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

2010

For calendar year 2010, 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

Name of foundation
LINDA PACE FOUNDATION

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

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) ▶ $ 61,046,147

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

RECEIVED
528
NOV 2 2 2011
IRS-OSC
OGDEN, UT

SCANNED NOV 2 8 201

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	402,787	402,787		
	4	Dividends and interest from securities	329,184	329,184		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	1,513,188			
	b	Gross sales price for all assets on line 6a 21,355,034				
	7	Capital gain net income (from Part IV, line 2)		1,513,188		
	8	Net short-term capital gain				
	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 2	-374,677	3,179	-374,677	
	12	**Total.** Add lines 1 through 11	2,920,482	2,248,338	-374,677	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	274,394	68,598		205,796
	14	Other employee salaries and wages	159,090	16,500		142,590
	15	Pension plans, employee benefits	57,021	8,301		48,720
	16a	Legal fees (attach schedule) SEE STMT 3	6,401	429		5,971
	b	Accounting fees (attach schedule) STMT 4	27,945	1,250		26,695
	c	Other professional fees (attach schedule) STMT 5	259,635	259,635		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 6	68,594	14,004		17,588
	19	Depreciation (attach schedule) and depletion STMT 7	88,686			
	20	Occupancy				
	21	Travel, conferences, and meetings	28,896			28,896
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 8	291,779	29,524		262,254
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,262,441	398,241	0	738,510
	25	Contributions, gifts, grants paid	1,031,526			1,031,526
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,293,967	398,241	0	1,770,036
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	626,515			
	b	**Net investment income** (if negative, enter -0-)		1,850,097		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

Form **990-PF** (2010)

13

DAA

42608

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	37,527	48,488	48,488
	2	Savings and temporary cash investments	285,681	487,509	487,509
	3	Accounts receivable ▶			
		Less· allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less· allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less· allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	25,728		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 9	30,237,534	30,709,291	36,681,124
	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 10	20,769,667	20,873,209	20,873,209
	14	Land, buildings, and equipment basis ▶ 2,955,762			
		Less accumulated depreciation (attach sch) ▶ STMT 11 368,322	2,699,897	2,587,440	2,955,762
	15	Other assets (describe ▶ SEE STATEMENT 12)	55	55	55
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	54,056,089	54,705,992	61,046,147
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ SEE STATEMENT 13)		17,002	
	23	**Total liabilities** (add lines 17 through 22)	0	17,002	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	54,056,089	54,688,990	
	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)	54,056,089	54,688,990	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	54,056,089	54,705,992	

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	54,056,089
2	Enter amount from Part I, line 27a	2	626,515
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	6,386
4	Add lines 1, 2, and 3	4	54,688,990
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	54,688,990

42608

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 LONG TERM GAIN	P		
b	NET SHORT TERM GAIN	P		
c	UBS-ANCHOR-CAP GAIN DIST			
d	UBS-PCLT REST ACCT-CAP GAIN			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,104,832		10,083,189	1,021,643
b	10,213,449		9,723,920	489,529
c	1,217			1,217
d	799			799
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,021,643
b				489,529
c				1,217
d				799
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,513,188
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	489,529

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	2,106,717	29,872,618	0.070523
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

2	**Total** of line 1, column (d)	2	261.977060
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	52.395412
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	34,143,464
5	Multiply line 4 by line 3	5	1788960863
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,501
7	Add lines 5 and 6	7	1788979364
8	Enter qualifying distributions from Part XII, line 4	8	1,875,048

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

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	37,002
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	37,002
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	37,002
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	47,000		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	47,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	9,998
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 9,998 **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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 ▶ STEVEN EVANS, EXEC DIR 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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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 22 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 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 22 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 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)	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 2010?		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 (No)

If "Yes" to 6b, file Form 8870.

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

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 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 15				

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	66,000	3,335	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	259,635

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 16	1,770,036
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	33,869,886
b	Average of monthly cash balances	1b	269,027
c	Fair market value of all other assets (see page 25 of the instructions)	1c	524,502
d	**Total** (add lines 1a, b, and c)	1d	34,663,415
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	34,663,415
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	519,951
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	34,143,464
6	**Minimum investment return.** Enter 5% of line 5	6	1,707,173

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	1,707,173
2a	Tax on investment income for 2010 from Part VI, line 5 2a 37,002		
b	Income tax for 2010 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	37,002
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,670,171
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,670,171
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	1,670,171

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	1,770,036
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	105,012
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	1,875,048
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	1,875,048

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

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

			(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					1,670,171
2	Undistributed income, if any, as of the end of 2010:					
a	Enter amount for 2009 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2010					
a	From 2005					
b	From 2006					
c	From 2007					
d	From 2008	406,487				
e	From 2009	615,086				
f	**Total** of lines 3a through e		1,021,573			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,875,048					
a	Applied to 2009, but not more than line 2a					
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d	Applied to 2010 distributable amount					1,670,171
e	Remaining amount distributed out of corpus		204,877			
5	Excess distributions carryover applied to 2010 (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		1,226,450			
b	Prior years' undistributed income Subtract line 4b from line 2b					
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions					
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions					
f	Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		1,226,450			
10	Analysis of line 9					
a	Excess from 2006					
b	Excess from 2007					
c	Excess from 2008	406,487				
d	Excess from 2009	615,086				
e	Excess from 2010	204,877				

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 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(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	900,000
SITE SANTA FE 1606 PASEO DE PERALTA SANTA FE NM 87501	NONE	PUB CHARITY	GENERAL OPERATING	5,000
TEXAS STATE UNIVERSITY 601 UNIVERSITY DRIVE SAN MARCOS TX 78666	NONE	PUB CHARITY	GENERAL OPERATING	1,000
BASS MUSEUM OF ART 2100 COLLINS AVENUE MIAMI BEACH FL 33139	NONE	PUB CHARITY	GENERAL OPERATING	20,000
S.A. LIBRARY 625 SHOOK AVENUE SAN ANTONIO TX 78212	NONE	PUB CHARITY	GENERAL OPERATING	53,289
BONHAM ELEMENTARY SCHOOL 925 S. ST. MARYS STREET SAN ANTONIO TX 78205	NONE	PUB CHARITY	PLAYGROUND	39,737
ARTPACE INC 445 N. MAIN AVENUE SAN ANTONIO TX 78205	NONE	PUB CHARITY	DREAM WORKS	5,000
NEW MUSEUM OF CONT ART 235 BOWERY NEW YORK NY 10002	NONE	PUB CHARITY	GENERAL OPERATING	5,000
MCNAY ART MUSEUM 6000 NORTH NEW BRAUNFELS SAN ANTONIO TX 78209	NONE	PUB CHARITY	GENERAL OPERATING	2,500
Total			▶ 3a	1,031,526
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the 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	402,787	
4 Dividends and interest from securities			14	329,184	
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	1,513,188	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 17		-244,887		-129,790	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		-244,887		2,115,369	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,870,482

(See worksheet in line 13 instructions on page 29 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

▶ Steven B. Evans | 11/11/11 ▶ Executive Director

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
WAYNE E. COLLIE	WAYNE E. COLLIE	11/09/11	

Firm's name ▶ WAYNE E. COLLIE, C.P.A. | PTIN P00079891

Firm's address ▶ 20742 STONE OAK PARKWAY, SUITE 107 | Firm's EIN ▶ 74-6256833

SAN ANTONIO, TX 78258-7478 | 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

2010

Name of the organization

LINDA PACE FOUNDATION

Employer identification number

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 on line H 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)

Schedule B (Form 990, 990-EZ, or 990-PF) (2010) Page 1 of 1 of **Part I**

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 ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of 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

2010

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 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	2,000,000
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 2009 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 2011. 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 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	88,686

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 2010	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 2010 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 2010 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	88,686
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.

Form **4562** (2010)

DAA

THERE ARE NO AMOUNTS FOR PAGE 2

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

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
PLAYGROUND EQUIPMENT			PURCHASE				
	1/19/06	10/26/10	$ 33,387	$ 49,260	$	$ 15,873	$
PLAYGROUND EQUIPMENT REPAIR			PURCHASE				
	6/01/07	10/26/10	1,350	1,748		398	
TOTAL			$ 34,737	$ 51,008	$ 0	$ 16,271	$ 0

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	$ 3,179	$ 3,179	$ 3,179
ADAMS STREET PARTNERSHIP	-76		-76
ADAMS STREET PARTNERSHIP	9,771		9,771
ADAMS STREET PARTNERSHIP	28,045		28,045
ADMAS STREET PARTNERSHIP	66,495		66,495
BRINSON PARTNERSHIP FUND 1996	-1,088		-1,088
BRINSON PARTNERSHIP FUND 1996	-53,942		-53,942
BRINSON PARTNERSHIP FUND 1997	78		78
BRINSON PARTNERSHIP FUND 1997	-18,006		-18,006
BRINSON PARTNERSHIP FUND 1998	-1,504		-1,504
BRINSON PARTNERSHIP FUND 1998	-18,342		-18,342
BRINSON PARTNERSHIP FUND 1998	-4		-4
BRINSON PARTNERSHIP FUND 1999	84		84
BRINSON PARTNERSHIP FUND 1999	9,303		9,303
BRINSON PARTNERSHIP FUND 2000	1,056		1,056
BRINSON PARTNERSHIP FUND 2000	6,674		6,674
BUCKEYE GP HOLDINGS	-49		-49
BUCKEYE GP HOLDINGS	-1,667		-1,667
BUCKEYE PARTNERS LP	-7,608		-7,608
BUCKEYE PARTNERS LP	-3,054		-3,054
COPANO ENERGY LLC	-59,020		-59,020
COPANO ENERGY LLC	-327		-327
EL PASO PIPELINE PARTNERS LP	22		22

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income (continued)

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
EL PASO PIPELINE PARTNERS LP	$ -1,566	$	$ -1,566
ENBRIDGE ENERGY PARTNERS LP	-8,621		-8,621
ENBRIDGE ENERGY PARTNERS LP	-40		-40
ENERGY TRANSFER PARTNERS	-18,525		-18,525
ENERGY TRANSFER PARTNERS	-1,612		-1,612
ENTERPRISE GP HOLDINGS	-5,749		-5,749
ENTERPRISE GP HOLDINGS	26		26
ENTERPRISE PRODUCTS PARTNERS	-47,329		-47,329
ENTERPRISE PRODUCTS PARTNERS	-634		-634
GS MEZZANINE PARTNERS III LP	22,562		22,562
GS MEZZANINE PARTNERS III LP	-138,180		-138,180
GS MOUNT KELLETT CAPITAL PART	-13,315		-13,315
HOLLY ENERGY PARTNERS	-14,310		-14,310
HOLLY ENERGY PARTNERS	9,072		9,072
IENERGY LP	-22,861		-22,861
IENERGY LP	-805		-805
MAGELLAN MIDSTREAM PARTNERS	-140		-140
MAGELLAN MIDSTREAM PARTNERS	-1,437		-1,437
NU STAR GP HOLDINGS	-2,238		-2,238
NU STAR GP HOLDINGS	317		317
NUSTAR ENERGY LP	-4,454		-4,454
NUSTAR ENERGY LP	-612		-612
ONEOK PARTNERS LP	-15,610		-15,610
ONEOK PARTNERS LP	253		253
PLAINS ALL AMERICAN PIPE LINE	-10,817		-10,817
PLAINS ALL AMERICAN PIPE LINE	-406		-406
TC PIPELINES	-35,847		-35,847
TC PIPELINES	14,367		14,367
SUNOCO LOGISTICS	-21,229		-21,229
SUNOCO LOGISTICS	-14,957		-14,957
TOTAL	$ -374,677	$ 3,179	$ -374,677

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 6,401	$ 429	$	$ 5,971
TOTAL	$ 6,401	$ 429	$ 0	$ 5,971

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WAYNE E. COLLIE, CPA	$ 12,945	$ 1,250	$	$ 11,695
AKIN, DOHERTY, KLEIN & FEUGE	15,000			15,000
TOTAL	$ 27,945	$ 1,250	$ 0	$ 26,695

Statement 5 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS GLOBAL MANAGEMENT INC	$ 15,732	$ 15,732	$	$
GOLDMAN SACHS & CO	243,903	243,903		
TOTAL	$ 259,635	$ 259,635	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ 17,588	$	$	$ 17,588
FOREIGN TAXES	14,004	14,004		
FEDERAL EXCISE TAX	37,002			
TOTAL	$ 68,594	$ 14,004	$ 0	$ 17,588

Statement 7 - 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 $	1,201	S/L	10 $	289 $	$	
FENCING & TRELLIS							
10/28/05	151,125	31,111	S/L	20	7,556		
STONE PATIO							
10/28/05	53,427	11,080	S/L	20	2,671		
FOUNTAIN							
10/28/05	181,370	37,757	S/L	20	9,068		
BATHROOM							
10/28/05	228,248	23,476	S/L	40	5,707		
WEDNESDAY CHILD IN-GROUND ARTWORK							
10/28/05	129,147	26,420	S/L	20	6,457		
IN-GROUND VAULT							
10/28/05	2,882	1,184	S/L	10	289		
IRRIGATION SYSTEM							
10/28/05	47,100	9,616	S/L	20	2,355		
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	59,511	S/L	20	14,465		
152 CAMP							
10/28/05	128,206			0			
PLAYGROUND EQUIPMENT							
1/19/06	49,260	13,136	S/L	15	2,737		
SIGNAGE							
7/01/06	7,700	3,080	S/L	10	770		
LAND							
10/28/05	165,000			0			
LANDSCAPE EQUIPMENT							
9/27/07	924	104	S/L	20	46		
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	14,025	1,636	S/L	20	702		
PLAYGROUND EQUIPMENT REPAIR							
6/01/07	1,748	301	S/L	15	97		
LANDSCAPE LIGHTING							
2/08/07	13,028	1,900	S/L	20	651		
FENCING							
1/22/07	8,000	1,167	S/L	20	400		

Statement 7 - 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
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	$ -700	$ -102	S/L	20	$ -35	$	$
FOUNTAIN							
10/03/07	6,279	706	S/L	20	314		
PATIO							
11/07/07	9,838	1,066	S/L	20	492		
LANDSCAPE LIGHTING							
10/18/07	258	28	S/L	20	13		
WEBSITE							
12/31/07	1,438	192	S/L	15	96		
TELEPHONE SYSTEM							
12/31/07	4,140	1,183	S/L	7	591		
ALARM SYSTEM							
12/31/07	5,000	500	S/L	20	250		
COMPUTER EQUIPMENT							
12/31/07	4,696	1,878	S/L	5	940		
OFFICE FURNITURE							
12/31/07	1,661	474	S/L	7	238		
OFFICE BUILDING IMPROVEMENTS							
12/31/07	95,382	4,891	S/L	39	2,446		
OFFICE BUILDING-LAND							
12/31/07	42,500			0			
OFFICE BUILDING							
12/31/07	135,533	6,950	S/L	39	3,476		
2002 TOYOTA TUNDRA							
1/01/08	3,984	1,594	S/L	5	797		
SHED							
1/18/08	897	172	S/L	10	90		
WEBSITE DESIGN							
1/17/08	1,120	307	S/L	7	160		
WEBSITE DESIGN							
2/21/08	2,500	655	S/L	7	357		
PHONE SYSTEM							
1/28/08	3,938	1,078	S/L	7	563		
SITE SURVEY, LINES-TELEPHONE SYSTEM							
1/31/08	2,077	569	S/L	7	297		

Statement 7 - 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
ALARM SYSTEM							
1/31/08	$ 6,277	$ 1,719	S/L	7	$ 897	$	$
SCANNER							
1/01/08	2,544	1,018	S/L	5	508		
SHREDDER							
2/07/08	675	185	S/L	7	96		
DYSON VACUUM CLEANER							
2/19/08	507	133	S/L	7	72		
POLYSOM CONFERENCE UNIT							
5/29/08	670	152	S/L	7	95		
OFFICE FURNITURE-TEXAS WILSON							
1/31/08	13,327	3,649	S/L	7	1,904		
LAERAL FILES							
6/26/08	1,591	341	S/L	7	227		
OFFICE FURNITURE-HONDO PARTNERS							
8/01/08	8,200	1,660	S/L	7	1,171		
IRRIGATION ADN LANDSCAPE							
4/23/08	7,790	866	S/L	15	519		
ARCHITECT FEES FOR OFFICE							
1/17/08	11,293	555	S/L	39	290		
ELECTRIC SHADES							
1/28/08	663	182	S/L	7	94		
OFFICE BUILDING IMPROVEMENTS							
1/31/08	75,434	3,707	S/L	39	1,934		
CARPET							
2/21/08	5,496	1,439	S/L	7	786		
OUTDOOR WALKWAY							
2/21/08	15,401	1,882	S/L	15	1,027		
ARCHITECT FEES FOR OFFICE							
1/31/38	13,138	674	S/L	39	337		
ARCHITECT FEES FOR OFFICE							
2/21/08	910	43	S/L	39	23		
ARCHITECT FEES FOR OFFICE							
4/03/08	7,255	326	S/L	39	186		
ARCHITECT FEES FOR OFFICE							
4/23/08	3,062	131	S/L	39	78		

Statement 7 - 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
CANOPY AND STEEL PLATES							
5/01/08	$ 7,450	$ 318	S/L	39	$ 191	$	$
ARCHITECT FEES FOR CANOPY							
5/22/08	2,663	108	S/L	39	68		
OFFICE BUILDING IMPROVEMENTS							
5/22/08	4,604	187	S/L	39	118		
CLOSET MILLWORK							
5/22/08	1,299	53	S/L	39	33		
SKYLIGHT TINTING							
9/04/08	2,172	74	S/L	39	56		
TELEVISION SET-UP							
1/14/08	17,357	4,959	S/L	7	2,480		
ARCHITECT FEES							
5/30/07	4,384	835	S/L	20	219		
ICE HOUSE IMPROVEMENTS							
1/06/06	54,788	14,610	S/L	15	3,653		
ICEHOUSE IMPROVEMENTS							
5/01/07	1,863	331	S/L	15	124		
ICEHOUSE ARCHITECT FEES							
5/30/07	10,188	1,755	S/L	15	679		
MISC OFFICE EQUIPMENT							
1/01/08	5,000	1,429	S/L	7	714		
AERON CHARIS							
1/01/08	750	214	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	85	S/L	7	92		
DIGITAL CAMERA							
2/19/09	849	142	S/L	5	169		
GREAT PLAINS SERVIER LICENSE							
4/21/09	2,879	640	S/L	3	960		

Statement 7 - 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 DESIGN							
5/01/09	$ 2,681	$ 255	S/L	7	$ 383	$	$
BRUSH DEBRIS COLLECTOR							
12/13/09	611	7	S/L	7	88		
LAWN MOWER							
10/25/10	1,470		S/L	7	35		
COMPUTER-KELLY							
1/01/10	528		S/L	5	106		
LAPTOP							
1/01/10	1,486		S/L	5	297		
WEBSITE							
9/30/10	21		S/L	3	2		
PRINTER-DEBBIE							
2/10/10	885		S/L	5	162		
3 DVD'S AND BASESTATION							
2/16/10	804		S/L	5	134		
LADDER							
3/01/10	810		S/L	7	96		
WEBSITE							
3/01/10	253		S/L	3	70		
COMPUTERS-JAN & DEB							
3/15/10	1,121		S/L	5	187		
WEBSITE							
4/01/10	128		S/L	3	32		
WEBSITE							
5/01/10	188		S/L	3	42		
WEBSITE							
6/01/10	699		S/L	3	136		
WEBSITE							
8/16/10	113		S/L	3	13		
WEBSITE							
9/30/10	64		S/L	3	5		
COMPUTER-STEVEN							
11/30/10	2,396		S/L	5	40		
SHADE TARP/DESIGN FEE							
1/19/06	24,096	6,426	S/L	15	1,606		

Statement 7 - 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
TOTAL	$ 3,006,771	$ 295,911			$ 88,686	$ 0	$ 0

Statement 8 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ALARM MONITORING FEES	916	92		824
ART COLLECTION EXPENSES	53,269			53,269
ARTIST DEVELOPMENT FEES	5,000			5,000
BANK FEES	969	97		872
CLEANING EXPENSES	2,530	253		2,277
COMMUNICATION CONSULTANT	9,288	929		8,359
CONSULTING EXPENSES	9,012	901		8,110
CONTINUING EDUCATION	429			429
CONTRACT LABOR	1,147			1,147
EMPLOYEE BUSINESS EXPENSES	1,506			1,506
EXECUTIVE DIRECTOR SEARCH	76,328	19,082		57,246
INSURANCE	31,995	1,979		30,016
LANDSCAPE MAINTENANCE	10,419			10,419
MEETINGS AND COMMUNITY EVENTS	9,275	928		8,347
MEMBERSHIPS	1,420			1,420
MISCELLANEOUS EXPENSES	350	30		320
OFFICE SUPPLIES	9,172	802		8,370
PAYROLL SERVICING FEES	2,593	648		1,945
REPAIRS	18,685			18,685
RETIREMENT PLAN FEES	2,300	230		2,070
SECURITY EXPENSES	1,264	126		1,138
STORAGE EXPENSES	1,514	151		1,363
SUBSCRIPTIONS	1,102	110		992
TELEPHONE	15,858	1,586		14,272
TRUCK EXPENSE	1,115			1,115
UNIFORM EXPENSE	426			426
UTILITIES	23,572	1,580		21,992
WEBSITE HOSTING EXPENSES	325			325
TOTAL	$ 291,779	$ 29,524	$ 0	$ 262,254

Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GS MEZZANINE PARTNERS	$ 793,920	$ 678,302	COST	$ 566,863
GS-CONTRA CALPINE CORP	10,090	10,090	COST	
BRINSON PARTNERSHIP 2000 PRIMARY FD	76,908	68,813	COST	54,026
BRINSON PARTNERSHIP 1999 PRIMARY FD	241,044	189,116	COST	181,873
BRINSON PARTNERSHIP 1998 PRIMARY FD	290,433	229,462	COST	168,440
BRINSON PARTNERSHIP 1998 SECONDARY	254	-1,250	COST	19
BRINSON PARTNERSHIP 1997 PRIMARY FD	64,204	46,276	COST	37,558
BRINSON PARTNERSHIP 1996 FUND	289,602	234,572	COST	296,903
GS MOUNT KELLET CAPITAL PARTNERS	708,804	1,552,889	COST	1,512,987
ADAMS STREET PARTNERSHIP-US	1,384,864	1,392,534	COST	1,383,993
ADAMS STREET PARTNERSHIP-NON US	578,654	595,365	COST	471,237
200 SHS PROGRESS ENERGY	90	90	COST	91
UBS ROOSEVELT	2,068,522	1,973,076	COST	2,426,861
UBS MLP'S	3,739,331	3,730,856	COST	7,447,979
UBS SEIX HIGH YIELD	1,559,419	4,706,635	COST	4,902,622
UBS REINHART	4,099,763	4,823,512	COST	5,030,913
UBS STRUCTURED EAFE INDEX FUND	2,000,000		COST	
UBS STRUCTURED S&P INDEX FUND	4,000,000		COST	
UBS YACHTMAN	2,633,574	3,256,098	COST	3,871,056
UBS ANCHOR MCV FUND	2,090,050	2,545,388	COST	3,051,879
UBS TRADEWINDS INTERNATIONAL	2,054,929	2,808,165	COST	3,139,080
UBS WENTWORTH	1,553,079	1,666,339	COST	1,924,211
UBS RESTRICTED FUND		202,963	COST	212,533
TOTAL	$ 30,237,534	$ 30,709,291		$ 36,681,124

Statement 10 - 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	$ 20,169,338	$ 20,272,880	COST	$ 20,272,880
PACE EXHIBITION SPACE	600,329	600,329	COST	600,329
TOTAL	$ 20,769,667	$ 20,873,209		$ 20,873,209

Federal Statements

Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	$ 2,359,393	$ 2,615,258	$ 368,322	$ 2,615,258
	340,504	340,504		340,504
TOTAL	$ 2,699,897	$ 2,955,762	$ 368,322	$ 2,955,762

Federal Statements

Statement 12 - 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 13 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
FEDERAL EXCISE TAX PAYABLE	$	$ 17,002
TOTAL	$ 0	$ 17,002

Statement 14 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
NON-DIVIDEND DISTRIBUTIONS	$ 6,386
TOTAL	$ 6,386

Statement 15 - 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	TRUSTEE	40.00	51,769	10,586	0
KATHRYN KANJO PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	16,625	0	0
DENNIS SCHOLL PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	21,000	0	0
JAN JARBOE RUSSELL PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	100,539	0	0
ANNE HODGES MORGAN PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	21,000	0	0
STEVEN EVANS P.O. BOX 830607 SAN ANTONIO TX 78283	EXECUTIVE DI	40.00	63,461	0	0

Federal Statements

Statement 16 - 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 EIGHT 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

Statement 17 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
OTHER INCOME		$	14	$ 3,179	$
ADAMS STREET PARTNERSHIP	525990	-76	25		
ADAMS STREET PARTNERSHIP	525990	9,771	25		
ADAMS STREET PARTNERSHIP			14	28,045	
ADMAS STREET PARTNERSHIP			14	66,495	
BRINSON PARTNERSHIP FUND 19	525990	-1,088	25		
BRINSON PARTNERSHIP FUND 19			14	-53,942	
BRINSON PARTNERSHIP FUND 19	525990	78	25		
BRINSON PARTNERSHIP FUND 19			14	-18,006	
BRINSON PARTNERSHIP FUND 19			14	-1,504	
BRINSON PARTNERSHIP FUND 19			14	-18,342	
BRINSON PARTNERSHIP FUND 19	525990	-4	25		
BRINSON PARTNERSHIP FUND 19	525990	84	25		
BRINSON PARTNERSHIP FUND 19			14	9,303	
BRINSON PARTNERSHIP FUND 20	525990	1,056	25		
BRINSON PARTNERSHIP FUND 20			14	6,674	
BUCKEYE GP HOLDINGS	211110	-49	25		
BUCKEYE GP HOLDINGS			14	-1,667	
BUCKEYE PARTNERS LP	211110	-7,608	25		
BUCKEYE PARTNERS LP			14	-3,054	
COPANO ENERGY LLC	211110	-59,020	25		
COPANO ENERGY LLC			14	-327	
EL PASO PIPELINE PARTNERS L			14	22	
EL PASO PIPELINE PARTNERS L	211110	-1,566	25		
ENBRIDGE ENERGY PARTNERS LP	211110	-8,621	25		
ENBRIDGE ENERGY PARTNERS LP			14	-40	

Statement 17 - 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	$ -18,525	25	$	$
ENERGY TRANSFER PARTNERS			14	-1,612	
ENTERPRISE GP HOLDINGS	211110	-5,749	25		
ENTERPRISE GP HOLDINGS			14	26	
ENTERPRISE PRODUCTS PARTNER	211110	-47,329	25		
ENTERPRISE PRODUCTS PARTNER			14	-634	
GS MEZZANINE PARTNERS III L	211110	22,562	25		
GS MEZZANINE PARTNERS III L			14	-138,180	
GS MOUNT KELLETT CAPITAL PA			14	-13,315	
HOLLY ENERGY PARTNERS	211110	-14,310	25		
HOLLY ENERGY PARTNERS			14	9,072	
IENERGY LP	211110	-22,861	25		
IENERGY LP			14	-805	
MAGELLAN MIDSTREAM PARTNERS			14	-140	
MAGELLAN MIDSTREAM PARTNERS	211110	-1,437	25		
NU STAR GP HOLDINGS	211110	-2,238	25		
NU STAR GP HOLDINGS			14	317	
NUSTAR ENERGY LP	211110	-4,454	25		
NUSTAR ENERGY LP			14	-612	
ONEOK PARTNERS LP	211110	-15,610	25		
ONEOK PARTNERS LP			14	253	
PLAINS ALL AMERICAN PIPE LI	211110	-10,817	25		
PLAINS ALL AMERICAN PIPE LI			14	-406	
TC PIPELINES	211110	-35,847	25		
TC PIPELINES			14	14,367	
SUNOCO LOGISTICS	211110	-21,229	25		

Statement 17 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
SUNOCO LOGISTICS		$	14	$ -14,957	$
TOTAL		$ -244,887		$ -129,790	$ 0

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
GS-MONEY MARKET	$ 1		14		
UBS-SEIX	247,335		14		
UBS-REINHART	231,320		14		
UBS-YACKTMAN	1,573		14		
DEPARTMENT OF THE TREASURY	281		14		
UBS ROOSEVLET	1,127		14		
INTEREST PURCHASED	-78,850		14		
TOTAL	$ 402,787				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
UBS-RESTRICTED	$ 413		14		
UBS-ROOSEVELT	29,447		14		
UBS-MLP	28		14		
UBS-SEIX	31		14		
UBS-REINHART	29		14		
UBS-YACKTMAN	85,252		14		
UBS-ANCHOR	97,158		14		
UBS-WHV	34,724		14		
UBS-TRADEWINDS	78,747		14		
UBS-PCLT RESTRICTED ACCOUNT	2,610		14		
FINANCIAL SQUARE FED INST	4		14		
FINANCIAL SQUARE FED INST	7		14		
UBS-OTHER	734		14		
TOTAL	$ 329,184				