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

2015

Open to Public Inspection

For calendar year 2015 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) ▶ $ 88,044,130

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c) and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1 Contributions, gifts, grants, etc , received (attach schedule)	1,444,760			
2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments	421,836	421,836		
4 Dividends and interest from securities	586,186	586,186		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 STMT 1	13,600,914			
b Gross sales price for all assets on line 6a 42,343,876				
7 Capital gain net income (from Part IV, line 2)		13,712,517		
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	-131,343		-131,343	
12 **Total.** Add lines 1 through 11	15,922,353	14,720,539	-131,343	
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	328,654	52,200		276,454
14 Other employee salaries and wages	62,979			62,979
15 Pension plans, employee benefits	69,667	5,610		64,057
16a Legal fees (attach schedule) SEE STMT 3	7,451	475		6,976
b Accounting fees (attach schedule) STMT 4	25,995	845		25,150
c Other professional fees (attach schedule) STMT 5	557,257	378,358		178,899
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	146,368	27,790		85,862
19 Depreciation (attach schedule) and depletion STMT 7	109,651			
20 Occupancy				
21 Travel, conferences, and meetings	15,565			15,565
22 Printing and publications				
23 Other expenses (att sch) STMT 8	508,583	22,713		485,869
24 **Total operating and administrative expenses.** Add lines 13 through 23	1,832,170	487,991	0	1,201,811
25 Contributions, gifts, grants paid	746,350			746,350
26 **Total expenses and disbursements.** Add lines 24 and 25	2,578,520	487,991	0	1,948,161
27 Subtract line 26 from line 12				
a **Excess of revenue over expenses and disbursements**	13,343,833			
b **Net investment income** (if negative, enter -0-)		14,232,548		
c **Adjusted net income** (if negative, enter -0-)			0	

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Part II	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash – non-interest-bearing	27,861	51,608	51,608
2	Savings and temporary cash investments	453,581	351,364	351,364
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	36,874,062	53,228,148	59,050,992
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	20,954,576	16,964,419	21,585,493
14	Land, buildings, and equipment basis ▶ 6,532,702			
	Less accumulated depreciation (attach sch) ▶ STMT 11 712,786	5,162,186	5,819,916	6,532,702
15	Other assets (describe ▶ SEE STATEMENT 12)	66,485	471,971	471,971
16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	63,538,751	76,887,426	88,044,130
Liabilities 17	Accounts payable and accrued expenses		4,842	
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 ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	4,842	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted	63,538,751	76,882,584	
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)	63,538,751	76,882,584	
31	**Total liabilities and net assets/fund balances** (see instructions)	63,538,751	76,887,426	

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	63,538,751
2	Enter amount from Part I, line 27a	2	13,343,833
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	76,882,584
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	76,882,584

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	12B1 INCOME	P	VARIOUS	VARIOUS
b	GAIN ON DISPOSITION-BRINSON 1998	P	VARIOUS	VARIOUS
c	SALE OF ARTWORK	D	07/02/07	02/28/15
d	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
e	UBS CAPITAL GAIN DIST			

	(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	812			812
b	72,940			72,940
c	16,350,000		4,500,000	11,850,000
d	25,058,287		23,284,279	1,774,008
e	14,757			14,757

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				812
b				72,940
c				11,850,000
d				1,774,008
e				14,757

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	13,712,517
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))
2014	2,587,772	49,587,685	0.052186
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

2	**Total** of line 1, column (d)	2	0.247597
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	0.049519
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	59,571,210
5	Multiply line 4 by line 3	5	2,949,907
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	142,325
7	Add lines 5 and 6	7	3,092,232
8	Enter qualifying distributions from Part XII, line 4	8	2,936,685

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	284,651
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	284,651
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	284,651
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	305,605		
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	305,605
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	20,954
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 20,954 **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 2015 or the taxable year beginning in 2015 (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 2015, 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 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?	☐ 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 2015 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 2015)	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 2015?		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** No: X

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13				

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
NONE				

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	358,514
ARTS CONSULTING GROUP INC NEW YORK 1040 FIRST AVENUE SUITE 352 NY 10022	ART CONSULTING	120,000
FITZ & CO NEW YORK 625 MADISON AVE SUITE 207 NY 10022	PUBLIC RELATION	70,000
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 14	
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	60,025,402
b	Average of monthly cash balances		1b	294,953
c	Fair market value of all other assets (see instructions)		1c	158,031
d	**Total** (add lines 1a, b, and c)		1d	60,478,386
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	60,478,386
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	907,176
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	59,571,210
6	**Minimum investment return.** Enter 5% of line 5		6	2,978,561

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	2,978,561
2a	Tax on investment income for 2015 from Part VI, line 5	2a 284,651		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	284,651
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,693,910
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	2,693,910
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	2,693,910

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	1,948,161
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	988,524
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	2,936,685
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	2,936,685

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7					2,693,910
2 Undistributed income, if any, as of the end of 2015					
a Enter amount for 2014 only					
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2015					
a From 2010	204,877				
b From 2011					
c From 2012					
d From 2013					
e From 2014	141,104				
f **Total** of lines 3a through e		345,981			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 2,936,685					
a Applied to 2014, 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 2015 distributable amount					2,693,910
e Remaining amount distributed out of corpus		242,775			
5 Excess distributions carryover applied to 2015 (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		588,756			
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 2014 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016					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 2010 not applied on line 5 or line 7 (see instructions)		204,877			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		383,879			
10 Analysis of line 9					
a Excess from 2011					
b Excess from 2012					
c Excess from 2013					
d Excess from 2014	141,104				
e Excess from 2015	242,775				

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 2015, 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) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	**(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	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
ARTIST FOUNDATION OF SAN ANTONIO PO BOX 15797 SAN ANTONIO TX 78212	NONE	PUB CHARITY	GENERAL OPERATING EXPENSES	5,000
ARTPACE, INC 445 N MAIN AVENUE SAN ANTONIO TX 78205	NONE	PUB CHARITY	EXHIBITION GRANT	17,350
Total			▶ 3a	746,350
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	421,836	
4 Dividends and interest from securities			14	586,186	
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	13,600,914	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 15		-311,367		180,169	-145
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-311,367		14,789,105	-145

13 **Total** Add line 12, columns (b), (d), and (e) 13 14,477,593

(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

Michael Harding 11/14/16 EXECUTIVE DIRECTOR

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
WAYNE E. COLLIE	WAYNE E. COLLIE	11/07/16	
Firm's name ▶ WAYNE E. COLLIE, C.P.A.		PTIN	P00079891
Firm's address ▶ 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO, TX 78258-7478		Firm's EIN ▶ 74-6256833	Phone no 210-828-1505

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

Schedule of Contributors

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

OMB No 1545-0047

2015

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 $33^1/_3$ % 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	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 [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	HARE & HOUND PRESS 127 GRANT AVENUE SAN ANTONIO TX 78209	$ 394,600	Person [ ] Payroll [ ] Noncash [X] (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)

Name of organization: LINDA PACE FOUNDATION

Employer identification number: 04-3757853

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ART COLLECTION	$ 394,600	04/10/15

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

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

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

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

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

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
152 CAMP-HOUSE	10/28/05	4/30/15	PURCHASE $	$ 114,103	$	$	$ -114,103
2002 TOYOTA TUNDRA	1/01/08	12/31/15	PURCHASE 2,500	3,984		3,984	2,500
DEMOLITION OF ICE HOUSE	VARIOUS	3/31/15	PURCHASE 844,580	885,081		40,501	
TOTAL			$ 847,080	$ 1,003,168	$ 0	$ 44,485	$ -111,603

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
OTHER INCOME	300		300
ACCESS MIDSTREAM PARTNERS	-3,667		-3,667
ACCESS MIDSTREAM PARTNERS	-8		-8
ADAMS STREET PARTNERSHIP	-60		-60
ADAMS STREET PARTNERSHIP	31,852		31,852
ADAMS STREET PARTNERSHIP-US	3,535		3,535
ADAMS STREET PARTNERSHIP-US	121,680		121,680
BRINSON PARTNERSHIP FUND 1998	-280		-280
BRINSON PARTNERSHIP FUND 1999	-1,088		-1,088
BRINSON PARTNERSHIP FUND 2000	13		13
BRINSON PARTNERSHIP FUND 2000	-613		-613
BUCKEYE PARTNERS LP	10,476		10,476
BUCKEYE PARTNERS LP	-108		-108
ENERGY TRANSFER EQUITY LP	-24,992		-24,992
ENERGY TRANSFER EQUITY LP	768		768
ENTERPRISE PRODUCTS PARTNERS	44,939		44,939
ENTERPRISE PRODUCTS PARTNERS	1,640		1,640
GS MOUNT KELLETT CAPITAL PART	19,124		19,124
HOLLY ENERGY PARTNERS	4,025		4,025

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
HOLLY ENERGY PARTNERS	$ -53	$	$ -53
MAGELLAN MIDSTREAM PARTNERS	-50		-50
MAGELLAN MIDSTREAM PARTNERS	32,903		32,903
MPLX ENERGY LOGISTICE	-20,389		-20,389
MPLX ENERGY LOGISTICS	2,091		2,091
NUSTAR ENERGY LP	2,285		2,285
NUSTAR ENERGY LP	-569		-569
ONEOK PARTNERS LP	-38,082		-38,082
ONEOK PARTNERS LP	-309		-309
PLAINS ALL AMERICAN PIPE LINE	-26,241		-26,241
PLAINS ALL AMERICAN PIPE LINE	-2,855		-2,855
SUNOCO LOGISTICS	-143,531		-143,531
SUNOCO LOGISTICS	7,450		7,450
TC PIPELINES	-9,350		-9,350
TC PIPELINES	29		29
WESTERN GAS PARTNERS	-31,852		-31,852
WESTERN GAS PARTNERS	308		308
TESORO LOGISTICS LP	-32,577		-32,577
TESORO LOGISTICS LP	110		110
WILLIAMS PARTNERS LP	-78,802		-78,802
WILLIAMS PARTNERS LP	-145		-145
TOTAL	$ -131,343	$ 0	$ -131,343

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 7,451	$ 475	$	$ 6,976
TOTAL	$ 7,451	$ 475	$ 0	$ 6,976

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	$ 8,995	$ 845	$	$ 8,150
AKIN, DOHERTY, KLEIN & FEUGE	17,000			17,000
TOTAL	$ 25,995	$ 845	$ 0	$ 25,150

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS GLOBAL MANAGEMENT INC	$ 358,514	$ 358,514	$	$
CONSULTING FEES-PUBLIC RELATIONS	70,000	7,000		63,000
ARTS CONSULTING GROUP INC	120,000	12,000		108,000
COMPUTER CONSULTING FEES	8,743	844		7,899
TOTAL	$ 557,257	$ 378,358	$ 0	$ 178,899

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ 85,787	$	$	$ 85,787
FOREIGN TAXES	27,790	27,790		
FEDERAL EXCISE TAX	32,716			
PERMITS AND LICENSES	75			75
TOTAL	$ 146,368	$ 27,790	$ 0	$ 85,862

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	$ 2,643	S/L	10	$ 240	$	$
FENCING & TRELLIS							
10/28/05	146,925	66,967	S/L	20	7,346		
STONE PATIO							
10/28/05	53,427	24,436	S/L	20	2,672		
FOUNTAIN							
10/28/05	181,370	83,099	S/L	20	9,069		
BATHROOM							
10/28/05	228,248	52,007	S/L	40	5,707		
WEDNESDAY CHILD IN-GROUND ARTWORK							
10/28/05	129,147	58,706	S/L	20	6,458		
IN-GROUND VAULT							
10/28/05	2,882	2,625	S/L	10	257		
IRRIGATION SYSTEM							
10/28/05	47,100	21,391	S/L	20	2,355		
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	131,835	S/L	20	14,465		
152 CAMP-HOUSE							
10/28/05	114,103			0			
SIGNAGE							
7/01/06	7,700	6,930	S/L	10	770		
LAND							
10/28/05	165,000			0			
LANDSCAPE EQUIPMENT							
9/27/07	924	335	S/L	20	46		
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	14,025	5,143	S/L	20	701		
LANDSCAPE LIGHTING							
2/08/07	13,028	5,157	S/L	20	651		
FENCING							
1/22/07	8,000	3,167	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-277	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	$ 2,276	S/L	20	$ 314	$	$
PATIO							
11/07/07	9,838	3,525	S/L	20	492		
LANDSCAPE LIGHTING							
10/18/07	258	92	S/L	20	13		
WEBSITE							
12/31/07	1,438	671	S/L	15	96		
OFFICE FURNITURE							
12/31/07	1,661	1,661	S/L	7			
OFFICE BUILDING-LAND							
12/31/07	42,500			0			
OFFICE BUILDING							
12/31/07	135,533	24,326	S/L	39	3,476		
2002 TOYOTA TUNDRA							
1/01/08	3,984	3,984	S/L	5			
SHED							
1/18/08	897	620	S/L	10	90		
WEBSITE DESIGN							
1/17/08	1,120	1,107	S/L	7	13		
WEBSITE DESIGN							
2/21/08	2,500	2,440	S/L	7	60		
SHREDDER							
2/07/08	675	667	S/L	7	8		
POLYSOM CONFERENCE UNIT							
5/29/08	670	630	S/L	7	40		
OFFICE FURNITURE-HONDO PARTNERS							
8/01/08	8,200	7,517	S/L	7	683		
IRRIGATION ADN LANDSCAPE							
4/23/08	7,790	3,462	S/L	15	520		
ELECTRIC SHADES							
1/28/08	663	656	S/L	7	7		
OUTDOOR WALKWAY							
2/21/08	15,401	7,016	S/L	15	1,027		

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
OFFICE BUILDING IMPROVEMENTS							
5/22/08	$ 4,604	$ 777	S/L	39	$ 118	$	$
CLOSET MILLWORK							
5/22/08	1,299	219	S/L	39	34		
SKYLIGHT TINTING							
9/04/08	2,172	353	S/L	39	55		
ARCHITECT FEES							
5/30/07	4,384	1,930	S/L	20	220		
ICE HOUSE IMPROVEMENTS							
1/06/06	54,788	32,873	S/L	15	913		
ICEHOUSE IMPROVEMENTS							
5/01/07	1,863	952	S/L	15	31		
ICEHOUSE ARCHITECT FEES							
5/30/07	10,188	5,150	S/L	15	170		
AERON CHARIS							
1/01/08	750	750	S/L	7			
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	546	S/L	7	92		
DIGITAL CAMERA							
2/19/09	849	849	S/L	5			
GREAT PLAINS SERVIER LICENSE							
4/21/09	2,879	2,879	S/L	3			
WEBSITE DESIGN							
5/01/09	2,681	2,171	S/L	7	383		
BRUSH DEBRIS COLLECTOR							
12/13/09	611	444	S/L	7	87		
LAWN MOWER							
10/25/10	1,470	875	S/L	7	210		

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
COMPUTER-KELLY							
1/01/10	$ 528	$ 528	S/L	5	$	$	$
LAPTOP							
1/01/10	1,486	1,486	S/L	5			
WEBSITE							
9/30/10	21	21	S/L	3			
PRINTER-DEBBIE							
2/10/10	885	870	S/L	5	15		
LADDER							
3/01/10	810	559	S/L	7	116		
WEBSITE							
3/01/10	253	253	S/L	3			
COMPUTERS-JAN & DEB							
3/15/10	1,121	1,084	S/L	5	37		
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	1,956	S/L	5	440		
500 BLANK LPF CARDS							
1/19/11	1,168	1,168	S/L	3			
WEBSITE							
2/01/11	64	64	S/L	3			
WEBSITE							
5/01/11	40	40	S/L	3			
WEBSITE							
8/01/11	43	43	S/L	3			

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							
10/01/11	$ 235	$ 235	S/L	3	$	$	$
WEBSITE							
11/01/11	169	169	S/L	3			
WEBSITE							
12/01/11	101	101	S/L	3			
BLOWER							
5/31/11	541	277	S/L	7	77		
PUSH MOWER							
6/15/11	540	276	S/L	7	77		
WEBSITE DESIGN							
9/13/11	319	319	S/L	3			
LANDSCAPE-BAMBOO							
12/14/11	3,800	1,674	S/L	7	543		
PROJECTOR LIGHT BULBS							
1/31/12	6,810	2,838	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	275	S/L	7	110		
SIGNAGE							
7/10/12	340	121	S/L	7	49		
SIGNAGE							
9/07/12	5,154	1,718	S/L	7	736		
SIGNAGE							
11/30/12	520	155	S/L	7	74		
WEBSITE							
2/01/12	523	508	S/L	3	15		
WEBSITE							
3/01/12	234	221	S/L	3	13		
COMPUTER EXTRA OFFICE							
4/03/12	639	351	S/L	5	128		

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							
5/01/12	$ 180	$ 160	S/L	3	$ 20	$	$
WEBSITE							
6/01/12	1,412	1,215	S/L	3	197		
GREAT PLAINS SOFTWARE UPDATE							
6/15/12	1,755	1,511	S/L	3	244		
WEBSITE							
7/01/12	463	385	S/L	3	78		
WEBSITE							
8/01/12	420	338	S/L	3	82		
WEBSITE							
9/01/12	21	17	S/L	3	4		
COPIER/SCANNER							
10/04/12	450	203	S/L	5	90		
WEBSITE							
12/01/12	128	89	S/L	3	39		
PODIUM							
5/03/12	1,584	604	S/L	7	226		
STANTIONS							
2/07/12	4,116	1,715	S/L	7	588		
BENCHES							
3/15/12	1,529	619	S/L	7	218		
HD TV AND MOUNT							
3/15/12	1,714	971	S/L	5	343		
BLACKOUT SHADES							
4/01/12	550	216	S/L	7	79		
ROOF IMPROVEMENTS							
6/29/12	10,290	660	S/L	39	263		
SECURITY SYSTEM							
9/24/12	5,696	329	S/L	39	146		
BLU RAY PLAYER							
9/24/12	2,518	1,133	S/L	5	504		
SHADES							
12/14/12	7,772	2,313	S/L	7	1,110		

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
MOWER							
12/20/13 $	500 $	71	S/L	7 $	72 $	$	
WEBSITE UPDATES							
1/31/13	43	27	S/L	3	14		
WEBSITE UPDATES							
2/28/13	21	13	S/L	3	7		
TELEPHONE SYSTEM							
12/11/13	3,236	501	S/L	7	462		
APPLE COMPUTER-MAURA							
8/15/13	2,410	683	S/L	5	482		
APPLE COMPUTER-KELLY							
8/15/13	2,051	581	S/L	5	410		
APPLE MAC BOOK AIR-MAURA							
8/15/13	1,838	521	S/L	5	367		
SERVER TOWER							
8/15/13	2,297	651	S/L	5	459		
SERVER TOWER							
9/20/13	1,550	388	S/L	5	310		
WEBSITE UPDATES							
2/28/13	255	156	S/L	3	85		
WEBSITE UPDATES							
3/31/13	21	12	S/L	3	7		
WEBSITE UPDATES							
4/30/13	21	12	S/L	3	7		
WEBSITE UPDATES							
5/31/13	128	67	S/L	3	43		
WEBSITE UPDATES							
6/30/13	64	32	S/L	3	21		
WEBSITE UPDATES							
7/31/13	383	181	S/L	3	127		
WEBSITE UPDATES							
8/31/13	425	189	S/L	3	142		
WEBSITE UPDATES							
9/30/13	21	9	S/L	3	7		

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 10/31/13	$ 64	$ 25	S/L	3	$ 21	$	$
WEBSITE UPDATES 11/30/13	191	69	S/L	3	64		
ARCHITECT FEES 10/22/13	2,675	69	S/L	39	68		
PROJECTORS 9/06/13	66,444	17,718	S/L	5	13,289		
CARPET TILES 10/15/13	8,632	1,541	S/L	7	1,234		
ELECTIRCAL OUTLET 10/22/13	600	18	S/L	39	15		
GLASSES AND TRAYS 11/15/13	718	120	S/L	7	102		
VACUUM 11/15/13	899	150	S/L	7	128		
BLACKOUT SHADES 12/03/13	10,348	1,602	S/L	7	1,478		
CHAIN FENCE AND GATE 10/31/08	2,159	288	S/L	15	36		
COPPER LINES 11/30/08	586	78	S/L	15	10		
MIXER AND SPEAKERS 1/27/14	2,720	356	S/L	7	389		
VIDEO CAMERA 6/10/14	1,839	215	S/L	5	367		
PROJECTOR & SCREEN 7/05/14	664	47	S/L	7	95		
APPLE IPAD 1/15/14	1,006	201	S/L	5	201		
PEDESTALS AND STEPS 10/09/14	1,005	6	S/L	39	26		
APPLE MAC 3/10/14	2,015	336	S/L	5	403		

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
POTEET-ARCHITECT FEES							
4/30/14	$ 31,986	$ 547	S/L	39	$ 820	$	$
NEW LIGHTING							
4/08/14	1,014	19	S/L	39	26		
SKYLIGHT BLACKOUT							
4/08/14	3,191	342	S/L	7	456		
RUBIOLA-BUILD OUT							
4/22/14	101,476	1,735	S/L	39	2,602		
DESK							
5/31/14	275	23	S/L	7	39		
HVAC UPGRADE							
6/04/14	700	10	S/L	39	18		
SPRINKLERS							
6/04/14	1,020	15	S/L	39	26		
SIGNAGE							
4/08/14	6,440	690	S/L	7	920		
2ND FLOOR ALARM SYSTEM							
2/27/14	930	20	S/L	39	24		
DEMOLITION PLANS							
11/14/14	10,129			0			
ASBESTOS SURVEY							
12/01/14	2,400			0			
FIRE & SECURITY SYSTEM							
5/06/14	11,744	201	S/L	39	301		
CONCRETE PATHWAY/NEW DOOR							
4/30/14	17,032	284	S/L	40	426		
WEBSITE DESIGN							
4/08/14	40,965	10,241		3	13,655		
152 CAMP LAND							
10/28/05	14,103			0			
SECURITY CAMERA							
4/17/15	2,705		S/L	5	361		
TRUCK							
12/31/15	30,297		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
EXPANSION DESIGN PLANS							
3/25/15	$ 3,750	$		0	$	$	$
EXPANSION-DEMO GARAGE							
4/09/15	5,940			0			
EXPANSION DESIGN PLANS							
6/18/15	3,750			0			
EXPANSION PERMIT PLANS							
10/10/15	600			0			
WEBSITE UPDTE							
3/25/15	2,560		S/L	3	640		
COMPUTER							
5/15/15	983		S/L	5	131		
PRINTER							
8/11/15	800		S/L	5	67		
INTEREIOR WALL REMODEL							
5/01/15	1,065		S/L	39	18		
WATER MITIGATION WORK							
5/22/15	18,228		S/L	39	273		
SHADES							
7/25/15	1,128		S/L	39	12		
LAND							
12/31/15	473,550			0			
BUILDING IMPROVEMENTS							
12/31/15	246,130		S/L	39			
OWNER EXPENSE (IMP)							
12/31/15	22,427		S/L	39			
PROJECT MANAGMENT FEES							
12/31/15	45,700		S/L	39			
LEGAL FEES							
12/31/15	39,956		S/L	39			
PROJECT ARCHITECT FEES							
12/31/15	20,000		S/L	39			
DESIGN ARCHITECT FEES							
12/31/15	504,000		S/L	39			

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
MEP CONSULTANT							
12/31/15	$ 40,000	$	S/L	39	$	$	$
STRUCTURAL CONSULTANT							
12/31/15	42,000		S/L	39			
GEOTECHNICAL CONSULTANT							
12/31/15	7,200		S/L	39			
REIMBURSABLE EXPENSES							
12/31/15	3,417		S/L	39			
DEMOLITION COSTS							
12/31/15	78,967		S/L	39			
EXPANSION-DESIGN PLANS							
10/31/15	2,150			0			
ED OFFICE DESIGN PLAN							
5/01/15	1,000			0			
TOTAL	$ 7,408,118	$ 647,622			$ 109,651	$ 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	2,291	128		2,163
ART COLLECTION EXPENSES	57,916			57,916
ART PROGRAMS	102,800			102,800
BANK FEES	1,120	112		1,008
CLEANING EXPENSES	10,361	778		9,583
CONDOMINIUM FEES	60,273			60,273
CONTINUING EDUCATION EXPENSES	3,734			3,734
CONTRACT LABOR	3,753			3,753
EMPLOYEE BUSINESS EXPENSES	2,569			2,569
EXECUTIVE DIRECTOR SEARCH	52,566	13,142		39,425
INSURANCE	39,372	1,858		37,514

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INTERIM DIRECTOR EXPENSE	$ 10,787	$ 1,079	$	$ 9,708
LANDSCAPE MAINTENANCE	12,796			12,796
MEMBERSHIPS	801			801
MISCELLANEOUS	875	46		829
OFFICE EXPENSES	9,099	683		8,416
PAYROLL SERVICE FEES	3,232	808		2,424
POSTAGE	1,460	146		1,314
REPAIRS	76,190			76,190
RETIREMENT PLAN FEES	2,850	285		2,565
SUBSCRIPTIONS	2,390	239		2,151
SUPPLIES	1,498	150		1,348
TELEPHONE	13,960	1,163		12,796
TRUCK EXPENSE	828			828
UNIFORMS	497			497
UTILITIES	34,241	2,096		32,144
WEBSITE HOSTING EXPENSES	324			324
TOTAL	$ 508,583	$ 22,713	$ 0	$ 485,869

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
ADAMS STREET PARTNERSHIP-NON US	$ 463,801	$ 421,216	COST	$ 265,872
ADAMS STREET PARTNERSHIP-US	952,335	769,754	COST	913,955
BRINSON PARTNERSHIP 1998 PRIMARY FD	-52,063		COST	
BRINSON PARTNERSHIP 1999 PRIMARY FD	113,034	87,059	COST	38,675
BRINSON PARTNERSHIP 2000 PRIMARY FD	40,479	35,575	COST	11,276
GS MOUNT KELLET CAPITAL PARTNERS	1,268,803	1,106,645	COST	719,732
UBS CAMBIAR	1,985,802	5,112,527	COST	5,174,016
UBS GLOBAL	4,531,253		COST	
UBS KAYNE	3,227,730	2,029,484	COST	2,417,188
UBS LONDON	3,820,912	2,249,093	COST	2,255,132
UBS MLP'S	2,607,587	3,059,740	COST	8,917,448
UBS NFJ INTERNATIONAL	2,795,946		COST	

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
UBS O'CONNOR GLOBAL	$ 2,500,000	$ 2,500,000	COST	$ 3,159,905
UBS REINHART	550,485	563,832	COST	570,951
UBS RESTRICTED FUND	1,494,731	1,973,557	COST	1,792,817
UBS SEIX HIGH YIELD	6,254,266	6,204,435	COST	5,867,182
UBS RICHTER		15,177,710	COST	15,157,219
UBS YACHTMAN	3,318,961	1,375,458	COST	1,578,589
UBS-LOCUST WOOD OFFSHORE	1,000,000	1,500,000	COST	1,593,976
UBS-AXONIC		2,000,000	COST	1,948,131
UBS-ETF		7,062,063	COST	6,668,928
TOTAL	$ 36,874,062	$ 53,228,148		$ 59,050,992

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	$ 20,954,576	$ 16,964,419	COST	$ 21,585,493
TOTAL	$ 20,954,576	$ 16,964,419		$ 21,585,493

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	$ 4,821,682	$ 5,641,906	$ 712,786	$ 5,641,906
LAND	340,504	890,796		890,796
TOTAL	$ 5,162,186	$ 6,532,702	$ 712,786	$ 6,532,702

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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	$ 32,821	$ 305,605	$ 305,605
ACCOUNTS RECEIVABLE-UBS	33,664	55,767	55,767
PREPAID EXPENSES		110,599	110,599
TOTAL	$ 66,485	$ 471,971	$ 471,971

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Statement 13 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DEBBIE MORGAN PO BOX 830607 SAN ANTONIO TX 78283	ACCTG/ADMIN	40.00	82,800	13,727	0
KELLY O'CONNOR PO BOX 830607 SAN ANTONIO TX 78283	COLLECTIONS	40.00	64,700	11,078	0
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
JAN JARBOE RUSSELL PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	28,000	0	0
ANNE HODGES MORGAN PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	28,000	0	0
CHRISTOPHER MCKNIGHT PO BOX 830607 SAN ANTONIO TX 78283	FACILITIES	40.00	55,154	8,516	0

Statement 14 - 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 FOUR 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 15 - 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	$
OTHER INCOME			1	300	
ACCESS MIDSTREAM PARTNERS	211110	-3,667	25		
ACCESS MIDSTREAM PARTNERS			14	-8	
ADAMS STREET PARTNERSHIP	525990	-60	25		
ADAMS STREET PARTNERSHIP			14	31,852	
ADAMS STREET PARTNERSHIP-US	525990	3,535	25		
ADAMS STREET PARTNERSHIP-US			14	121,680	
BRINSON PARTNERSHIP FUND 19			14	-280	
BRINSON PARTNERSHIP FUND 19			14	-1,088	
BRINSON PARTNERSHIP FUND 20	525990	13	25		
BRINSON PARTNERSHIP FUND 20			14	-613	
BUCKEYE PARTNERS LP	211110	10,476	25		
BUCKEYE PARTNERS LP			14	-108	

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Statement 15 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
ENERGY TRANSFER EQUITY LP	211110	$ -24,992	25	$	$
ENERGY TRANSFER EQUITY LP			14	768	
ENTERPRISE PRODUCTS PARTNER	211110	44,939	25		
ENTERPRISE PRODUCTS PARTNER			14	1,640	
GS MOUNT KELLETT CAPITAL PA			14	19,124	
HOLLY ENERGY PARTNERS	211110	4,025	25		
HOLLY ENERGY PARTNERS			14	-53	
MAGELLAN MIDSTREAM PARTNERS			14	-50	
MAGELLAN MIDSTREAM PARTNERS	211110	32,903	25		
MPLX ENERGY LOGISTICE	211110	-20,389	25		
MPLX ENERGY LOGISTICS			14	2,091	
NUSTAR ENERGY LP	211110	2,285	25		
NUSTAR ENERGY LP			14	-569	
ONEOK PARTNERS LP	211110	-38,082	25		
ONEOK PARTNERS LP			14	-309	
PLAINS ALL AMERICAN PIPE LI	211110	-26,241	25		
PLAINS ALL AMERICAN PIPE LI			14	-2,855	
SUNOCO LOGISTICS	211110	-143,531	25		
SUNOCO LOGISTICS			14	7,450	
TC PIPELINES	211110	-9,350	25		
TC PIPELINES			14	29	
WESTERN GAS PARTNERS	211110	-31,852	25		
WESTERN GAS PARTNERS			14	308	
TESORO LOGISTICS LP	211110	-32,577	25		
TESORO LOGISTICS LP			14	110	
WILLIAMS PARTNERS LP	211110	-78,802	25		

Federal Statements

Statement 15 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
WILLIAMS PARTNERS LP		$		$	$ -145
TOTAL		$ -311,367		$ 180,169	$ -145

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Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
GS-MONEY MARKET	$ 31		14		
INTEREST PURCHASED	-69,499		14		
UBS NFJ INTL	24		14		
UBS-RICHTER	98,262		14		
UBS-KAYNE	35		14		
UBS-LONDON	29		14		
UBS-MLP'S	20		14		
UBS-OTHER	97		14		
UBS-PCLT RESTRICTED	27		14		
UBS-REINHART	22,758		14		
UBS-SEIX	401,139		14		
UBS-ETF	8		14		
UBS-YACKTMAN	63		14		
UBS-RESTRICTED	7		14		
UBS-PREMIUM AMORTIZATION	-31,219		14		
UBS-CAMBIAR	38		14		
UBS-PACE EXHIBITIONS	16		14		
TOTAL	$ 421,836				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
UBS-CAMBIAR	$ 91,531		14		
UBS-GLOBAL	104,434		14		
UBS-KAYNE	52,239		14		
UBS-LONDON	31,863		14		
UBS-NFJ INTL	134,619		14		
UBS-PCLT RESTRICTED ACCOUNT	29,163		14		
UBS-RESTRICTED	41		14		
UBS-SEIX	2		14		
UBS-YACKMAN	67,613		14		
UBS-MLP	1,904		14		
UBS-ETF	72,777		14		
TOTAL	$ 586,186				