42608

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: LINDA PACE FOUNDATION

A Employer identification number: 04-3757853

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

Room/suite:

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

City or town, state or province, country, and ZIP or foreign postal code: SAN ANTONIO TX 78283

C If exemption application is pending, check here ▶ ☐

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) ▶ $ 91,789,893

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 ▶ ☐

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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)	1,050,375			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	488,580	488,580		
	4	Dividends and interest from securities	511,762	511,762		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	1,025,854			
	b	Gross sales price for all assets on line 6a 11,208,451				
	7	Capital gain net income (from Part IV, line 2)		1,672,170		
	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 2	352,822	1,045	352,822	
	12	**Total.** Add lines 1 through 11	3,429,393	2,673,557	352,822	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	367,750	61,000		306,750
	14	Other employee salaries and wages	176,979	18,787		158,192
	15	Pension plans, employee benefits	80,607	9,746		70,861
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	23,585	734		22,851
	c	Other professional fees (attach schedule) STMT 4	369,857	328,047		41,810
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	126,032	19,142		92,950
	19	Depreciation (attach schedule) and depletion STMT 6	98,588			
	20	Occupancy				
	21	Travel, conferences, and meetings	49,717			49,717
	22	Printing and publications				
	23	Other expenses (att sch) STMT 7	560,936	28,061		532,875
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,854,051	465,517	0	1,276,006
	25	Contributions, gifts, grants paid	908,000			908,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,762,051	465,517	0	2,184,006
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	667,342			
	b	**Net investment income** (if negative, enter -0-)		2,208,040		
	c	**Adjusted net income** (if negative, enter -0-)			352,822	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	27,978	171,603	171,603
	2	Savings and temporary cash investments	1,069,461	269,576	269,576
	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	35,462,994	36,791,283	48,360,833
	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	21,071,356	20,993,606	37,114,680
	14	Land, buildings, and equipment basis ▶ 5,807,219			
		Less accumulated depreciation (attach sch) ▶ STMT 10 603,245	5,242,717	5,203,974	5,807,219
	15	Other assets (describe ▶ SEE STATEMENT 11)	37,922	65,982	65,982
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	62,912,428	63,496,024	91,789,893
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)	148,027	12,816	
	23	**Total liabilities** (add lines 17 through 22)	148,161	12,816	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ ☒			
	24	Unrestricted	62,764,267	63,483,208	
	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)	62,764,267	63,483,208	
	31	**Total liabilities and net assets/fund balances** (see instructions)	62,912,428	63,496,024	

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	62,764,267
2	Enter amount from Part I, line 27a	2	667,342
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	51,599
4	Add lines 1, 2, and 3	4	63,483,208
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	63,483,208

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	1,672,170
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	86,595

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))
2012	2,045,913	42,061,555	0.048641
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

2	**Total** of line 1, column (d)	2	0.279739
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	0.055948
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	46,613,182
5	Multiply line 4 by line 3	5	2,607,914
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,080
7	Add lines 5 and 6	7	2,629,994
8	Enter qualifying distributions from Part XII, line 4	8	2,184,006

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	44,161
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	44,161
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	44,161
6	Credits/Payments.				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	65,982		
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	65,982
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	21,821
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 21,821 **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)? 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.	1b		X
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 2013 or the taxable year beginning in 2013 (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

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 2013, 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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 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 2013)	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 2013?		4b		X

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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	75,150	12,295	0
KELLY O'CONNOR SAN ANTONIO PO BOX 830607 TX 78283	40 00	52,000	9,661	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	327,016

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	
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	46,611,015
b	Average of monthly cash balances			1b	269,517
c	Fair market value of all other assets (see instructions)			1c	442,495
d	**Total** (add lines 1a, b, and c)			1d	47,323,027
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	47,323,027
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)			4	709,845
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	46,613,182
6	**Minimum investment return.** Enter 5% of line 5			6	2,330,659

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	2,330,659
2a	Tax on investment income for 2013 from Part VI, line 5	2a	44,161		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	44,161
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,286,498
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,286,498
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	2,286,498

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	2,184,006
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	
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	2,184,006
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	2,184,006

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7					2,286,498
2	Undistributed income, if any, as of the end of 2013:					
a	Enter amount for 2012 only					
b	Total for prior years: 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2013.					
a	From 2008	219,381				
b	From 2009	615,086				
c	From 2010	204,877				
d	From 2011					
e	From 2012					
f	**Total** of lines 3a through e		1,039,344			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 2,184,006					
a	Applied to 2012, 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 2013 distributable amount					2,184,006
e	Remaining amount distributed out of corpus					
5	Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))		102,492			102,492
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		936,852			
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 2012 Subtract line 4a from line 2a Taxable amount – see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7 (see instructions)		116,889			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		819,963			
10	Analysis of line 9					
a	Excess from 2009	615,086				
b	Excess from 2010	204,877				
c	Excess from 2011					
d	Excess from 2012					
e	Excess from 2013					

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ARTPACE INC 445 N MAIN AVENUE SAN ANTONIO TX 78205	NONE	PUB CHARITY	GENERAL OPERATING	800,000
ARTPACE INC 445 N MAIN AVENUE SAN ANTONIO TX 78205	NONE	PUB CHARITY	LOCALIZED HISTORIES	15,000
CONTEMPORARY ART MONTH PO BOX 91131 SAN ANTONIO TX 78209	NONE	PUB CHARITY	SPONSORSHIP	3,000
SOUTHWEST SCHOOL OF ARTS 300 AUGUSTA SAN ANTONIO TX 78205	NONE	PUB CHARITY	GENERAL OPERATING EXP	50,000
DIA ART FOUNDATION 535 W 22ND STREET NEW YORK NY 10011	NONE	PUB CHARITY	GENERAL OPERATING EXP	20,000
SAN ANTONIO CULTURAL ARTS INC 2120 EL PASO SAN ANTONIO TX 78207	NONE	PUB CHARITY	SCULPTURE PROJECT	10,000
GUADALUPE CULTURAL ARTS CENTER 723 S BRAZOS SAN ANTONIO TX 78207	NONE	PUB CHARITY	ARTBORAD	10,000
Total			▶ 3a	908,000
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					
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	488,580	
4 Dividends and interest from securities			14	511,762	
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	1,025,854	
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		-89,280		442,102	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-89,280		2,468,298	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,379,018

(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 of officer or trustee

Date 11/15/2014

Title President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
WAYNE E. COLLIE	WAYNE E. COLLIE	11/12/14	

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

42608

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

OMB No 1545-0047

2013

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

DAA

42608

Name of organization	Employer identification number
LINDA PACE FOUNDATION	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 ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Federal Statements

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

Description								
Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
TELEPHONE SYSTEM	12/31/07	12/31/13	PURCHASE	$	$ 4,140	$	$ 3,548	$ -592
PHONE SYSTEM	1/28/08	12/31/13	PURCHASE		3,938		3,328	-610
OFFICE FURNITURE-TEXAS WILSON	1/31/08	12/31/13	PURCHASE		13,327		11,265	-2,062
ARCHITECT FEES FOR OFFICE	1/17/08	12/31/13	PURCHASE		11,293		1,713	-9,580
ARCHITECT FEES FOR OFFICE	1/31/38	12/31/13	PURCHASE		13,138		2,021	-11,117
ARCHITECT FEES FOR OFFICE	2/21/08	12/31/13	PURCHASE		910		136	-774
ARCHITECT FEES FOR OFFICE	4/03/08	12/31/13	PURCHASE		7,255		1,070	-6,185
ARCHITECT FEES FOR OFFICE	4/23/08	12/31/13	PURCHASE		3,062		445	-2,617
MISC OFFICE EQUIPMENT	1/01/08	12/31/13	PURCHASE		5,000		4,286	-714
SHADE TARP/DESIGN FEE	1/19/06	12/31/13	PURCHASE		24,096		12,851	-11,245
PHONE VOICE MAIL SERVER	10/24/12	12/31/13	PURCHASE		980		229	-751
DOG RUN	10/28/05	12/31/13	PURCHASE		4,200		1,715	-2,485
MUSEUM COSTS	12/31/08	12/31/13	PURCHASE		597,584			-597,584
TOTAL				$ 0	$ 688,923	$ 0	$ 42,607	$ -646,316

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME-FORM 1099	$ 1,045	$ 1,045	$ 1,045
WEDDING FEES	1,125		1,125
ADAMS STREET PARTNERSHIP-US	-4,059		-4,059
ADAMS STREET PARTNERSHIP	24		24
ADAMS STREET PARTNERSHIP-US	124,727		124,727
ADAMS STREET PARTNERSHIP	41,776		41,776
BRINSON PARTNERSHIP FUND 1998	2,061		2,061
BRINSON PARTNERSHIP FUND 1999	-9		-9
BRINSON PARTNERSHIP FUND 1999	13,945		13,945
BRINSON PARTNERSHIP FUND 2000	-91		-91
BRINSON PARTNERSHIP FUND 2000	2,608		2,608
BUCKEYE PARTNERS LP	12,678		12,678
BUCKEYE PARTNERS LP	510		510
EL PASO PIPELINE PARTNERS LP	642		642
EL PASO PIPELINE PARTNERS LP	-18,245		-18,245
ENTERPRISE PRODUCTS PARTNERS	-14,538		-14,538
ENTERPRISE PRODUCTS PARTNERS	1,861		1,861
GS MEZZANINE PARTNERS III LP	-26,737		-26,737
GS MOUNT KELLETT CAPITAL PART	265,753		265,753
HOLLY ENERGY PARTNERS	-13,344		-13,344
HOLLY ENERGY PARTNERS	144		144
MAGELLAN MIDSTREAM PARTNERS	-94		-94
MAGELLAN MIDSTREAM PARTNERS	36,363		36,363
MARKWEST ENERGY PARTNERS LP	-46,891		-46,891
MARKWEST ENERGY PARTNERS LP	3,588		3,588
NU STAR GP HOLDINGS	1,288		1,288
NU STAR GP HOLDINGS	417		417
NUSTAR ENERGY LP	-926		-926
NUSTAR ENERGY LP	7		7
ONEOK PARTNERS LP	-57,662		-57,662
ONEOK PARTNERS LP	-235		-235
PLAINS ALL AMERICAN PIPE LINE	22,249		22,249
PLAINS ALL AMERICAN PIPE LINE	-4,821		-4,821
TC PIPELINES	-21,368		-21,368
TC PIPELINES	-478		-478
SUNOCO LOGISTICS	30,487		30,487
SUNOCO LOGISTICS	14,298		14,298

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ACCESS MIDSTREAM PARTNERS	$ -15,236	$	$ -15,236
ACCESS MIDSTREAM PARTNERS	-40		-40
TOTAL	$ 352,822	$ 1,045	$ 352,822

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WAYNE E. COLLIE, CPA	$ 7,585	$ 734	$	$ 6,851
AKIN, DOHERTY, KLEIN & FEUGE	16,000			16,000
TOTAL	$ 23,585	$ 734	$ 0	$ 22,851

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS GLOBAL MANAGEMENT INC	$ 327,016	$ 327,016	$	$
CONSULTING FEES	14,266	1,031		13,235
STRATEGIC PLANNING SERVICES	28,575			28,575
TOTAL	$ 369,857	$ 328,047	$ 0	$ 41,810

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ 92,950	$	$	$ 92,950
FOREIGN TAXES	19,142	19,142		
FEDERAL EXCISE TAX	13,940			
TOTAL	$ 126,032	$ 19,142	$ 0	$ 92,950

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	$ 2,066	S/L	10	$ 289	$	$
FENCING & TRELLIS							
10/28/05	146,925	52,274	S/L	20	7,347		
STONE PATIO							
10/28/05	53,427	19,094	S/L	20	2,671		
FOUNTAIN							
10/28/05	181,370	64,962	S/L	20	9,069		
BATHROOM							
10/28/05	228,248	40,595	S/L	40	5,706		
WEDNESDAY CHILD IN-GROUND ARTWORK							
10/28/05	129,147	45,792	S/L	20	6,457		
IN-GROUND VAULT							
10/28/05	2,882	2,049	S/L	10	288		
IRRIGATION SYSTEM							
10/28/05	47,100	16,681	S/L	20	2,355		
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	102,906	S/L	20	14,465		
152 CAMP							
10/28/05	128,206			0			
SIGNAGE							
7/01/06	7,700	5,390	S/L	10	770		
LAND							
10/28/05	165,000			0			

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
LANDSCAPE EQUIPMENT							
9/27/07	$ 924	$ 243	S/L	20	$ 46	$	$
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	14,025	3,740	S/L	20	701		
LANDSCAPE LIGHTING							
2/08/07	13,028	3,854	S/L	20	651		
FENCING							
1/22/07	8,000	2,367	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-207	S/L	20	-35		
FOUNTAIN							
10/03/07	6,279	1,648	S/L	20	314		
PATIO							
11/07/07	9,838	2,541	S/L	20	492		
LANDSCAPE LIGHTING							
10/18/07	258	67	S/L	20	12		
WEBSITE							
12/31/07	1,438	479	S/L	15	96		
TELEPHONE SYSTEM							
12/31/07	4,140	2,957	S/L	7	591		
ALARM SYSTEM							
12/31/07	5,000	1,250	S/L	20	250		
COMPUTER EQUIPMENT							
12/31/07	4,696	4,696	S/L	5			
OFFICE FURNITURE							
12/31/07	1,661	1,186	S/L	7	237		
OFFICE BUILDING IMPROVEMENTS							
12/31/07	95,382	12,228	S/L	39	2,446		
OFFICE BUILDING-LAND							
12/31/07	42,500			0			
OFFICE BUILDING							
12/31/07	135,533	17,376	S/L	39	3,475		
2002 TOYOTA TUNDRA							
1/01/08	3,984	3,984	S/L	5			

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
SHED							
1/18/08	$ 897	$ 441	S/L	10	$ 90	$	$
WEBSITE DESIGN							
1/17/08	1,120	787	S/L	7	160		
WEBSITE DESIGN							
2/21/08	2,500	1,726	S/L	7	357		
PHONE SYSTEM							
1/28/08	3,938	2,766	S/L	7	562		
SITE SURVEY, LINES-TELEPHONE SYSTEM							
1/31/08	2,077	1,459	S/L	7	297		
ALARM SYSTEM							
1/31/08	6,277	4,409	S/L	7	897		
SCANNER							
1/01/08	2,544	2,544	S/L	5			
SHREDDER							
2/07/08	675	474	S/L	7	96		
DYSON VACUUM CLEANER							
2/19/08	507	350	S/L	7	73		
POLYSOM CONFERENCE UNIT							
5/29/08	670	439	S/L	7	95		
OFFICE FURNITURE-TEXAS WILSON							
1/31/08	13,327	9,361	S/L	7	1,904		
LAERAL FILES							
6/26/08	1,591	1,023	S/L	7	227		
OFFICE FURNITURE-HONDO PARTNERS							
8/01/08	8,200	5,174	S/L	7	1,171		
IRRIGATION ADN LANDSCAPE							
4/23/08	7,790	2,424	S/L	15	519		
ARCHITECT FEES FOR OFFICE							
1/17/08	11,293	1,424	S/L	39	289		
ELECTRIC SHADES							
1/28/08	663	466	S/L	7	95		
OFFICE BUILDING IMPROVEMENTS							
1/31/08	75,434	9,510	S/L	39	1,934		

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
CARPET							
2/21/08	$ 5,496	$ 3,795	S/L	7	$ 785	$	$
OUTDOOR WALKWAY							
2/21/08	15,401	4,963	S/L	15	1,026		
ARCHITECT FEES FOR OFFICE							
1/31/38	13,138	1,684	S/L	39	337		
ARCHITECT FEES FOR OFFICE							
2/21/08	910	113	S/L	39	23		
ARCHITECT FEES FOR OFFICE							
4/03/08	7,255	884	S/L	39	186		
ARCHITECT FEES FOR OFFICE							
4/23/08	3,062	366	S/L	39	79		
CANOPY AND STEEL PLATES							
5/01/08	7,450	891	S/L	39	192		
ARCHITECT FEES FOR CANOPY							
5/22/08	2,663	313	S/L	39	68		
OFFICE BUILDING IMPROVEMENTS							
5/22/08	4,604	541	S/L	39	118		
CLOSET MILLWORK							
5/22/08	1,299	153	S/L	39	33		
SKYLIGHT TINTING							
9/04/08	2,172	241	S/L	39	56		
TELEVISION SET-UP							
1/14/08	17,357	12,398	S/L	7	2,480		
ARCHITECT FEES							
5/30/07	4,384	1,492	S/L	20	219		
ICE HOUSE IMPROVEMENTS							
1/06/06	54,788	25,568	S/L	15	3,652		
ICEHOUSE IMPROVEMENTS							
5/01/07	1,863	704	S/L	15	124		
ICEHOUSE ARCHITECT FEES							
5/30/07	10,188	3,792	S/L	15	679		
MISC OFFICE EQUIPMENT							
1/01/08	5,000	3,571	S/L	7	715		

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
AERON CHARIS							
1/01/08	$ 750	$ 536	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	361	S/L	7	92		
DIGITAL CAMERA							
2/19/09	849	651	S/L	5	170		
GREAT PLAINS SERVIER LICENSE							
4/21/09	2,879	2,879	S/L	3			
WEBSITE DESIGN							
5/01/09	2,681	1,404	S/L	7	384		
BRUSH DEBRIS COLLECTOR							
12/13/09	611	269	S/L	7	87		
LAWN MOWER							
10/25/10	1,470	455	S/L	7	210		
COMPUTER-KELLY							
1/01/10	528	317	S/L	5	106		
LAPTOP							
1/01/10	1,486	892	S/L	5	297		
WEBSITE							
9/30/10	21	16	S/L	3	5		
PRINTER-DEBBIE							
2/10/10	885	516	S/L	5	177		
3 DVD'S AND BASESTATION							
2/16/10	804	456	S/L	5	160		
LADDER							
3/01/10	810	328	S/L	7	116		
WEBSITE							
3/01/10	253	238	S/L	3	15		

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
COMPUTERS-JAN & DEB							
3/15/10	$ 1,121	$ 636	S/L	5	$ 224	$	$
WEBSITE							
4/01/10	128	117	S/L	3	11		
WEBSITE							
5/01/10	188	167	S/L	3	21		
WEBSITE							
6/01/10	699	602	S/L	3	97		
WEBSITE							
8/16/10	113	88	S/L	3	25		
WEBSITE							
9/30/10	64	48	S/L	3	16		
COMPUTER-STEVEN							
11/30/10	2,396	998	S/L	5	479		
SHADE TARP/DESIGN FEE							
1/19/06	24,096	11,245	S/L	15	1,606		
500 BLANK LPF CARDS							
1/19/11	1,168	746	S/L	3	389		
WEBSITE							
2/01/11	64	41	S/L	3	21		
WEBSITE							
5/01/11	40	22	S/L	3	14		
WEBSITE							
8/01/11	43	20	S/L	3	14		
WEBSITE							
10/01/11	235	98	S/L	3	78		
WEBSITE							
11/01/11	169	66	S/L	3	56		
WEBSITE							
12/01/11	101	37	S/L	3	33		
BLOWER							
5/31/11	541	122	S/L	7	78		
PUSH MOWER							
6/15/11	540	122	S/L	7	77		

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 DESIGN							
9/13/11	$ 319	$ 142	S/L	3	$ 106	$	$
LANDSCAPE-BAMBOO							
12/14/11	3,800	588	S/L	7	543		
PROJECTOR LIGHT BULBS							
1/31/12	6,810	892	S/L	7	973		
PENTHOUSE							
4/30/12	2,500,000			0			
PENTHOUSE FURNITURE							
4/30/12	261,950			0			
SIGNAGE							
6/30/12	770	55	S/L	7	110		
SIGNAGE							
7/10/12	340	24	S/L	7	49		
SIGNAGE							
9/07/12	5,154	245	S/L	7	737		
SIGNAGE							
11/30/12	520	6	S/L	7	74		
WEBSITE							
2/01/12	523	160	S/L	3	174		
WEBSITE							
3/01/12	234	65	S/L	3	78		
COMPUTER EXTRA OFFICE							
4/03/12	639	96	S/L	5	128		
WEBSITE							
5/01/12	180	40	S/L	3	60		
WEBSITE							
6/01/12	1,412	274	S/L	3	471		
GREAT PLAINS SOFTWARE UPDATE							
6/15/12	1,755	341	S/L	3	585		
WEBSITE							
7/01/12	463	77	S/L	3	154		
WEBSITE							
8/01/12	420	58	S/L	3	140		

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
CEILING TILES							
8/31/12 $	8,683 $	74	S/L	39 $	223 $		$
WEBSITE							
9/01/12	21	2	S/L	3	7		
COPIER/SCANNER							
10/04/12	450	23	S/L	5	90		
PHONE VOICE MAIL SERVER							
10/24/12	980	33	S/L	5	196		
WEBSITE							
12/01/12	128	4	S/L	3	42		
PODIUM							
5/03/12	1,584	151	S/L	7	226		
STANTIONS							
2/07/12	4,116	539	S/L	7	588		
BENCHES							
3/15/12	1,529	182	S/L	7	218		
HD TV AND MOUNT							
3/15/12	1,714	286	S/L	5	342		
BLACKOUT SHADES							
4/01/12	550	59	S/L	7	79		
ROOF IMPROVEMENTS							
6/29/12	10,290	132	S/L	39	264		
SECURITY SYSTEM							
9/24/12	5,696	37	S/L	39	146		
BLU RAY PLAYER							
9/24/12	2,518	126	S/L	5	504		
SHADES							
12/14/12	7,772	93	S/L	7	1,110		
MOWER							
12/20/13	500		S/L	7			
WEBSITE UPDATES							
1/31/13	43		S/L	3	13		
WEBSITE UPDATES							
2/28/13	21		S/L	3	6		

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
TELEPHONE SYSTEM							
12/11/13 $	3,236 $		S/L	7 $	39 $		$
APPLE COMPUTER-MAURA							
8/15/13	2,410		S/L	5	201		
APPLE COMPUTER-KELLY							
8/15/13	2,051		S/L	5	171		
APPLE MAC BOOK AIR-MAURA							
8/15/13	1,838		S/L	5	153		
SERVER TOWER							
8/15/13	2,297		S/L	5	191		
SERVER TOWER							
9/20/13	1,550		S/L	5	78		
WEBSITE UPDATES							
2/28/13	255		S/L	3	71		
WEBSITE UPDATES							
3/31/13	21		S/L	3	5		
WEBSITE UPDATES							
4/30/13	21		S/L	3	5		
WEBSITE UPDATES							
5/31/13	128		S/L	3	25		
WEBSITE UPDATES							
6/30/13	64		S/L	3	11		
WEBSITE UPDATES							
7/31/13	383		S/L	3	53		
WEBSITE UPDATES							
8/31/13	425		S/L	3	47		
WEBSITE UPDATES							
9/30/13	21		S/L	3	2		
WEBSITE UPDATES							
10/31/13	64		S/L	3	4		
WEBSITE UPDATES							
11/30/13	191		S/L	3	5		
ARCHITECT FEES							
10/22/13	2,675		S/L	39			

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
PROJECTORS							
9/06/13	$ 66,444	$	S/L	5	$ 4,430	$	$
CARPET TILES							
10/15/13	8,632		S/L	7	308		
ELECTIRCAL OUTLET							
10/22/13	600		S/L	39	3		
GLASSES AND TRAYS							
11/15/13	718		S/L	7	17		
VACUUM							
11/15/13	899		S/L	7	21		
BLACKOUT SHADES							
12/03/13	10,348		S/L	7	123		
ARCHITECT FEES							
11/08/13	40,000		S/L	39			
ARCHITECT FEES							
12/03/13	40,000		S/L	39			
ARCHITECT FEES							
12/20/13	40,000		S/L	39			
DOG RUN							
10/28/05	4,200	1,505	150DB	20	210		
CHAIN FENCE AND GATE							
10/31/08	2,159		S/L	15	144		
COPPER LINES							
11/30/08	586		S/L	15	39		
MUSEUM COSTS							
12/31/08	597,584			0			
TOTAL	$ 6,616,148	$ 547,266			$ 98,588	$ 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	3,092	773		2,319
RETIREMENT PLAN FEES	2,100	210		1,890
CLEANING EXPENSES	7,720	772		6,948
ART COLLECTION EXPENSES	83,518			83,518
EXECUTIVE DIRECTOR SEARCH	61,118	15,279		45,838
GUEST CURATOR EXPENSES	38,374			38,374
ART PROGRAMS	111,972			111,972
INSURANCE	33,829	2,002		31,827
LANDSCAPE MAINTENANCE	23,695			23,695
COMMUNITY EVENTS	18,867	1,887		16,980
MEMBERSHIPS	2,571			2,571
OFFICE EXPENSES	7,765	777		6,989
PRINTING	426			426
POSTAGE	588	59		529
SUPPLIES	998	100		898
PERMITS	75			75
SECURITY	1,164	116		1,048
REPAIRS	41,066			41,066
TELEPHONE	17,302	1,730		15,572
TRUCK EXPENSE	659			659
UTILITIES	37,865	3,378		34,487
BANK FEES	1,429	143		1,286
ALARM MONITORING FEES	976	98		878
CONDOMINIUM FEES	52,823			52,823
EMPLOYEE BUSINESS EXPENSES	2,149			2,149
MOVING EXPENSE	5,008	501		4,507
MISCELLANEOUS	1,176	4		1,172
STORAGE EXPENSES	445	44		401
SUBSCRIPTIONS	1,882	188		1,694
WEBSITE HOSTING EXPENSES	284			284
TOTAL	$ 560,936	$ 28,061	$ 0	$ 532,875

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
ADAMS STREET PARTNERSHIP-NON US	$ 564,274	$ 540,240	COST	$ 422,666
ADAMS STREET PARTNERSHIP-US	1,230,386	1,056,515	COST	1,217,643
BRINSON PARTNERSHIP 1998 PRIMARY FD	-53,945	-51,884	COST	24,692
BRINSON PARTNERSHIP 1999 PRIMARY FD	132,261	120,589	COST	84,154
BRINSON PARTNERSHIP 2000 PRIMARY FD	48,989	47,518	COST	29,424
GS MEZZANINE PARTNERS	192,939	-23,006	COST	3,042
GS MOUNT KELLET CAPITAL PARTNERS	1,693,258	1,595,554	COST	1,593,812
UBS ANCHOR MCV FUND	1,885,398		COST	
UBS GLOBAL	4,527,452	4,445,880	COST	4,224,694
UBS KAYNE	2,050,384	2,958,368	COST	3,962,970
UBS MLP'S	3,463,187	2,961,845	COST	10,411,887
UBS NFJ INTERNATIONAL	2,031,581	2,805,105	COST	3,046,155
UBS O'CONNOR GLOBAL	2,500,000	2,500,000	COST	2,914,414
UBS REINHART	2,382,410	2,391,560	COST	2,437,755
UBS RESTRICTED FUND	642,110	902,515	COST	1,010,670
UBS SEIX HIGH YIELD	5,846,069	5,988,729	COST	6,216,480
UBS WENTWORTH	1,765,225	1,729,566	COST	2,032,594
UBS YACHTMAN	4,561,016	3,467,019	COST	4,538,792
UBS LONDON		3,355,170	COST	4,188,989
TOTAL	$ 35,462,994	$ 36,791,283		$ 48,360,833

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	$ 20,471,027	$ 20,873,606	COST	$ 36,994,680
PACE EXHIBITION SPACE	600,329	120,000	COST	120,000
TOTAL	$ 21,071,356	$ 20,993,606		$ 37,114,680

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	$ 4,902,213	$ 5,466,715	$ 603,245	$ 5,466,715
LAND	340,504	340,504		340,504
TOTAL	$ 5,242,717	$ 5,807,219	$ 603,245	$ 5,807,219

Federal Statements

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

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID FEDERAL EXCISE TAX	$ 37,922	$ 65,982	$ 65,982
TOTAL	$ 37,922	$ 65,982	$ 65,982

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

Description	Beginning of Year	End of Year
PAYABLE/RECEIVABLE-UBS	$ 148,027	$ 12,816
TOTAL	$ 148,027	$ 12,816

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

Description	Amount
NON-DIVIDEND DISTRIBUTIONS	$ 51,599
TOTAL	$ 51,599

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	40,000	0	0
KATHRYN KANJO PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	30,000	0	0
DENNIS SCHOLL PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	30,000	0	0
JAN JARBOE RUSSELL PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	30,000	0	0
ANNE HODGES MORGAN PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	30,000	0	0
STEVEN EVANS P.O. BOX 830607 SAN ANTONIO TX 78283	EXECUTIVE DI	40.00	123,750	4,265	0
MAURA RILEY PO BOX 830607 SAN ANTONIO TX 78283	EXECUTIVE DI	40.00	84,000	6,220	0

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.

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

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

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

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
OTHER INCOME-FORM 1099		$	14	$ 1,045	$
WEDDING FEES			1	1,125	
ADAMS STREET PARTNERSHIP-US	525990	-4,059	25		
ADAMS STREET PARTNERSHIP	525990	24	25		
ADAMS STREET PARTNERSHIP-US			14	124,727	
ADAMS STREET PARTNERSHIP			14	41,776	
BRINSON PARTNERSHIP FUND 19			14	2,061	
BRINSON PARTNERSHIP FUND 19	525990	-9	25		
BRINSON PARTNERSHIP FUND 19			14	13,945	
BRINSON PARTNERSHIP FUND 20	525990	-91	25		
BRINSON PARTNERSHIP FUND 20			14	2,608	
BUCKEYE PARTNERS LP	211110	12,678	25		
BUCKEYE PARTNERS LP			14	510	
EL PASO PIPELINE PARTNERS L			14	642	

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

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
EL PASO PIPELINE PARTNERS L	211110	$ -18,245	25	$	$
ENTERPRISE PRODUCTS PARTNER	211110	-14,538	25		
ENTERPRISE PRODUCTS PARTNER			14	1,861	
GS MEZZANINE PARTNERS III L			14	-26,737	
GS MOUNT KELLETT CAPITAL PA			14	265,753	
HOLLY ENERGY PARTNERS	211110	-13,344	25		
HOLLY ENERGY PARTNERS			14	144	
MAGELLAN MIDSTREAM PARTNERS			14	-94	
MAGELLAN MIDSTREAM PARTNERS	211110	36,363	25		
MARKWEST ENERGY PARTNERS LP	211110	-46,891	25		
MARKWEST ENERGY PARTNERS LP			14	3,588	
NU STAR GP HOLDINGS	211110	1,288	25		
NU STAR GP HOLDINGS			14	417	
NUSTAR ENERGY LP	211110	-926	25		
NUSTAR ENERGY LP			14	7	
ONEOK PARTNERS LP	211110	-57,662	25		
ONEOK PARTNERS LP			14	-235	
PLAINS ALL AMERICAN PIPE LI	211110	22,249	25		
PLAINS ALL AMERICAN PIPE LI			14	-4,821	
TC PIPELINES	211110	-21,368	25		
TC PIPELINES			14	-478	
SUNOCO LOGISTICS	211110	30,487	25		
SUNOCO LOGISTICS			14	14,298	
ACCESS MIDSTREAM PARTNERS	211110	-15,236	25		
ACCESS MIDSTREAM PARTNERS			14	-40	

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

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
TOTAL		$ -89,280		$ 442,102	$ 0

Statement 1 - Form 990-T, Part I, Line 5 - Income (Loss) from Partnerships or S-Corps

Name of Partnership or S-Corp	Gross Income	Direct Deductions (Part. only)	Net Income
ADAMS STREET PARTNERSHIP-US	$ -4,059	$	$ -4,059
ADAMS STREET PARTNERSHIP	24		24
BRINSON PARTNERSHIP FUND 1999	-9		-9
BRINSON PARTNERSHIP FUND 2000	-91		-91
BUCKEYE PARTNERS LP	12,678		12,678
EL PASO PIPELINE PARTNERS LP	-18,245		-18,245
ENTERPRISE PRODUCTS PARTNERS	-14,538		-14,538
HOLLY ENERGY PARTNERS	-13,344		-13,344
MAGELLAN MIDSTREAM PARTNERS	36,363		36,363
MARKWEST ENERGY PARTNERS LP	-46,891		-46,891
NU STAR GP HOLDINGS	1,288		1,288
NUSTAR ENERGY LP	-926		-926
ONEOK PARTNERS LP	-57,662		-57,662
PLAINS ALL AMERICAN PIPE LINE	22,249		22,249
TC PIPELINES	-21,368		-21,368
SUNOCO LOGISTICS	30,487		30,487
ACCESS MIDSTREAM PARTNERS	-15,236		-15,236
TOTAL	$ -89,280	$ 0	$ -89,280

Year Ending: December 31, 2013 04-3757853

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

NOL Carryback Election

Under IRC Section 172(b)(3), the taxpayer elects to relinquish the entire carryback period with respect to any regular tax and AMT net operating loss incurred during the current tax year.

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
GS-MONEY MARKET	$ 20		14		
UBS-SEIX	424,352		14		
UBS-SEIX-OID	341		14		
UBS-REINHART	105,932		14		
UBS-PCLT RESTRICTED	4		14		
INTEREST PURCHASED	-42,245		14		
UBS-OTHER	54		14		
UBS-MLP'S	13		14		
UBS-LONDON	7		14		
UBS-KAYNE	40		14		
UBS NFJ INTL	16		14		
UBS-YACKTMAN	32		14		
UBS-WHV INTL	9		14		
UBS-GLOBAL	5		14		
TOTAL	$ 488,580				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
UBS-GLOBAL	$ 156,468		14		
UBS-MLP	21		14		
UBS-OTHER	67		14		
UBS-PCLT RESTRICTED ACCOUNT	22,437		14		
UBS-REINHART	36		14		
UBS-RESTRICTED	29		14		
UBS-SEIX	64		14		
UBS-TRADEWINDS	2,836		14		
UBS-WHV	42,429		14		
UBS-YACKMAN	93,973		14		
UBS-KAYNE	47,567		14		
UBS-NFJ INTL	94,727		14		
UBS-LONDON	47,710		14		
UBS-ANCHOR	3,398		14		
TOTAL	$ 511,762				

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

2013

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 2012 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 2014 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	98,378

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 2013	17	210
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 2013 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 2013 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	98,588
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.

THERE ARE NO AMOUNTS FOR PAGE 2