

Filing Instructions**LINDA PACE FOUNDATION****Private Foundation Tax Return****Taxable Year Ended December 31, 2016**

Date Due: November 15, 2017

Remittance: None is required. Your Form 990-PF for the tax year ended 12/31/16 shows a total overpayment of \$49,931, all of which is to be credited to your estimated tax liability for the coming year.

Mail To: Department of the Treasury
Internal Revenue Service Center
Ogden, UT 84201-0027

If a private delivery service is used, mail to:
OSPC
1973 Rulon White Blvd.
Ogden, UT 84201-1000

Signature: The return should be signed and dated on Page 13 by an officer representing the organization.

Other: Initial and date the copy of the return, and retain it for your records.

COPY

COLLIE & COMPANY CPAs, PLLC
20742 STONE OAK PARKWAY, SUITE 107
SAN ANTONIO, TX 78258-7478
210-828-1505

October 27, 2017

CONFIDENTIAL

LINDA PACE FOUNDATION
P.O. BOX 830607
SAN ANTONIO, TX 78283

Dear TAXPAYER:

We have prepared the enclosed returns from information provided by you without verification or audit. We suggest that you examine these returns carefully to fully acquaint yourself with all items contained therein to ensure that there are no omissions or misstatements. Attached to each return is an instruction sheet for signing and filing. Please follow those instructions carefully.

Also enclosed is any material you furnished for use in preparing the returns. If the returns are examined, requests may be made for supporting documentation. Therefore, we recommend that you retain all pertinent records for at least seven years.

In order that we may properly advise you of tax considerations, please keep us informed of any significant changes in your financial affairs or of any correspondence received from taxing authorities.

If you have any questions, or if we can be of assistance in any way, please call.

COPY

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No. 1545-0047

2016

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**

Name of the organization	Employer identification number
LINDA PACE FOUNDATION	04-3757853

Organization type (check one):

- Filers of:** **Section:**
- Form 990 or 990-EZ 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

COPY

Name of organization

LINDA PACE FOUNDATION

Employer identification number

04-3757853

Part I Contributors (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PACE 2005 CHARITABLE LEAD ANNUITY TR PO BOX 830607 SAN ANTONIO TX 78283	\$ 1,050,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

COPY

Form **990-PF**

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

OMB No. 1545-0052

2016

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **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.**

For calendar year 2016 or tax year beginning , **and ending**

Name of foundation LINDA PACE FOUNDATION		A Employer identification number 04-3757853
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 830607	Room/suite	B Telephone number (see instructions) 210-226-6663
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO TX 78283		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 86,080,129	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,050,250			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	509,492	509,492		
	4 Dividends and interest from securities	518,152	518,152		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	398,534			
	b Gross sales price for all assets on line 6a 30,218,158				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances 1,857				
b Less: Cost of goods sold 1,824					
c Gross profit or (loss) (attach schedule) STMT 2	33		33		
11 Other income (attach schedule) STMT 3	-139,139		-139,139		
12 Total. Add lines 1 through 11	2,337,322	1,027,644	-139,106		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	356,923	49,500		278,500
	14 Other employee salaries and wages	102,643	5,536		97,107
	15 Pension plans, employee benefits	94,466	6,581		87,886
	16a Legal fees (attach schedule) SEE STMT 4	61,833	5,920		55,913
	b Accounting fees (attach schedule) STMT 5	35,460	1,721		33,739
	c Other professional fees (attach schedule) STMT 6	327,792	308,848		18,944
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	411,001	27,850		98,500
	19 Depreciation (attach schedule) and depletion STMT 8	117,073			
	20 Occupancy	3,845			3,845
	21 Travel, conferences, and meetings	16,159			16,159
	22 Printing and publications				
	23 Other expenses (att. sch.) STMT 9	592,339	19,398		572,941
	24 Total operating and administrative expenses. Add lines 13 through 23	2,119,534	425,354	0	1,263,534
	25 Contributions, gifts, grants paid	722,500			722,500
26 Total expenses and disbursements. Add lines 24 and 25	2,842,034	425,354	0	1,986,034	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-504,712				
b Net investment income (if negative, enter -0-)		602,290			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2016)

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
1	Cash – non-interest-bearing	51,608	210,989	210,989
2	Savings and temporary cash investments	351,364	114,742	114,742
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 (att. schedule) ▶ Less: allowance for doubtful accounts ▶			0
8	Inventories for sale or use		964	964
9	Prepaid expenses and deferred charges	110,599	4,440	4,440
10a	Investments – U.S. and state government obligations (attach schedule)			
b	Investments – corporate stock (attach schedule) SEE STMT 10	53,228,148	54,757,650	58,943,871
c	Investments – corporate bonds (attach schedule)			
11	Investments – land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach sch.) ▶			
12	Investments – mortgage loans			
13	Investments – other (attach schedule) SEE STATEMENT 11	16,964,419	17,168,011	21,789,084
14	Land, buildings, and equipment: basis ▶ 4,960,085 Less: accumulated depreciation (attach sch.) ▶ STMT 12 757,560	5,819,916	4,202,525	4,960,085
15	Other assets (describe ▶ SEE STATEMENT 13)	361,372	55,954	55,954
16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	76,887,426	76,515,275	86,080,129
17	Accounts payable and accrued expenses	4,842		
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶ SEE STATEMENT 14)		108,480	
23	Total liabilities (add lines 17 through 22)	4,842	108,480	
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
24	Unrestricted	76,882,584	76,406,795	
25	Temporarily restricted			
26	Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input 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			
30	Total net assets or fund balances (see instructions)	76,882,584	76,377,872	
31	Total liabilities and net assets/fund balances (see instructions)	76,887,426	76,486,352	

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	76,882,584
2 Enter amount from Part I, line 27a	2	-504,712
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	76,377,872
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	76,377,872

COPY

Part IV Capital Gains and Losses for Tax on Investment Income

Table with 4 columns: (a) List and describe the kind(s) of property sold, (b) How acquired, (c) Date acquired, (d) Date sold. Rows include PUBLICLY TRADED SECURITIES and UBS CAPITAL GAIN DIST.

Table with 4 columns: (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis plus expense of sale, (h) Gain or (loss). Rows include values for gross sales price and gain/loss.

Table with 4 columns: (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), (l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))).

Summary rows for Capital gain net income or (net capital loss) and Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).

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 [X] No

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

Table for qualification under section 4940(e) with 4 columns: (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, (d) Distribution ratio.

Summary rows for qualification under section 4940(e), including Total of line 1, column (d), Average distribution ratio, and other calculations.



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

Table with 11 rows for excise tax calculations. Includes fields for exempt operating foundations, domestic foundations, tax under section 511, and credits/payments. Total tax due is 49,931.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and state reporting. Includes a large 'COPY' watermark.



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) SEE STATEMENT 15
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of DEBBIE MORGAN Telephone no. 210-226-6663
112 EAST PECAN #530
Located at SAN ANTONIO TX ZIP+4 78205
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? 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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? If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

COPY

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))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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)?
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?
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
6b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?
7b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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).

Table with 5 columns: (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. Row 1: SEE STATEMENT 16.

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

Table with 5 columns: (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. Row 1: 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 (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
UBS FINANCIAL SERVICES INC 100 CRESCENT CT, SUITE 600 DALLAS TX 75201	INVESTMENT ADV	306,801
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 SEE STATEMENT 17	
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 N/A		
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3		

COPY

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	60,037,904
b	Average of monthly cash balances	1b	122,653
c	Fair market value of all other assets (see instructions)	1c	124,344
d	Total (add lines 1a, b, and c)	1d	60,284,901
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	60,284,901
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	904,274
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	59,380,627
6	Minimum investment return. Enter 5% of line 5	6	2,969,031

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	2,969,031
2a	Tax on investment income for 2016 from Part VI, line 5	2a	6,023
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,023
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,963,008
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,963,008
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	2,963,008

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	1,986,034
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	1,331,756
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	3,317,790
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	6,023
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,311,767

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.

COPY

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				2,963,008
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				141,104
e From 2015				242,775
f Total of lines 3a through e	383,879			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 3,317,790				
a Applied to 2015, but not more than line 2a				
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				2,963,008
e Remaining amount distributed out of corpus	354,782			
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	738,661			
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				0
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	738,661			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				141,104
d Excess from 2015				242,775
e Excess from 2016				354,782



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

1a 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a 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).)
 LINDA M. PACE (DECEASED) \$2,706,630

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.
 N/A

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:
 N/A

b The form in which applications should be submitted and information and materials they should include:
 N/A

c Any submission deadlines:
 N/A

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



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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ARTPACE INC 445 N MAIN AVENUE SAN ANTONIO TX 78205	NONE	PUB CHARITY GENERAL OPERATING		700,000
SOUTHWEST SCHOOL OF ARTS 300 AUGUSTA SAN ANTONIO TX 78205	NONE	PUB CHARITY GENERAL OPERATING EXP		20,000
GEMINI INK 1111 NAVARO STREET SAN ANTONIO TX 78205	NONE	PUB CHARITY PROGRAM-INKSTAVAGANZA		2,500
Total			▶ 3a	722,500
b Approved for future payment N/A				
Total			▶ 3b	

COPY

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	509,492	
4 Dividends and interest from securities			14	518,152	
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	398,534	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			25	33	
11 Other revenue: a _____					
b <u>SEE STATEMENT 18</u>		-278,241		139,102	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		-278,241		1,565,313	0
13 Total. Add line 12, columns (b), (d), and (e)			13	1,287,072	

(See worksheet in line 13 instructions to verify calculations.)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

COPY

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Table with 3 columns: Question, Yes, No. Rows include 1a(1), 1a(2), 1b(1) through 1b(6), and 1c.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

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

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Sign Here: Signature of officer or trustee, Date, Title (PRESIDENT)

Paid Preparer Use Only: Print/Type preparer's name (WAYNE E. COLLIE), Preparer's signature (WAYNE E. COLLIE), Date (10/27/17), Firm's name (COLLIE & COMPANY CPAS, PLLC), Firm's address (20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO, TX 78258-7478), PTIN (P00079891), Firm's EIN (81-4756062), Phone no. (210-828-1505)



Depreciation and Amortization
(Including Information on Listed Property)
▶ Attach to your tax return.

▶ Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.

Name(s) shown on return

LINDA PACE FOUNDATION

Identifying number

04-3757853

Business or activity to which this form relates

INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,010,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2015 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2017. Add lines 9 and 10, less line 12	▶ 13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	117,073

Part III MACRS Depreciation (Don't include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2016	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	▶ <input type="checkbox"/>	

Section B—Assets Placed in Service During 2016 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property					
b	5-year property					
c	7-year property					
d	10-year property					
e	15-year property					
f	20-year property					
g	25-year property		25 yrs.		S/L	
h	Residential rental property		27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i	Nonresidential real property		39 yrs.	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2016 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	117,073
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Federal Statements**Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets**

Whom Sold	Description		How Received		Cost	Expense	Depreciation	Net Gain / Loss	
	Date Acquired	Date Sold	Sale Price						
SIGNAGE			PURCHASE						
	7/01/06	12/31/16	\$	\$	7,700	\$	7,700	\$	
SALE OF PENTHOUSE			PURCHASE						
	VARIOUS	12/31/16			3,599,340	2,848,441	12,465	64,591	803,025
TOTAL			\$	\$	<u>3,599,340</u>	<u>2,856,141</u>	<u>12,465</u>	<u>72,291</u>	<u>803,025</u>

COPY

Federal Statements**Statement 2 - Form 990-PF, Part I, Line 10c - Gross Sales less Cost of Goods Sold**

<u>Description</u>	<u>Gross Sales</u>	<u>COGS</u>	<u>Gross Profit</u>
SALE OF BAGS AND MEDALS	\$ <u>1,857</u>	\$ <u>1,824</u>	\$ <u>33</u>
TOTAL	\$ <u><u>1,857</u></u>	\$ <u><u>1,824</u></u>	\$ <u><u>33</u></u>

COPY

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
WEDDING FEES	\$ 25	\$	\$ 25
OTHER INCOME	384		384
ADAMS STREET PARTNERSHIP	-168		-168
ADAMS STREET PARTNERSHIP	6,572		6,572
ADAMS STREET PARTNERSHIP-US	1,617		1,617
ADAMS STREET PARTNERSHIP-US	79,326		79,326
BRINSON PARTNERSHIP FUND 1999	11,469		11,469
BRINSON PARTNERSHIP FUND 2000	1,519		1,519
BUCKEYE PARTNERS LP	19,312		19,312
BUCKEYE PARTNERS LP	-198		-198
ENERGY TRANSFER EQUITY LP	-45,745		-45,745
ENERGY TRANSFER EQUITY LP	753		753
ENTERPRISE PRODUCTS PARTNERS	7,495		7,495
ENTERPRISE PRODUCTS PARTNERS	-193		-193
GS MOUNT KELLETT CAPITAL PART	26,704		26,704
HOLLY ENERGY PARTNERS	-16,820		-16,820
HOLLY ENERGY PARTNERS	455		455
MAGELLAN MIDSTREAM PARTNERS	1,223		1,223
MAGELLAN MIDSTREAM PARTNERS	28,983		28,983
MPLX ENERGY LOGISTICE	-12,593		-12,593
MPLX ENERGY LOGISTICS	590		590
NUSTAR ENERGY LP	749		749
NUSTAR ENERGY LP	254		254
ONEOK PARTNERS LP	-13,108		-13,108
ONEOK PARTNERS LP	-474		-474
PLAINS ALL AMERICAN PIPE LINE	-36,005		-36,005
PLAINS ALL AMERICAN PIPE LINE	2,161		2,161
SUNOCO LOGISTICS	-22,555		-22,555
SUNOCO LOGISTICS	4,567		4,567
TC PIPELINES	9,166		9,166
TC PIPELINES	138		138
WESTERN GAS PARTNERS	-56,664		-56,664
WESTERN GAS PARTNERS	909		909
TESORO LOGISTICS LP	-75,822		-75,822
TESORO LOGISTICS LP	38		38
WILLIAMS PARTNERS LP	-61,782		-61,782
WILLIAMS PARTNERS LP	-6,311		-6,311

COPY

Federal Statements**Statement 3 - Form 990-PF, Part I, Line 11 - Other Income (continued)**

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
KKK EUROPEAN FUND	\$ -4,301	\$	\$ -4,301
KKK EUROPEAN FUND	9,191		9,191
TOTAL	\$ -139,139	\$ 0	\$ -139,139

Statement 4 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 61,833	\$ 5,920	\$	\$ 55,913
TOTAL	\$ 61,833	\$ 5,920	\$ 0	\$ 55,913

Statement 5 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WAYNE E. COLLIE, CPA	\$ 17,460	\$ 1,721	\$	\$ 15,739
AKIN, DOHERTY, KLEIN & FEUGE	18,000			18,000
TOTAL	\$ 35,460	\$ 1,721	\$ 0	\$ 33,739

Statement 6 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS GLOBAL MANAGEMENT INC	\$ 306,801	\$ 306,801	\$	\$
CONSULTING FEES-PUBLIC RELATIONS	13,867	1,387		12,480
COMPUTER CONSULTING FEES	7,124	660		6,464
TOTAL	\$ 327,792	\$ 308,848	\$ 0	\$ 18,944

COPY

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	\$ 98,500	\$	\$	\$ 98,500
FOREIGN TAXES	27,850	27,850		
FEDERAL EXCISE TAX	284,651			
TOTAL	\$ 411,001	\$ 27,850	\$ 0	\$ 98,500

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation

Description	Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
TRASH RECEPTACLES	10/28/05	\$ 2,883	\$ 2,883	S/L	10	\$	\$	\$
FENCING & TRELLIS	10/28/05	146,925	74,313	S/L	20	7,346		
STONE PATIO	10/28/05	53,427	27,108	S/L	20	2,671		
FOUNTAIN	10/28/05	181,370	92,168	S/L	20	9,068		
BATHROOM	10/28/05	228,248	57,714	S/L	40	5,706		
WEDNESDAY CHILD IN-GROUND ARTWORK	10/28/05	129,147	65,164	S/L	20	6,457		
IN-GROUND VAULT	10/28/05	2,882	2,882	S/L	10			
IRRIGATION SYSTEM	10/28/05	47,100	23,746	S/L	20	2,355		
LANDSCAPE PLANT MATERIAL & LABOR	10/28/05	289,297	146,300	S/L	20	14,465		
SIGNAGE	7/01/06	7,700	7,700	S/L	10			
LAND	10/28/05	165,000			0			
LANDSCAPE EQUIPMENT	9/27/07	924	381	S/L	20	47		

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	\$ 14,025	\$ 5,844	S/L	20	\$ 701	\$	\$
LANDSCAPE LIGHTING							
2/08/07	13,028	5,808	S/L	20	652		
FENCING							
1/22/07	8,000	3,567	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-312	S/L	20	-35		
FOUNTAIN							
10/03/07	6,279	2,590	S/L	20	314		
PATIO							
11/07/07	9,838	4,017	S/L	20	492		
LANDSCAPE LIGHTING							
10/18/07	258	105	S/L	20	13		
WEBSITE							
12/31/07	1,438	767	S/L	15	96		
OFFICE FURNITURE							
12/31/07	1,661	1,661	S/L	7			
OFFICE BUILDING-LAND							
12/31/07	42,500			0			
OFFICE BUILDING							
12/31/07	135,533	27,802	S/L	39	3,475		
SHED							
1/18/08	897	710	S/L	10	90		
WEBSITE DESIGN							
1/17/08	1,120	1,120	S/L	7			
WEBSITE DESIGN							
2/21/08	2,500	2,500	S/L	7			
SHREDDER							
2/07/08	675	675	S/L	7			
POLYSOM CONFERENCE UNIT							
5/29/08	670	670	S/L	7			
OFFICE FURNITURE-HONDO PARTNERS							
8/01/08	8,200	8,200	S/L	7			

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
IRRIGATION ADN LANDSCAPE							
4/23/08	\$ 7,790	\$ 3,982	S/L	15	\$ 519	\$	\$
ELECTRIC SHADES							
1/28/08	663	663	S/L	7			
OUTDOOR WALKWAY							
2/21/08	15,401	8,043	S/L	15	1,026		
OFFICE BUILDING IMPROVEMENTS							
5/22/08	4,604	895	S/L	39	118		
CLOSET MILLWORK							
5/22/08	1,299	253	S/L	39	33		
SKYLIGHT TINTING							
9/04/08	2,172	408	S/L	39	56		
ARCHITECT FEES							
5/30/07	4,384	2,150	S/L	20	219		
AERON CHARIS							
1/01/08	750	750	S/L	7			
130 SCHREINER PLACE							
1/01/08	67,883			0			
WEBSITE DESIGN							
2/10/09	646	638	S/L	7	8		
DIGITAL CAMERA							
2/19/09	849	849	S/L	5			
GREAT PLAINS SERVIER LICENSE							
4/21/09	2,879	2,879	S/L	3			
WEBSITE DESIGN							
5/01/09	2,681	2,554	S/L	7	127		
BRUSH DEBRIS COLLECTOR							
12/13/09	611	531	S/L	7	80		
LAWN MOWER							
10/25/10	1,470	1,085	S/L	7	210		
COMPUTER-KELLY							
1/01/10	528	528	S/L	5			
LAPTOP							
1/01/10	1,486	1,486	S/L	5			

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
WEBSITE							
9/30/10	\$ 21	\$ 21	S/L	3		\$	\$
PRINTER-DEBBIE							
2/10/10	885	885	S/L	5			
LADDER							
3/01/10	810	675	S/L	7	116		
WEBSITE							
3/01/10	253	253	S/L	3			
COMPUTERS-JAN & DEB							
3/15/10	1,121	1,121	S/L	5			
WEBSITE							
4/01/10	128	128	S/L	3			
WEBSITE							
5/01/10	188	188	S/L	3			
WEBSITE							
6/01/10	699	699	S/L	3			
WEBSITE							
8/16/10	113	113	S/L	3			
WEBSITE							
9/30/10	64	64	S/L	3			
COMPUTER-STEVEN							
11/30/10	2,396	2,396	S/L	5			
500 BLANK LPF CARDS							
1/19/11	1,168	1,168	S/L	3			
WEBSITE							
2/01/11	64	64	S/L	3			
WEBSITE							
5/01/11	40	40	S/L	3			
WEBSITE							
8/01/11	43	43	S/L	3			
WEBSITE							
10/01/11	235	235	S/L	3			
WEBSITE							
11/01/11	169	169	S/L	3			

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
WEBSITE 12/01/11	\$ 101	\$ 101	S/L	3	\$	\$	\$
BLOWER 5/31/11	541	354	S/L	7	77		
PUSH MOWER 6/15/11	540	353	S/L	7	77		
WEBSITE DESIGN 9/13/11	319	319	S/L	3			
LANDSCAPE-BAMBOO 12/14/11	3,800	2,217	S/L	7	543		
PROJECTOR LIGHT BULBS 1/31/12	6,810	3,811	S/L	7	972		
PENTHOUSE 4/30/12	2,500,000			0			
PENTHOUSE FURNITURE 4/30/12	233,050			0			
SIGNAGE 6/30/12	770	385	S/L	7	110		
SIGNAGE 7/10/12	340	170	S/L	7	49		
SIGNAGE 9/07/12	5,154	2,454	S/L	7	737		
SIGNAGE 11/30/12	520	229	S/L	7	74		
WEBSITE 2/01/12	523	523	S/L	3			
WEBSITE 3/01/12	234	234	S/L	3			
COMPUTER EXTRA OFFICE 4/03/12	639	479	S/L	5	128		
WEBSITE 5/01/12	180	180	S/L	3			
WEBSITE 6/01/12	1,412	1,412	S/L	3			

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description								
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income	
GREAT PLAINS SOFTWARE UPDATE 6/15/12	\$ 1,755	\$ 1,755	S/L	3	\$	\$	\$	
WEBSITE 7/01/12	463	463	S/L	3				
WEBSITE 8/01/12	420	420	S/L	3				
WEBSITE 9/01/12	21	21	S/L	3				
COPIER/SCANNER 10/04/12	450	293	S/L	5	90			
WEBSITE 12/01/12	128	128	S/L	3				
PODIUM 5/03/12	1,584	830	S/L	7	226			
STANTIONS 2/07/12	4,116	2,303	S/L	7	588			
BENCHES 3/15/12	1,529	837	S/L	7	219			
HD TV AND MOUNT 3/15/12	1,714	1,314	S/L	5	343			
BLACKOUT SHADES 4/01/12	550	295	S/L	7	78			
ROOF IMPROVEMENTS 6/29/12	10,290	923	S/L	39	264			
SECURITY SYSTEM 9/24/12	5,696	475	S/L	39	146			
BLU RAY PLAYER 9/24/12	2,518	1,637	S/L	5	504			
SHADES 12/14/12	7,772	3,423	S/L	7	1,111			
MOWER 12/20/13	500	143	S/L	7	71			
WEBSITE UPDATES 1/31/13	43	41	S/L	3	2			

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
WEBSITE UPDATES 2/28/13	\$ 21	\$ 20	S/L	3	\$ 1	\$	\$
TELEPHONE SYSTEM 12/11/13	3,236	963	S/L	7	462		
APPLE COMPUTER-MAURA 8/15/13	2,410	1,165	S/L	5	482		
APPLE COMPUTER-KELLY 8/15/13	2,051	991	S/L	5	411		
APPLE MAC BOOK AIR-MAURA 8/15/13	1,838	888	S/L	5	368		
SERVER TOWER 8/15/13	2,297	1,110	S/L	5	460		
SERVER TOWER 9/20/13	1,550	698	S/L	5	310		
WEBSITE UPDATES 2/28/13	255	241	S/L	3	14		
WEBSITE UPDATES 3/31/13	21	19	S/L	3	2		
WEBSITE UPDATES 4/30/13	21	19	S/L	3	2		
WEBSITE UPDATES 5/31/13	128	110	S/L	3	18		
WEBSITE UPDATES 6/30/13	64	53	S/L	3	11		
WEBSITE UPDATES 7/31/13	383	308	S/L	3	75		
WEBSITE UPDATES 8/31/13	425	331	S/L	3	94		
WEBSITE UPDATES 9/30/13	21	16	S/L	3	5		
WEBSITE UPDATES 10/31/13	64	46	S/L	3	18		
WEBSITE UPDATES 11/30/13	191	133	S/L	3	58		

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
ARCHITECT FEES							
10/22/13	\$ 2,675	\$ 137	S/L	39	\$ 69	\$	\$
PROJECTORS							
9/06/13	66,444	31,007	S/L	5	13,289		
CARPET TILES							
10/15/13	8,632	2,775	S/L	7	1,233		
ELECTIRCAL OUTLET							
10/22/13	600	33	S/L	39	16		
GLASSES AND TRAYS							
11/15/13	718	222	S/L	7	103		
VACUUM							
11/15/13	899	278	S/L	7	129		
BLACKOUT SHADES							
12/03/13	10,348	3,080	S/L	7	1,478		
MIXER AND SPEAKERS							
1/27/14	2,720	745	S/L	7	388		
VIDEO CAMERA							
6/10/14	1,839	582	S/L	5	368		
PROJECTOR & SCREEN							
7/05/14	664	142	S/L	7	95		
APPLE IPAD							
1/15/14	1,006	402	S/L	5	201		
PEDESTALS AND STEPS							
10/09/14	1,005	32	S/L	39	26		
APPLE MAC							
3/10/14	2,015	739	S/L	5	403		
POTEET-ARCHITECT FEES							
4/30/14	31,986	1,367	S/L	39	820		
NEW LIGHTING							
4/08/14	1,014	45	S/L	39	26		
SKYLIGHT BLACKOUT							
4/08/14	3,191	798	S/L	7	456		
RUBIOLA-BUILD OUT							
4/22/14	101,476	4,337	S/L	39	2,602		

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
DESK							
5/31/14	\$ 275	\$ 62	S/L	7	\$ 40	\$	\$
HVAC UPGRADE							
6/04/14	700	28	S/L	39	18		
SPRINKLERS							
6/04/14	1,020	41	S/L	39	27		
SIGNAGE							
4/08/14	6,440	1,610	S/L	7	920		
2ND FLOOR ALARM SYSTEM							
2/27/14	930	44	S/L	39	24		
DEMOLITION PLANS							
11/14/14	10,129			0			
ASBESTOS SURVEY							
12/01/14	2,400			0			
FIRE & SECURITY SYSTEM							
5/06/14	11,744	502	S/L	39	301		
CONCRETE PATHWAY/NEW DOOR							
4/30/14	17,032	710	S/L	40	425		
WEBSITE DESIGN							
4/08/14	40,965	23,896		3	13,655		
152 CAMP LAND							
10/28/05	14,103			0			
SECURITY CAMERA							
4/17/15	2,705	361	S/L	5	541		
TRUCK							
12/31/15	30,297		S/L	5	6,059		
EXPANSION DESIGN PLANS (2015)							
11/01/16	3,750		S/L	15	42		
EXPANSION-DEMO GARAGE (2015)							
11/01/16	5,940		S/L	15	66		
EXPANSION DESIGN PLANS (2015)							
11/01/16	3,750		S/L	15	42		
EXPANSION PERMIT PLANS 2015							
11/01/16	600		S/L	15	7		

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description								
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income	
WEBSITE UPDTE								
3/25/15	\$ 2,560	\$ 640	S/L	3	\$ 853	\$	\$	
COMPUTER								
5/15/15	983	131	S/L	5	197			
PRINTER								
8/11/15	800	67	S/L	5	160			
INTEREIOR WALL REMODEL								
5/01/15	1,065	18	S/L	39	28			
WATER MITIGATION WORK								
5/22/15	18,228	273	S/L	39	467			
SHADES								
7/25/15	1,128	12	S/L	39	29			
LAND								
12/31/15	473,550			0				
BUILDING IMPROVEMENTS								
12/31/15	246,130			39				
OWNER EXPENSE (IMP)								
12/31/15	22,427			39				
PROJECT MANAGMENT FEES								
12/31/15	45,700			39				
LEGAL FEES								
12/31/15	39,956			39				
PROJECT ARCHITECT FEES								
12/31/15	20,000			39				
DESIGN ARCHITECT FEES								
12/31/15	504,000			39				
MEP CONSULTANT								
12/31/15	40,000			39				
STRUCTURAL CONSULTANT								
12/31/15	42,000			39				
GEOTECHNICAL CONSULTANT								
12/31/15	7,200			39				
REIMBURSABLE EXPENSES								
12/31/15	3,417			39				

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
DEMOLITION COSTS							
12/31/15	\$ 78,967	\$		39	\$	\$	\$
EXPANSION-DESIGN PLANS (2015)							
11/01/16	2,150		S/L	15	24		
ED OFFICE DESIGN PLAN							
5/01/15	1,000			0			
NEW SPRINKLER SYSTEM							
10/17/16	18,650		S/L	15	207		
BIKE RACKS							
10/20/16	5,905		S/L	7	141		
EXTERIOR SIGNAGE							
9/01/16	2,190		S/L	7	104		
WEBSITE UPDATES							
9/01/16	1,280		S/L	3	142		
WEBSITE UPDATES							
11/03/16	744		S/L	3	41		
PARK EXPANSION							
10/31/16	166,185		S/L	15	1,847		
PLANTS & IRRIGATION							
11/01/16	93,771		S/L	15	1,042		
LIGHTING							
11/01/16	19,480		S/L	15	216		
MODEL PEDESTAL							
5/05/16	574		S/L	7	55		
COMPUTER & MONITOR							
4/10/16	891		S/L	5	134		
SERVER							
5/10/16	1,358		S/L	5	181		
COMPUTER & MONITOR							
11/10/16	1,170		S/L	5	39		
SIGNAGE							
4/29/16	1,265		S/L	7	120		
SIGNAGE							
6/01/16	1,178		S/L	7	98		

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
SIGNAGE							
7/20/16 \$	6,375 \$		S/L	7	\$ 379	\$	\$
WEBSITE UPDATE							
3/17/16	2,700		S/L	3	675		
OWNER EXPENSE							
12/31/16	11,791			0			
PROJECT MANAGEMENT							
12/31/16	50,768			0			
LEGAL FEES							
12/31/16	25,107			0			
PROJECT ARCHITECT							
12/31/16	240,788			0			
DESIGN ARCHITECT							
12/31/16	144,000			0			
MEP CONSULTANT							
12/31/16	83,550			0			
STRUCTURAL CONSULTANT							
12/31/16	84,350			0			
CIVIL ENGINEERING CONSULTANT							
12/31/16	34,569			0			
GEOTECHNICAL CONSULTANT							
12/31/16	750			0			
LANDSCAPE ARCHITECT							
12/31/16	7,135			0			
LIGHTING CONSULTANT							
12/31/16	43,000			0			
CURTAIN WALL CONSULTANT							
12/31/16	18,281			0			
ACCOUSTICAL CONSULTANT							
12/31/16	2,940			0			
REIMBURSABLES							
12/31/16	55,279			0			
GENERAL CONTRACTOR							
12/31/16	157,501			0			

COPY

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description								
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income	
20 KNOLL TULIP CHAIRS								
4/30/12	\$ 9,200	\$		0	\$	\$	\$	
DIVANI SOFA								
4/30/12	6,000			0				
5 PATIO TABLES AND 20 MESH CHAIRS								
4/30/12	13,700			0				
TOTAL	\$ 7,688,474	\$ 712,788			\$ 117,073	\$ 0	\$ 0	

Statement 9 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	\$	\$	\$	\$
EXPENSES				
ALARM MONITORING FEES	2,284	128		2,156
ART COLLECTION EXPENSES	172,928			172,928
ART PROGRAMS	119,285			119,285
BANK FEES	887	89		798
CLEANING EXPENSES	10,590	762		9,828
CONDOMINIUM FEES	55,250			55,250
CONTINUING EDUCATION EXPENSES	3,160			3,160
CONTRACT LABOR	1,860			1,860
EMPLOYEE BUSINESS EXPENSES	3,765			3,765
EXECUTIVE DIRECTOR SEARCH	45,578	11,271		34,307
GALLERY EXPENSES	747			747
INSURANCE	37,667	1,549		36,118
LANDSCAPE MAINTENANCE	11,069			11,069
MEMBERSHIPS	799			799
MISCELLANEOUS	4,466	38		4,428
MOVING EXPENSE	5,257			5,257
OFFICE EXPENSES	5,978	578		5,400
PAYROLL SERVICE FEES	3,459	865		2,594
POSTAGE	810	81		729

COPY

Federal Statements**Statement 9 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)**

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
REPAIRS	\$ 49,978	\$	\$	\$ 49,978
RETIREMENT PLAN FEES	1,397	140		1,257
SUBSCRIPTIONS	1,897	190		1,708
SUPPLIES	956	96		860
TELEPHONE	14,922	1,237		13,685
TRUCK EXPENSE	458			458
STORAGE EXPENSES	779			779
UTILITIES	36,113	2,374		33,738
TOTAL	<u>\$ 592,339</u>	<u>\$ 19,398</u>	<u>\$ 0</u>	<u>\$ 572,941</u>

COPY

Federal Statements**Statement 10 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
ADAMS STREET PARTNERSHIP-NON US	\$ 421,216	\$ 374,497	COST	\$ 196,598
ADAMS STREET PARTNERSHIP-US	769,754	638,080	COST	653,007
BRINSON PARTNERSHIP 1999 PRIMARY FD	87,059	72,739	COST	32,040
BRINSON PARTNERSHIP 2000 PRIMARY FD	35,575	33,233	COST	14,395
GS MOUNT KELLET CAPITAL PARTNERS	1,106,645	1,061,431	COST	474,222
KKR EUROPEAN FUND		500,354	COST	513,587
UBS CAMBIAR	5,112,527	5,113,636	COST	5,113,636
UBS KAYNE	2,029,484	2,240,079	COST	2,974,501
UBS LONDON	2,249,093	2,122,437	COST	2,581,145
UBS MLP'S	3,059,740	2,681,047	COST	10,850,379
UBS O'CONNOR GLOBAL	2,500,000	2,500,000	COST	3,183,188
UBS REINHART	563,832	562,772	COST	556,069
UBS RESTRICTED FUND	1,973,557	2,484,322	COST	2,503,944
UBS RICHTER	15,177,710	14,332,501	COST	14,251,855
UBS SEIX HIGH YIELD	6,204,435	6,109,422	COST	6,221,643
UBS YACHTMAN	1,375,458	1,389,889	COST	1,694,492
UBS-AXONIC	2,000,000	2,000,000	COST	1,970,649
UBS-CAMP STREET PROCEEDS		3,399,088	COST	3,395,855
UBS-ETF	7,062,063	6,105,589	COST	622,177
UBS-LOCUST WOOD OFFSHORE	1,500,000	1,036,534	COST	1,140,489
TOTAL	\$ <u>53,228,148</u>	\$ <u>54,757,650</u>		\$ <u>58,943,871</u>

Statement 11 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
LINDA PACE ART COLLECTIONS	\$ 16,964,419	\$ 17,168,011	COST	\$ 21,789,084
TOTAL	\$ <u>16,964,419</u>	\$ <u>17,168,011</u>		\$ <u>21,789,084</u>

COPY

Federal Statements**Statement 12 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment**

<u>Description</u>	<u>Beginning Net Book</u>	<u>End Cost / Basis</u>	<u>End Accumulated Depreciation</u>	<u>Net FMV</u>
FIXED ASSETS	\$ 4,929,120	\$ 4,069,289	\$ 757,560	\$ 4,069,289
LAND	890,796	890,796		890,796
TOTAL	<u>\$ 5,819,916</u>	<u>\$ 4,960,085</u>	<u>\$ 757,560</u>	<u>\$ 4,960,085</u>

COPY

Federal Statements**Statement 13 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
PREPAID FEDERAL EXCISE TAX	\$ 305,605	\$ 55,954	\$ 55,954
ACCOUNTS RECEIVABLE-UBS	55,767		
TOTAL	<u>\$ 361,372</u>	<u>\$ 55,954</u>	<u>\$ 55,954</u>

Statement 14 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
CONVERSION TO COST BASIS DIFFERENCES	\$	\$ 108,480
TOTAL	<u>\$ 0</u>	<u>\$ 108,480</u>

COPY

Federal Statements**Statement 15 - Form 990-PF, Part VII-A, Line 11 - Controlled Entity Information**

<u>Name / Address</u>	<u>EIN</u>	<u>Description</u>	<u>Amount</u>
TRANSFERS TO CONTROLLED ENTITIES			\$
PACE EXHIBITIONS, LLC PO BOX 830607 SAN ANTONIO TX 78283	36-4807298	DISREGARDED ENTITY	999,000
PACE SPACE, LLC PO BOX 830607 SAN ANTONIO TX 78283	46-5207982	DISREGARDED ENTITY	146,411
CHRISPARK, LLC PO BOX 830607 SAN ANTONIO TX 78283	38-3684164	DISREGARDED ENTITY	346,409
TOTAL			<u>\$ 1,491,820</u>

**Statement 16 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.**

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
DEBBIE MORGAN PO BOX 830607 SAN ANTONIO TX 78283	ACCTG/ADMIN	40.00	86,000	14,707	0
KELLY O'CONNOR PO BOX 830607 SAN ANTONIO TX 78283	COLLECTIONS	40.00	68,000	11,591	0
RICK MOORE PO BOX 830607 SAN ANTONIO TX 78283	PRESIDENT	15.00	38,000	0	0
KATHRYN KANJO	TRUSTEE	1.00	28,000	0	0

COPY

Federal Statements

**Statement 16 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc. (continued)**

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
PO BOX 830607 SAN ANTONIO TX 78283					
JAN JARBOE RUSSELL PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	22,000	0	0
ANNE HODGES MORGAN PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	24,000	0	0
CHRISTOPHER MCKNIGHT PO BOX 830607 SAN ANTONIO TX 78283	FACILITIES	40.00	62,000	11,223	0
MICHAEL HARDWICK	EXEC. DIR.	40.00	28,923	0	0

COPY

Federal Statements**Statement 17 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities**Description

GRANTS SUPPORT THE OPERATION OF ARTPACE, INC., CHRISPARK, LLC, THE PUBLIC EXHIBITION OF THE CONTEMPORARY ART COLLECTION OF ITS FOUNDER, LINDA PACE, AND THE PUBLIC EXHIBITION OF THE WORK OF CONTEMPORARY ARTISTS. THE FOUNDATION SUPPORTED TWO OTHER ORGANIZATIONS DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE CODE. ARTPACE, INC. PROVIDES A CENTER FOR RESIDENCY AND EXCHANGE FOR ARTISTS. CHRISPARK, LLC IS A FREE PUBLIC PARK FOR THE CITIZENS OF SAN ANTONIO.

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
LINDA M. PACE (DECEASED)	\$ 2,706,630
TOTAL	\$ 2,706,630

Statement 18 - Form 990-PF, Part XVI-A, Line 11 - Other RevenueDescription

<u>Description</u>	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
WEDDING FEES		\$	1	\$ 25	\$
OTHER INCOME			1	384	
ADAMS STREET PARTNERSHIP	525990	-168	25		
ADAMS STREET PARTNERSHIP			14	6,572	
ADAMS STREET PARTNERSHIP-US	525990	1,617	25		
ADAMS STREET PARTNERSHIP-US			14	79,326	
BRINSON PARTNERSHIP FUND 19			14	11,469	
BRINSON PARTNERSHIP FUND 20			14	1,519	
BUCKEYE PARTNERS LP	211110	19,312	25		
BUCKEYE PARTNERS LP			14	-198	
ENERGY TRANSFER EQUITY LP	211110	-45,745	25		
ENERGY TRANSFER EQUITY LP			14	753	
ENTERPRISE PRODUCTS PARTNER	211110	7,495	25		
ENTERPRISE PRODUCTS PARTNER			14	-193	

COPY

Federal Statements**Statement 18 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)**

<u>Description</u>	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
GS MOUNT KELLETT CAPITAL PA		\$	14	\$ 26,704	\$
HOLLY ENERGY PARTNERS	211110	-16,820	25		
HOLLY ENERGY PARTNERS			14	455	
MAGELLAN MIDSTREAM PARTNERS			14	1,223	
MAGELLAN MIDSTREAM PARTNERS	211110	28,983	25		
MPLX ENERGY LOGISTICE	211110	-12,593	25		
MPLX ENERGY LOGISTICS			14	590	
NUSTAR ENERGY LP	211110	749	25		
NUSTAR ENERGY LP			14	254	
ONEOK PARTNERS LP	211110	-13,108	25		
ONEOK PARTNERS LP			14	-474	
PLAINS ALL AMERICAN PIPE LI	211110	-36,005	25		
PLAINS ALL AMERICAN PIPE LI			14	2,161	
SUNOCO LOGISTICS	211110	-22,555	25		
SUNOCO LOGISTICS			14	4,567	
TC PIPELINES	211110	9,166	25		
TC PIPELINES			14	138	
WESTERN GAS PARTNERS	211110	-56,664	25		
WESTERN GAS PARTNERS			14	909	
TESORO LOGISTICS LP	211110	-75,822	25		
TESORO LOGISTICS LP			14	38	
WILLIAMS PARTNERS LP	211110	-61,782	25		
WILLIAMS PARTNERS LP			14	-6,311	
KKK EUROPEAN FUND	211110	-4,301	25		
KKK EUROPEAN FUND			14	9,191	

COPY

Federal Statements**Statement 18 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)**

<u>Description</u>	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
TOTAL		\$ <u>-278,241</u>		\$ <u>139,102</u>	\$ <u>0</u>

COPY

Federal Statements**Taxable Interest on Investments**

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
GS-MONEY MARKET	\$ 24			14	
INTEREST PURCHASED	-165,496			14	
UBS-KAYNE	26			14	
UBS-LONDON	15			14	
UBS-MLP'S	14			14	
UBS-OTHER	13			14	
UBS-PCLT RESTRICTED	24			14	
UBS-REINHART	21,505			14	
UBS-SEIX	371,072			14	
UBS-ETF	10			14	
UBS-YACKTMAN	51			14	
UBS-RESTRICTED	2			14	
UBS-PREMIUM AMORTIZATION	-33,851			14	
UBS-CAMBIAR	45			14	
UBS-PACE EXHIBITIONS	12			14	
UBS-RICHTER	308,145			14	
UBS CAMP STREET	7,507			14	
UBS-SEIX	374			14	
TOTAL	\$ 509,492				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
UBS-CAMBIAR	\$ 185,296			14	
UBS-KAYNE	67,736			14	
UBS-LONDON	21,545			14	
UBS-PCLT RESTRICTED ACCOUNT	47,387			14	
UBS-RESTRICTED	11			14	
UBS-SEIX	18			14	
UBS-YACKMAN	31,754			14	
UBS-MLP	10,155			14	
UBS-ETF	145,732			14	
UBS-RICHTER	8,164			14	
UBS-CAMP STREET	335			14	
UBS-OTHER	19			14	
TOTAL	\$ 518,152				

COPY