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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: LINDA PACE FOUNDATION

A Employer identification number: 04-3757853

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

Room/suite:

B Telephone number (see instructions): 210-226-6663

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 63,543,316

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

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

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

	Line	Description	(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)	3,550,050			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	567,188	567,188		
	4	Dividends and interest from securities	494,062	494,062		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,946,418			
	b	Gross sales price for all assets on line 6a 17,057,990				
	7	Capital gain net income (from Part IV, line 2)		1,946,418		
	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	-267,409		-267,409	
	12	**Total.** Add lines 1 through 11	6,290,309	3,007,668	-267,409	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	300,000	75,000		225,000
	14	Other employee salaries and wages	169,058	17,225		151,833
	15	Pension plans, employee benefits	61,975	7,892		54,083
	16a	Legal fees (attach schedule) SEE STMT 2	8,904	890		8,014
	b	Accounting fees (attach schedule) STMT 3	23,480	848		22,632
	c	Other professional fees (attach schedule) STMT 4	285,457	285,457		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	91,534	17,579		22,176
	19	Depreciation (attach schedule) and depletion STMT 6	87,341			
	20	Occupancy				
	21	Travel, conferences, and meetings	47,691			47,691
	22	Printing and publications				
	23	Other expenses (att sch) STMT 7	253,233	13,807		239,426
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,328,673	418,698	0	770,855
	25	Contributions, gifts, grants paid	882,000			882,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,210,673	418,698	0	1,652,855
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	4,079,636			
	b	**Net investment income** (if negative, enter -0-)		2,588,970		
	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	(c) Fair Market Value
Assets 1 Cash—non-interest-bearing		48,488	21,138	21,138
2 Savings and temporary cash investments		487,509	447,115	447,115
3 Accounts receivable ▶				
Less allowance for doubtful accounts ▶				
4 Pledges receivable ▶				
Less allowance for doubtful accounts ▶				
5 Grants receivable				
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
7 Other notes and loans receivable (att schedule) ▶				
Less allowance for doubtful accounts ▶	0			
8 Inventories for sale or use				
9 Prepaid expenses and deferred charges				
10a Investments—U S and state government obligations (attach schedule)				
b Investments—corporate stock (attach schedule)	SEE STMT 8	30,709,291	35,014,543	39,128,560
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 9	20,873,209	20,975,747	20,975,747
14 Land, buildings, and equipment basis ▶	2,962,779			
Less accumulated depreciation (attach sch) ▶ STMT 10	455,667	2,587,440	2,507,112	2,962,779
15 Other assets (describe ▶ SEE STATEMENT 11)		55	7,977	7,977
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)		54,705,992	58,973,632	63,543,316
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 12)		17,002	197,256	
23 **Total liabilities** (add lines 17 through 22)		17,002	197,256	
Net Assets or Fund Balances **Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.**	▶ [X]			
24 Unrestricted		54,688,990	58,776,376	
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 instructions)		54,688,990	58,776,376	
31 **Total liabilities and net assets/fund balances**(see instructions)		54,705,992	58,973,632	

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	54,688,990
2	Enter amount from Part I, line 27a	2	4,079,636
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	8,047
4	Add lines 1, 2, and 3	4	58,776,673
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	297
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	58,776,376

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

	(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	11,168,412		9,382,245	1,786,167
b	5,862,586		5,729,327	133,259
c	1,142			1,142
d	10,938			10,938
e	14,912			14,912

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				1,786,167
b				133,259
c				1,142
d				10,938
e				14,912

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	1,946,418
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	133,259

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 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))
2010	1,875,048	34,143,464	0.054917
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

2	**Total** of line 1, column (d)	2	178.316278
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	35.663256
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	39,125,077
5	Multiply line 4 by line 3	5	1395327637
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	25,890
7	Add lines 5 and 6	7	1395353527
8	Enter qualifying distributions from Part XII, line 4	8	1,760,594

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	51,779
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	51,779
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	51,779
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	59,701		
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	59,701
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	7,922
11	Enter the amount of line 10 to be. **Credited to 2012 estimated tax** ▶ 7,922 **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 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? 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

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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 instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		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 112 W. RISCHE	Telephone no ▶ 210-226-6663			
	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			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16		X
	See 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 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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 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 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	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 2011?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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** No: 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 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 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	68,900	10,422	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 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	285,457
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	1,652,855
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	38,952,047
b	Average of monthly cash balances		1b	269,410
c	Fair market value of all other assets (see instructions)		1c	499,433
d	**Total** (add lines 1a, b, and c)		1d	39,720,890
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	39,720,890
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	595,813
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	39,125,077
6	**Minimum investment return.** Enter 5% of line 5		6	1,956,254

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

1	Minimum investment return from Part X, line 6		1	1,956,254
2a	Tax on investment income for 2011 from Part VI, line 5	2a 51,779		
b	Income tax for 2011 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	51,779
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,904,475
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,904,475
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	1,904,475

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,652,855
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	107,739
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	1,760,594
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,760,594

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					1,904,475
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only					
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2011					
a From 2006					
b From 2007					
c From 2008	406,487				
d From 2009	615,086				
e From 2010	204,877				
f **Total** of lines 3a through e		1,226,450			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 1,760,594					
a Applied to 2010, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions)					
c Treated as distributions out of corpus (Election required—see instructions)					
d Applied to 2011 distributable amount					1,760,594
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		143,881			143,881
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,082,569			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount—see instructions					
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions					
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		1,082,569			
10 Analysis of line 9.					
a Excess from 2007					
b Excess from 2008	262,606				
c Excess from 2009	615,086				
d Excess from 2010	204,877				
e Excess from 2011					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(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 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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	810,000
CONTEMPORARY ARTS MUSEUM-HOUSTON 5216 MONTROSE BOULEVARD HOUSTON TX 77006	NONE	PUB CHARITY	GENERAL OPERATING	10,000
TEXAS BIENNIAL 5305 BOLM ROAD #12 AUSTIN TX 78721	NONE	PUB CHARITY	GENERAL OPERATING	5,000
SOUTHWEST SCHOOL OF ART 300 AUGUSTA STREET SAN ANTONIO TX 78205	NONE	PUB CHARITY	GENERAL OPERATING	50,000
SMITHSONIAN INSTITUTE PO BOX 9016 PITTSFIELD MA 01202	NONE	PUB CHARITY	GENERAL OPERATING	2,000
GUADALUPE CULTURAL ARTS CENTER 1300 GUADALUPE STREET SAN ANTONIO TX 78207	NONE	PUB CHARITY	GENERAL OPERATING	5,000
Total			▶ 3a	882,000
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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a	211110				
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	567,188	
4 Dividends and interest from securities			14	494,062	
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	1,946,418	
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		-189,551		-77,858	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-189,551		2,929,810	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,740,259

(See worksheet in line 13 instructions to verify calculations)

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

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

42608

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) is based on all information of which preparer has any knowledge

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

Signature of officer or trustee: [signature] Date: 11/14/2012 Title: President & Trustee

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
WAYNE E. COLLIE	WAYNE E. COLLIE	11/13/12	
Firm's name ▶ WAYNE E. COLLIE, C.P.A.		PTIN	P00079891
Firm's address ▶ 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO, TX 78258-7478		Firm's EIN ▶	74-6256833
		Phone no	210-828-1505

DAA

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

Schedule of Contributors

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

OMB No 1545-0047

2011

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, total 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 total 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 Part I, 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)

Name of organization
LINDA PACE FOUNDATION

Employer identification number
04-3757853

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PACE 2005 CHARITABLE LEAD ANNUITY TR PO BOX 830607 SAN ANTONIO TX 78283	$ 1,050,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
2	LINDA M. PACE MANAGEMENT TRUST 2007 PO BOX 830607 SAN ANTONIO TX 78283	$ 2,500,000	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)

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	$ 1,500	$	$ 1,500
ADAMS STREET PARTNERSHIP	-13		-13
ADAMS STREET PARTNERSHIP	-3,985		-3,985
ADAMS STREET PARTNERSHIP	39,479		39,479
ADMAS STREET PARTNERSHIP	71,823		71,823
BRINSON PARTNERSHIP FUND 1996	-7		-7
BRINSON PARTNERSHIP FUND 1996	-119,642		-119,642
BRINSON PARTNERSHIP FUND 1997	861		861
BRINSON PARTNERSHIP FUND 1997	3,882		3,882
BRINSON PARTNERSHIP FUND 1998	-4,918		-4,918
BRINSON PARTNERSHIP FUND 1998	-67,435		-67,435
BRINSON PARTNERSHIP FUND 1998	6		6
BRINSON PARTNERSHIP FUND 1999	71		71
BRINSON PARTNERSHIP FUND 1999	12,242		12,242
BRINSON PARTNERSHIP FUND 2000	-38		-38
BRINSON PARTNERSHIP FUND 2000	6,642		6,642
BUCKEYE PARTNERS LP	5,230		5,230
BUCKEYE PARTNERS LP	4,024		4,024
COPANO ENERGY LLC	-18,972		-18,972
COPANO ENERGY LLC	-83		-83
EL PASO PIPELINE PARTNERS LP	-80		-80
EL PASO PIPELINE PARTNERS LP	-14,419		-14,419
ENBRIDGE ENERGY PARTNERS LP	-2,418		-2,418
ENBRIDGE ENERGY PARTNERS LP	-33		-33
ENERGY TRANSFER PARTNERS	-11,764		-11,764
ENERGY TRANSFER PARTNERS	286		286
ENTERPRISE PRODUCTS PARTNERS	-66,338		-66,338
ENTERPRISE PRODUCTS PARTNERS	8,596		8,596
GS MEZZANINE PARTNERS III LP	13,864		13,864
GS MEZZANINE PARTNERS III LP	-30,992		-30,992
GS MOUNT KELLETT CAPITAL PART	-8,329		-8,329
HOLLY ENERGY PARTNERS	-10,474		-10,474
IENERGY LP	-41,646		-41,646
IENERGY LP	337		337
MAGELLAN MIDSTREAM PARTNERS	-124		-124
MAGELLAN MIDSTREAM PARTNERS	10,091		10,091
NU STAR GP HOLDINGS	-68		-68

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
NU STAR GP HOLDINGS	$ 24	$	$ 24
NUSTAR ENERGY LP	-5,300		-5,300
NUSTAR ENERGY LP	-1,505		-1,505
ONEOK PARTNERS LP	-15,989		-15,989
ONEOK PARTNERS LP	-234		-234
PLAINS ALL AMERICAN PIPE LINE	4,857		4,857
PLAINS ALL AMERICAN PIPE LINE	-1,925		-1,925
TC PIPELINES	-33,677		-33,677
TC PIPELINES	-3,198		-3,198
SUNOCO LOGISTICS	577		577
SUNOCO LOGISTICS	11,805		11,805
TOTAL	$ -267,409	$ 0	$ -267,409

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$ 8,904	$ 890	$	$ 8,014
TOTAL	$ 8,904	$ 890	$ 0	$ 8,014

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WAYNE E. COLLIE, CPA	$ 8,480	$ 848	$	$ 7,632
AKIN, DOHERTY, KLEIN & FEUGE	15,000			15,000
TOTAL	$ 23,480	$ 848	$ 0	$ 22,632

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS GLOBAL MANAGEMENT INC	$ 285,457	$ 285,457	$	$
TOTAL	$ 285,457	$ 285,457	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ 22,101	$	$	$ 22,101
FOREIGN TAXES	17,579	17,579		
FEDERAL EXCISE TAX	51,779			
PERMITS AND LICENSES	75			75
TOTAL	$ 91,534	$ 17,579	$ 0	$ 22,176

Statement 6 - 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	$ 1,490	S/L	10	$ 288	$	$
FENCING & TRELLIS							
10/28/05	151,125	38,667	S/L	20	7,556		
STONE PATIO							
10/28/05	53,427	13,751	S/L	20	2,672		
FOUNTAIN							
10/28/05	181,370	46,825	S/L	20	9,069		
BATHROOM							
10/28/05	228,248	29,183	S/L	40	5,706		
WEDNESDAY CHILD IN-GROUND ARTWORK							
10/28/05	129,147	32,877	S/L	20	6,457		

Federal Statements

Statement 6 - 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
IN-GROUND VAULT							
10/28/05	$ 2,882	$ 1,473	S/L	10	$ 288	$	$
IRRIGATION SYSTEM							
10/28/05	47,100	11,971	S/L	20	2,355		
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	73,976	S/L	20	14,465		
152 CAMP							
10/28/05	128,206			0			
SIGNAGE							
7/01/06	7,700	3,850	S/L	10	770		
LAND							
10/28/05	165,000			0			
LANDSCAPE EQUIPMENT							
9/27/07	924	150	S/L	20	46		
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	14,025	2,338	S/L	20	701		
LANDSCAPE LIGHTING							
2/08/07	13,028	2,551	S/L	20	652		
FENCING							
1/22/07	8,000	1,567	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-137	S/L	20	-35		
FOUNTAIN							
10/03/07	6,279	1,020	S/L	20	314		
PATIO							
11/07/07	9,838	1,558	S/L	20	492		
LANDSCAPE LIGHTING							
10/18/07	258	41	S/L	20	13		
WEBSITE							
12/31/07	1,438	288	S/L	15	96		
TELEPHONE SYSTEM							
12/31/07	4,140	1,774	S/L	7	591		
ALARM SYSTEM							
12/31/07	5,000	750	S/L	20	250		

Federal Statements

Statement 6 - 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	$ 2,818	S/L	5	$ 939	$	$
OFFICE FURNITURE							
12/31/07	1,661	712	S/L	7	237		
OFFICE BUILDING IMPROVEMENTS							
12/31/07	95,382	7,337	S/L	39	2,446		
OFFICE BUILDING-LAND							
12/31/07	42,500			0			
OFFICE BUILDING							
12/31/07	135,533	10,426	S/L	39	3,475		
2002 TOYOTA TUNDRA							
1/01/08	3,984	2,391	S/L	5	797		
SHED							
1/18/08	897	262	S/L	10	89		
WEBSITE DESIGN							
1/17/08	1,120	467	S/L	7	160		
WEBSITE DESIGN							
2/21/08	2,500	1,012	S/L	7	357		
PHONE SYSTEM							
1/28/08	3,938	1,641	S/L	7	562		
SITE SURVEY, LINES-TELEPHONE SYSTEM							
1/31/08	2,077	866	S/L	7	296		
ALARM SYSTEM							
1/31/08	6,277	2,616	S/L	7	896		
SCANNER							
1/01/08	2,544	1,526	S/L	5	509		
SHREDDER							
2/07/08	675	281	S/L	7	96		
DYSON VACUUM CLEANER							
2/19/08	507	205	S/L	7	73		
POLYSOM CONFERENCE UNIT							
5/29/08	670	247	S/L	7	96		
OFFICE FURNITURE-TEXAS WILSON							
1/31/08	13,327	5,553	S/L	7	1,904		

Federal Statements

Statement 6 - 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
LAERAL FILES							
6/26/08	$ 1,591	$ 568	S/L	7	$ 228	$	$
OFFICE FURNITURE-HONDO PARTNERS							
8/01/08	8,200	2,831	S/L	7	1,171		
IRRIGATION ADN LANDSCAPE							
4/23/08	7,790	1,385	S/L	15	519		
ARCHITECT FEES FOR OFFICE							
1/17/08	11,293	845	S/L	39	289		
ELECTRIC SHADES							
1/28/08	663	276	S/L	7	95		
OFFICE BUILDING IMPROVEMENTS							
1/31/08	75,434	5,641	S/L	39	1,935		
CARPET							
2/21/08	5,496	2,225	S/L	7	785		
OUTDOOR WALKWAY							
2/21/08	15,401	2,909	S/L	15	1,027		
ARCHITECT FEES FOR OFFICE							
1/31/38	13,138	1,011	S/L	39	337		
ARCHITECT FEES FOR OFFICE							
2/21/08	910	66	S/L	39	23		
ARCHITECT FEES FOR OFFICE							
4/03/08	7,255	512	S/L	39	186		
ARCHITECT FEES FOR OFFICE							
4/23/08	3,062	209	S/L	39	79		
CANOPY AND STEEL PLATES							
5/01/08	7,450	509	S/L	39	191		
ARCHITECT FEES FOR CANOPY							
5/22/08	2,663	176	S/L	39	69		
OFFICE BUILDING IMPROVEMENTS							
5/22/08	4,604	305	S/L	39	118		
CLOSET MILLWORK							
5/22/08	1,299	86	S/L	39	33		
SKYLIGHT TINTING							
9/04/08	2,172	130	S/L	39	56		

Federal Statements

Statement 6 - 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
TELEVISION SET-UP							
1/14/08	$ 17,357	$ 7,439	S/L	7	$ 2,479	$	$
ARCHITECT FEES							
5/30/07	4,384	1,054	S/L	20	219		
ICE HOUSE IMPROVEMENTS							
1/06/06	54,788	18,263	S/L	15	3,652		
ICEHOUSE IMPROVEMENTS							
5/01/07	1,863	455	S/L	15	124		
ICEHOUSE ARCHITECT FEES							
5/30/07	10,188	2,434	S/L	15	679		
MISC OFFICE EQUIPMENT							
1/01/08	5,000	2,143	S/L	7	714		
AERON CHARIS							
1/01/08	750	321	S/L	7	108		
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	177	S/L	7	92		
DIGITAL CAMERA							
2/19/09	849	311	S/L	5	170		
GREAT PLAINS SERVIER LICENSE							
4/21/09	2,879	1,600	S/L	3	959		
WEBSITE DESIGN							
5/01/09	2,681	638	S/L	7	383		
BRUSH DEBRIS COLLECTOR							
12/13/09	611	95	S/L	7	87		
LAWN MOWER							
10/25/10	1,470	35	S/L	7	210		
COMPUTER-KELLY							
1/01/10	528	106	S/L	5	105		

Federal Statements

Statement 6 - 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
LAPTOP							
1/01/10	$ 1,486	$ 297	S/L	5	$ 298	$	$
WEBSITE							
9/30/10	21	2	S/L	3	7		
PRINTER-DEBBIE							
2/10/10	885	162	S/L	5	177		
3 DVD'S AND BASESTATION							
2/16/10	804	134	S/L	5	161		
LADDER							
3/01/10	810	96	S/L	7	116		
WEBSITE							
3/01/10	253	70	S/L	3	84		
COMPUTERS-JAN & DEB							
3/15/10	1,121	187	S/L	5	224		
WEBSITE							
4/01/10	128	32	S/L	3	42		
WEBSITE							
5/01/10	188	42	S/L	3	62		
WEBSITE							
6/01/10	699	136	S/L	3	233		
WEBSITE							
8/16/10	113	13	S/L	3	37		
WEBSITE							
9/30/10	64	5	S/L	3	22		
COMPUTER-STEVEN							
11/30/10	2,396	40	S/L	5	479		
SHADE TARP/DESIGN FEE							
1/19/06	24,096	8,032	S/L	15	1,606		
500 BLANK LPF CARDS							
1/19/11	1,168		S/L	3	357		
WEBSITE							
2/01/11	64		S/L	3	19		
WEBSITE							
5/01/11	40		S/L	3	9		

Federal Statements

Statement 6 - 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 8/01/11	$ 43	$	S/L	3	$ 6	$	$
WEBSITE 10/01/11	235		S/L	3	20		
WEBSITE 11/01/11	169		S/L	3	9		
WEBSITE 12/01/11	101		S/L	3	3		
BLOWER 5/31/11	541		S/L	7	45		
PUSH MOWER 6/15/11	540		S/L	7	45		
WEBSITE DESIGN 9/13/11	319		S/L	3	35		
LANDSCAPE-BAMBOO 12/14/11	3,800		S/L	7	45		
TOTAL	$ 2,962,783	$ 368,326			$ 87,341	$ 0	$ 0

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES	253,233	13,807		239,426
TOTAL	$ 253,233	$ 13,807	$ 0	$ 239,426

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
200 SHS PROGRESS ENERGY	$ 90	$	COST	$
ADAMS STREET PARTNERSHIP-NON US	595,365	609,409	COST	493,138
ADAMS STREET PARTNERSHIP-US	1,392,534	1,286,665	COST	1,384,286
BRINSON PARTNERSHIP 1996 FUND	234,572	114,923	COST	251,464
BRINSON PARTNERSHIP 1997 PRIMARY FD	46,276	51,019	COST	37,871
BRINSON PARTNERSHIP 1998 PRIMARY FD	229,462	162,033	COST	99,956
BRINSON PARTNERSHIP 1998 SECONDARY	-1,250	-6,168	COST	134
BRINSON PARTNERSHIP 1999 PRIMARY FD	189,116	176,543	COST	132,820
BRINSON PARTNERSHIP 2000 PRIMARY FD	68,813	59,212	COST	44,738
GS MEZZANINE PARTNERS	678,302	369,990	COST	378,334
GS MOUNT KELLET CAPITAL PARTNERS	1,552,889	1,712,997	COST	1,939,567
GS-CONTRA CALPINE CORP	10,090		COST	
UBS ANCHOR MCV FUND	2,545,388	1,630,768	COST	1,680,228
UBS GLOBAL		4,101,266	COST	3,865,590
UBS MLP'S	3,730,856	3,541,934	COST	7,804,702
UBS REINHART	4,823,512	2,274,324	COST	2,349,102
UBS RESTRICTED FUND	202,963	419,076	COST	408,707
UBS ROOSEVELT	1,973,076		COST	
UBS SEIX HIGH YIELD	4,706,635	5,487,029	COST	5,626,863
UBS TRADEWINDS INTERNATIONAL	2,808,165	2,278,910	COST	1,863,209
UBS TRADEWINDS SMID		2,225,442	COST	1,938,073
UBS WENTWORTH	1,666,339	1,717,143	COST	1,526,725
UBS YACHTMAN	3,256,098	4,302,028	COST	4,803,053
UBS O'CONNOR GLOBAL		2,500,000	COST	2,500,000
TOTAL	$ 30,709,291	$ 35,014,543		$ 39,128,560

Federal Statements

Statement 9 - 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	$ 20,272,880	$ 20,375,418	COST	$ 20,375,418
PACE EXHIBITION SPACE	600,329	600,329	COST	600,329
TOTAL	$ 20,873,209	$ 20,975,747		$ 20,975,747

Statement 10 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	$ 2,246,936	$ 2,622,275	$ 455,667	$ 2,622,275
	340,504	340,504		340,504
TOTAL	$ 2,587,440	$ 2,962,779	$ 455,667	$ 2,962,779

Federal Statements

Statement 11 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
UTILITY DEPOSIT	$ 55	$ 55	$ 55
PREPAID FEDERAL EXCISE TAX		7,922	7,922
TOTAL	$ 55	$ 7,977	$ 7,977

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

Description	Beginning of Year	End of Year
PAYABLE/RECEIVABLE-UBS	$	$ 197,256
FEDERAL EXCISE TAX PAYABLE	17,002	
TOTAL	$ 17,002	$ 197,256

Statement 13 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
NON-DIVIDEND DISTRIBUTIONS	$ 8,047
TOTAL	$ 8,047

Statement 14 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
NON-DEDUCTIBLE EXPENSES	$ 297
TOTAL	$ 297

Federal Statements

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	15.00	35,000	0	0
KATHRYN KANJO PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	25,000	0	0
DENNIS SCHOLL PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	25,000	0	0
JAN JARBOE RUSSELL PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	25,000	0	0
ANNE HODGES MORGAN PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	25,000	0	0
STEVEN EVANS P.O. BOX 830607 SAN ANTONIO TX 78283	EXECUTIVE DI	40.00	165,000	4,916	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 SIX 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 17 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
WEDDING FEES		$	25	$ 1,500	$
ADAMS STREET PARTNERSHIP	525990	-13	25		
ADAMS STREET PARTNERSHIP	525990	-3,985	25		
ADAMS STREET PARTNERSHIP			14	39,479	
ADMAS STREET PARTNERSHIP			14	71,823	
BRINSON PARTNERSHIP FUND 19	525990	-7	25		
BRINSON PARTNERSHIP FUND 19			14	-119,642	
BRINSON PARTNERSHIP FUND 19	525990	861	25		
BRINSON PARTNERSHIP FUND 19			14	3,882	
BRINSON PARTNERSHIP FUND 19			14	-4,918	
BRINSON PARTNERSHIP FUND 19			14	-67,435	
BRINSON PARTNERSHIP FUND 19	525990	6	25		
BRINSON PARTNERSHIP FUND 19	525990	71	25		
BRINSON PARTNERSHIP FUND 19			14	12,242	
BRINSON PARTNERSHIP FUND 20	525990	-38	25		
BRINSON PARTNERSHIP FUND 20			14	6,642	
BUCKEYE PARTNERS LP	211110	5,230	25		
BUCKEYE PARTNERS LP			14	4,024	
COPANO ENERGY LLC	211110	-18,972	25		
COPANO ENERGY LLC			14	-83	
EL PASO PIPELINE PARTNERS L			14	-80	
EL PASO PIPELINE PARTNERS L	211110	-14,419	25		
ENBRIDGE ENERGY PARTNERS LP	211110	-2,418	25		
ENBRIDGE ENERGY PARTNERS LP			14	-33	
ENERGY TRANSFER PARTNERS	211110	-11,764	25		
ENERGY TRANSFER PARTNERS			14	286	

Federal Statements

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

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
ENTERPRISE PRODUCTS PARTNER	211110	$ -66,338	25	$	$
ENTERPRISE PRODUCTS PARTNER			14	8,596	
GS MEZZANINE PARTNERS III L	211110	13,864	25		
GS MEZZANINE PARTNERS III L			14	-30,992	
GS MOUNT KELLETT CAPITAL PA			14	-8,329	
HOLLY ENERGY PARTNERS	211110	-10,474	25		
IENERGY LP	211110	-41,646	25		
IENERGY LP			14	337	
MAGELLAN MIDSTREAM PARTNERS			14	-124	
MAGELLAN MIDSTREAM PARTNERS	211110	10,091	25		
NU STAR GP HOLDINGS	211110	-68	25		
NU STAR GP HOLDINGS			14	24	
NUSTAR ENERGY LP	211110	-5,300	25		
NUSTAR ENERGY LP			14	-1,505	
ONEOK PARTNERS LP	211110	-15,989	25		
ONEOK PARTNERS LP			14	-234	
PLAINS ALL AMERICAN PIPE LI	211110	4,857	25		
PLAINS ALL AMERICAN PIPE LI			14	-1,925	
TC PIPELINES	211110	-33,677	25		
TC PIPELINES			14	-3,198	
SUNOCO LOGISTICS	211110	577	25		
SUNOCO LOGISTICS			14	11,805	
TOTAL		$ -189,551		$ -77,858	$ 0

42608 LINDA PACE FOUNDATION
04-3757853
FYE: 12/31/2011

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
GS-MONEY MARKET	$ 15		14		
UBS-SEIX	410,641		14		
UBS-SEIX-OID	3,115		14		
UBS-REINHART	218,119		14		
UBS-TRADEWINDS SMIDV	2,128		14		
INTEREST PURCHASED	-66,830		14		
TOTAL	$ 567,188				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
UBS-RESTRICTED	$ 226		14		
UBS-ROOSEVELT	3,736		14		
UBS-MLP	15		14		
UBS-SEIX	26		14		
UBS-REINHART	12		14		
UBS-YACKTMAN	102,062		14		
UBS-ANCHOR	73,067		14		
UBS-WHV	41,649		14		
UBS-TRADEWINDS	104,738		14		
UBS-PCLT RESTRICTED ACCOUNT	6,456		14		
UBS-TRADEWINDS SMIDV	22,148		14		
UBS-GLOBAL	139,482		14		
UBS-OTHER	445		14		
TOTAL	$ 494,062				

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

2011

Attachment Sequence No **179**

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 2010 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 2012 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	87,341

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 2011	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 2011 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 2011 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	87,341
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