

Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

OMB No 1545-0052

**2016**

Open to Public Inspection

For calendar year 2016 or tax year beginning

07/01, 2016, and ending

06/30, 2017

Name of foundation

THE PACER FOUNDATION

A Employer identification number

77-0233360

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

Room/suite

B Telephone number (see instructions)

101 ARCH STREET, 18TH FLOOR

(617) 423-3900

City or town, state or province, country, and ZIP or foreign postal code

BOSTON, MA 02110-1109

C If exemption application is pending check here. ☐

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1 Foreign organizations check here. ☐2 Foreign organizations meeting the 85% test check here and attach computation ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here. ☐

I Fair market value of all assets at

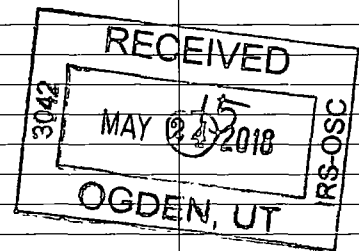
J Accounting method ☒ Cash ☐ AccrualF If the foundation is in a 60-month termination under section 507(b)(1)(B) check here. ☐

end of year (from Part II, col (c), line 16) \$ 2,647,977.

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

**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	44,654.	44,654.		ATCH 1
5a Gross rents				ATCH 2
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	169,256.			
b Gross sales price for all assets on line 6a 763,453.				
7 Capital gain net income (from Part IV, line 2)		169,256.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total Add lines 1 through 11	213,915.	213,915.		
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	14,509.			14,509.
c Other professional fees (attach schedule) ATCH 4	14,428.	14,428.		
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 5	430.			430.
24 Total operating and administrative expenses				
Add lines 13 through 23	29,367.	14,428.		14,939.
25 Contributions, gifts, grants paid	109,700.			109,700.
26 Total expenses and disbursements Add lines 24 and 25	139,067.	14,428.	0.	124,639.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	74,848.			
b Net investment income (if negative, enter -0-)		199,487.		
c Adjusted net income (if negative, enter -0-)				



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Operating and Administrative Expenses

g29

a

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 . . . . .	86,714.	127,866.	127,866.
	3	Accounts receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	4	Pledges receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	5	Grants receivable. . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	8	Inventories for sale or use. . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments - U S and state government obligations (attach schedule) [ 6 ] . . . . .	680,011.	581,840.	588,723.
	b	Investments - corporate stock (attach schedule) ATCH 7 . . . . .	1,132,471.	1,102,404.	1,375,630.
	c	Investments - corporate bonds (attach schedule) ATCH 8 . . . . .	395,342.	556,863.	555,758.
	Liabilities	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 ▶ ATCH 9 ) . . . . .	-413.		
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	2,294,125.	2,368,973.	2,647,977.
17		Accounts payable and accrued expenses . . . . .			
18		Grants payable. . . . .			
Net Assets or Fund Balances	19	Deferred revenue. . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons. . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .			
	22	Other liabilities (describe ▶ . . . . .)			
23	Total liabilities (add lines 17 through 22) . . . . .	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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 . . . . .	2,294,125.	2,368,973.	
30	Total net assets or fund balances (see instructions). . . . .	2,294,125.	2,368,973.		
31	Total liabilities and net assets/fund balances (see instructions). . . . .	2,294,125.	2,368,973.		

## 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	2,294,125.
2	Enter amount from Part I, line 27a. . . . .	2	74,848.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	2,368,973.
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	2,368,973.

**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.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	169,256.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0.	

**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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2015	111,773.	2,554,457.	0.043756
2014	109,100.	2,763,383.	0.039481
2013	118,250.	2,742,515.	0.043117
2012	115,250.	2,788,436.	0.041331
2011	114,250.	2,503,278.	0.045640
2 Total of line 1, column (d)			2 0.213325
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years.			3 0.042665
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 2,602,158.
5 Multiply line 4 by line 3.			5 111,021.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 1,995.
7 Add lines 5 and 6.			7 113,016.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 124,639.

**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 . . . . . 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	1,995.
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	1,995.
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	1,995.
6	<b>Credits/Payments</b>		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . .	6a	3,704.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	3,800.
d	Backup withholding erroneously withheld . . . . .	6d	
7	<b>Total credits and payments.</b> Add lines 6a through 6d . . . . .	7	7,504.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	5,509.
11	Enter the amount of line 10 to be <b>Credited to 2017 estimated tax</b> <input checked="" type="checkbox"/> 5,509. <b>Refunded</b> <input checked="" type="checkbox"/> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	Yes	No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **▶** NONE

14 The books are in care of **▶** BOLAR HIRSCH&JENNINGS LLP Telephone no **▶** 949-224-3300  
 Located at **▶** 18101 VON KARMAN AVENUE, #1400 IRVINE, CA ZIP+4 **▶** 92612

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 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? **▶** 16 Yes No  
 See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country **▶**

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 instructions)? <input type="checkbox"/> <b>1b</b>		
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 2016? <b>1c</b>		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <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 instructions) <b>2b</b>		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 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016) <b>3b</b>		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <b>4a</b>		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 2016? <b>4b</b>		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ATCH 10		0.	0.	0.

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

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

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

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE "

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

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

**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 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 instructions

3 NONE

Total. Add lines 1 through 3 . . . . . ▶

**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	2,506,212.
b	Average of monthly cash balances	1b	135,573.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,641,785.
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	
3	Subtract line 2 from line 1d	3	2,641,785.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	39,627.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,602,158.
6	Minimum investment return. Enter 5% of line 5	6	130,108.

**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	130,108.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,995.
b	Income tax for 2016 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,995.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	128,113.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	128,113.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	128,113.

**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	124,639.
b	Program-related investments - total from Part IX-B	1b	
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	124,639.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,995.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	122,644.

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



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

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7 . . . . .				128,113.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only. . . . .			56,490.	
b Total for prior years 20 <u>14</u> , 20 <u>13</u> , 20 <u>12</u> . . . . .				
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . . .				
b From 2012 . . . . .				
c From 2013 . . . . .				
d From 2014 . . . . .				
e From 2015 . . . . .				
f Total of lines 3a through e . . . . .	0.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>124,639.</u>				
a Applied to 2015, but not more than line 2a . . . . .			56,490.	
b Applied to undistributed income of prior years (Election required - see instructions). . . . .				
c Treated as distributions out of corpus (Election required - see instructions) . . . . .				
d Applied to 2016 distributable amount. . . . .				68,149.
e Remaining amount distributed out of corpus. . . . .				
5 Excess distributions carryover applied to 2016 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instructions . . . . .				
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017. . . . .				59,964.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions) . . . . .				
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions) . . . . .				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a . . . . .	0.			
10 Analysis of line 9				
a Excess from 2012 . . . . .				
b Excess from 2013 . . . . .				
c Excess from 2014 . . . . .				
d Excess from 2015 . . . . .				
e Excess from 2016 . . . . .				

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

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 2016, 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 . . . . .

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) )

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

<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
<b>a</b> <i>Paid during the year</i> SEE ATTACHMENT 12				109,700.
<b>Total</b> . . . . .			▶ <b>3a</b>	109,700.
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments . . . . .						
3 Interest on savings and temporary cash investments .				14	5.	
4 Dividends and interest from securities . . . . .				14	44,654.	
5 Net rental income or (loss) from real estate						
a Debt-financed property . . . . .						
b Not debt-financed property . . . . .						
6 Net rental income or (loss) from personal property .						
7 Other investment income . . . . .						
8 Gain or (loss) from sales of assets other than inventory				18	169,256.	
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e) . . . . .					213,915.	
13 Total Add line 12, columns (b), (d), and (e) . . . . .						213,915.

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]



**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)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					4,376.	
99,200.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 105,438.				P	VARIOUS	VARIOUS
							-6,238.	
246,478.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 236,902.				P	VARIOUS	VARIOUS
							9,586.	
49,546.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 12,521.				P	VARIOUS	VARIOUS
							37,025.	
67,272.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 59,732.				P	VARIOUS	VARIOUS
							7,540.	
152,427.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 118,909.				P	VARIOUS	VARIOUS
							33,518.	
143,817.		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 60,705.				P	VARIOUS	VARIOUS
							83,112.	
337.		CLASS ACTION - PFIZER, INC PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
							337.	
TOTAL GAIN (LOSS) .....							<u>169,256.</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	5.	5.
TOTAL	<u>5.</u>	<u>5.</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	35,824.	35,824.
OTHER INTEREST INCOME	7,157.	7,157.
CUMMULATIVE TIPS INTEREST	1,673.	1,673.
TOTAL	<u>44,654.</u>	<u>44,654.</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	14,509.			14,509.
TOTALS	<u>14,509.</u>			<u>14,509.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MANAGEMENT FEES - FDC	12,980.	12,980.
CUSTODIAN FEES - SSB&T	1,448.	1,448.
TOTALS	<u>14,428.</u>	<u>14,428.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
BANK CHARGES	93.	93.
OFFICE EXPENSE	287.	287.
FILING FEES	50.	50.
TOTALS	430.	430.

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

ATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING</u>
		<u>FMV</u>
SEE ATTACHMENT 11	581,840.	588,723.
US OBLIGATIONS TOTAL	<u>581,840.</u>	<u>588,723.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHMENT 11	1,102,404.	1,375,630.
TOTALS	<u>1,102,404.</u>	<u>1,375,630.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING</u>
		<u>FMV</u>
SEE ATTACHMENT 11	556,863.	555,758.
TOTALS	<u>556,863.</u>	<u>555,758.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 9

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NET STOCK SALES PROCEEDS RECEIVABLE	NONE	NONE
TOTALS	NONE	NONE

## THE PACER FOUNDATION

2016 FORM 990-PF

77-0233360.

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

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



ATTACHMENT 11FORM 990PF, PART IIPART II - US OBLIGATIONS

	ENDING BOOK VALUE	ENDING FMV
187,082 US TREASURY INFL INDEX 1 375% 7/15/18	188,750	190,043
100,000 US TREASURY NOTES 1 875% 8/31/17	100,430	100,144.
100,000 US TREASURY NOTES 1% 8/31/19	95,734	99,129.
100,000 US TREASURY NOTES 0.625% 4/30/18	97,195	99,469.
100,000 US TREASURY NOTES 0 625% 8/31/17	99,730.	99,938.
TOTAL	581,840.	588,723

PART II - CORPORATE STOCK

80.000 AMGEN INC		
62 000 BECTON DICKINSON & CO	11,281	12,097
365 000 BERKSHIRE HATHAWAY INC	14,287	61,820
120 000 BOEING CO	17,438	23,730.
445 000 COLUMBIA ETF TR II	10,611	11,623
260 000 ISHARES S&P 500 GROWTH EFT	34,140.	35,581.
500 000 ISHARES CORE S&P SMALLCAP ETF	30,579	35,055
1,200.000 ISHARES EDGE MSCI MIN VOL USA ETF	49,544.	58,716
780 000 ISHARES EDGE MSCI USA QUALITY FACTOR	49,510	58,009.
585 000 ISHARES EDGE MSCI USA MOMENTM IDX FD	44,288	52,001
1,595 000 ISHARES CORE MSCI EAFE EFT	93,364.	97,120.
135 000 JP MORGAN CHASE & CO	5,381	12,339
11,569 213 JPMORGAN HEDGED EQUITY-SEL	192,454	211,485
3,172 832 MATTHEWS ASIA DIVIDEND FUND INSTL	43,830.	58,031.
185.000 MERCK & CO INC	9,740	11,857
165 000 MICROSOFT CORP	3,940.	11,373
2,294 200 PIMCO RAE FUND INTL FUND-INS	19,317	23,561
450 000 POWERSHARES FTSE RAFI US 1000 ETF	40,789	46,517
250 000 PROCTER & GAMBLE CO	20,801.	21,788
1,215.000 SPDR S&P 500 ETF TRUST	234,703	293,787.
250 000 VISA INC-CLASS A SHARES	18,832	23,445
327 000 WELLS FARGO & CO	8,668.	18,119.
175 000 PENTAIR PLC	11,734	11,645
180 000 CARNIVAL CORP	9,167	11,803
1,177 130 HARDING LOEVNER EMERGING MARKETS I	21,617	23,660
1,341 922 OAKMARK INTERNATIONAL FUND-I	26,100	35,386
2,410 024 WCM FOCUSED INTERNATIONAL GROWTH	30,502	34,753.

ATTACHMENT 11FORM 990PF, PART II

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
170 000 SCHLUMBERGER LTD	12,721.	11,193
2,509 553 TWEEDY BROWNE GLOBAL VALUE FUND	37,066	69,138
TOTAL	<u>1,102,404.</u>	<u>1,375,630</u>

PART II - CORPORATE BONDS

50,000 000 BERKSHIRE HATHAWAY INC 3 4%	51,027	52,667
11,216 489 FIDELITY TOTAL BOND FUND	120,537.	119,568.
11,277 904 HARTFORD TOTAL RETURN BOND FUND	120,991.	119,320
11,000 084 METROPOLITAN WEST TOTAL RETURN BOND I	117,644	117,151.
11,824 196 VANGUARD SHORT TERM INVT GRADE FUND	125,643	126,282.
1,953 891 VANGUARD SHORT-TERM US TREASURY FUND	21,020	20,770.
TOTAL	<u>556,863.</u>	<u>555,758</u>

## ATTACHMENT 12

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

NAME OF RECIENT	RELATIONSHIP TO FOUNDATION MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Bridger Clinic, Inc	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Brooks School	N/A	PUBLIC	GENERAL PURPOSE	2,500 00
Brooks School	N/A	PUBLIC	GENERAL PURPOSE	3,000 00
Brooks School	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Brown University	N/A	PUBLIC	GENERAL PURPOSE	3,000 00
Brown University	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Brown University Men's Squash Program	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Cancer Foundation of Santa Barbara	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Celiac Disease Foundation	N/A	PUBLIC	GENERAL PURPOSE	2,500 00
Christ Church Parish Day School	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Colby College	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Dream Foundation	N/A	PUBLIC	GENERAL PURPOSE	500 00
Fessenden School	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Florida State University Foundation	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Georgetown University	N/A	PUBLIC	GENERAL PURPOSE	5,000 00
Give Kids the World	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Harvard Business School	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Harvard University	N/A	PUBLIC	GENERAL PURPOSE	5,000 00
Harvard University	N/A	PUBLIC	GENERAL PURPOSE	4,700 00
Heart of the Valley Humane Society	N/A	PUBLIC	GENERAL PURPOSE	1,000.00
Hotchkiss School	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Martha Vineyard's Hospital	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Martha Vineyard's Hospital	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Michael J Fox Foundation-Parkinson's Res	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Music Academy of the West	N/A	PUBLIC	GENERAL PURPOSE	1,000.00
MV Community Services	N/A	PUBLIC	GENERAL PURPOSE	3,000 00
North Country Animal League	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
North Country Animal League	N/A	PUBLIC	GENERAL PURPOSE	5,000 00
Pintler Pets	N/A	PUBLIC	GENERAL PURPOSE	500 00
Pomfret Fund	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Pomfret Fund	N/A	PUBLIC	GENERAL PURPOSE	5,000 00
S B Museum of Natural History	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
S B Museum of Natural History	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
S B Cottage Hospital Foundation	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
S B. Middle School	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Sansum Clinic	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Scholarship Foundation of S B	N/A	PUBLIC	GENERAL PURPOSE	500 00
Shore Country Day School	N/A	PUBLIC	GENERAL PURPOSE	2,000.00
Shore Country Day School	N/A	PUBLIC	GENERAL PURPOSE	6,000 00
St Jude's Hospital	N/A	PUBLIC	GENERAL PURPOSE	2,000 00

ATTACHMENT 12FORM 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
Stevenson School	N/A	PUBLIC	GENERAL PURPOSE	2,000 00
Storyteller Children's Center	N/A	PUBLIC	GENERAL PURPOSE	5,000 00
Thrive	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Thrive	N/A	PUBLIC	GENERAL PURPOSE	10,000 00
Travis Roy Foundation	N/A	PUBLIC	GENERAL PURPOSE	2,000 00
United Way of Gallatin Valley	N/A	PUBLIC	GENERAL PURPOSE	500 00
United Way of Santa Barbara	N/A	PUBLIC	GENERAL PURPOSE	10,000 00
Westridge School	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Westridge School	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
Women for Women International	N/A	PUBLIC	GENERAL PURPOSE	2,000 00
World Wildlife Fund	N/A	PUBLIC	GENERAL PURPOSE	1,000 00
				<u>109,700</u>