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

2016

Open to Public Inspection

For calendar year 2016 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) ▶ $ 86,080,129

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)	1,050,250			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	509,492	509,492		
4	Dividends and interest from securities	518,152	518,152		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	398,534			
b	Gross sales price for all assets on line 6a 30,218,158				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances 1,857				
b	Less Cost of goods sold 1,824				
c	Gross profit or (loss) (attach schedule) STMT 2	33		33	
11	Other income (attach schedule) STMT 3	-139,139		-139,139	
12	**Total.** Add lines 1 through 11	2,337,322	1,027,644	-139,106	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	356,923	49,500		278,500
14	Other employee salaries and wages	102,643	5,536		97,107
15	Pension plans, employee benefits	94,466	6,581		87,886
16a	Legal fees (attach schedule) SEE STMT 4	61,833	5,920		55,913
b	Accounting fees (attach schedule) STMT 5	35,460	1,721		33,739
c	Other professional fees (attach schedule) STMT 6	327,792	308,848		18,944
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 7	411,001	27,850		98,500
19	Depreciation (attach schedule) and depletion STMT 8	117,073			
20	Occupancy	3,845			3,845
21	Travel, conferences, and meetings	16,159			16,159
22	Printing and publications				
23	Other expenses (att sch) STMT 9	592,339	19,398		572,941
24	**Total operating and administrative expenses.** Add lines 13 through 23	2,119,534	425,354	0	1,263,534
25	Contributions, gifts, grants paid	722,500			722,500
26	**Total expenses and disbursements.** Add lines 24 and 25	2,842,034	425,354	0	1,986,034
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-504,712			
b	**Net investment income** (if negative, enter -0-)		602,290		
c	**Adjusted net income** (if negative, enter -0-)			0	

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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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	51,608	210,989	210,989
	2	Savings and temporary cash investments	351,364	114,742	114,742
	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		964	964
	9	Prepaid expenses and deferred charges	110,599	4,440	4,440
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 10	53,228,148	54,757,650	58,943,871
	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 11	16,964,419	17,168,011	21,789,084
	14	Land, buildings, and equipment basis ▶ 4,960,085			
		Less accumulated depreciation (attach sch) ▶ STMT 12 757,560	5,819,916	4,202,525	4,960,085
	15	Other assets (describe ▶ SEE STATEMENT 13)	361,372	55,954	55,954
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	76,887,426	76,515,275	86,080,129
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 ▶ SEE STATEMENT 14)		108,480	
	23	**Total liabilities** (add lines 17 through 22)	4,842	108,480	
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	76,882,584	76,406,795	
	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)	76,882,584	76,377,872	
	31	**Total liabilities and net assets/fund balances** (see instructions)	76,887,426	76,486,352	

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	76,882,584
2	Enter amount from Part I, line 27a	2	-504,712
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	76,377,872
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	76,377,872

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	UBS CAPITAL GAIN DIST			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	26,606,915		27,023,309	-416,394
b	11,903			11,903
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-416,394
b				11,903
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -404,491

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))
2015	2,936,685	59,571,210	0.049297
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

2	**Total** of line 1, column (d)	2	0.241977
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	0.048395
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	59,380,627
5	Multiply line 4 by line 3	5	2,873,725
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,023
7	Add lines 5 and 6	7	2,879,748
8	Enter qualifying distributions from Part XII, line 4	8	3,317,790

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 ▶ X and enter 1% of Part I, line 27b		1	6,023
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	6,023
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	6,023
6	Credits/Payments			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a 55,954		
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	55,954
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	49,931
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax ▶** 49,931 **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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) SEE STATEMENT 15	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 EAST PECAN #530
Located at ▶ SAN ANTONIO TX ZIP+4 ▶ 78205

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 2016, 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016)*	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 2016?		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 (No)

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16				

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	306,801
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 17	
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	60,037,904
b	Average of monthly cash balances		1b	122,653
c	Fair market value of all other assets (see instructions)		1c	124,344
d	**Total** (add lines 1a, b, and c)		1d	60,284,901
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	60,284,901
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	904,274
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	59,380,627
6	**Minimum investment return.** Enter 5% of line 5		6	2,969,031

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	2,969,031
2a	Tax on investment income for 2016 from Part VI, line 5	2a 6,023		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	6,023
3	Distributable amount before adjustments Subtract line 2c from line 1		3	2,963,008
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	2,963,008
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	2,963,008

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	1,986,034
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	1,331,756
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	3,317,790
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	6,023
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,311,767

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7					2,963,008
2 Undistributed income, if any, as of the end of 2016					
a Enter amount for 2015 only					
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2016					
a From 2011					
b From 2012					
c From 2013					
d From 2014	141,104				
e From 2015	242,775				
f **Total** of lines 3a through e		383,879			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 3,317,790					
a Applied to 2015, 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 2016 distributable amount					2,963,008
e Remaining amount distributed out of corpus		354,782			
5 Excess distributions carryover applied to 2016 *(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		738,661			
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 2015 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017					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 2011 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a		738,661			
10 Analysis of line 9					
a Excess from 2012					
b Excess from 2013					
c Excess from 2014	141,104				
d Excess from 2015	242,775				
e Excess from 2016	354,782				

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 2016, 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			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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
SOUTHWEST SCHOOL OF ARTS 300 AUGUSTA SAN ANTONIO TX 78205	NONE	PUB CHARITY	GENERAL OPERATING EXP	20,000
GEMINI INK 1111 NAVARO STREET SAN ANTONIO TX 78205	NONE	PUB CHARITY	PROGRAM-INKSTAVAGANZA	2,500
Total			▶ 3a	722,500
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	509,492	
4 Dividends and interest from securities			14	518,152	
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	398,534	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			25	33	
11 Other revenue a					
b SEE STATEMENT 18		-278,241		139,102	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-278,241		1,565,313	0

13 **Total.** Add line 12, columns (b), (d), and (e) ... 13 1,287,072

(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

Rich R. Moore, President | 10/30/2017 | PRESIDENT

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	10/27/17	
Firm's name ▶ COLLIE & COMPANY CPAS, PLLC		PTIN	P00079891
Firm's address ▶ 20742 STONE OAK PARKWAY, SUITE 107		Firm's EIN ▶	81-4756062
SAN ANTONIO, TX 78258-7478		Phone no	210-828-1505

DAA

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

Schedule of Contributors

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

OMB No 1545-0047

2016

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 Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

DAA

IRS COPY

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)
		$	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				How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price		Cost	Expense	Depreciation	Net Gain / Loss
SIGNAGE				PURCHASE				
	7/01/06	12/31/16	$		$ 7,700	$	$ 7,700	$
SALE OF PENTHOUSE				PURCHASE				
	VARIOUS	12/31/16	3,599,340		2,848,441	12,465	64,591	803,025
TOTAL			$ 3,599,340		$ 2,856,141	$ 12,465	$ 72,291	$ 803,025

Federal Statements

Statement 2 - Form 990-PF, Part I, Line 10c - Gross Sales less Cost of Goods Sold

Description	Gross Sales	COGS	Gross Profit
SALE OF BAGS AND MEDALS	$ 1,857	$ 1,824	$ 33
TOTAL	$ 1,857	$ 1,824	$ 33

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
WEDDING FEES	$ 25	$	$ 25
OTHER INCOME	384		384
ADAMS STREET PARTNERSHIP	-168		-168
ADAMS STREET PARTNERSHIP	6,572		6,572
ADAMS STREET PARTNERSHIP-US	1,617		1,617
ADAMS STREET PARTNERSHIP-US	79,326		79,326
BRINSON PARTNERSHIP FUND 1999	11,469		11,469
BRINSON PARTNERSHIP FUND 2000	1,519		1,519
BUCKEYE PARTNERS LP	19,312		19,312
BUCKEYE PARTNERS LP	-198		-198
ENERGY TRANSFER EQUITY LP	-45,745		-45,745
ENERGY TRANSFER EQUITY LP	753		753
ENTERPRISE PRODUCTS PARTNERS	7,495		7,495
ENTERPRISE PRODUCTS PARTNERS	-193		-193
GS MOUNT KELLETT CAPITAL PART	26,704		26,704
HOLLY ENERGY PARTNERS	-16,820		-16,820
HOLLY ENERGY PARTNERS	455		455
MAGELLAN MIDSTREAM PARTNERS	1,223		1,223
MAGELLAN MIDSTREAM PARTNERS	28,983		28,983
MPLX ENERGY LOGISTICE	-12,593		-12,593
MPLX ENERGY LOGISTICS	590		590
NUSTAR ENERGY LP	749		749
NUSTAR ENERGY LP	254		254
ONEOK PARTNERS LP	-13,108		-13,108
ONEOK PARTNERS LP	-474		-474
PLAINS ALL AMERICAN PIPE LINE	-36,005		-36,005
PLAINS ALL AMERICAN PIPE LINE	2,161		2,161
SUNOCO LOGISTICS	-22,555		-22,555
SUNOCO LOGISTICS	4,567		4,567
TC PIPELINES	9,166		9,166
TC PIPELINES	138		138
WESTERN GAS PARTNERS	-56,664		-56,664
WESTERN GAS PARTNERS	909		909
TESORO LOGISTICS LP	-75,822		-75,822
TESORO LOGISTICS LP	38		38
WILLIAMS PARTNERS LP	-61,782		-61,782
WILLIAMS PARTNERS LP	-6,311		-6,311

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 11 - Other Income (continued)

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
KKK EUROPEAN FUND	$ -4,301	$	$ -4,301
KKK EUROPEAN FUND	9,191		9,191
TOTAL	$ -139,139	$ 0	$ -139,139

Statement 4 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 61,833	$ 5,920	$	$ 55,913
TOTAL	$ 61,833	$ 5,920	$ 0	$ 55,913

Statement 5 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
WAYNE E. COLLIE, CPA	$ 17,460	$ 1,721	$	$ 15,739
AKIN, DOHERTY, KLEIN & FEUGE	18,000			18,000
TOTAL	$ 35,460	$ 1,721	$ 0	$ 33,739

Statement 6 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS GLOBAL MANAGEMENT INC	$ 306,801	$ 306,801	$	$
CONSULTING FEES-PUBLIC RELATIONS	13,867	1,387		12,480
COMPUTER CONSULTING FEES	7,124	660		6,464
TOTAL	$ 327,792	$ 308,848	$ 0	$ 18,944

Federal Statements

Statement 7 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ 98,500	$	$	$ 98,500
FOREIGN TAXES	27,850	27,850		
FEDERAL EXCISE TAX	284,651			
TOTAL	$ 411,001	$ 27,850	$ 0	$ 98,500

Statement 8 - 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	$ 2,883	S/L	10	$	$	$
FENCING & TRELLIS							
10/28/05	146,925	74,313	S/L	20	7,346		
STONE PATIO							
10/28/05	53,427	27,108	S/L	20	2,671		
FOUNTAIN							
10/28/05	181,370	92,168	S/L	20	9,068		
BATHROOM							
10/28/05	228,248	57,714	S/L	40	5,706		
WEDNESDAY CHILD IN-GROUND ARTWORK							
10/28/05	129,147	65,164	S/L	20	6,457		
IN-GROUND VAULT							
10/28/05	2,882	2,882	S/L	10			
IRRIGATION SYSTEM							
10/28/05	47,100	23,746	S/L	20	2,355		
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	146,300	S/L	20	14,465		
SIGNAGE							
7/01/06	7,700	7,700	S/L	10			
LAND							
10/28/05	165,000			0			
LANDSCAPE EQUIPMENT							
9/27/07	924	381	S/L	20	47		

Federal Statements

Statement 8 - 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
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	$ 14,025	$ 5,844	S/L	20	$ 701	$	$
LANDSCAPE LIGHTING							
2/08/07	13,028	5,808	S/L	20	652		
FENCING							
1/22/07	8,000	3,567	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-312	S/L	20	-35		
FOUNTAIN							
10/03/07	6,279	2,590	S/L	20	314		
PATIO							
11/07/07	9,838	4,017	S/L	20	492		
LANDSCAPE LIGHTING							
10/18/07	258	105	S/L	20	13		
WEBSITE							
12/31/07	1,438	767	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	27,802	S/L	39	3,475		
SHED							
1/18/08	897	710	S/L	10	90		
WEBSITE DESIGN							
1/17/08	1,120	1,120	S/L	7			
WEBSITE DESIGN							
2/21/08	2,500	2,500	S/L	7			
SHREDDER							
2/07/08	675	675	S/L	7			
POLYSOM CONFERENCE UNIT							
5/29/08	670	670	S/L	7			
OFFICE FURNITURE-HONDO PARTNERS							
8/01/08	8,200	8,200	S/L	7			

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
IRRIGATION ADN LANDSCAPE							
4/23/08	$ 7,790	$ 3,982	S/L	15	$ 519	$	$
ELECTRIC SHADES							
1/28/08	663	663	S/L	7			
OUTDOOR WALKWAY							
2/21/08	15,401	8,043	S/L	15	1,026		
OFFICE BUILDING IMPROVEMENTS							
5/22/08	4,604	895	S/L	39	118		
CLOSET MILLWORK							
5/22/08	1,299	253	S/L	39	33		
SKYLIGHT TINTING							
9/04/08	2,172	408	S/L	39	56		
ARCHITECT FEES							
5/30/07	4,384	2,150	S/L	20	219		
AERON CHARIS							
1/01/08	750	750	S/L	7			
130 SCHREINER PLACE							
1/01/08	67,883			0			
WEBSITE DESIGN							
2/10/09	646	638	S/L	7	8		
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	2,554	S/L	7	127		
BRUSH DEBRIS COLLECTOR							
12/13/09	611	531	S/L	7	80		
LAWN MOWER							
10/25/10	1,470	1,085	S/L	7	210		
COMPUTER-KELLY							
1/01/10	528	528	S/L	5			
LAPTOP							
1/01/10	1,486	1,486	S/L	5			

Federal Statements

Statement 8 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
WEBSITE							
9/30/10	$ 21	$ 21	S/L	3	$	$	$
PRINTER-DEBBIE							
2/10/10	885	885	S/L	5			
LADDER							
3/01/10	810	675	S/L	7	116		
WEBSITE							
3/01/10	253	253	S/L	3			
COMPUTERS-JAN & DEB							
3/15/10	1,121	1,121	S/L	5			
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	2,396	S/L	5			
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			
WEBSITE							
10/01/11	235	235	S/L	3			
WEBSITE							
11/01/11	169	169	S/L	3			

Federal Statements

Statement 8 - 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							
12/01/11	$ 101	$ 101	S/L	3	$	$	$
BLOWER							
5/31/11	541	354	S/L	7	77		
PUSH MOWER							
6/15/11	540	353	S/L	7	77		
WEBSITE DESIGN							
9/13/11	319	319	S/L	3			
LANDSCAPE-BAMBOO							
12/14/11	3,800	2,217	S/L	7	543		
PROJECTOR LIGHT BULBS							
1/31/12	6,810	3,811	S/L	7	972		
PENTHOUSE							
4/30/12	2,500,000			0			
PENTHOUSE FURNITURE							
4/30/12	233,050			0			
SIGNAGE							
6/30/12	770	385	S/L	7	110		
SIGNAGE							
7/10/12	340	170	S/L	7	49		
SIGNAGE							
9/07/12	5,154	2,454	S/L	7	737		
SIGNAGE							
11/30/12	520	229	S/L	7	74		
WEBSITE							
2/01/12	523	523	S/L	3			
WEBSITE							
3/01/12	234	234	S/L	3			
COMPUTER EXTRA OFFICE							
4/03/12	639	479	S/L	5	128		
WEBSITE							
5/01/12	180	180	S/L	3			
WEBSITE							
6/01/12	1,412	1,412	S/L	3			

Federal Statements

Statement 8 - 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
GREAT PLAINS SOFTWARE UPDATE							
6/15/12	$ 1,755	$ 1,755	S/L	3	$	$	$
WEBSITE							
7/01/12	463	463	S/L	3			
WEBSITE							
8/01/12	420	420	S/L	3			
WEBSITE							
9/01/12	21	21	S/L	3			
COPIER/SCANNER							
10/04/12	450	293	S/L	5	90		
WEBSITE							
12/01/12	128	128	S/L	3			
PODIUM							
5/03/12	1,584	830	S/L	7	226		
STANTIONS							
2/07/12	4,116	2,303	S/L	7	588		
BENCHES							
3/15/12	1,529	837	S/L	7	219		
HD TV AND MOUNT							
3/15/12	1,714	1,314	S/L	5	343		
BLACKOUT SHADES							
4/01/12	550	295	S/L	7	78		
ROOF IMPROVEMENTS							
6/29/12	10,290	923	S/L	39	264		
SECURITY SYSTEM							
9/24/12	5,696	475	S/L	39	146		
BLU RAY PLAYER							
9/24/12	2,518	1,637	S/L	5	504		
SHADES							
12/14/12	7,772	3,423	S/L	7	1,111		
MOWER							
12/20/13	500	143	S/L	7	71		
WEBSITE UPDATES							
1/31/13	43	41	S/L	3	2		

Federal Statements

Statement 8 - 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	$ 20	S/L	3	$ 1	$	$
TELEPHONE SYSTEM							
12/11/13	3,236	963	S/L	7	462		
APPLE COMPUTER-MAURA							
8/15/13	2,410	1,165	S/L	5	482		
APPLE COMPUTER-KELLY							
8/15/13	2,051	991	S/L	5	411		
APPLE MAC BOOK AIR-MAURA							
8/15/13	1,838	888	S/L	5	368		
SERVER TOWER							
8/15/13	2,297	1,110	S/L	5	460		
SERVER TOWER							
9/20/13	1,550	698	S/L	5	310		
WEBSITE UPDATES							
2/28/13	255	241	S/L	3	14		
WEBSITE UPDATES							
3/31/13	21	19	S/L	3	2		
WEBSITE UPDATES							
4/30/13	21	19	S/L	3	2		
WEBSITE UPDATES							
5/31/13	128	110	S/L	3	18		
WEBSITE UPDATES							
6/30/13	64	53	S/L	3	11		
WEBSITE UPDATES							
7/31/13	383	308	S/L	3	75		
WEBSITE UPDATES							
8/31/13	425	331	S/L	3	94		
WEBSITE UPDATES							
9/30/13	21	16	S/L	3	5		
WEBSITE UPDATES							
10/31/13	64	46	S/L	3	18		
WEBSITE UPDATES							
11/30/13	191	133	S/L	3	58		

Federal Statements

Statement 8 - 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	$ 137	S/L	39	$ 69	$	$
PROJECTORS							
9/06/13	66,444	31,007	S/L	5	13,289		
CARPET TILES							
10/15/13	8,632	2,775	S/L	7	1,233		
ELECTIRCAL OUTLET							
10/22/13	600	33	S/L	39	16		
GLASSES AND TRAYS							
11/15/13	718	222	S/L	7	103		
VACUUM							
11/15/13	899	278	S/L	7	129		
BLACKOUT SHADES							
12/03/13	10,348	3,080	S/L	7	1,478		
MIXER AND SPEAKERS							
1/27/14	2,720	745	S/L	7	388		
VIDEO CAMERA							
6/10/14	1,839	582	S/L	5	368		
PROJECTOR & SCREEN							
7/05/14	664	142	S/L	7	95		
APPLE IPAD							
1/15/14	1,006	402	S/L	5	201		
PEDESTALS AND STEPS							
10/09/14	1,005	32	S/L	39	26		
APPLE MAC							
3/10/14	2,015	739	S/L	5	403		
POTEET-ARCHITECT FEES							
4/30/14	31,986	1,367	S/L	39	820		
NEW LIGHTING							
4/08/14	1,014	45	S/L	39	26		
SKYLIGHT BLACKOUT							
4/08/14	3,191	798	S/L	7	456		
RUBIOLA-BUILD OUT							
4/22/14	101,476	4,337	S/L	39	2,602		

Federal Statements

Statement 8 - 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
DESK							
5/31/14	$ 275	$ 62	S/L	7	$ 40	$	$
HVAC UPGRADE							
6/04/14	700	28	S/L	39	18		
SPRINKLERS							
6/04/14	1,020	41	S/L	39	27		
SIGNAGE							
4/08/14	6,440	1,610	S/L	7	920		
2ND FLOOR ALARM SYSTEM							
2/27/14	930	44	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	502	S/L	39	301		
CONCRETE PATHWAY/NEW DOOR							
4/30/14	17,032	710	S/L	40	425		
WEBSITE DESIGN							
4/08/14	40,965	23,896		3	13,655		
152 CAMP LAND							
10/28/05	14,103			0			
SECURITY CAMERA							
4/17/15	2,705	361	S/L	5	541		
TRUCK							
12/31/15	30,297		S/L	5	6,059		
EXPANSION DESIGN PLANS (2015)							
11/01/16	3,750		S/L	15	42		
EXPANSION-DEMO GARAGE (2015)							
11/01/16	5,940		S/L	15	66		
EXPANSION DESIGN PLANS (2015)							
11/01/16	3,750		S/L	15	42		
EXPANSION PERMIT PLANS 2015							
11/01/16	600		S/L	15	7		

Federal Statements

Statement 8 - 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 UPDTE							
3/25/15	$ 2,560	$ 640	S/L	3	$ 853	$	$
COMPUTER							
5/15/15	983	131	S/L	5	197		
PRINTER							
8/11/15	800	67	S/L	5	160		
INTEREIOR WALL REMODEL							
5/01/15	1,065	18	S/L	39	28		
WATER MITIGATION WORK							
5/22/15	18,228	273	S/L	39	467		
SHADES							
7/25/15	1,128	12	S/L	39	29		
LAND							
12/31/15	473,550			0			
BUILDING IMPROVEMENTS							
12/31/15	246,130			39			
OWNER EXPENSE (IMP)							
12/31/15	22,427			39			
PROJECT MANAGMENT FEES							
12/31/15	45,700			39			
LEGAL FEES							
12/31/15	39,956			39			
PROJECT ARCHITECT FEES							
12/31/15	20,000			39			
DESIGN ARCHITECT FEES							
12/31/15	504,000			39			
MEP CONSULTANT							
12/31/15	40,000			39			
STRUCTURAL CONSULTANT							
12/31/15	42,000			39			
GEOTECHNICAL CONSULTANT							
12/31/15	7,200			39			
REIMBURSABLE EXPENSES							
12/31/15	3,417			39			

Federal Statements

Statement 8 - 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
DEMOLITION COSTS							
12/31/15 $	78,967 $			39 $		$	$
EXPANSION-DESIGN PLANS (2015)							
11/01/16	2,150		S/L	15	24		
ED OFFICE DESIGN PLAN							
5/01/15	1,000			0			
NEW SPRINKLER SYSTEM							
10/17/16	18,650		S/L	15	207		
BIKE RACKS							
10/20/16	5,905		S/L	7	141		
EXTERIOR SIGNAGE							
9/01/16	2,190		S/L	7	104		
WEBSITE UPDATES							
9/01/16	1,280		S/L	3	142		
WEBSITE UPDATES							
11/03/16	744		S/L	3	41		
PARK EXPANSION							
10/31/16	166,185		S/L	15	1,847		
PLANTS & IRRIGATION							
11/01/16	93,771		S/L	15	1,042		
LIGHTING							
11/01/16	19,480		S/L	15	216		
MODEL PEDESTAL							
5/05/16	574		S/L	7	55		
COMPUTER & MONITOR							
4/10/16	891		S/L	5	134		
SERVER							
5/10/16	1,358		S/L	5	181		
COMPUTER & MONITOR							
11/10/16	1,170		S/L	5	39		
SIGNAGE							
4/29/16	1,265		S/L	7	120		
SIGNAGE							
6/01/16	1,178		S/L	7	98		

Federal Statements

Statement 8 - 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
SIGNAGE							
7/20/16 $	6,375 $		S/L	7 $	379 $		$
WEBSITE UPDATE							
3/17/16	2,700		S/L	3	675		
OWNER EXPENSE							
12/31/16	11,791			0			
PROJECT MANAGEMENT							
12/31/16	50,768			0			
LEGAL FEES							
12/31/16	25,107			0			
PROJECT ARCHITECT							
12/31/16	240,788			0			
DESIGN ARCHITECT							
12/31/16	144,000			0			
MEP CONSULTANT							
12/31/16	83,550			0			
STRUCTURAL CONSULTANT							
12/31/16	84,350			0			
CIVIL ENGINEERING CONSULTANT							
12/31/16	34,569			0			
GEOTECHNICAL CONSULTANT							
12/31/16	750			0			
LANDSCAPE ARCHITECT							
12/31/16	7,135			0			
LIGHTING CONSULTANT							
12/31/16	43,000			0			
CURTAIN WALL CONSULTANT							
12/31/16	18,281			0			
ACCOUSTICAL CONSULTANT							
12/31/16	2,940			0			
REIMBURSABLES							
12/31/16	55,279			0			
GENERAL CONTRACTOR							
12/31/16	157,501			0			

Federal Statements

Statement 8 - 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
20 KNOLL TULIP CHAIRS							
4/30/12	$ 9,200	$		0	$	$	$
DIVANI SOFA							
4/30/12	6,000			0			
5 PATIO TABLES AND 20 MESH CHAIRS							
4/30/12	13,700			0			
TOTAL	$ 7,688,474	$ 712,788			$ 117,073	$ 0	$ 0

Statement 9 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ALARM MONITORING FEES	2,284	128		2,156
ART COLLECTION EXPENSES	172,928			172,928
ART PROGRAMS	119,285			119,285
BANK FEES	887	89		798
CLEANING EXPENSES	10,590	762		9,828
CONDOMINIUM FEES	55,250			55,250
CONTINUING EDUCATION EXPENSES	3,160			3,160
CONTRACT LABOR	1,860			1,860
EMPLOYEE BUSINESS EXPENSES	3,765			3,765
EXECUTIVE DIRECTOR SEARCH	45,578	11,271		34,307
GALLERY EXPENSES	747			747
INSURANCE	37,667	1,549		36,118
LANDSCAPE MAINTENANCE	11,069			11,069
MEMBERSHIPS	799			799
MISCELLANEOUS	4,466	38		4,428
MOVING EXPENSE	5,257			5,257
OFFICE EXPENSES	5,978	578		5,400
PAYROLL SERVICE FEES	3,459	865		2,594
POSTAGE	810	81		729

Federal Statements

Statement 9 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
REPAIRS	$ 49,978	$	$	$ 49,978
RETIREMENT PLAN FEES	1,397	140		1,257
SUBSCRIPTIONS	1,897	190		1,708
SUPPLIES	956	96		860
TELEPHONE	14,922	1,237		13,685
TRUCK EXPENSE	458			458
STORAGE EXPENSES	779			779
UTILITIES	36,113	2,374		33,738
TOTAL	$ 592,339	$ 19,398	$ 0	$ 572,941

Federal Statements

Statement 10 - 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	$ 421,216	$ 374,497	COST	$ 196,598
ADAMS STREET PARTNERSHIP-US	769,754	638,080	COST	653,007
BRINSON PARTNERSHIP 1999 PRIMARY FD	87,059	72,739	COST	32,040
BRINSON PARTNERSHIP 2000 PRIMARY FD	35,575	33,233	COST	14,395
GS MOUNT KELLET CAPITAL PARTNERS	1,106,645	1,061,431	COST	474,222
KKR EUROPEAN FUND		500,354	COST	513,587
UBS CAMBIAR	5,112,527	5,113,636	COST	5,113,636
UBS KAYNE	2,029,484	2,240,079	COST	2,974,501
UBS LONDON	2,249,093	2,122,437	COST	2,581,145
UBS MLP'S	3,059,740	2,681,047	COST	10,850,379
UBS O'CONNOR GLOBAL	2,500,000	2,500,000	COST	3,183,188
UBS REINHART	563,832	562,772	COST	556,069
UBS RESTRICTED FUND	1,973,557	2,484,322	COST	2,503,944
UBS RICHTER	15,177,710	14,332,501	COST	14,251,855
UBS SEIX HIGH YIELD	6,204,435	6,109,422	COST	6,221,643
UBS YACHTMAN	1,375,458	1,389,889	COST	1,694,492
UBS-AXONIC	2,000,000	2,000,000	COST	1,970,649
UBS-CAMP STREET PROCEEDS		3,399,088	COST	3,395,855
UBS-ETF	7,062,063	6,105,589	COST	622,177
UBS-LOCUST WOOD OFFSHORE	1,500,000	1,036,534	COST	1,140,489
TOTAL	$ 53,228,148	$ 54,757,650		$ 58,943,871

Statement 11 - 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	$ 16,964,419	$ 17,168,011	COST	$ 21,789,084
TOTAL	$ 16,964,419	$ 17,168,011		$ 21,789,084

Federal Statements

Statement 12 - 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	$ 4,929,120	$ 4,069,289	$ 757,560	$ 4,069,289
LAND	890,796	890,796		890,796
TOTAL	$ 5,819,916	$ 4,960,085	$ 757,560	$ 4,960,085

Federal Statements

Statement 13 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID FEDERAL EXCISE TAX	$ 305,605	$ 55,954	$ 55,954
ACCOUNTS RECEIVABLE-UBS	55,767		
TOTAL	$ 361,372	$ 55,954	$ 55,954

Statement 14 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
CONVERSION TO COST BASIS DIFFERENCES	$	$ 108,480
TOTAL	$ 0	$ 108,480

Federal Statements

Statement 15 - Form 990-PF, Part VII-A, Line 11 - Controlled Entity Information

Name / Address	EIN	Description	Amount
TRANSFERS TO CONTROLLED ENTITIES			$
PACE EXHIBITIONS, LLC PO BOX 830607 SAN ANTONIO TX 78283	36-4807298	DISREGARDED ENTITY	999,000
PACE SPACE, LLC PO BOX 830607 SAN ANTONIO TX 78283	46-5207982	DISREGARDED ENTITY	146,411
CHRISPARK, LLC PO BOX 830607 SAN ANTONIO TX 78283	38-3684164	DISREGARDED ENTITY	346,409
TOTAL			$ 1,491,820

Statement 16 - 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	86,000	14,707	0
KELLY O'CONNOR PO BOX 830607 SAN ANTONIO TX 78283	COLLECTIONS	40.00	68,000	11,591	0
RICK MOORE PO BOX 830607 SAN ANTONIO TX 78283	PRESIDENT	15.00	38,000	0	0
KATHRYN KANJO	TRUSTEE	1.00	28,000	0	0

Federal Statements

Statement 16 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
PO BOX 830607 SAN ANTONIO TX 78283					
JAN JARBOE RUSSELL PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	22,000	0	0
ANNE HODGES MORGAN PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	24,000	0	0
CHRISTOPHER MCKNIGHT PO BOX 830607 SAN ANTONIO TX 78283	FACILITIES	40.00	62,000	11,223	0
MICHAEL HARDWICK	EXEC. DIR.	40.00	28,923	0	0

Federal Statements

Statement 17 - 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 TWO 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 18 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
WEDDING FEES		$	1	$ 25	$
OTHER INCOME			1	384	
ADAMS STREET PARTNERSHIP	525990	-168	25		
ADAMS STREET PARTNERSHIP			14	6,572	
ADAMS STREET PARTNERSHIP-US	525990	1,617	25		
ADAMS STREET PARTNERSHIP-US			14	79,326	
BRINSON PARTNERSHIP FUND 19			14	11,469	
BRINSON PARTNERSHIP FUND 20			14	1,519	
BUCKEYE PARTNERS LP	211110	19,312	25		
BUCKEYE PARTNERS LP			14	-198	
ENERGY TRANSFER EQUITY LP	211110	-45,745	25		
ENERGY TRANSFER EQUITY LP			14	753	
ENTERPRISE PRODUCTS PARTNER	211110	7,495	25		
ENTERPRISE PRODUCTS PARTNER			14	-193	

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Statement 18 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
GS MOUNT KELLETT CAPITAL PA		$	14	$ 26,704	$
HOLLY ENERGY PARTNERS	211110	-16,820	25		
HOLLY ENERGY PARTNERS			14	455	
MAGELLAN MIDSTREAM PARTNERS			14	1,223	
MAGELLAN MIDSTREAM PARTNERS	211110	28,983	25		
MPLX ENERGY LOGISTICE	211110	-12,593	25		
MPLX ENERGY LOGISTICS			14	590	
NUSTAR ENERGY LP	211110	749	25		
NUSTAR ENERGY LP			14	254	
ONEOK PARTNERS LP	211110	-13,108	25		
ONEOK PARTNERS LP			14	-474	
PLAINS ALL AMERICAN PIPE LI	211110	-36,005	25		
PLAINS ALL AMERICAN PIPE LI			14	2,161	
SUNOCO LOGISTICS	211110	-22,555	25		
SUNOCO LOGISTICS			14	4,567	
TC PIPELINES	211110	9,166	25		
TC PIPELINES			14	138	
WESTERN GAS PARTNERS	211110	-56,664	25		
WESTERN GAS PARTNERS			14	909	
TESORO LOGISTICS LP	211110	-75,822	25		
TESORO LOGISTICS LP			14	38	
WILLIAMS PARTNERS LP	211110	-61,782	25		
WILLIAMS PARTNERS LP			14	-6,311	
KKK EUROPEAN FUND	211110	-4,301	25		
KKK EUROPEAN FUND			14	9,191	

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Statement 18 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
TOTAL		$ -278,241		$ 139,102	$ 0