES INC                          | 379 89     |                     | 603 56   | 223 67       |           |
| 02-01-10  | 01-25-11   | 5 0000   | JO ANN STORES INC                          | 181 95     |                     | 301 78   | 119 83       |           |
| 11-25-09  | 01-25-11   | 15 0000  | JO ANN STORES INC                          | 501 56     |                     | 905 35   |              | 403 79    |
| 01-28-11  | 03-03-11   | 70 0000  | DARLING INTL INC                           | 889 00     |                     | 1,007 88 | 118 88       |           |
| 05-09-08  | 03-03-11   | 5 0000   | NORDSON CORP                               | 300 00     |                     | 549 24   |              | 249 24    |
| 05-09-08  | 03-18-11   | 20 0000  | TRINITY INDUSTRIES INC                     | 669 40     |                     | 650 91   |              | -18 49    |
| 05-09-08  | 03-25-11   | 5 0000   | POLARIS INDUSTRIES INC                     | 220 80     |                     | 422 89   |              | 202 09    |
| 05-09-08  | 03-25-11   | 35 0000  | SMITHFIELD FOODS INC                       | 1,056 65   |                     | 855 37   |              | -201 28   |
| 11-25-09  | 03-29-11   | 45 0000  | JO ANN STORES INC                          | 1,504 67   |                     | 2,745 00 |              | 1,240 33  |
| 10-08-09  | 03-29-11   | 50 0000  | JO ANN STORES INC                          | 1,455 57   |                     | 3,050 00 |              | 1,594 43  |
| 11-02-09  | 03-29-11   | 25 0000  | JO ANN STORES INC                          | 668 48     |                     | 1,525 00 |              | 856 52    |
| 10-30-09  | 03-29-11   | 35 0000  | JO ANN STORES INC                          | 930 03     |                     | 2,135 00 |              | 1,204 97  |
| 05-09-08  | 03-30-11   | 25 0000  | KOPPERS HOLDINGS INC                       | 1,213 75   |                     | 1,061 91 |              | -151 84   |
| 10-03-08  | 04-05-11   | 20 0000  | CHICAGO BRIDGE & IRON F N Y REGISTRY SHS 1 | 343 09     |                     | 813 41   |              | 470 32    |
| 05-09-08  | 04-05-11   | 65 0000  | NEWPORT CORP                               | 792 35     |                     | 1,151 06 |              | 358 71    |
| 05-09-08  | 04-05-11   | 35 0000  | TRINITY INDUSTRIES INC                     | 1,171 45   |                     | 1,315 34 |              | 143 89    |
| 05-09-08  | 04-05-11   | 20 0000  | TRACTOR SUPPLY COMPANY                     | 332 90     |                     | 1,233 37 |              | 900 47    |
| 05-18-10  | 04-06-11   | 45 0000  | CENTENE CORP                               | 1,031 47   |                     | 1,509 10 | 477 63       |           |
| 05-09-08  | 04-20-11   | 20 0000  | POLARIS INDUSTRIES INC                     | 883 20     |                     | 2,265 48 |              | 1,382 28  |
| 05-09-08  | 04-21-11   | 5 0000   | TRINITY INDUSTRIES INC                     | 167 35     |                     | 182 54   |              | 15 19     |
| 10-03-08  | 04-25-11   | 5 0000   | CHICAGO BRIDGE & IRON F N Y REGISTRY SHS 1 | 85 77      |                     | 203 92   |              | 118 15    |
| 10-02-08  | 04-25-11   | 30 0000  | CHICAGO BRIDGE & IRON F N Y REGISTRY SHS 1 | 499 93     |                     | 1,223 53 |              | 723 60    |



**THE  
PRESIDIO  
GROUP**

The Presidio Group LLC  
**REALIZED GAINS AND LOSSES**  
*Jay & Ruth Pack Fam Fdn*  
*Account #8081-2525*  
**SouthernSun Asset Management-FDN**  
*From 01-01-11 Through 12-31-11*

| Open Date | Close Date | Quantity | Security                | Cost Basis | Amort. or Accretion | Proceeds | Gain Or Loss |           |
|-----------|------------|----------|-------------------------|------------|---------------------|----------|--------------|-----------|
|           |            |          |                         |            |                     |          | Short Term   | Long Term |
| 03-31-11  | 04-25-11   | 5 0000   | COLUMBIA SPORTSWEAR CO  | 297 43     |                     | 306 70   | 9 27         |           |
| 05-09-08  | 04-25-11   | 5 0000   | POLARIS INDUSTRIES INC  | 220 80     |                     | 529 53   |              | 308 73    |
| 05-09-08  | 04-25-11   | 20 0000  | TRACTOR SUPPLY COMPANY  | 332 90     |                     | 1,206 21 |              | 873 31    |
| 12-31-09  | 04-26-11   | 5 0000   | AFFILIATED MANAGERS GRP | 337 11     |                     | 532 97   |              | 195 86    |
| 05-09-08  | 04-26-11   | 25 0000  | ARCH CHEMICALS INC      | 933 75     |                     | 979 84   |              | 46 09     |
| 01-28-11  | 04-26-11   | 50 0000  | DARLING INTL INC        | 635 00     |                     | 767 24   | 132 24       |           |
| 02-01-10  | 04-26-11   | 10 0000  | DARLING INTL INC        | 82 19      |                     | 153 45   |              | 71 26     |
| 10-26-09  | 04-26-11   | 35 0000  | DARLING INTL INC        | 251 99     |                     | 537 06   |              | 285 07    |
| 05-09-08  | 04-26-11   | 40 0000  | NORDSON CORP            | 1,200 00   |                     | 2,213 41 |              | 1,013 41  |
| 06-30-10  | 04-26-11   | 20 0000  | NORDSON CORP            | 575 17     |                     | 1,106 71 | 531 54       |           |
| 05-09-08  | 04-26-11   | 65 0000  | NEWPORT CORP            | 792 35     |                     | 1,069 99 |              | 277 64    |
| 05-09-08  | 04-27-11   | 15 0000  | KOPPERS HOLDINGS INC    | 728 25     |                     | 679 52   |              | -48 73    |
| 05-09-08  | 05-03-11   | 125 0000 | NEWPORT CORP            | 1,523 75   |                     | 2,321 93 |              | 798 18    |
| 12-31-08  | 05-03-11   | 40 0000  | NEWPORT CORP            | 246 19     |                     | 743 02   |              | 496 83    |
| 10-26-09  | 05-13-11   | 25 0000  | DARLING INTL INC        | 180 00     |                     | 427 48   |              | 247 48    |
| 08-21-09  | 05-13-11   | 45 0000  | DARLING INTL INC        | 323 10     |                     | 769 47   |              | 446 38    |
| 08-21-09  | 05-18-11   | 45 0000  | DARLING INTL INC        | 323 10     |                     | 791 06   |              | 467 97    |
| 12-31-08  | 05-18-11   | 5 0000   | DARLING INTL INC        | 29 12      |                     | 87 89    |              | 58 78     |
| 05-09-08  | 06-03-11   | 35 0000  | CASCADE CORPORATION     | 1,569 05   |                     | 1,645 29 |              | 76 24     |
| 05-09-08  | 06-30-11   | 20 0000  | CASCADE CORPORATION     | 896 60     |                     | 945 60   |              | 49 39     |
| 05-18-10  | 07-07-11   | 20 0000  | CENTENE CORP            | 458 43     |                     | 772 35   |              | 313 92    |
| 05-09-08  | 07-20-11   | 20 0000  | TRACTOR SUPPLY COMPANY  | 332 90     |                     | 1,412 48 |              | 1,079 58  |
| 05-09-08  | 07-21-11   | 25 0000  | ARCH CHEMICALS INC      | 933 75     |                     | 1,181 23 |              | 247 48    |
| 05-09-08  | 07-22-11   | 25 0000  | ARCH CHEMICALS INC      | 933 75     |                     | 1,180 25 |              | 246 50    |
| 05-09-08  | 08-11-11   | 35 0000  | SMITHFIELD FOODS INC    | 1,056 65   |                     | 676 06   |              | -380 59   |
| 05-09-08  | 08-15-11   | 120 0000 | ARCH CHEMICALS INC      | 4,482 00   |                     | 5,613 33 |              | 1,131 33  |
| 05-09-08  | 08-22-11   | 15 0000  | POLARIS INDUSTRIES INC  | 662 40     |                     | 1,414 75 |              | 752 35    |
| 05-09-08  | 08-22-11   | 50 0000  | SMITHFIELD FOODS INC    | 1,509 50   |                     | 970 93   |              | -538 57   |
| 03-30-11  | 09-06-11   | 5 0000   | OGE ENERGY CP HLDG CO   | 250 94     |                     | 235 07   | -15 87       |           |
| 12-29-10  | 09-06-11   | 10 0000  | OGE ENERGY CP HLDG CO   | 458 18     |                     | 470 14   | 11 96        |           |
| 05-09-08  | 09-13-11   | 10 0000  | ARCH CHEMICALS INC      | 373 50     |                     | 469 76   |              | 96 26     |
| 12-29-10  | 09-13-11   | 40 0000  | ARCH CHEMICALS INC      | 1,463 18   |                     | 1,879 05 | 415 87       |           |
| 08-12-08  | 09-13-11   | 5 0000   | ARCH CHEMICALS INC      | 179 92     |                     | 234 88   |              | 54 96     |
| 08-12-08  | 09-19-11   | 25 0000  | ARCH CHEMICALS INC      | 899 61     |                     | 1,173 04 |              | 273 43    |
| 06-01-11  | 09-19-11   | 25 0000  | ARCH CHEMICALS INC      | 887 45     |                     | 1,173 04 | 285 59       |           |
| 02-24-11  | 09-19-11   | 15 0000  | ARCH CHEMICALS INC      | 531 92     |                     | 703 82   | 171 90       |           |
| 02-24-11  | 09-20-11   | 25 0000  | ARCH CHEMICALS INC      | 886 54     |                     | 1,170 92 | 284 38       |           |



**THE  
PRESIDIO  
GROUP**

The Presidio Group LLC  
**REALIZED GAINS AND LOSSES**  
*Jay & Ruth Pack Fam Fdn*  
*Account #8081-2525*  
**SouthernSun Asset Management-FDN**  
*From 01-01-11 Through 12-31-11*

| Open Date                             | Close Date | Quantity | Security                                   | Cost Basis | Amort. or Accretion | Proceeds  | Gain Or Loss |           |           |
|---------------------------------------|------------|----------|--|------------|---------------------|-----------|--------------|-----------|-----------|
|                                       |            |          |  |            |                     |           | Short Term   | Long Term |           |
| 09-30-10                              | 09-20-11   | 5 0000   | ARCH CHEMICALS INC                         | 173 94     |                     | 234 19    | 60 25        |           |           |
| 07-15-08                              | 09-20-11   | 5 0000   | ARCH CHEMICALS INC                         | 167 20     |                     | 234 18    |              |           | 66 98     |
| 07-01-08                              | 09-20-11   | 25 0000  | ARCH CHEMICALS INC                         | 821 54     |                     | 1,170 93  |              |           | 349 39    |
| 07-01-10                              | 09-20-11   | 10 0000  | ARCH CHEMICALS INC                         | 307 50     |                     | 468 37    |              |           | 160 87    |
| 12-31-08                              | 09-20-11   | 5 0000   | ARCH CHEMICALS INC                         | 127 15     |                     | 234 18    |              |           | 107 03    |
| 05-09-08                              | 09-27-11   | 20 0000  | TRACTOR SUPPLY COMPANY                     | 332 90     |                     | 1,352 27  |              |           | 1,019 37  |
| 05-09-08                              | 10-11-11   | 10 0000  | SMITHFIELD FOODS INC                       | 301 90     |                     | 212 02    |              |           | -89 88    |
| 05-25-11                              | 10-11-11   | 25 0000  | SMITHFIELD FOODS INC                       | 499 74     |                     | 530 06    | 30 33        |           |           |
| 06-11-08                              | 10-20-11   | 30 0000  | TRACTOR SUPPLY COMPANY                     | 481 45     |                     | 2,145 01  |              |           | 1,663 56  |
| 06-01-11                              | 10-24-11   | 10 0000  | TRINITY INDUSTRIES INC                     | 339 79     |                     | 276 77    | -63 02       |           |           |
| 07-27-11                              | 10-24-11   | 30 0000  | TRINITY INDUSTRIES INC                     | 935 47     |                     | 830 32    | -105 15      |           |           |
| 05-09-08                              | 10-25-11   | 15 0000  | POLARIS INDUSTRIES INC                     | 331 20     |                     | 886 51    |              |           | 555 31    |
| 05-09-08                              | 11-02-11   | 5 0000   | KOPPERS HOLDINGS INC                       | 242 75     |                     | 158 18    |              |           | -84 57    |
| 05-25-11                              | 11-08-11   | 65 0000  | SMITHFIELD FOODS INC                       | 1,299 31   |                     | 1,472 07  | 172 76       |           |           |
| 06-01-11                              | 11-28-11   | 15 0000  | CHICAGO BRIDGE & IRON F N Y REGISTRY SHS 1 | 575 16     |                     | 578 00    | 2 84         |           |           |
| 09-28-11                              | 11-28-11   | 5 0000   | CHICAGO BRIDGE & IRON F N Y REGISTRY SHS 1 | 149 26     |                     | 192 66    | 43 40        |           |           |
| 07-29-11                              | 11-28-11   | 25 0000  | CENTENE CORP                               | 822 10     |                     | 912 86    | 90 76        |           |           |
| 03-31-11                              | 12-16-11   | 5 0000   | MIDDLEBY CORP THE                          | 461 85     |                     | 476 90    | 15 05        |           |           |
| 07-29-11                              | 12-23-11   | 10 0000  | CENTENE CORP                               | 328 84     |                     | 398 72    | 69 88        |           |           |
| 05-18-10                              | 12-23-11   | 15 0000  | CENTENE CORP                               | 343 82     |                     | 598 08    |              |           | 254 26    |
| <b>TOTAL GAINS</b>                    |            |          |  |            |                     |           | 5,101 56     |           | 24,170 47 |
| <b>TOTAL LOSSES</b>                   |            |          |  |            |                     |           | -184 04      |           | -1,524 96 |
| <b>TOTAL REALIZED GAIN/LOSS</b>       |            |          |  | 57,255.04  | 0.00                | 84,818.08 | 4,917.52     |           | 22,645.51 |
| <b>NO CAPITAL GAINS DISTRIBUTIONS</b> |            |          |  |            |                     |           |              |           |           |

All returns are shown net of all fees. Performance is calculated using time-weighted rate of return. Past performance is not indicative of future success. This analysis has been prepared by us solely for informational purposes and may utilize estimated returns from certain managers to assist you in the review. You should rely on your monthly account statements for an accurate record of your account activity. Presidio Wealth Management LLC, its partners and employees shall have no liability for inaccuracies in this material.



**THE  
PRESIDIO  
GROUP**

The Presidio Group LLC  
**REALIZED GAINS AND LOSSES**  
*Jay & Ruth Pack Fam Fdn*  
*Account #8599-4043*  
**Pimco Total Return Fund**  
*From 01-01-11 Through 12-31-11*

| Open Date                | Close Date | Quantity  | Security                         | Cost Basis | Amort. or Accretion | Proceeds   | Gain Or Loss |           |          |
|--------------------------|------------|-----------|----------------------------------|------------|---------------------|------------|--------------|-----------|----------|
|                          |            |           |                                  |            |                     |            | Short Term   | Long Term |          |
| 10-29-10                 | 01-18-11   | 352 164   | PIMCO TOTAL RETURN FUND INSTL CL | 4,116 80   |                     | 3,822 11   | -294 69      |           |          |
| 09-30-10                 | 01-18-11   | 321 595   | PIMCO TOTAL RETURN FUND INSTL CL | 3,730 50   |                     | 3,490 34   | -240 16      |           |          |
| 08-31-10                 | 01-18-11   | 314 006   | PIMCO TOTAL RETURN FUND INSTL CL | 3,623 63   |                     | 3,407 98   | -215 65      |           |          |
| 11-30-10                 | 01-18-11   | 368 918   | PIMCO TOTAL RETURN FUND INSTL CL | 4,238 87   |                     | 4,003 95   | -234 92      |           |          |
| 07-30-10                 | 01-18-11   | 341 457   | PIMCO TOTAL RETURN FUND INSTL CL | 3,892 61   |                     | 3,705 91   | -186 70      |           |          |
| 06-30-10                 | 01-18-11   | 322 171   | PIMCO TOTAL RETURN FUND INSTL CL | 3,627 64   |                     | 3,496 59   | -131 05      |           |          |
| 04-30-10                 | 01-18-11   | 317 885   | PIMCO TOTAL RETURN FUND INSTL CL | 3,538 06   |                     | 3,450 07   | -87 99       |           |          |
| 05-28-10                 | 01-18-11   | 291 977   | PIMCO TOTAL RETURN FUND INSTL CL | 3,240 95   |                     | 3,168 89   | -72 06       |           |          |
| 11-30-09                 | 01-18-11   | 412 063   | PIMCO TOTAL RETURN FUND INSTL CL | 4,549 17   |                     | 4,472 21   |              | -76 96    |          |
| 03-31-10                 | 01-18-11   | 310 385   | PIMCO TOTAL RETURN FUND INSTL CL | 3,426 65   |                     | 3,368 68   | -57 97       |           |          |
| 02-26-10                 | 01-18-11   | 296 229   | PIMCO TOTAL RETURN FUND INSTL CL | 3,255 56   |                     | 3,215 03   | -40 53       |           |          |
| 01-29-10                 | 01-18-11   | 36 693    | PIMCO TOTAL RETURN FUND INSTL CL | 402 16     |                     | 398 24     | -3 92        |           |          |
| 05-31-11                 | 06-24-11   | 376 057   | PIMCO TOTAL RETURN FUND INSTL CL | 4,159 19   |                     | 4,138 32   | -20 87       |           |          |
| 04-29-11                 | 06-24-11   | 373 852   | PIMCO TOTAL RETURN FUND INSTL CL | 4,123 59   |                     | 4,114 05   | -9 54        |           |          |
| 01-29-10                 | 06-24-11   | 263 985   | PIMCO TOTAL RETURN FUND INSTL CL | 2,893 27   |                     | 2,905 02   |              | 11 75     |          |
| 10-30-09                 | 06-24-11   | 513 122   | PIMCO TOTAL RETURN FUND INSTL CL | 5,613 55   |                     | 5,646 65   |              | 33 10     |          |
| 05-12-08                 | 06-24-11   | 3,016 581 | PIMCO TOTAL RETURN FUND INSTL CL | 32,941 06  |                     | 33,195 96  |              | 254 90    |          |
| 06-30-11                 | 07-19-11   | 360 973   | PIMCO TOTAL RETURN FUND INSTL CL | 3,967 09   |                     | 3,983 81   |              | 16 72     |          |
| 05-12-08                 | 07-19-11   | 6,434 770 | PIMCO TOTAL RETURN FUND INSTL CL | 70,267 69  |                     | 71,016 19  |              | 748 50    |          |
| TOTAL GAINS              |            |           |                                  |            |                     | 165,608.04 | 0.00         | 16 72     | 1,048 24 |
| TOTAL LOSSES             |            |           |                                  |            |                     |            |              | -1,596 05 | -76 96   |
| TOTAL REALIZED GAIN/LOSS |            |           |                                  |            |                     |            |              | -1,579.33 | 971.28   |

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box

**Note:** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1)

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

|   |  |  |
|---|--|--|
| Type or print<br>File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions<br><b>JAY AND RUTH PACK FAMILY FOUNDATION</b>         | Employer identification number (EIN) or<br><input checked="" type="checkbox"/> <b>51-0441897</b> |
|   | Number, street, and room or suite no. If a P.O. box, see instructions.<br><b>2000 MCKINNEY AVENUE, STE. 1200</b>   | Social security number (SSN)<br><input type="checkbox"/>   |
|   | City, town or post office, state, and ZIP code. For a foreign address, see instructions<br><b>DALLAS, TX 75201</b> |  |

Enter the Return code for the return that this application is for (file a separate application for each return)

**04**

| Application Is For                       | Return Code | Application Is For | Return Code |
|--|-------------|--------------------|-------------|
| Form 990                                 | 01          |                    |             |
| Form 990-BL                              | 02          | Form 1041-A        | 08          |
| Form 990-EZ                              | 01          | Form 4720          | 09          |
| Form 990-PF                              | 04          | Form 5227          | 10          |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05          | Form 6069          | 11          |
| Form 990-T (trust other than above)      | 06          | Form 8870          | 12          |

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**JAY PACK**

• The books are in the care of  **4330 ARMSTRONG PARKWAY - DALLAS, TX 75205**

Telephone No.  **214-999-0012**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2012**

5 For calendar year **2011**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.**

|  |           |    |           |
|--|-----------|----|-----------|
| <b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.   | <b>8a</b> | \$ | <b>0.</b> |
| <b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. | <b>8b</b> | \$ | <b>0.</b> |
| <b>c</b> <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.  | <b>8c</b> | \$ | <b>0.</b> |

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title

Date