42608

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

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

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

Name of foundation: LINDA PACE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 830607 Room/suite:

City or town, state, and ZIP code: SAN ANTONIO TX 78283

A Employer identification number: 04-3757853

B Telephone number (see page 10 of the instructions): 210-226-6663

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 55,829,966

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,050,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	174,944	174,944		
	4	Dividends and interest from securities	210,129	210,129		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-5,805,933			
	b	Gross sales price for all assets on line 6a 21,480,246				
	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 & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	-527,966		-527,966	
	12	**Total.** Add lines 1 through 11	-4,898,826	385,073	-527,966	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	273,750	68,437		205,313
	14	Other employee salaries and wages	153,425	15,625		137,800
	15	Pension plans, employee benefits	64,409	10,673		53,736
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	24,695	970		23,725
	c	Other professional fees (attach schedule) STMT 3	177,484	177,484		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	26,033			21,290
	19	Depreciation (attach schedule) and depletion STMT 5	87,337			
	20	Occupancy				
	21	Travel, conferences, and meetings	44,775			44,775
	22	Printing and publications				
	23	Other expenses (att sch) STMT 6	218,622	11,867		206,755
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,070,530	285,056		693,394
	25	Contributions, gifts, grants paid	1,056,711			1,056,711
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,127,241	285,056	0	1,750,105
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-7,026,067			
	b	**Net investment income** (if negative, enter -0-)		100,017		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash—non-interest-bearing	308,530	37,527	37,828
2 Savings and temporary cash investments		285,681	285,681
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶	20,000		
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (att schedule) ▶			
Less allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges	21,750	25,728	25,728
10a Investments—U S and state government obligations (attach schedule)			
b Investments—corporate stock (attach schedule) SEE STMT 7	37,536,409	30,237,534	32,011,110
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 8	20,413,666	20,769,667	20,769,667
14 Land, buildings, and equipment basis ▶ 2,995,805			
Less accumulated depreciation (attach sch) ▶ STMT 9 295,908	2,779,565	2,699,897	2,699,897
15 Other assets (describe ▶ SEE STATEMENT 10)	55	55	55
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	61,079,975	54,056,089	55,829,966
Liabilities			
17 Accounts payable and accrued expenses	731		
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	731	0	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	61,079,244	54,056,089	
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
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 page 17 of the instructions)	61,079,244	54,056,089	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	61,079,975	54,056,089	

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	61,079,244
2 Enter amount from Part I, line 27a	2	-7,026,067
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	2,912
4 Add lines 1, 2, and 3	4	54,056,089
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	54,056,089

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	NET SHORT TERM LOSS-GS	P		
b	NET LONG TERM LOSS-GS	P		
c	NET SHORT TERM GAIN-UBS	P		
d	NET LONG TERM LOSS-UBS	P		
e	CAPITAL GAIN DISTRIBUTIONS			

	(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	873,764		1,197,238	-323,474
b	7,420,517		11,264,840	-3,844,323
c	9,243,252		9,160,340	82,912
d	3,940,991		5,663,761	-1,722,770
e	1,722			1,722

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				-323,474
b				-3,844,323
c				82,912
d				-1,722,770
e				1,722

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** -5,805,933

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 } **3**

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	2,304,013	37,983,014	0.060659
2007	1,293,618	41,970,154	0.030822
2006	2,522,065	14,161	178.099357
2005	1,260,591	15,058	83.715699
2004	56,689	8,081	7.015097

2 **Total** of line 1, column (d)	2	268.921634
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	53.784327
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	29,872,618
5 Multiply line 4 by line 3	5	1606678655
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,000
7 Add lines 5 and 6	7	1606679655
8 Enter qualifying distributions from Part XII, line 4	8	2,106,717

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b	1	2,000
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,000
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,000
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a — 6,000		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 2,700		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	8,700
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	22
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,678
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 6,678 **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
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	2		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	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		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?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 12	10	X	

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JAN JARBOE RUSSELL, EX. DIRECTOR Telephone no ▶ 210-226-6663

112 W. RISCHE

Located at ▶ SAN ANTONIO, TX ZIP+4 ▶ 78204

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 |

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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	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 2009?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A | 5b | |

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? N/A ☐ 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? | 6b | | X

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? N/A | 7b | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEBBIE MORGAN SAN ANTONIO PO BOX 830607 TX 78283	40.00	62,500	2,884	0

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
UBS FINANCIAL SERVICES INC DALLAS 100 CRESCENT CT, SUITE 600 TX 75201	INVESTMENT ADV	124,970
GOLDMAN SACHS & CO. NEW YORK 85 BROAD STREET NY 10004	INVESTMENT ADV	52,514

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 14	1,750,105
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	29,496,402
b	Average of monthly cash balances	1b	268,632
c	Fair market value of all other assets (see page 24 of the instructions)	1c	562,497
d	**Total** (add lines 1a, b, and c)	1d	30,327,531
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	30,327,531
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	454,913
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	29,872,618
6	**Minimum investment return.** Enter 5% of line 5	6	1,493,631

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	1,493,631
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,000		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,000
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,491,631
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,491,631
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,491,631

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,750,105
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	356,612
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	2,106,717
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,106,717

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

Part XIII Undistributed Income (see page 26 of the instructions)

			(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7					1,491,631
2	Undistributed income, if any, as of the end of 2009					
a	Enter amount for 2008 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2009					
a	From 2004					
b	From 2005					
c	From 2006					
d	From 2007					
e	From 2008	406,487				
f	**Total** of lines 3a through e		406,487			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 2,106,717					
a	Applied to 2008, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d	Applied to 2009 distributable amount					1,491,631
e	Remaining amount distributed out of corpus		615,086			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))					
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,021,573			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions					
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)					
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		1,021,573			
10	Analysis of line 9					
a	Excess from 2005					
b	Excess from 2006					
c	Excess from 2007					
d	Excess from 2008	406,487				
e	Excess from 2009	615,086				

Part XIV Private Operating Foundations (see page 27 of the 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 2009, 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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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 page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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	1,000,000
UNIVERSITY OF HOUSTON 4800 CALHOUN RD HOUSTON TX 77004	NONE	PUB CHARITY	GENERAL OPERATING	10,000
NEW MUSEUM OF CONT ART 235 BOWERY NEW YORK NY 10002	NONE	PUB CHARITY	GENERAL OPERATING	5,000
BLANTON MUSEUM OF ART 200 E. MLK AUSTIN TX 78701	NONE	PUB CHARITY	GENERAL OPERATING	20,000
S.A. LIBRARY 625 SHOOK AVENUE SAN ANTONIO TX 78212	NONE	PUB CHARITY	GENERAL OPERATING	21,711
Total			▶ 3a	1,056,711
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	174,944	
4 Dividends and interest from securities			14	210,129	
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	-5,805,933	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 15		-511,136		-16,830	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-511,136		-5,437,690	0

13 Total. Add line 12, columns (b), (d), and (e) 13 -5,948,826

(See worksheet in line 13 instructions on page 28 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	

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

			Yes	No
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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
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 ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee — Date 11/11/10 — Title Executive Director

Paid Preparer's Use Only

Preparer's signature	Date 11/10/11	Check if self-employed ▶ ☒
Preparer's identifying number (see Signature on page 30 of the instructions)	P00079891	
Firm's name (or yours if self-employed), address, and ZIP code	WAYNE E. COLLIE, C.P.A. 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO, TX 78258-7478	EIN ▶ 74-6256833 Phone no 210-828-1505

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

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, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not aggregate to 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 Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

IRS COPY

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

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PACE 2005 CHARITABLE LEAD ANNUITY TR PO BOX 830607 SAN ANTONIO TX 78283	$ 1,050,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

42608

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172 **2009** Attachment Sequence No 67

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 the instructions for a higher limit for certain businesses	1	250,000
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	800,000
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 2008 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 do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ▶	13	

Note: Do not use Part II or Part III below for listed property Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instr.)

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	87,337

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	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 ▶ ☐		

Section B—Assets Placed in Service During 2009 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 2009 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
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	87,337
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	

THERE ARE NO AMOUNTS FOR PAGE 2

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
WEDDING FEES	$ 375	$	$ 375
ADAMS STREET PARTNERSHIP	-89		-89
ADAMS STREET PARTNERSHIP	-5,712		-5,712
ADAMS STREET PARTNERSHIP	-20,350		-20,350
ADMAS STREET PARTNERSHIP	12,114		12,114
BRINSON PARTNERSHIP FUND 1996	5,621		5,621
BRINSON PARTNERSHIP FUND 1996	1,530		1,530
BRINSON PARTNERSHIP FUND 1997	-24		-24
BRINSON PARTNERSHIP FUND 1997	-4,065		-4,065
BRINSON PARTNERSHIP FUND 1998	-255		-255
BRINSON PARTNERSHIP FUND 1998	5,093		5,093
BRINSON PARTNERSHIP FUND 1998	-1,155		-1,155
BRINSON PARTNERSHIP FUND 1999	-13,324		-13,324
BRINSON PARTNERSHIP FUND 1999	106		106
BRINSON PARTNERSHIP FUND 2000	4,707		4,707
BRINSON PARTNERSHIP FUND 2000	-97		-97
BUCKEYE GP HOLDINGS	-4,772		-4,772
BUCKEYE PARTENRS LP UNITS	-10,166		-10,166
COPANO ENERGY LLC	-95,557		-95,557
COPANO ENERGY LLC	-522		-522
COPANO ENERGY LLC	6,624		6,624
COPANO ENERGY LLC	-230,657		-230,657
CROSSTEX ENERGY LP	-15,355		-15,355
CROSSTEX ENERGY LP	-405		-405
ENBRIDGE ENERGY PARTNERS LP	-12,650		-12,650
ENBRIDGE ENERGY PARTNERS LP	-3,238		-3,238
ENERGY TRANSFER PARTNERS	-19,422		-19,422
ENERGY TRANSFER PARTNERS	184		184
ENTERPRISE GP HOLDINGS	-11,880		-11,880
ENTERPRISE GP HOLDINGS	-132		-132
ENTERPRISE PRODUCTS PARTNERS	-37,267		-37,267
ENTERPRISE PRODUCTS PARTNERS	-829		-829
GS MEZZANINE PARTNERS III LP	19,975		19,975
GS MEZZANINE PARTNERS III LP	30,517		30,517
GS MOUNT KELLETT CAPITAL PART	-14,728		-14,728
HOLLY ENERGY PARTNERS	-4,020		-4,020
HOLLY ENERGY PARTNERS	2,873		2,873

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income (continued)

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
MAGELLAN HOLDINGS LP	$ -5,119	$	$ -5,119
MAGELLAN MIDSTREAM PARTNERS	4,295		4,295
MAGELLAN MIDSTREAM PARTNERS	-1,616		-1,616
NU STAR GP HOLDINGS	-7,370		-7,370
NU STAR GP HOLDINGS	-3,430		-3,430
NUSTAR ENERGY LP	-2,397		-2,397
NUSTAR ENERGY LP	-13,624		-13,624
ONEOK PARTNERS LP	-17,838		-17,838
ONEOK PARTNERS LP	277		277
PLAINS ALL AMERICAN PIPE LINE	2,103		2,103
PLAINS ALL AMERICAN PIPE LINE	-293		-293
TC PIPELINES	-23,278		-23,278
TC PIPELINES	-212		-212
TEPPCO PARTNERS LP	-26,675		-26,675
TEPPCO PARTNERS LP	-4,121		-4,121
SUNOCO LOGISTICS	-12,137		-12,137
SUNOCO LOGISTICS	421		421
TOTAL	$ -527,966	$ 0	$ -527,966

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WAYNE E. COLLIE, CPA	$ 9,695	$ 970	$	$ 8,725
AKIN, DOHERTY, KLEIN & FEUGE	15,000			15,000
TOTAL	$ 24,695	$ 970	$ 0	$ 23,725

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS GLOBAL MANAGEMENT INC	$ 124,970	$ 124,970	$	$
GOLDMAN SACHS & CO	52,514	52,514		
TOTAL	$ 177,484	$ 177,484	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ 21,290	$	$	$ 21,290
FEDERAL TAXES	4,743			
TOTAL	$ 26,033	$ 0	$ 0	$ 21,290

Statement 5 - 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	$ 913	S/L	10	$ 288	$	$
FENCING & TRELLIS							
10/28/05	151,125	23,554	S/L	20	7,557		
STONE PATIO							
10/28/05	53,427	8,409	S/L	20	2,671		
FOUNTAIN							
10/28/05	181,370	28,688	S/L	20	9,069		
BATHROOM							
10/28/05	228,248	17,770	S/L	40	5,706		
WEDNESDAY CHILD IN-GROUND ARTWORK							
10/28/05	129,147	19,962	S/L	20	6,458		
IN-GROUND VAULT							
10/28/05	2,882	896	S/L	10	288		

Federal Statements

Statement 5 - 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 SYSTEM							
10/28/05	$ 47,100	$ 7,261	S/L	20	$ 2,355	$	$
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	45,046	S/L	20	14,465		
152 CAMP							
10/28/05	128,206			0			
PLAYGROUND EQUIPMENT							
1/19/06	73,356	14,671	S/L	15	4,891		
SIGNAGE							
7/01/06	7,700	2,310	S/L	10	770		
LAND							
10/28/05	165,000			0			
LANDSCAPE EQUIPMENT							
9/27/07	924	58	S/L	20	46		
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	14,025	935	S/L	20	701		
PLAYGROUND EQUIPMENT REPAIR							
6/01/07	1,748	185	S/L	15	116		
LANDSCAPE LIGHTING							
2/08/07	13,028	1,248	S/L	20	652		
FENCING							
1/22/07	8,000	767	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-67	S/L	20	-35		
FOUNTAIN							
10/03/07	6,279	392	S/L	20	314		
PATIO							
11/07/07	9,838	574	S/L	20	492		
LANDSCAPE LIGHTING							
10/18/07	258	15	S/L	20	13		
WEBSITE							
12/31/07	1,438	96	S/L	15	96		
TELEPHONE SYSTEM							
12/31/07	4,140	591	S/L	7	592		
ALARM SYSTEM							
12/31/07	5,000	250	S/L	20	250		

Federal Statements

Statement 5 - 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
COMPUTER EQUIPMENT							
12/31/07	$ 4,696	$ 939	S/L	5	$ 939	$	$
OFFICE FURNITURE							
12/31/07	1,661	237	S/L	7	237		
OFFICE BUILDING IMPROVEMENTS							
12/31/07	95,382	2,446	S/L	39	2,445		
OFFICE BUILDING-LAND							
12/31/07	42,500			0			
OFFICE BUILDING							
12/31/07	135,533	3,475	S/L	39	3,475		
2002 TOYOTA TUNDRA							
1/01/08	3,984	797	S/L	5	797		
SHED							
1/18/08	897	82	S/L	10	90		
WEBSITE DESIGN							
1/17/08	1,120	147	S/L	7	160		
WEBSITE DESIGN							
2/21/08	2,500	298	S/L	7	357		
PHONE SYSTEM							
1/28/08	3,938	516	S/L	7	562		
SITE SURVEY, LINES-TELEPHONE SYSTEM							
1/31/08	2,077	272	S/L	7	297		
ALARM SYSTEM							
1/31/08	6,277	822	S/L	7	897		
SCANNER							
1/01/08	2,544	509	S/L	5	509		
SHREDDER							
2/07/08	675	88	S/L	7	97		
DYSON VACUUM CLEANER							
2/19/08	507	60	S/L	7	73		
POLYSOM CONFERENCE UNIT							
5/29/08	670	56	S/L	7	96		
OFFICE FURNITURE-TEXAS WILSON							
1/31/08	13,327	1,745	S/L	7	1,904		
LAERAL FILES							
6/26/08	1,591	114	S/L	7	227		

Federal Statements

Statement 5 - 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
OFFICE FURNITURE-HONDO PARTNERS							
8/01/08	$ 8,200	$ 488	S/L	7	$ 1,172	$	$
IRRIGATION ADN LANDSCAPE							
4/23/08	7,790	346	S/L	15	520		
ARCHITECT FEES FOR OFFICE							
1/17/08	11,293	265	S/L	39	290		
ELECTRIC SHADES							
1/28/08	663	87	S/L	7	95		
OFFICE BUILDING IMPROVEMENTS							
1/31/08	75,434	1,773	S/L	39	1,934		
CARPET							
2/21/08	5,496	654	S/L	7	785		
OUTDOOR WALKWAY							
2/21/08	15,401	856	S/L	15	1,026		
ARCHITECT FEES FOR OFFICE							
1/31/38	13,138	337	S/L	39	337		
ARCHITECT FEES FOR OFFICE							
2/21/08	910	19	S/L	39	24		
ARCHITECT FEES FOR OFFICE							
4/03/08	7,255	140	S/L	39	186		
ARCHITECT FEES FOR OFFICE							
4/23/08	3,062	52	S/L	39	79		
CANOPY AND STEEL PLATES							
5/01/08	7,450	127	S/L	39	191		
ARCHITECT FEES FOR CANOPY							
5/22/08	2,663	40	S/L	39	68		
OFFICE BUILDING IMPROVEMENTS							
5/22/08	4,604	69	S/L	39	118		
CLOSET MILLWORK							
5/22/08	1,299	19	S/L	39	34		
SKYLIGHT TINTING							
9/04/08	2,172	19	S/L	39	55		
TELEVISION SET-UP							
1/14/08	17,357	2,480	S/L	7	2,479		
ARCHITECT FEES							
5/30/07	4,384	615	S/L	20	220		

Federal Statements

Statement 5 - 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
ICE HOUSE IMPROVEMENTS							
1/06/06	$ 54,788	$ 10,958	S/L	15	$ 3,652	$	$
ICEHOUSE IMPROVEMENTS							
5/01/07	1,863	207	S/L	15	124		
ICEHOUSE ARCHITECT FEES							
5/30/07	10,188	1,075	S/L	15	680		
MISC OFFICE EQUIPMENT							
1/01/08	5,000	714	S/L	7	715		
AERON CHARIS							
1/01/08	750	107	S/L	7	107		
ICEHOUSE							
10/28/05	750,377			0			
RAILROAD RIGHT OF WAY							
12/30/08	65,121			0			
130 SCHREINER PLACE							
1/01/08	67,883			0			
WEBSITE DESIGN							
2/10/09	646		S/L	7	85		
DIGITAL CAMERA							
2/19/09	849		S/L	5	142		
GREAT PLAINS SERVIER LICENSE							
4/21/09	2,879		S/L	3	640		
WEBSITE DESIGN							
5/01/09	2,681		S/L	7	255		
BRUSH DEBRIS COLLECTOR							
12/13/09	611		S/L	7	7		
TOTAL	$ 2,995,805	$ 208,574			$ 87,337	$ 0	$ 0

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ART COLLECTION EXPENSES	51,392			51,392
ARTIST DEVELOPMENT FEES	27,897			27,897
BANK FEES	876	88		788
CLEANING EXPENSES	2,423	242		2,181
CONSULTING EXPENSES	15,738	1,574		14,164
CONTINUING EDUCATION	910			910
EMPLOYEE BUSINESS EXPENSES	1,198			1,198
INSURANCE	31,956	2,035		29,921
INVESTMENT TRADING FEES	2,612	2,612		
LANDSCAPE MAINTENANCE	17,419			17,419
LICENSES	75			75
MEETINGS AND COMMUNITY EVENTS	2,212	221		1,991
MEMBERSHIPS	2,639			2,639
MISCELLANEOUS EXPENSES	290	29		261
MONITORING FEES	2,220	222		1,998
OFFICE SUPPLIES	5,634	460		5,174
PARK PROMOTIONAL EXPENSES	219			219
PAYROLL SERVICING FEES	2,621	655		1,966
POSTAGE	1,622	115		1,507
REPAIRS	3,463			3,463
RETIREMENT PLAN FEES	2,700	270		2,430
SUBSCRIPTIONS	3,769	377		3,392
STORAGE EXPENSES	1,504	150		1,354
TELEPHONE	14,810	1,481		13,329
TRUCK EXPENSE	2,638			2,638
UNIFORM EXPENSE	168			168
UTILITIES	19,174	1,336		17,838
WEBSITE HOSTING EXPENSES	443			443
TOTAL	$ 218,622	$ 11,867	$ 0	$ 206,755

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GOLDMAN SACHS-MONEY MARKET FUND	$ 2,889,911	$	COST	$
GOLDMAN SACHS-CORE PLUS FIXED INCOME	2,174,141		COST	
GOLDMAN SACHS-ALETHIA	1,314,584		COST	
GOLDMAN SACHS-HORIZON	303		COST	
GOLDMAN SACHS-MLP'S ENERGY	3,731,050		COST	
GOLDMAN SACHS-SNOW	177		COST	
GOLDMAN SACHS-SOUTHERN SUN	2,048,229		COST	
GOLDMAN SACHS-TCW LCV	1,248		COST	
GOLDMAN SACHS-WESTFIELD	2,453,307		COST	
GOLDMAN SACHS-NON-US EQUITIES	4,000,000		COST	
GOLDMAN SACHS-PUBLIC EQUITY	1,700,003		COST	
GOLDMAN SACHS-SPRUCEGROVE	2,000,000		COST	
GS MEZZANINE PARTNERS	743,428	793,920	COST	528,820
GS-CONTRA CALPINE CORP	10,090	10,090	COST	1
BRINSON PARTNERSHIP 2000 PRIMARY FD	77,362	76,908	COST	60,612
BRINSON PARTNERSHIP 1999 PRIMARY FD	254,262	241,044	COST	189,969
BRINSON PARTNERSHIP 1998 PRIMARY FD	357,537	290,433	COST	228,893
BRINSON PARTNERSHIP 1998 SECONDARY	509	254	COST	200
BRINSON PARTNERSHIP 1997 PRIMARY FD	68,293	64,204	COST	50,600
BRINSON PARTNERSHIP 1996 FUND	282,451	289,602	COST	228,238
GS MOUNT KELLET CAPITAL PARTNERS	292,244	708,804	COST	717,528
GS HEDGE FUND OPPORTUNITIES	3,000,000		COST	
ADAMS STREET PARTNERSHIP-US	1,348,114	1,384,864	COST	1,099,695
ADAMS STREET PARTNERSHIP-NON US	571,975	578,654	COST	459,499
200 SHS PROGRESS ENERGY	90	90	COST	1
9100 SHS ESCROW TELECORP	91		COST	

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GS S&P NOTE	$ 4,000,000	$	COST	$
GS DIAMOND HILL	2,217,010		COST	
GS NON US EQUITY STRUCTURED PRODUCT	2,000,000		COST	
UBS ROOSEVELT		2,068,522	COST	2,478,582
UBS MLP'S		3,739,331	COST	5,233,183
UBS SEIX HIGH YIELD		1,559,419	COST	1,646,051
UBS REINHART		4,099,763	COST	4,217,566
UBS STRUCTURED EAFE INDEX FUND		2,000,000	COST	1,870,178
UBS STRUCTURED S&P INDEX FUND		4,000,000	COST	3,936,516
UBS YACHTMAN		2,633,574	COST	2,633,574
UBS ANCHOR MCV FUND		2,090,050	COST	2,524,981
UBS TRADEWINDS INTERNATIONAL		2,054,929	COST	2,215,416
UBS WENTWORTH		1,553,079	COST	1,691,007
TOTAL	$ 37,536,409	$ 30,237,534		$ 32,011,110

Statement 8 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LINDA PACE ART COLLECTIONS	$ 19,818,687	$ 20,169,338	COST	$ 20,169,338
PACE EXHIBITION SPACE	594,979	600,329	COST	600,329
TOTAL	$ 20,413,666	$ 20,769,667		$ 20,769,667

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Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	$ 2,439,061	$ 2,655,301	$ 295,908	$ 2,359,393
	340,504	340,504		340,504
TOTAL	$ 2,779,565	$ 2,995,805	$ 295,908	$ 2,699,897

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
UTILITY DEPOSIT	$ 55	$ 55	$ 55
TOTAL	$ 55	$ 55	$ 55

Statement 11 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
NON-DIVIDEND DISTRIBUTIONS	$ 2,912
TOTAL	$ 2,912

Federal Statements

Statement 12 - Form 990-PF, Part VII-A, Line 10 - Substantial Contributors

Name	Address	City, State, Zip
PACE 2005 CHARITABLE LEAD ANNUITY	PO BOX 830607	SAN ANTONIO TX 78283

Federal Statements

Statement 13 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
RICK MOORE PO BOX 830607 SAN ANTONIO TX 78283	PRES, CEO	40.00	183,750	23,122	0
KATHRYN KANJO PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	22,500	0	0
DENNIS SCHOLL PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	22,500	0	0
JAN JARBOE RUSSELL PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	22,500	0	0
ANNE HODGES MORGAN PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	22,500	0	0

Federal Statements

Statement 14 - 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 FOUR 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.

Federal Statements

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

Name of Manager	Amount
LINDA M. PACE (DECEASED)	$ 2,706,630
TOTAL	$ 2,706,630

Federal Statements

Statement 15 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
WEDDING FEES		$	1	$ 375	$
ADAMS STREET PARTNERSHIP	525990	-89	25		
ADAMS STREET PARTNERSHIP	525990	-5,712	25		
ADAMS STREET PARTNERSHIP			14	-20,350	
ADMAS STREET PARTNERSHIP			14	12,114	
BRINSON PARTNERSHIP FUND 19	525990	5,621	25		
BRINSON PARTNERSHIP FUND 19			14	1,530	
BRINSON PARTNERSHIP FUND 19	525990	-24	25		
BRINSON PARTNERSHIP FUND 19			14	-4,065	
BRINSON PARTNERSHIP FUND 19			14	-255	
BRINSON PARTNERSHIP FUND 19			14	5,093	
BRINSON PARTNERSHIP FUND 19	525990	-1,155	25		
BRINSON PARTNERSHIP FUND 19	525990	-13,324	25		
BRINSON PARTNERSHIP FUND 19			14	106	
BRINSON PARTNERSHIP FUND 20	525990	4,707	25		
BRINSON PARTNERSHIP FUND 20			14	-97	
BUCKEYE GP HOLDINGS			14	-4,772	
BUCKEYE PARTENRS LP UNITS			14	-10,166	
COPANO ENERGY LLC	211110	-95,557	25		
COPANO ENERGY LLC			14	-522	
COPANO ENERGY LLC			14	6,624	
COPANO ENERGY LLC	211110	-230,657	25		
CROSSTEX ENERGY LP	211110	-15,355	25		
CROSSTEX ENERGY LP			14	-405	
ENBRIDGE ENERGY PARTNERS LP	211110	-12,650	25		
ENBRIDGE ENERGY PARTNERS LP			14	-3,238	

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Statement 15 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
ENERGY TRANSFER PARTNERS	211110	$ -19,422	25	$	$
ENERGY TRANSFER PARTNERS			14	184	
ENTERPRISE GP HOLDINGS	211110	-11,880	25		
ENTERPRISE GP HOLDINGS			14	-132	
ENTERPRISE PRODUCTS PARTNER	211110	-37,267	25		
ENTERPRISE PRODUCTS PARTNER			14	-829	
GS MEZZANINE PARTNERS III L	211110	19,975	25		
GS MEZZANINE PARTNERS III L			14	30,517	
GS MOUNT KELLETT CAPITAL PA			14	-14,728	
HOLLY ENERGY PARTNERS	211110	-4,020	25		
HOLLY ENERGY PARTNERS			14	2,873	
MAGELLAN HOLDINGS LP	211110	-5,119	25		
MAGELLAN MIDSTREAM PARTNERS			14	4,295	
MAGELLAN MIDSTREAM PARTNERS	211110	-1,616	25		
NU STAR GP HOLDINGS	211110	-7,370	25		
NU STAR GP HOLDINGS			14	-3,430	
NUSTAR ENERGY LP	211110	-2,397	25		
NUSTAR ENERGY LP			14	-13,624	
ONEOK PARTNERS LP	211110	-17,838	25		
ONEOK PARTNERS LP			14	277	
PLAINS ALL AMERICAN PIPE LI	211110	2,103	25		
PLAINS ALL AMERICAN PIPE LI			14	-293	
TC PIPELINES	211110	-23,278	25		
TC PIPELINES			14	-212	
TEPPCO PARTNERS LP	211110	-26,675	25		
TEPPCO PARTNERS LP			14	-4,121	

Federal Statements

Statement 15 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
SUNOCO LOGISTICS	211110	$ -12,137	25	$	$
SUNOCO LOGISTICS			14	421	
TOTAL		$ -511,136		$ -16,830	$ 0

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
GS-MONEY MARKET	$ 86		14	
UBS-SEIX	63,121		14	
UBS-REINHART	102,305		14	
GOLDMAN SACHS-RESTRICTED	2		14	
UBS-YACKTMAN	8,757		14	
UBS-SEIX	302		14	
DEPARTMENT OF THE TREASURY	371		14	
TOTAL	$ 174,944			

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
GOLDMAN SACHS-FOUNDATION ACCT	$ 568		14	
GOLDMAN SACHS-HORIZON	1,887		14	
GOLDMAN SACHS-TCW-LCV	1,655		14	
GOLDMAN SACHS-SOUTHERN SUN	6,145		14	
GOLDMAN SACHS-SNOW	173		14	
GOLDMAN SACHS-ALETHIA	5,187		14	
GOLDMAN SACHS-WESTFIELD	8,355		14	
GOLDMAN SACHS-DIAMOND HILL	18,460		14	
GOLDMAN SACHS-RESTRICTED	646		14	
UBS-RESTRICTED	177		14	
GOLDMAN SACHS-MONEY MARKET	32,974		14	
GOLDMAN SACHS-THORNBURG	4,508		14	
UBS-ROOSEVELT	23,597		14	
UBS-MLP	26		14	
UBS-SEIX	91		14	
UBS-REINHART	202		14	
UBS-YACKTMAN	30,473		14	
UBS-ANCHOR	46,915		14	
UBS-WHV	3,607		14	
UBS-TRADEWINDS	15,359		14	
UBS-DIAMOND HILL	487		14	
UBS-ALETHIA	250		14	
UBS-SOUTHERN SUN	353		14	
UBS-OTHER	8,034		14	
TOTAL	$ 210,129			