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

2012

Open to Public Inspection

For calendar year 2012 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) ▶ $ 86,426,661

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))

			(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)	4,765,198			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	507,672	507,672		
	4	Dividends and interest from securities	582,991	582,991		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,005			
	b	Gross sales price for all assets on line 6a 8,865,155				
	7	Capital gain net income (from Part IV, line 2)		3,005		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 1	360,681	1,163	360,681	
	12	**Total** Add lines 1 through 11	6,219,547	1,094,831	360,681	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	291,115	60,404		230,711
	14	Other employee salaries and wages	172,116	18,875		153,241
	15	Pension plans, employee benefits	63,657	9,433		54,224
	16a	Legal fees (attach schedule) SEE STMT 2	7,757	776		6,981
	b	Accounting fees (attach schedule) STMT 3	16,210	2		16,208
	c	Other professional fees (attach schedule) STMT 4	314,091	281,810		32,281
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	105,010	13,556		91,454
	19	Depreciation (attach schedule) and depletion STMT 6	91,599			
	20	Occupancy				
	21	Travel, conferences, and meetings	43,347			43,347
	22	Printing and publications				
	23	Other expenses (att sch) STMT 7	388,475	12,981		375,494
	24	**Total operating and administrative expenses** Add lines 13 through 23	1,493,377	397,837	0	1,003,941
	25	Contributions, gifts, grants paid	897,000			897,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,390,377	397,837	0	1,900,941
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,829,170			
	b	**Net investment income** (if negative, enter -0-)		696,994		
	c	**Adjusted net income** (if negative, enter -0-)			360,681	

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For Paperwork Reduction Act Notice, see instructions.

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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	21,138	27,978	27,978
	2	Savings and temporary cash investments	447,115	1,069,461	1,069,461
	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	35,014,543	35,462,994	42,308,892
	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	20,975,747	21,071,356	37,192,429
	14	Land, buildings, and equipment basis ▶ 5,789,979 Less accumulated depreciation (attach sch) ▶ STMT 10 547,262	2,507,112	5,242,717	5,789,979
	15	Other assets (describe ▶ SEE STATEMENT 11)	7,977	37,922	37,922
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	58,973,632	62,912,428	86,426,661
Liabilities	17	Accounts payable and accrued expenses		134	
	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)	197,256	148,027	
	23	**Total liabilities** (add lines 17 through 22)	197,256	148,161	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	58,776,376	62,764,267	
	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)	58,776,376	62,764,267	
	31	**Total liabilities and net assets/fund balances**(see instructions)	58,973,632	62,912,428	

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	58,776,376
2	Enter amount from Part I, line 27a	2	3,829,170
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	158,721
4	Add lines 1, 2, and 3	4	62,764,267
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	62,764,267

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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	SEE WORKSHEET			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,005
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	-197,657

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))
2011	1,760,594	39,125,077	0.044999
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

2	**Total** of line 1, column (d)	2	0.261920
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052384
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	42,061,555
5	Multiply line 4 by line 3	5	2,203,352
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,970
7	Add lines 5 and 6	7	2,210,322
8	Enter qualifying distributions from Part XII, line 4	8	2,045,913

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

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	13,940
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	13,940
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	13,940
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 37,922		
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	37,922
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	23,982
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 23,982 **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 Instructions for the 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 2012 or the taxable year beginning in 2012 (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 ▶ DEBBIE MORGAN 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 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 2012 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 2012)	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 2012?		4b		X

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

			Yes	No
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**		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 14				

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	75,500	11,350	0

Total number of other employees paid over $50,000 ▶ 0

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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	278,223
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 15	1,887,908
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	41,944,954
b	Average of monthly cash balances	1b	269,491
c	Fair market value of all other assets (see instructions)	1c	487,641
d	**Total** (add lines 1a, b, and c)	1d	42,702,086
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	42,702,086
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	640,531
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	42,061,555
6	**Minimum investment return.** Enter 5% of line 5	6	2,103,078

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

1	Minimum investment return from Part X, line 6	1	2,103,078
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 13,940		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	13,940
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,089,138
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,089,138
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,089,138

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	1,900,941
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	144,972
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,045,913
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	2,045,913

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					2,089,138
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008	262,606				
c From 2009	615,086				
d From 2010	204,877				
e From 2011					
f **Total** of lines 3a through e		1,082,569			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,045,913					
a Applied to 2011, 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 2012 distributable amount					2,045,913
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		43,225			43,225
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,039,344			
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 2011 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					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 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,039,344			
10 Analysis of line 9					
a Excess from 2008	219,381				
b Excess from 2009	615,086				
c Excess from 2010	204,877				
d Excess from 2011					
e Excess from 2012					

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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 ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail 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
AMERICANS FOR THE ARTS ONE EAST 53RD ST 2ND FLR NEW YORK NY 10022	NONE	PUB CHAR	ANNUAL OPERATING EXPENSES	20,000
UNIVERSITY OF TEXAS FOUNDATION, INC PO BOX 250 AUSTIN TX 78767	NONE	PUB CHARITY	BLANTON MUSEUM OF ART	20,000
MUSEUM OF CONTEMPORARY ART 1100 KETTNER SAN DIEGO CA 92101	NONE	PUB CHARITY	TEN THOUSAND WAVES EXHIBIT	25,000
SAN ANTONIO MUSEUM OF ART 200 WEST JONES AVENUE SAN ANTONIO TX 78215	NONE	PUB CHARITY	CONTEMPORARY ART EXHIBITS	20,000
CONTEMPORARY ART MONTH PO BOX 91131 SAN ANTONIO TX 78209	NONE	PUB CHARITY	SPONSORSHIP	2,000
Total			▶ 3a	897,000
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 (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	507,672	
4 Dividends and interest from securities			14	582,991	
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	3,005	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 16		-50,880		411,561	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-50,880		1,505,229	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,454,349

(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	

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] 11-13-13 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	11/13/13	
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

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

2012

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)

42608

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	$ 3,715,188	Person [X] Payroll [ ] Noncash [X] (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)

DAA

Name of organization: LINDA PACE FOUNDATION

Employer identification number: 04-3757853

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	CONDOMINIUM AND FURNITURE	$ 2,761,950	04/30/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

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

2012

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 2011 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 2013 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	91,599

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 2012	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 2012 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 2012 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	91,599
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.

DAA

THERE ARE NO AMOUNTS FOR PAGE 2

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
WEDDING FEES	$ 375	$	$ 375
OTHER INCOME-FORM 1099	1,163	1,163	1,163
ADAMS STREET PARTNERSHIP	267		267
ADAMS STREET PARTNERSHIP	-111		-111
ADAMS STREET PARTNERSHIP	29,073		29,073
ADAMS STREET PARTNERSHIP	149,236		149,236
BRINSON PARTNERSHIP FUND 1996	1,393		1,393
BRINSON PARTNERSHIP FUND 1997	-6		-6
BRINSON PARTNERSHIP FUND 1997	-10,761		-10,761
BRINSON PARTNERSHIP FUND 1998	-107		-107
BRINSON PARTNERSHIP FUND 1998	-134,280		-134,280
BRINSON PARTNERSHIP FUND 1999	-46		-46
BRINSON PARTNERSHIP FUND 1999	15,276		15,276
BRINSON PARTNERSHIP FUND 2000	453		453
BRINSON PARTNERSHIP FUND 2000	3,972		3,972
BUCKEYE PARTNERS LP	6,095		6,095
BUCKEYE PARTNERS LP	-2,085		-2,085
COPANO ENERGY LLC	-7,999		-7,999
COPANO ENERGY LLC	5		5
EL PASO PIPELINE PARTNERS LP	-4,357		-4,357
EL PASO PIPELINE PARTNERS LP	-3,908		-3,908
ENTERPRISE PRODUCTS PARTNERS	-32,333		-32,333
ENTERPRISE PRODUCTS PARTNERS	21,339		21,339
GS MEZZANINE PARTNERS III LP	48,345		48,345
GS MOUNT KELLETT CAPITAL PART	299,364		299,364
HOLLY ENERGY PARTNERS	-15,314		-15,314
HOLLY ENERGY PARTNERS	-52		-52
MAGELLAN MIDSTREAM PARTNERS	-140		-140
MAGELLAN MIDSTREAM PARTNERS	18,815		18,815
MARKWEST ENERGY PARTNERS LP	-17,942		-17,942
MARKWEST ENERGY PARTNERS LP	1,306		1,306
NU STAR GP HOLDINGS	-750		-750
NU STAR GP HOLDINGS	-1,361		-1,361
NUSTAR ENERGY LP	-12,707		-12,707
NUSTAR ENERGY LP	-11,120		-11,120
ONEOK PARTNERS LP	-26,263		-26,263
ONEOK PARTNERS LP	-161		-161

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PLAINS ALL AMERICAN PIPE LINE	$ 5,151	$	$ 5,151
PLAINS ALL AMERICAN PIPE LINE	-2,568		-2,568
TC PIPELINES	-18,140		-18,140
TC PIPELINES	-847		-847
SUNOCO LOGISTICS	53,858		53,858
SUNOCO LOGISTICS	8,553		8,553
TOTAL	$ 360,681	$ 1,163	$ 360,681

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 7,757	$ 776	$	$ 6,981
TOTAL	$ 7,757	$ 776	$ 0	$ 6,981

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WAYNE E. COLLIE, CPA	$ 210	$ 2	$	$ 208
AKIN, DOHERTY, KLEIN & FEUGE	16,000			16,000
TOTAL	$ 16,210	$ 2	$ 0	$ 16,208

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	$ 278,223	$ 278,223	$	$
CONSULTING FEES	35,868	3,587		32,281
TOTAL	$ 314,091	$ 281,810	$ 0	$ 32,281

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ 91,454	$	$	$ 91,454
FOREIGN TAXES	13,556	13,556		
TOTAL	$ 105,010	$ 13,556	$ 0	$ 91,454

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 $	1,778	S/L	10 $	288 $		$
FENCING & TRELLIS							
10/28/05	151,125	46,223	S/L	20	7,556		
STONE PATIO							
10/28/05	53,427	16,423	S/L	20	2,671		
FOUNTAIN							
10/28/05	181,370	55,894	S/L	20	9,068		
BATHROOM							
10/28/05	228,248	34,889	S/L	40	5,706		
WEDNESDAY CHILD IN-GROUND ARTWORK							
10/28/05	129,147	39,334	S/L	20	6,458		
IN-GROUND VAULT							
10/28/05	2,882	1,761	S/L	10	288		

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
IRRIGATION SYSTEM							
10/28/05	$ 47,100	$ 14,326	S/L	20	$ 2,355	$	$
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	88,441	S/L	20	14,465		
152 CAMP							
10/28/05	128,206			0			
SIGNAGE							
7/01/06	7,700	4,620	S/L	10	770		
LAND							
10/28/05	165,000			0			
LANDSCAPE EQUIPMENT							
9/27/07	924	196	S/L	20	47		
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	14,025	3,039	S/L	20	701		
LANDSCAPE LIGHTING							
2/08/07	13,028	3,203	S/L	20	651		
FENCING							
1/22/07	8,000	1,967	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-172	S/L	20	-35		
FOUNTAIN							
10/03/07	6,279	1,334	S/L	20	314		
PATIO							
11/07/07	9,838	2,050	S/L	20	491		
LANDSCAPE LIGHTING							
10/18/07	258	54	S/L	20	13		
WEBSITE							
12/31/07	1,438	384	S/L	15	95		
TELEPHONE SYSTEM							
12/31/07	4,140	2,365	S/L	7	592		
ALARM SYSTEM							
12/31/07	5,000	1,000	S/L	20	250		
COMPUTER EQUIPMENT							
12/31/07	4,696	3,757	S/L	5	939		

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
OFFICE FURNITURE							
12/31/07	$ 1,661	$ 949	S/L	7	$ 237	$	$
OFFICE BUILDING IMPROVEMENTS							
12/31/07	95,382	9,783	S/L	39	2,445		
OFFICE BUILDING-LAND							
12/31/07	42,500			0			
OFFICE BUILDING							
12/31/07	135,533	13,901	S/L	39	3,475		
2002 TOYOTA TUNDRA							
1/01/08	3,984	3,188	S/L	5	796		
SHED							
1/18/08	897	351	S/L	10	90		
WEBSITE DESIGN							
1/17/08	1,120	627	S/L	7	160		
WEBSITE DESIGN							
2/21/08	2,500	1,369	S/L	7	357		
PHONE SYSTEM							
1/28/08	3,938	2,203	S/L	7	563		
SITE SURVEY, LINES-TELEPHONE SYSTEM							
1/31/08	2,077	1,162	S/L	7	297		
ALARM SYSTEM							
1/31/08	6,277	3,512	S/L	7	897		
SCANNER							
1/01/08	2,544	2,035	S/L	5	509		
SHREDDER							
2/07/08	675	377	S/L	7	97		
DYSON VACUUM CLEANER							
2/19/08	507	278	S/L	7	72		
POLYSOM CONFERENCE UNIT							
5/29/08	670	343	S/L	7	96		
OFFICE FURNITURE-TEXAS WILSON							
1/31/08	13,327	7,457	S/L	7	1,904		
LAERAL FILES							
6/26/08	1,591	796	S/L	7	227		

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
OFFICE FURNITURE-HONDO PARTNERS							
8/01/08	$ 8,200	$ 4,002	S/L	7	$ 1,172	$	$
IRRIGATION ADN LANDSCAPE							
4/23/08	7,790	1,904	S/L	15	520		
ARCHITECT FEES FOR OFFICE							
1/17/08	11,293	1,134	S/L	39	290		
ELECTRIC SHADES							
1/28/08	663	371	S/L	7	95		
OFFICE BUILDING IMPROVEMENTS							
1/31/08	75,434	7,576	S/L	39	1,934		
CARPET							
2/21/08	5,496	3,010	S/L	7	785		
OUTDOOR WALKWAY							
2/21/08	15,401	3,936	S/L	15	1,027		
ARCHITECT FEES FOR OFFICE							
1/31/38	13,138	1,348	S/L	39	336		
ARCHITECT FEES FOR OFFICE							
2/21/08	910	89	S/L	39	24		
ARCHITECT FEES FOR OFFICE							
4/03/08	7,255	698	S/L	39	186		
ARCHITECT FEES FOR OFFICE							
4/23/08	3,062	288	S/L	39	78		
CANOPY AND STEEL PLATES							
5/01/08	7,450	700	S/L	39	191		
ARCHITECT FEES FOR CANOPY							
5/22/08	2,663	245	S/L	39	68		
OFFICE BUILDING IMPROVEMENTS							
5/22/08	4,604	423	S/L	39	118		
CLOSET MILLWORK							
5/22/08	1,299	119	S/L	39	34		
SKYLIGHT TINTING							
9/04/08	2,172	186	S/L	39	55		
TELEVISION SET-UP							
1/14/08	17,357	9,918	S/L	7	2,480		

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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
ARCHITECT FEES							
5/30/07	$ 4,384	$ 1,273	S/L	20	$ 219	$	$
ICE HOUSE IMPROVEMENTS							
1/06/06	54,788	21,915	S/L	15	3,653		
ICEHOUSE IMPROVEMENTS							
5/01/07	1,863	579	S/L	15	125		
ICEHOUSE ARCHITECT FEES							
5/30/07	10,188	3,113	S/L	15	679		
MISC OFFICE EQUIPMENT							
1/01/08	5,000	2,857	S/L	7	714		
AERON CHARIS							
1/01/08	750	429	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	269	S/L	7	92		
DIGITAL CAMERA							
2/19/09	849	481	S/L	5	170		
GREAT PLAINS SERVIER LICENSE							
4/21/09	2,879	2,559	S/L	3	320		
WEBSITE DESIGN							
5/01/09	2,681	1,021	S/L	7	383		
BRUSH DEBRIS COLLECTOR							
12/13/09	611	182	S/L	7	87		
LAWN MOWER							
10/25/10	1,470	245	S/L	7	210		
COMPUTER-KELLY							
1/01/10	528	211	S/L	5	106		
LAPTOP							
1/01/10	1,486	595	S/L	5	297		

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							
9/30/10	$ 21	$ 9	S/L	3	$ 7	$	$
PRINTER-DEBBIE							
2/10/10	885	339	S/L	5	177		
3 DVD'S AND BASESTATION							
2/16/10	804	295	S/L	5	161		
LADDER							
3/01/10	810	212	S/L	7	116		
WEBSITE							
3/01/10	253	154	S/L	3	84		
COMPUTERS-JAN & DEB							
3/15/10	1,121	411	S/L	5	225		
WEBSITE							
4/01/10	128	74	S/L	3	43		
WEBSITE							
5/01/10	188	104	S/L	3	63		
WEBSITE							
6/01/10	699	369	S/L	3	233		
WEBSITE							
8/16/10	113	50	S/L	3	38		
WEBSITE							
9/30/10	64	27	S/L	3	21		
COMPUTER-STEVEN							
11/30/10	2,396	519	S/L	5	479		
SHADE TARP/DESIGN FEE							
1/19/06	24,096	9,638	S/L	15	1,607		
500 BLANK LPF CARDS							
1/19/11	1,168	357	S/L	3	389		
WEBSITE							
2/01/11	64	19	S/L	3	22		
WEBSITE							
5/01/11	40	9	S/L	3	13		
WEBSITE							
8/01/11	43	6	S/L	3	14		

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							
10/01/11	$ 235	$ 20	S/L	3	$ 78	$	$
WEBSITE							
11/01/11	169	9	S/L	3	57		
WEBSITE							
12/01/11	101	3	S/L	3	34		
BLOWER							
5/31/11	541	45	S/L	7	77		
PUSH MOWER							
6/15/11	540	45	S/L	7	77		
WEBSITE DESIGN							
9/13/11	319	35	S/L	3	107		
LANDSCAPE-BAMBOO							
12/14/11	3,800	45	S/L	7	543		
PROJECTOR LIGHT BULBS							
1/31/12	6,810		S/L	7	892		
PENTHOUSE							
4/30/12	2,500,000			0			
PENTHOUSE FURNITURE							
4/30/12	261,950			0			
SIGNAGE							
6/30/12	770		S/L	7	55		
SIGNAGE							
7/10/12	340		S/L	7	24		
SIGNAGE							
9/07/12	5,154		S/L	7	245		
SIGNAGE							
11/30/12	520		S/L	7	6		
WEBSITE							
2/01/12	523		S/L	3	160		
WEBSITE							
3/01/12	234		S/L	3	65		
COMPUTER EXTRA OFFICE							
4/03/12	639		S/L	5	96		

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							
5/01/12	$ 180	$	S/L	3	$ 40	$	$
WEBSITE							
6/01/12	1,412		S/L	3	274		
GREAT PLAINS SOFTWARE UPDATE							
6/15/12	1,755		S/L	3	341		
WEBSITE							
7/01/12	463		S/L	3	77		
WEBSITE							
8/01/12	420		S/L	3	58		
CEILING TILES							
8/31/12	8,683		S/L	39	74		
WEBSITE							
9/01/12	21		S/L	3	2		
COPIER/SCANNER							
10/04/12	450		S/L	5	23		
PHONE VOICE MAIL SERVER							
10/24/12	980		S/L	5	33		
WEBSITE							
12/01/12	128		S/L	3	4		
PODIUM							
5/03/12	1,584		S/L	7	151		
STANTIONS							
2/07/12	4,116		S/L	7	539		
BENCHES							
3/15/12	1,529		S/L	7	182		
HD TV AND MOUNT							
3/15/12	1,714		S/L	5	286		
BLACKOUT SHADES							
4/01/12	550		S/L	7	59		
ROOF IMPROVEMENTS							
6/29/12	10,290		S/L	39	132		
SECURITY SYSTEM							
9/24/12	5,696		S/L	39	37		

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
BLU RAY PLAYER 9/24/12	$ 2,518	$	S/L	5	$ 126	$	$
SHADES 12/14/12	7,772		S/L	7	93		
TOTAL	$ 5,789,984	$ 455,667			$ 91,599	$ 0	$ 0

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
PAYROLL SERVICE FEES	2,743	686		2,057
RETIREMENT PLAN FEES	2,100	210		1,890
CONTRACT LABOR	6,458			6,458
CLEANING EXPENSES	7,731	773		6,958
ART COLLECTION EXPENSES	47,730			47,730
GUEST CURATOR EXPENSES	21,779			21,779
ART PROGRAMS	75,104			75,104
INSURANCE	45,794	3,356		42,438
LANDSCAPE MAINTENANCE	9,026			9,026
COMMUNITY EVENTS	18,304	1,830		16,474
MEMBERSHIPS	2,141			2,141
OFFICE EXPENSES	5,736	423		5,313
SECURITY	2,140	214		1,926
REPAIRS	28,759			28,759
TELEPHONE	16,676	1,667		15,009
TRUCK EXPENSE	1,689			1,689
UTILITIES	35,189	3,169		32,020
BANK FEES	1,007	101		906
CONDOMINIUM FEES	48,421			48,421
EMPLOYEE BUSINESS EXPENSES	1,156			1,156
MISCELLANEOUS	3,533	203		3,330
MISCELLANEOUS CHRIS PARK EXPE	1,774			1,774
STORAGE EXPENSES	2,370	237		2,133
SUBSCRIPTIONS	1,115	112		1,003
TOTAL	$ 388,475	$ 12,981	$ 0	$ 375,494

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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
ADAMS STREET PARTNERSHIP-NON US	$ 609,409	$ 564,274	COST	$ 440,865
ADAMS STREET PARTNERSHIP-US	1,286,665	1,230,386	COST	1,347,119
BRINSON PARTNERSHIP 1996 FUND	114,923		COST	
BRINSON PARTNERSHIP 1997 PRIMARY FD	51,019		COST	
BRINSON PARTNERSHIP 1998 PRIMARY FD	162,033	-53,945	COST	20,880
BRINSON PARTNERSHIP 1998 SECONDARY	-6,168		COST	
BRINSON PARTNERSHIP 1999 PRIMARY FD	176,543	132,261	COST	83,450
BRINSON PARTNERSHIP 2000 PRIMARY FD	59,212	48,989	COST	31,521
GS MEZZANINE PARTNERS	369,990	192,939	COST	164,870
GS MOUNT KELLET CAPITAL PARTNERS	1,712,997	1,693,258	COST	1,845,123
UBS ANCHOR MCV FUND	1,630,768	1,885,398	COST	2,072,958
UBS GLOBAL	4,101,266	4,527,452	COST	4,575,027
UBS KAYNE		2,050,384	COST	2,085,947
UBS MLP'S	3,541,934	3,463,187	COST	8,538,771
UBS NFJ INTERNATIONAL		2,031,581	COST	2,112,138
UBS O'CONNOR GLOBAL	2,500,000	2,500,000	COST	2,647,259
UBS REINHART	2,274,324	2,382,410	COST	2,471,815
UBS RESTRICTED FUND	419,076	642,110	COST	663,770
UBS SEIX HIGH YIELD	5,487,029	5,846,069	COST	6,200,494
UBS TRADEWINDS INTERNATIONAL	2,278,910		COST	
UBS TRADEWINDS SMID	2,225,442		COST	
UBS WENTWORTH	1,717,143	1,765,225	COST	1,743,907
UBS YACHTMAN	4,302,028	4,561,016	COST	5,262,978
TOTAL	$ 35,014,543	$ 35,462,994		$ 42,308,892

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	$ 20,375,418	$ 20,471,027	COST	$ 36,592,100
PACE EXHIBITION SPACE	600,329	600,329	COST	600,329
TOTAL	$ 20,975,747	$ 21,071,356		$ 37,192,429

Federal Statements

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
FIXED ASSETS	$ 2,166,608	$ 5,449,475	$ 547,262	$ 5,449,475
LAND	340,504	340,504		340,504
TOTAL	$ 2,507,112	$ 5,789,979	$ 547,262	$ 5,789,979

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	$	$
PREPAID FEDERAL EXCISE TAX	7,922	37,922	37,922
TOTAL	$ 7,977	$ 37,922	$ 37,922

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

Description	Beginning of Year	End of Year
PAYABLE/RECEIVABLE-UBS	$ 197,256	$ 148,027
TOTAL	$ 197,256	$ 148,027

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

Description	Amount
NON-DIVIDEND DISTRIBUTIONS	$ 17,445
BOOK/TAX DIF-PARTNERSHIP DISPOSITION	141,276
TOTAL	$ 158,721

Federal Statements

Statement 14 - 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	156,115	10,534	0

Federal Statements

Statement 15 - 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 FIVE 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.

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

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
WEDDING FEES		$	25	$ 375	$
OTHER INCOME-FORM 1099			14	1,163	
ADAMS STREET PARTNERSHIP	525990	267	25		
ADAMS STREET PARTNERSHIP	525990	-111	25		
ADAMS STREET PARTNERSHIP			14	29,073	
ADAMS STREET PARTNERSHIP			14	149,236	
BRINSON PARTNERSHIP FUND 19			14	1,393	
BRINSON PARTNERSHIP FUND 19	525990	-6	25		
BRINSON PARTNERSHIP FUND 19			14	-10,761	
BRINSON PARTNERSHIP FUND 19			14	-107	
BRINSON PARTNERSHIP FUND 19			14	-134,280	
BRINSON PARTNERSHIP FUND 19	525990	-46	25		
BRINSON PARTNERSHIP FUND 19			14	15,276	
BRINSON PARTNERSHIP FUND 20	525990	453	25		
BRINSON PARTNERSHIP FUND 20			14	3,972	
BUCKEYE PARTNERS LP	211110	6,095	25		
BUCKEYE PARTNERS LP			14	-2,085	
COPANO ENERGY LLC	211110	-7,999	25		
COPANO ENERGY LLC			14	5	
EL PASO PIPELINE PARTNERS L			14	-4,357	
EL PASO PIPELINE PARTNERS L	211110	-3,908	25		
ENTERPRISE PRODUCTS PARTNER	211110	-32,333	25		
ENTERPRISE PRODUCTS PARTNER			14	21,339	
GS MEZZANINE PARTNERS III L			14	48,345	
GS MOUNT KELLETT CAPITAL PA			14	299,364	
HOLLY ENERGY PARTNERS	211110	-15,314	25		

Federal Statements

Statement 16 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
HOLLY ENERGY PARTNERS		$	14	$ -52	$
MAGELLAN MIDSTREAM PARTNERS			14	-140	
MAGELLAN MIDSTREAM PARTNERS	211110	18,815	25		
MARKWEST ENERGY PARTNERS LP	211110	-17,942	25		
MARKWEST ENERGY PARTNERS LP			14	1,306	
NU STAR GP HOLDINGS	211110	-750	25		
NU STAR GP HOLDINGS			14	-1,361	
NUSTAR ENERGY LP	211110	-12,707	25		
NUSTAR ENERGY LP			14	-11,120	
ONEOK PARTNERS LP	211110	-26,263	25		
ONEOK PARTNERS LP			14	-161	
PLAINS ALL AMERICAN PIPE LI	211110	5,151	25		
PLAINS ALL AMERICAN PIPE LI			14	-2,568	
TC PIPELINES	211110	-18,140	25		
TC PIPELINES			14	-847	
SUNOCO LOGISTICS	211110	53,858	25		
SUNOCO LOGISTICS			14	8,553	
TOTAL		$ -50,880		$ 411,561	$ 0

Federal Statements

Taxable Interest on Investments

Description		Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
GS-MONEY MARKET	$	70		14		
UBS-SEIX		426,631		14		
UBS-SEIX-OID		2,713		14		
UBS-REINHART		109,945		14		
UBS-TRADEWINDS SMIDV		1,339		14		
INTEREST PURCHASED		-33,178		14		
UBS-OTHER		152		14		
TOTAL	$	507,672				

Taxable Dividends from Securities

Description		Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
UBS-ANCHOR	$	57,404		14		
UBS-GLOBAL		209,228		14		
UBS-MLP		92		14		
UBS-OTHER		255		14		
UBS-PCLT RESTRICTED ACCOUNT		15,394		14		
UBS-REINHART		64		14		
UBS-RESTRICTED		26		14		
UBS-SEIX		89		14		
UBS-TRADEWINDS		19,189		14		
UBS-TRADEWINDS SMIDV		11,070		14		
UBS-WHV		34,927		14		
UBS-YACKMAN		126,567		14		
UBS-KAYNE		47,662		14		
UBS-NFJ		61,024		14		
TOTAL	$	582,991				