42608

Form 990-PF

Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

▶ 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

2014

Open to Public Inspection

For calendar year 2014 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: X 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) ▶ $ 92,307,238

J Accounting method: X 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)	1,050,090			
2	Check ▶ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	385,624	385,624		
4	Dividends and interest from securities	657,308	657,308		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	818,522			
b	Gross sales price for all assets on line 6a 13,047,790				
7	Capital gain net income (from Part IV, line 2)		1,099,026		
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	87,366		87,366	
12	**Total** Add lines 1 through 11	2,998,910	2,141,958	87,366	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	335,861	58,963		276,898
14	Other employee salaries and wages	244,241	19,775		224,466
15	Pension plans, employee benefits	68,765	4,708		64,057
16a	Legal fees (attach schedule) SEE STMT 3	30,003	2,176		27,827
b	Accounting fees (attach schedule) STMT 4	23,660	716		22,944
c	Other professional fees (attach schedule) STMT 5	517,551	387,063		130,488
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	168,054	22,373		101,520
19	Depreciation (attach schedule) and depletion STMT 7	119,833			
20	Occupancy				
21	Travel, conferences, and meetings	55,417			55,417
22	Printing and publications				
23	Other expenses (att sch) STMT 8	653,216	10,385		642,831
24	**Total operating and administrative expenses.** Add lines 13 through 23	2,216,601	506,159	0	1,546,448
25	Contributions, gifts, grants paid	769,000			769,000
26	**Total expenses and disbursements** Add lines 24 and 25	2,985,601	506,159	0	2,315,448
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	13,309			
b	**Net investment income** (if negative, enter -0-)		1,635,799		
c	**Adjusted net income** (if negative, enter -0-)			87,366	

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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	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing	171,603	27,861	27,861
	2	Savings and temporary cash investments	269,576	453,581	453,581
	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 9	36,791,283	36,874,062	49,521,476
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 10	20,993,606	20,954,576	37,075,649
	14	Land, buildings, and equipment basis ▶ 5,809,807			
		Less accumulated depreciation (attach sch) ▶ STMT 11 647,621	5,203,974	5,162,186	5,162,186
	15	Other assets (describe ▶ SEE STATEMENT 12)	65,982	66,485	66,485
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	63,496,024	63,538,751	92,307,238
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ SEE STATEMENT 13)	12,816		
	23	**Total liabilities** (add lines 17 through 22)	12,816	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ▶ [X]			
	24	Unrestricted	63,483,208	63,538,751	
	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)	63,483,208	63,538,751	
	31	**Total liabilities and net assets/fund balances** (see instructions)	63,496,024	63,538,751	

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	63,483,208
2	Enter amount from Part I, line 27a	2	13,309
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	42,234
4	Add lines 1, 2, and 3	4	63,538,751
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	63,538,751

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	12BI INCOME	P	VARIOUS	VARIOUS
d	UBS-PCLT REST ACCT-CAP GAIN			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,279,997		10,217,275	1,062,722
b	1,688,044		1,731,489	-43,445
c	5,717			5,717
d	74,032			74,032
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				1,062,722
b				-43,445
c				5,717
d				74,032
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** 1,099,026

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**

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))
2013	2,184,006	46,613,182	0.046854
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

2	**Total** of line 1, column (d)	2	0.265934
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	0.053187
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	49,587,685
5	Multiply line 4 by line 3	5	2,637,420
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,358
7	Add lines 5 and 6	7	2,653,778
8	Enter qualifying distributions from Part XII, line 4	8	2,587,772

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ and enter 1% of Part I, line 27b			1	32,716
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	32,716
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	32,716
6	Credits/Payments				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	41,321		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	49,821
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	17,105
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 17,105 **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 2014 or the taxable year beginning in 2014 (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 2014, 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 FinCEN Form 114, (formerly 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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?	☐ 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 2014 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 2014)		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 2014?			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 4945(d)(4)(A)? (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 15				

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

(a) Name and address of each employee paid more than $50 000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEBBIE MORGAN SAN ANTONIO PO BOX 830607 TX 78283	40.00	79,100	12,699	0
KELLY O'CONNOR SAN ANTONIO PO BOX 830607 TX 78283	40 00	62,150	10,468	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	375,040
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced etc	Expenses
1 SEE STATEMENT 16	
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	49,954,610
b	Average of monthly cash balances	1b	257,485
c	Fair market value of all other assets (see instructions)	1c	130,732
d	**Total** (add lines 1a, b, and c)	1d	50,342,827
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	50,342,827
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	755,142
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	49,587,685
6	**Minimum investment return.** Enter 5% of line 5	6	2,479,384

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	2,479,384
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 32,716		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	32,716
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,446,668
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,446,668
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	2,446,668

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	2,315,448
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	272,324
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	2,587,772
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	2,587,772

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					2,446,668
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2014					
a From 2009	615,086				
b From 2010	204,877				
c From 2011					
d From 2012					
e From 2013					
f **Total** of lines 3a through e		819,963			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 2,587,772					
a Applied to 2013, 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 2014 distributable amount					2,446,668
e Remaining amount distributed out of corpus		141,104			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		961,067			
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 2013 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)					
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)		615,086			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		345,981			
10 Analysis of line 9					
a Excess from 2010	204,877				
b Excess from 2011					
c Excess from 2012					
d Excess from 2013					
e Excess from 2014	141,104				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

LINDA M. PACE (DECEASED) $2,706,630

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

a The name, address, and telephone number 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	700,000
CONTEMPORARY ART MONTH PO BOX 91131 SAN ANTONIO TX 78209	NONE	PUB CHARITY	SPONSORSHIP	4,000
SOUTHWEST SCHOOL OF ARTS 300 AUGUSTA SAN ANTONIO TX 78205	NONE	PUB CHARITY	GENERAL OPERATING EXP	20,000
SAN ANTO CULTURAL ARTS INC 2120 EL PASO SAN ANTONIO TX 78207	NONE	PUB CHARITY	SCULPTURE PROJECT	5,000
GUADALUPE CULTURAL ARTS CENTER 723 S BRAZOS SAN ANTONIO TX 78207	NONE	PUB CHARITY	GENERAL OPERATING EXPENSES	10,000
PEREZ ART MUSEUM MIAMI 1103 BISCAYNE BLVD MIAMI FL 33132	NONE	PUB CHARITY	PROGRAM GRANT	5,000
THE CONTEMPORARY AUSTIN 700 CONGRESS AVENUE AUSTIN TX 78701	NONE	PUB CHARITY	GENERAL OPERATING EXPENSES	20,000
ARTIST FOUNDATION OF SAN ANTONIO PO BOX 15797 SAN ANTONIO TX 78212	NONE	PUB CHARITY	GENERAL OPERATING EXPENSES	5,000
Total			▶ 3a	769,000
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	385,624	
4 Dividends and interest from securities			14	657,308	
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			1	818,522	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 17		-167,212		254,578	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-167,212		2,116,032	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,948,820

(See worksheet in line 13 instructions to verify calculations)

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

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

42608

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Pier R. Moore, President | 11/4/2015

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	11/02/15	
Firm's name ▶ WAYNE E. COLLIE, C.P.A.		PTIN	P00079891
Firm's address ▶ 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO, TX 78258-7478		Firm's EIN ▶	74-6256833
		Phone no	210-828-1505

DAA

42608

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
WAYNE E. COLLIE	WAYNE E. COLLIE	11/09/15	
Firm's name ▶ WAYNE E. COLLIE, C.P.A.		PTIN	P00079891
Firm's address ▶ 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO, TX 78258-7478		Firm's EIN ▶	74-6256833
		Phone no	210-828-1505

DAA

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

2014

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, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the $33\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc , purposes, but no such contributions totaled 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 totaling $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)

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 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	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
REPLACEMENTS	VARIOUS	12/30/14	$	PURCHASE	$ 202,830	$	$ 50,630	$ -152,200
ASSETS DONATED	VARIOUS	12/30/14		PURCHASE	33,132		24,828	-8,304
ORIGINAL ARCHITECT FEES	VARIOUS	12/30/14		PURCHASE	120,000			-120,000
TOTAL			$ 0		$ 355,962	$ 0	$ 75,458	$ -280,504

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
WEDDING FEES	$ 750	$	$ 750
ACCESS MIDSTREAM PARTNERS	-41,959		-41,959
ACCESS MIDSTREAM PARTNERS	-143		-143
ADAMS STREET PARTNERSHIP	-48		-48
ADAMS STREET PARTNERSHIP	38,146		38,146
ADAMS STREET PARTNERSHIP-US	5,138		5,138
ADAMS STREET PARTNERSHIP-US	111,713		111,713
BRINSON PARTNERSHIP FUND 1998	-179		-179
BRINSON PARTNERSHIP FUND 1999	-22		-22
BRINSON PARTNERSHIP FUND 1999	-7,533		-7,533
BRINSON PARTNERSHIP FUND 2000	37		37
BRINSON PARTNERSHIP FUND 2000	1,052		1,052
BUCKEYE PARTNERS LP	3,782		3,782
BUCKEYE PARTNERS LP	-18,360		-18,360
EL PASO PIPELINE PARTNERS LP	-244		-244
EL PASO PIPELINE PARTNERS LP	-9,769		-9,769
ENERGY TRANSFER EQUITY LP	-5,862		-5,862
ENERGY TRANSFER EQUITY LP	-13		-13
ENTERPRISE PRODUCTS PARTNERS	-12,503		-12,503
ENTERPRISE PRODUCTS PARTNERS	663		663

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
GS MEZZANINE PARTNERS III LP	$ -472	$	$ -472
GS MOUNT KELLETT CAPITAL PART	131,190		131,190
HOLLY ENERGY PARTNERS	-1,548		-1,548
HOLLY ENERGY PARTNERS	-47		-47
MAGELLAN MIDSTREAM PARTNERS	-548		-548
MAGELLAN MIDSTREAM PARTNERS	62,079		62,079
MARKWEST ENERGY PARTNERS LP	-42,279		-42,279
MARKWEST ENERGY PARTNERS LP	3,561		3,561
NUSTAR ENERGY LP	5,225		5,225
NUSTAR ENERGY LP	-4,767		-4,767
ONEOK PARTNERS LP	-53,659		-53,659
ONEOK PARTNERS LP	-570		-570
PLAINS ALL AMERICAN PIPE LINE	8,375		8,375
PLAINS ALL AMERICAN PIPE LINE	-2,093		-2,093
SUNOCO LOGISTICS	-72,104		-72,104
SUNOCO LOGISTICS	2,350		2,350
TC PIPELINES	-6,162		-6,162
TC PIPELINES	5		5
WESTERN GAS PARTNERS	-5,933		-5,933
WESTERN GAS PARTNERS	117		117
TOTAL	$ 87,366	$ 0	$ 87,366

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 30,003	$ 2,176	$	$ 27,827
TOTAL	$ 30,003	$ 2,176	$ 0	$ 27,827

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WAYNE E. COLLIE, CPA	$ 7,160	$ 716	$	$ 6,444
AKIN, DOHERTY, KLEIN & FEUGE	16,500			16,500
TOTAL	$ 23,660	$ 716	$ 0	$ 22,944

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS GLOBAL MANAGEMENT INC	$ 375,040	$ 375,040	$	$
CONSULTING FEES-PUBLIC RELATIONS	29,998	3,000		26,998
ARTS CONSULTING GROUP INC	85,500	8,550		76,950
CONSULTING FEES	27,013	473		26,540
TOTAL	$ 517,551	$ 387,063	$ 0	$ 130,488

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ 101,520	$	$	$ 101,520
FOREIGN TAXES	22,373	22,373		
FEDERAL EXCISE TAX	44,161			
TOTAL	$ 168,054	$ 22,373	$ 0	$ 101,520

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
TRASH RECEPTACLES							
10/28/05	$ 2,883	$ 2,355	S/L	10	$ 288	$	$
FENCING & TRELLIS							
10/28/05	146,925	59,621	S/L	20	7,346		
STONE PATIO							
10/28/05	53,427	21,765	S/L	20	2,671		
FOUNTAIN							
10/28/05	181,370	74,031	S/L	20	9,068		
BATHROOM							
10/28/05	228,248	46,301	S/L	40	5,706		
WEDNESDAY CHILD IN-GROUND ARTWORK							
10/28/05	129,147	52,249	S/L	20	6,457		
IN-GROUND VAULT							
10/28/05	2,882	2,337	S/L	10	288		
IRRIGATION SYSTEM							
10/28/05	47,100	19,036	S/L	20	2,355		
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	117,371	S/L	20	14,464		
152 CAMP							
10/28/05	128,206			0			
SIGNAGE							
7/01/06	7,700	6,160	S/L	10	770		
LAND							
10/28/05	165,000			0			
LANDSCAPE EQUIPMENT							
9/27/07	924	289	S/L	20	46		
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	14,025	4,441	S/L	20	702		
LANDSCAPE LIGHTING							
2/08/07	13,028	4,505	S/L	20	652		
FENCING							
1/22/07	8,000	2,767	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-242	S/L	20	-35		

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FOUNTAIN 10/03/07	$ 6,279	$ 1,962	S/L	20	$ 314	$	$
PATIO 11/07/07	9,838	3,033	S/L	20	492		
LANDSCAPE LIGHTING 10/18/07	258	79	S/L	20	13		
WEBSITE 12/31/07	1,438	575	S/L	15	96		
ALARM SYSTEM 12/31/07	5,000	1,500	S/L	20	250		
COMPUTER EQUIPMENT 12/31/07	4,696	4,696	S/L	5			
OFFICE FURNITURE 12/31/07	1,661	1,423	S/L	7	238		
OFFICE BUILDING IMPROVEMENTS 12/31/07	95,382	14,674	S/L	39	2,446		
OFFICE BUILDING-LAND 12/31/07	42,500			0			
OFFICE BUILDING 12/31/07	135,533	20,851	S/L	39	3,475		
2002 TOYOTA TUNDRA 1/01/08	3,984	3,984	S/L	5			
SHED 1/18/08	897	531	S/L	10	89		
WEBSITE DESIGN 1/17/08	1,120	947	S/L	7	160		
WEBSITE DESIGN 2/21/08	2,500	2,083	S/L	7	357		
SITE SURVEY, LINES-TELEPHONE SYSTEM 1/31/08	2,077	1,756	S/L	7	297		
ALARM SYSTEM 1/31/08	6,277	5,306	S/L	7	897		
SCANNER 1/01/08	2,544	2,544	S/L	5			

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
SHREDDER							
2/07/08	$ 675	$ 570	S/L	7	$ 97	$	$
DYSON VACUUM CLEANER							
2/19/08	507	423	S/L	7	72		
POLYSOM CONFERENCE UNIT							
5/29/08	670	534	S/L	7	96		
LAERAL FILES							
6/26/08	1,591	1,250	S/L	7	228		
OFFICE FURNITURE-HONDO PARTNERS							
8/01/08	8,200	6,345	S/L	7	1,172		
IRRIGATION ADN LANDSCAPE							
4/23/08	7,790	2,943	S/L	15	519		
ELECTRIC SHADES							
1/28/08	663	561	S/L	7	95		
OFFICE BUILDING IMPROVEMENTS							
1/31/08	75,434	11,444	S/L	39	1,934		
CARPET							
2/21/08	5,496	4,580	S/L	7	785		
OUTDOOR WALKWAY							
2/21/08	15,401	5,989	S/L	15	1,027		
CANOPY AND STEEL PLATES							
5/01/08	7,450	1,083	S/L	39	191		
ARCHITECT FEES FOR CANOPY							
5/22/08	2,663	381	S/L	39	68		
OFFICE BUILDING IMPROVEMENTS							
5/22/08	4,604	659	S/L	39	118		
CLOSET MILLWORK							
5/22/08	1,299	186	S/L	39	33		
SKYLIGHT TINTING							
9/04/08	2,172	297	S/L	39	56		
TELEVISION SET-UP							
1/14/08	17,357	14,878	S/L	7	2,479		
ARCHITECT FEES							
5/30/07	4,384	1,711	S/L	20	219		

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
ICE HOUSE IMPROVEMENTS							
1/06/06	$ 54,788	$ 29,220	S/L	15	$ 3,653	$	$
ICEHOUSE IMPROVEMENTS							
5/01/07	1,863	828	S/L	15	124		
ICEHOUSE ARCHITECT FEES							
5/30/07	10,188	4,471	S/L	15	679		
AERON CHARIS							
1/01/08	750	643	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	453	S/L	7	93		
DIGITAL CAMERA							
2/19/09	849	821	S/L	5	28		
GREAT PLAINS SERVIER LICENSE							
4/21/09	2,879	2,879	S/L	3			
WEBSITE DESIGN							
5/01/09	2,681	1,788	S/L	7	383		
BRUSH DEBRIS COLLECTOR							
12/13/09	611	356	S/L	7	88		
LAWN MOWER							
10/25/10	1,470	665	S/L	7	210		
COMPUTER-KELLY							
1/01/10	528	423	S/L	5	105		
LAPTOP							
1/01/10	1,486	1,189	S/L	5	297		
WEBSITE							
9/30/10	21	21	S/L	3			
PRINTER-DEBBIE							
2/10/10	885	693	S/L	5	177		

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
3 DVD'S AND BASESTATION							
2/16/10	$ 804	$ 616	S/L	5	$ 161	$	$
LADDER							
3/01/10	810	444	S/L	7	115		
WEBSITE							
3/01/10	253	253	S/L	3			
COMPUTERS-JAN & DEB							
3/15/10	1,121	860	S/L	5	224		
WEBSITE							
4/01/10	128	128	S/L	3			
WEBSITE							
5/01/10	188	188	S/L	3			
WEBSITE							
6/01/10	699	699	S/L	3			
WEBSITE							
8/16/10	113	113	S/L	3			
WEBSITE							
9/30/10	64	64	S/L	3			
COMPUTER-STEVEN							
11/30/10	2,396	1,477	S/L	5	479		
500 BLANK LPF CARDS							
1/19/11	1,168	1,135	S/L	3	33		
WEBSITE							
2/01/11	64	62	S/L	3	2		
WEBSITE							
5/01/11	40	36	S/L	3	4		
WEBSITE							
8/01/11	43	34	S/L	3	9		
WEBSITE							
10/01/11	235	176	S/L	3	59		
WEBSITE							
11/01/11	169	122	S/L	3	47		
WEBSITE							
12/01/11	101	70	S/L	3	31		

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
BLOWER							
5/31/11	$ 541	$ 200	S/L	7	$ 77	$	$
PUSH MOWER							
6/15/11	540	199	S/L	7	77		
WEBSITE DESIGN							
9/13/11	319	248	S/L	3	71		
LANDSCAPE-BAMBOO							
12/14/11	3,800	1,131	S/L	7	543		
PROJECTOR LIGHT BULBS							
1/31/12	6,810	1,865	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	165	S/L	7	110		
SIGNAGE							
7/10/12	340	73	S/L	7	48		
SIGNAGE							
9/07/12	5,154	982	S/L	7	736		
SIGNAGE							
11/30/12	520	80	S/L	7	75		
WEBSITE							
2/01/12	523	334	S/L	3	174		
WEBSITE							
3/01/12	234	143	S/L	3	78		
COMPUTER EXTRA OFFICE							
4/03/12	639	224	S/L	5	127		
WEBSITE							
5/01/12	180	100	S/L	3	60		
WEBSITE							
6/01/12	1,412	745	S/L	3	470		
GREAT PLAINS SOFTWARE UPDATE							
6/15/12	1,755	926	S/L	3	585		

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
WEBSITE 7/01/12	$ 463	$ 231	S/L	3	$ 154	$	$
WEBSITE 8/01/12	420	198	S/L	3	140		
CEILING TILES 8/31/12	8,683	297	S/L	39	222		
WEBSITE 9/01/12	21	9	S/L	3	8		
COPIER/SCANNER 10/04/12	450	113	S/L	5	90		
WEBSITE 12/01/12	128	46	S/L	3	43		
PODIUM 5/03/12	1,584	377	S/L	7	227		
STANTIONS 2/07/12	4,116	1,127	S/L	7	588		
BENCHES 3/15/12	1,529	400	S/L	7	219		
HD TV AND MOUNT 3/15/12	1,714	628	S/L	5	343		
BLACKOUT SHADES 4/01/12	550	138	S/L	7	78		
ROOF IMPROVEMENTS 6/29/12	10,290	396	S/L	39	264		
SECURITY SYSTEM 9/24/12	5,696	183	S/L	39	146		
BLU RAY PLAYER 9/24/12	2,518	630	S/L	5	503		
SHADES 12/14/12	7,772	1,203	S/L	7	1,110		
MOWER 12/20/13	500		S/L	7	71		
WEBSITE UPDATES 1/31/13	43	13	S/L	3	14		

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
WEBSITE UPDATES 2/28/13	$ 21	$ 6	S/L	3	$ 7	$	$
TELEPHONE SYSTEM 12/11/13	3,236	39	S/L	7	462		
APPLE COMPUTER-MAURA 8/15/13	2,410	201	S/L	5	482		
APPLE COMPUTER-KELLY 8/15/13	2,051	171	S/L	5	410		
APPLE MAC BOOK AIR-MAURA 8/15/13	1,838	153	S/L	5	368		
SERVER TOWER 8/15/13	2,297	191	S/L	5	460		
SERVER TOWER 9/20/13	1,550	78	S/L	5	310		
WEBSITE UPDATES 2/28/13	255	71	S/L	3	85		
WEBSITE UPDATES 3/31/13	21	5	S/L	3	7		
WEBSITE UPDATES 4/30/13	21	5	S/L	3	7		
WEBSITE UPDATES 5/31/13	128	25	S/L	3	42		
WEBSITE UPDATES 6/30/13	64	11	S/L	3	21		
WEBSITE UPDATES 7/31/13	383	53	S/L	3	128		
WEBSITE UPDATES 8/31/13	425	47	S/L	3	142		
WEBSITE UPDATES 9/30/13	21	2	S/L	3	7		
WEBSITE UPDATES 10/31/13	64	4	S/L	3	21		
WEBSITE UPDATES 11/30/13	191	5	S/L	3	64		

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
ARCHITECT FEES							
10/22/13 $	2,675 $		S/L	39 $	69 $		$
PROJECTORS							
9/06/13	66,444	4,430	S/L	5	13,288		
CARPET TILES							
10/15/13	8,632	308	S/L	7	1,233		
ELECTIRCAL OUTLET							
10/22/13	600	3	S/L	39	15		
GLASSES AND TRAYS							
11/15/13	718	17	S/L	7	103		
VACUUM							
11/15/13	899	21	S/L	7	129		
BLACKOUT SHADES							
12/03/13	10,348	123	S/L	7	1,479		
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			
CHAIN FENCE AND GATE							
10/31/08	2,159	144	S/L	15	144		
COPPER LINES							
11/30/08	586	39	S/L	15	39		
MIXER AND SPEAKERS							
1/27/14	2,720		S/L	7	356		
VIDEO CAMERA							
6/10/14	1,839		S/L	5	215		
PROJECTOR & SCREEN							
7/05/14	664		S/L	7	47		
APPLE IPAD							
1/15/14	1,006		S/L	5	201		
PEDESTALS AND STEPS							
10/09/14	1,005		S/L	39	6		

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
APPLE MAC							
3/10/14	$ 2,015	$	S/L	5	$ 336	$	$
POTEET-ARCHITECT FEES							
4/30/14	31,986		S/L	39	547		
NEW LIGHTING							
4/08/14	1,014		S/L	39	19		
SKYLIGHT BLACKOUT							
4/08/14	3,191		S/L	7	342		
RUBIOLA-BUILD OUT							
4/22/14	101,476		S/L	39	1,735		
DESK							
5/31/14	275		S/L	7	23		
HVAC UPGRADE							
6/04/14	700		S/L	39	10		
SPRINKLERS							
6/04/14	1,020		S/L	39	15		
SIGNAGE							
4/08/14	6,440		S/L	7	690		
2ND FLOOR ALARM SYSTEM							
2/27/14	930		S/L	39	20		
DEMOLITION PLANS							
11/14/14	10,129			0			
ASBESTOS SURVEY							
12/01/14	2,400			0			
FIRE & SECURITY SYSTEM							
5/06/14	11,744		S/L	39	201		
CONCRETE PATHWAY/NEW DOOR							
4/30/14	17,032		S/L	40	284		
WEBSITE DESIGN							
4/08/14	40,965			3	10,241		

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description: Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
TOTAL	$ 6,165,776	$ 603,247			$ 119,833	$ 0	$ 0

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ALARM MONITORING FEES	2,706	132		2,574
ART COLLECTION EXPENSES	58,571			58,571
ART PROGRAMS	188,046			188,046
BANK FEES	1,249	125		1,124
CLEANING EXPENSES	10,158	797		9,361
COMMUNITY EVENTS	2,368	237		2,131
CONDOMINIUM FEES	77,631			77,631
CONTINUING EDUCATION EXPENSES	2,967			2,967
CONTRACT LABOR	1,080			1,080
EMPLOYEE BUSINESS EXPENSES	2,924			2,924
GALLERY EXPENSES	1,651			1,651
GUEST CURATOR EXPENSES	10,525	1,052		9,473
INSURANCE	43,378	1,996		41,382
LANDSCAPE MAINTENANCE	35,394			35,394
MEMBERSHIPS	2,231			2,231
MISCELLANEOUS	859	58		801
OFFICE EXPENSES	7,330	733		6,597
PARK EXPENSES	2,130			2,130
PAYROLL SERVICE FEES	2,873	718		2,155
PERMITS	75			75
POSTAGE	1,277	128		1,149
PRINTING	63			63
REPAIRS	133,627			133,627
RETIREMENT PLAN FEES	2,100	210		1,890
SECURITY	1,253	125		1,128

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
SUBSCRIPTIONS	$ 1,807	$ 181	$	$ 1,626
SUPPLIES	1,011	101		910
TELEPHONE	16,593	1,472		15,121
TRUCK EXPENSE	1,334			1,334
UNIFORMS	525			525
UTILITIES	39,200	2,320		36,880
WEBSITE HOSTING EXPENSES	280			280
TOTAL	$ 653,216	$ 10,385	$ 0	$ 642,831

Federal Statements

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
UBS-LOCUST WOOD OFFSHORE	$	$ 1,000,000	COST	$ 1,092,807
UBS YACHTMAN	3,467,019	3,318,961	COST	4,552,852
UBS WENTWORTH	1,729,566		COST	
UBS SEIX HIGH YIELD	5,988,729	6,254,266	COST	6,243,292
UBS RESTRICTED FUND	902,515	1,494,731	COST	1,496,283
UBS REINHART	2,391,560	550,485	COST	563,179
UBS O'CONNOR GLOBAL	2,500,000	2,500,000	COST	3,057,712
UBS NFJ INTERNATIONAL	2,805,105	2,795,946	COST	2,886,889
UBS MLP'S	2,961,845	2,607,587	COST	11,724,727
UBS LONDON	3,355,170	3,820,912	COST	4,547,677
UBS KAYNE	2,958,368	3,227,730	COST	4,131,697
UBS GLOBAL	4,445,880	4,531,253	COST	4,246,091
UBS CAMBIAR		1,985,802	COST	1,919,568
GS MOUNT KELLET CAPITAL PARTNERS	1,595,554	1,268,803	COST	1,418,966
GS MEZZANINE PARTNERS	-23,006		COST	
BRINSON PARTNERSHIP 2000 PRIMARY FD	47,518	40,479	COST	16,133
BRINSON PARTNERSHIP 1999 PRIMARY FD	120,589	113,034	COST	66,274
BRINSON PARTNERSHIP 1998 PRIMARY FD	-51,884	-52,063	COST	20,892
ADAMS STREET PARTNERSHIP-US	1,056,515	952,335	COST	1,151,610
ADAMS STREET PARTNERSHIP-NON US	540,240	463,801	COST	384,827
TOTAL	$ 36,791,283	$ 36,874,062		$ 49,521,476

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
LINDA PACE ART COLLECTIONS	$ 20,873,606	$ 20,954,576	COST	$ 37,075,649
PACE EXHIBITION SPACE	120,000		COST	
TOTAL	$ 20,993,606	$ 20,954,576		$ 37,075,649

Federal Statements

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

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
FIXED ASSETS	$ 4,863,470	$ 5,469,303	$ 647,621	$ 4,821,682
LAND	340,504	340,504		340,504
TOTAL	$ 5,203,974	$ 5,809,807	$ 647,621	$ 5,162,186

Federal Statements

Statement 12 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID FEDERAL EXCISE TAX	$ 65,982	$ 32,821	$ 32,821
ACCOUNTS RECEIVABLE-UBS		33,664	33,664
TOTAL	$ 65,982	$ 66,485	$ 66,485

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

Description	Beginning of Year	End of Year
PAYABLE/RECEIVABLE-UBS	$ 12,816	$
TOTAL	$ 12,816	$ 0

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

Description	Amount
NON-DIVIDEND DISTRIBUTIONS	$ 4,281
UNRECOGNIZED GAIN ON PERTNERSHIP DISSOLUTION	37,953
TOTAL	$ 42,234

Federal Statements

Statement 15 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
RICK MOORE PO BOX 830607 SAN ANTONIO TX 78283		15.00	44,000	0	0
KATHRYN KANJO PO BOX 830607 SAN ANTONIO TX 78283		1.00	34,000	0	0
DENNIS SCHOLL PO BOX 830607 SAN ANTONIO TX 78283		1.00	30,000	0	0
JAN JARBOE RUSSELL PO BOX 830607 SAN ANTONIO TX 78283		0.00	34,000	0	0
ANNE HODGES MORGAN PO BOX 830607 SAN ANTONIO TX 78283		1.00	34,000	0	0
MAURA RILEY PO BOX 830607 SAN ANTONIO TX 78283	EXECUTIVE DI	1.00	159,861	4,242	0

Federal Statements

Statement 16 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description

GRANTS SUPPORT THE OPERATION OF ARTPACE, INC., CHRISPARK, LLC, THE PUBLIC EXHIBITION OF THE CONTEMPORARY ART COLLECTION OF ITS FOUNDER, LINDA PACE, AND THE PUBLIC EXHIBITION OF THE WORK OF CONTEMPORARY ARTISTS. THE FOUNDATION SUPPORTED 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 17 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
WEDDING FEES		$	1	$ 750	$
ACCESS MIDSTREAM PARTNERS	211110	-41,959	25		
ACCESS MIDSTREAM PARTNERS			14	-143	
ADAMS STREET PARTNERSHIP	525990	-48	25		
ADAMS STREET PARTNERSHIP			14	38,146	
ADAMS STREET PARTNERSHIP-US	525990	5,138	25		
ADAMS STREET PARTNERSHIP-US			14	111,713	
BRINSON PARTNERSHIP FUND 19			14	-179	
BRINSON PARTNERSHIP FUND 19	525990	-22	25		
BRINSON PARTNERSHIP FUND 19			14	-7,533	
BRINSON PARTNERSHIP FUND 20	525990	37	25		
BRINSON PARTNERSHIP FUND 20			14	1,052	
BUCKEYE PARTNERS LP	211110	3,782	25		
BUCKEYE PARTNERS LP			14	-18,360	

Statement 17 - 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		$	14	$ -244	$
EL PASO PIPELINE PARTNERS L	211110	-9,769	25		
ENERGY TRANSFER EQUITY LP	211110	-5,862	25		
ENERGY TRANSFER EQUITY LP			14	-13	
ENTERPRISE PRODUCTS PARTNER	211110	-12,503	25		
ENTERPRISE PRODUCTS PARTNER			14	663	
GS MEZZANINE PARTNERS III L			14	-472	
GS MOUNT KELLETT CAPITAL PA			14	131,190	
HOLLY ENERGY PARTNERS	211110	-1,548	25		
HOLLY ENERGY PARTNERS			14	-47	
MAGELLAN MIDSTREAM PARTNERS			14	-548	
MAGELLAN MIDSTREAM PARTNERS	211110	62,079	25		
MARKWEST ENERGY PARTNERS LP	211110	-42,279	25		
MARKWEST ENERGY PARTNERS LP			14	3,561	
NUSTAR ENERGY LP	211110	5,225	25		
NUSTAR ENERGY LP			14	-4,767	
ONEOK PARTNERS LP	211110	-53,659	25		
ONEOK PARTNERS LP			14	-570	
PLAINS ALL AMERICAN PIPE LI	211110	8,375	25		
PLAINS ALL AMERICAN PIPE LI			14	-2,093	
SUNOCO LOGISTICS	211110	-72,104	25		
SUNOCO LOGISTICS			14	2,350	
TC PIPELINES	211110	-6,162	25		
TC PIPELINES			14	5	
WESTERN GAS PARTNERS	211110	-5,933	25		
WESTERN GAS PARTNERS			14	117	

Federal Statements

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

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
TOTAL		$ -167,212		$ 254,578	$ 0

Federal Statements

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
ACCESS MIDSTREAM PARTNERS	$ -41,959	$	$ -41,959
ADAMS STREET PARTNERSHIP	-48		-48
ADAMS STREET PARTNERSHIP-US	5,138		5,138
BRINSON PARTNERSHIP FUND 1999	-22		-22
BRINSON PARTNERSHIP FUND 2000	37		37
BUCKEYE PARTNERS LP	3,782		3,782
EL PASO PIPELINE PARTNERS LP	-9,769		-9,769
ENERGY TRANSFER EQUITY LP	-5,862		-5,862
ENTERPRISE PRODUCTS PARTNERS	-12,503		-12,503
HOLLY ENERGY PARTNERS	-1,548		-1,548
MAGELLAN MIDSTREAM PARTNERS	62,079		62,079
MARKWEST ENERGY PARTNERS LP	-42,279		-42,279
NUSTAR ENERGY LP	5,225		5,225
ONEOK PARTNERS LP	-53,659		-53,659
PLAINS ALL AMERICAN PIPE LINE	8,375		8,375
SUNOCO LOGISTICS	-72,104		-72,104
TC PIPELINES	-6,162		-6,162
WESTERN GAS PARTNERS	-5,933		-5,933
TOTAL	$ -167,212	$ 0	$ -167,212

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
GS-MONEY MARKET	$ 2		14		
INTEREST PURCHASED	-39,093		14		
UBS NFJ INTL	70		14		
UBS-GLOBAL	13		14		
UBS-KAYNE	78		14		
UBS-LONDON	55		14		
UBS-MLP'S	34		14		
UBS-OTHER	49		14		
UBS-PCLT RESTRICTED	13		14		
UBS-REINHART	49,324		14		
UBS-SEIX	412,139		14		
UBS-WHV INTL	36		14		
UBS-YACKTMAN	124		14		
UBS-RESTRICTED	12		14		
UBS-PREMIUM AMORTIZATION	-37,233		14		
UBS-CAMBIAR	1		14		
TOTAL	$ 385,624				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
UBS-CAMBIAR	$ 1,350		14		
UBS-GLOBAL	253,491		14		
UBS-KAYNE	69,632		14		
UBS-LONDON	50,800		14		
UBS-NFJ INTL	112,714		14		
UBS-PCLT RESTRICTED ACCOUNT	34,858		14		
UBS-RESTRICTED	25		14		
UBS-SEIX	5		14		
UBS-WHV	46,546		14		
UBS-YACKMAN	87,887		14		
TOTAL	$ 657,308				