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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.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

1712

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 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) ▶ $ 98,663,249

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))

	Line	Description	(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)	1,725,732			
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	843,876	843,876		
	4	Dividends and interest from securities	584,951	584,951		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	1,943,929			
	b	Gross sales price for all assets on line 6a 29,353,539				
	7	Capital gain net income (from Part IV, line 2)		2,040,499		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances 1,799				
	b	Less Cost of goods sold 1,637				
	c	Gross profit or (loss) (attach schedule) STMT 2	162		162	
	11	Other income (attach schedule) STMT 3	-203,984		-203,984	
	12	**Total.** Add lines 1 through 11	4,894,666	3,469,326	-203,822	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	494,398	88,614		405,784
	14	Other employee salaries and wages	79,688			79,688
	15	Pension plans, employee benefits	116,299	13,089		103,210
	16a	Legal fees (attach schedule) SEE STMT 4	86,457	8,408		78,049
	b	Accounting fees (attach schedule) STMT 5	28,260	1,001		27,259
	c	Other professional fees (attach schedule) STMT 6	504,159	332,531		171,628
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 7	39,896	22,376		11,497
	19	Depreciation (attach schedule) and depletion STMT 8	111,520			
	20	Occupancy	44,287			44,287
	21	Travel, conferences, and meetings	25,237			25,237
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 9 STMT 10	295,269	6,321		288,616
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,825,470	472,340	0	1,235,255
	25	Contributions, gifts, grants paid	740,000			740,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,565,470	472,340	0	1,975,255
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	2,329,196			
	b	**Net investment income** (if negative, enter -0-)		2,996,986		
	c	**Adjusted net income** (if negative, enter -0-)			0	

SCANNED MAR 25 2019

For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2017)

G44

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	210,989	137,121	108,966
	2	Savings and temporary cash investments	114,742	404,186	385,769
	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	1,218	1,218
	9	Prepaid expenses and deferred charges	4,440	4,540	4,540
	10a	Investments – U.S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 11	54,757,650	52,324,256	63,258,532
	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 12	17,168,011	17,555,861	25,661,935
	14	Land, buildings, and equipment basis ▶ 9,167,358			
		Less accumulated depreciation (attach sch) ▶ STMT 13 755,896	4,202,525	8,411,462	9,167,358
	15	Other assets (describe ▶ SEE STATEMENT 14)	55,954	74,931	74,931
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	76,515,275	78,913,575	98,663,249
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ SEE STATEMENT 15)	108,480	177,584	
	23	**Total liabilities** (add lines 17 through 22)	108,480	177,584	
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	76,406,795	78,735,991	
	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)	76,406,795	78,735,991	
	31	**Total liabilities and net assets/fund balances** (see instructions)	76,515,275	78,913,575	

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	76,406,795
2	Enter amount from Part I, line 27a	2	2,329,196
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	78,735,991
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	78,735,991

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (for example, 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	29,324,195		27,313,040	2,011,155
b	29,344			29,344
c				
d				
e				

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

	(i) FMV 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				2,011,155
b				29,344
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	2,040,499
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	2,011,155

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))
2016	3,311,767	59,380,627	0.055772
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

2	**Total** of line 1, column (d)	2	0.252750
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0.050550
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	63,887,253
5	Multiply line 4 by line 3	5	3,229,501
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29,970
7	Add lines 5 and 6	7	3,259,471
8	Enter qualifying distributions from Part XII, line 4	8	6,280,096

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

42608

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	29,970
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	29,970
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	29,970
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a: 74,931		
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	74,931
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	44,961
11	Enter the amount of line 10 to be: **Credited to 2018 estimated tax** ▶ 44,961 **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 the 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 2017 or the taxable year beginning in 2017? 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 16	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 2017, 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	N/A	1b		
	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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ 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 2017 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 2017)	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 2017?		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, and 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 17				

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	331,816
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 18	
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	64,734,375
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	125,780
d	**Total** (add lines 1a, b, and c)	1d	64,860,155
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	64,860,155
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	972,902
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	63,887,253
6	**Minimum investment return.** Enter 5% of line 5	6	3,194,363

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	3,194,363
2a	Tax on investment income for 2017 from Part VI, line 5 2a 29,970		
b	Income tax for 2017 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	29,970
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,164,393
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,164,393
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	3,164,393

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	1,975,255
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	4,304,841
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	6,280,096
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	29,970
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,250,126

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 2016	(c) 2016	(d) 2017
1	Distributable amount for 2017 from Part XI, line 7					3,164,393
2	Undistributed income, if any, as of the end of 2017					
a	Enter amount for 2016 only					
b	Total for prior years 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2017.					
a	From 2012					
b	From 2013					
c	From 2014	141,104				
d	From 2015	242,775				
e	From 2016	354,782				
f	**Total** of lines 3a through e		738,661			
4	Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 6,280,096					
a	Applied to 2016, 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 2017 distributable amount					3,164,393
e	Remaining amount distributed out of corpus		3,115,703			
5	Excess distributions carryover applied to 2017 (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		3,854,364			
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 2016 Subtract line 4a from line 2a. Taxable amount – see instructions					
f	Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					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 2012 not applied on line 5 or line 7 (see instructions)					
9	**Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		3,854,364			
10	Analysis of line 9					
a	Excess from 2013					
b	Excess from 2014	141,104				
c	Excess from 2015	242,775				
d	Excess from 2016	354,782				
e	Excess from 2017	3,115,703				

42608

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 2017, 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) 2017	**(b)** 2016	**(c)** 2015	**(d)** 2014	**(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 , to individuals or organizations under other conditions, complete items 2a, b, c, and d See instructions.

a The name, address, and telephone number or email 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
MCNAY ART MUSEUM 6000 N NEW BRAUNFELS SAN ANTONIO TX 78209	NONE	PUB CHARITY	PROGRAM ALL THIS AND HEAVEN TOO	20,000
Total			▶ **3a**	740,000
b *Approved for future payment* N/A				
Total			▶ **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	843,876	
4 Dividends and interest from securities			14	584,951	
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	2,040,499	-96,570
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			25	162	
11 Other revenue a					
b SEE STATEMENT 19		-407,926		203,942	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-407,926		3,673,430	-96,570

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,168,934

(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) (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) (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

Rick R. Moore | 2/7/2019 | 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	02/07/19	
Firm's name ▶ COLLIE & COMPANY CPAS, PLLC		PTIN	P00079891
Firm's address ▶ 20742 STONE OAK PARKWAY, SUITE 107 SAN ANTONIO, TX 78258-7478		Firm's EIN ▶	81-4756062
		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.**
▶ **Go to *www.irs.gov/Form990* for the latest information.**

OMB No 1545-0047

2017

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)

42608

Name of organization	Employer identification number
LINDA PACE FOUNDATION	04-3757853

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PACE 2005 CHARITABLE LEAD ANNUITY TR PO BOX 830607 SAN ANTONIO TX 78283	$ 1,050,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	ARTURO HERRERA HASENHEIDE 9 2.HH.- AUFG 1 - 2.OG BERLIN, GERMANY	$ 35,325	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
3	LINDA M PACE MANAGEMENT TRUST 2007 P O BOX 830607 SAN ANTONIO TX 78283	$ 640,252	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.)

DAA

Name of organization: LINDA PACE FOUNDATION

Employer identification number: 04-3757853

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
2	ART WORKS	$ 35,325	04/30/17
3	LAND & BUILDING	$ 626,167	06/30/17
3	1.38885% LP IN 160-CULEBRA LTD	$ 14,085	06/30/17
		$	
		$	
		$	

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
FOUNTAIN			PURCHASE				
	VARIOUS	12/31/17	$	$ 187,649	$ 21,444	$ 113,523	$ -95,570
OFFICE BUILD OUT SCRAPPED			PURCHASE				
	12/31/16	12/31/17		1,000			-1,000
TOTAL			$ 0	$ 188,649	$ 21,444	$ 113,523	$ -96,570

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	$ 1,799	$ 1,637	$ 162
TOTAL	$ 1,799	$ 1,637	$ 162

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	$ 750	$	$ 750
OTHER INCOME	675		675
ADAMS STREET PARTNERSHIP	8		8
ADAMS STREET PARTNERSHIP	15,828		15,828
ADAMS STREET PARTNERSHIP-US	1,681		1,681
ADAMS STREET PARTNERSHIP-US	85,562		85,562
BRINSON PARTNERSHIP FUND 1999	172		172
BRINSON PARTNERSHIP FUND 2000	1,039		1,039
BUCKEYE PARTNERS LP	11,173		11,173
BUCKEYE PARTNERS LP	6,800		6,800
ENERGY TRANSFER EQUITY LP	-40,581		-40,581
ENERGY TRANSFER EQUITY LP	2,556		2,556
ENTERPRISE PRODUCTS PARTNERS	-7,799		-7,799
ENTERPRISE PRODUCTS PARTNERS	-33		-33
GS MOUNT KELLETT CAPITAL PART	34,504		34,504
HOLLY ENERGY PARTNERS	-6,371		-6,371
HOLLY ENERGY PARTNERS	-50		-50
MAGELLAN MIDSTREAM PARTNERS	1,411		1,411
MAGELLAN MIDSTREAM PARTNERS	24,382		24,382
MPLX ENERGY LOGISTICE	-41,794		-41,794
MPLX ENERGY LOGISTICS	289		289
NUSTAR ENERGY LP	-8,201		-8,201
NUSTAR ENERGY LP	758		758
ONEOK PARTNERS LP	2,605		2,605
ONEOK PARTNERS LP	-44		-44
PLAINS ALL AMERICAN PIPE LINE	-41,312		-41,312
PLAINS ALL AMERICAN PIPE LINE	-241		-241
SUNOCO LOGISTICS	10,835		10,835
SUNOCO LOGISTICS	49,149		49,149
ENERGY TRANSFER PARTNERS LP	-86,754		-86,754
ENERGY TRANSFER PARTNERS LP	4,938		4,938
TC PIPELINES	3		3
TC PIPELINES	-515		-515
WESTERN GAS PARTNERS	-64,519		-64,519
WESTERN GAS PARTNERS	34,524		34,524
ANDEAVOR LOGISTICS LP	-87,731		-87,731
ANDEAVOR LOGISICS LP	-187		-187

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
WILLIAMS PARTNERS LP	$ -17,034	$	$ -17,034
WILLIAMS PARTNERS LP	-5,176		-5,176
KKR EUROPEAN FUND	-17,268		-17,268
KKR EUROPEAN FUND	-30,442		-30,442
KKR AMERICAS FUND XII LP	-19,794		-19,794
KKR ASIAN FUND III LP	-19,388		-19,388
KKR ASIAN FUND III LP	710		710
KKR ASIAN FUND III JAPAN AIV	-67		-67
KKR ASIAN FUND III JAPAN AIV	-50		-50
160 - CULEBRA LTD	1,015		1,015
TOTAL	$ -203,984	$ 0	$ -203,984

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 86,457	$ 8,408	$	$ 78,049
TOTAL	$ 86,457	$ 8,408	$ 0	$ 78,049

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
COLLIE & COMPANY PLLC	$ 10,260	$ 1,001	$	$ 9,259
AKIN, DOHERTY, KLEIN & FEUGE	18,000			18,000
TOTAL	$ 28,260	$ 1,001	$ 0	$ 27,259

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS GLOBAL MANAGEMENT INC	$ 331,816	$ 331,816	$	$
CONSULTING FEES-PUBLIC RELATIONS	14,400			14,400
COMPUTER CONSULTING FEES	7,656	715		6,941
CONSULTING-BRANDING & WEB	150,287			150,287
TOTAL	$ 504,159	$ 332,531	$ 0	$ 171,628

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ 11,497	$	$	$ 11,497
FOREIGN TAXES	22,376	22,376		
FEDERAL EXCISE TAX	6,023			
TOTAL	$ 39,896	$ 22,376	$ 0	$ 11,497

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	81,659	S/L	20	7,347		
STONE PATIO							
10/28/05	53,427	29,779	S/L	20	2,671		
FOUNTAIN							
10/28/05	181,370	101,236	S/L	20	9,069		
BATHROOM							
10/28/05	228,248	63,420	S/L	40	5,706		

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
WEDNESDAY CHILD IN-GROUND ARTWORK							
10/28/05	$ 129,147	$ 71,621	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	26,101	S/L	20	2,355		
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	160,765	S/L	20	14,465		
LAND							
10/28/05	165,000			0			
LANDSCAPE EQUIPMENT							
9/27/07	924	428	S/L	20	46		
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	14,025	6,545	S/L	20	701		
LANDSCAPE LIGHTING							
2/08/07	13,028	6,460	S/L	20	651		
FENCING							
1/22/07	8,000	3,967	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-347	S/L	20	-35		
FOUNTAIN							
10/03/07	6,279	2,904	S/L	20	314		
PATIO							
11/07/07	9,838	4,509	S/L	20	492		
LANDSCAPE LIGHTING							
10/18/07	258	118	S/L	20	13		
WEBSITE							
12/31/07	1,438	863	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	31,277	S/L	39	3,475		

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
SHED							
1/18/08 $	897 $	800	S/L	10 $	89 $	$	
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			
IRRIGATION ADN LANDSCAPE							
4/23/08	7,790	4,501	S/L	15	519		
ELECTRIC SHADES							
1/28/08	663	663	S/L	7			
OUTDOOR WALKWAY							
2/21/08	15,401	9,069	S/L	15	1,027		
OFFICE BUILDING IMPROVEMENTS							
5/22/08	4,604	1,013	S/L	39	118		
CLOSET MILLWORK							
5/22/08	1,299	286	S/L	39	33		
SKYLIGHT TINTING							
9/04/08	2,172	464	S/L	39	56		
ARCHITECT FEES							
5/30/07	4,384	2,369	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	646	S/L	7			
DIGITAL CAMERA							
2/19/09	849	849	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
GREAT PLAINS SERVIER LICENSE							
4/21/09	$ 2,879	$ 2,879	S/L	3	$	$	$
WEBSITE DESIGN							
5/01/09	2,681	2,681	S/L	7			
BRUSH DEBRIS COLLECTOR							
12/13/09	611	611	S/L	7			
LAWN MOWER							
10/25/10	1,470	1,295	S/L	7	175		
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	885	S/L	5			
LADDER							
3/01/10	810	791	S/L	7	19		
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			

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
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			
WEBSITE							
12/01/11	101	101	S/L	3			
BLOWER							
5/31/11	541	431	S/L	7	77		
PUSH MOWER							
6/15/11	540	430	S/L	7	77		
WEBSITE DESIGN							
9/13/11	319	319	S/L	3			
LANDSCAPE-BAMBOO							
12/14/11	3,800	2,760	S/L	7	542		
SIGNAGE							
6/30/12	770	495	S/L	7	110		
SIGNAGE							
7/10/12	340	219	S/L	7	48		
SIGNAGE							
9/07/12	5,154	3,191	S/L	7	736		
SIGNAGE							
11/30/12	520	303	S/L	7	75		
WEBSITE							
2/01/12	523	523	S/L	3			
WEBSITE							
3/01/12	234	234	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
COMPUTER EXTRA OFFICE							
4/03/12	$ 639	$ 607	S/L	5	$ 32	$	$
WEBSITE							
5/01/12	180	180	S/L	3			
WEBSITE							
6/01/12	1,412	1,412	S/L	3			
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	383	S/L	5	67		
WEBSITE							
12/01/12	128	128	S/L	3			
PODIUM							
5/03/12	1,584	1,056	S/L	7	226		
STANTIONS							
2/07/12	4,116	2,891	S/L	7	588		
BENCHES							
3/15/12	1,529	1,056	S/L	7	218		
MOWER							
12/20/13	500	214	S/L	7	72		
WEBSITE UPDATES							
1/31/13	43	43	S/L	3			
WEBSITE UPDATES							
2/28/13	21	21	S/L	3			
TELEPHONE SYSTEM							
12/11/13	3,236	1,425	S/L	7	462		
APPLE COMPUTER-MAURA							
8/15/13	2,410	1,647	S/L	5	482		

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
APPLE COMPUTER-KELLY							
8/15/13	$ 2,051	$ 1,402	S/L	5	$ 410	$	$
APPLE MAC BOOK AIR-MAURA							
8/15/13	1,838	1,256	S/L	5	368		
SERVER TOWER							
8/15/13	2,297	1,570	S/L	5	459		
SERVER TOWER							
9/20/13	1,550	1,008	S/L	5	310		
WEBSITE UPDATES							
2/28/13	255	255	S/L	3			
WEBSITE UPDATES							
3/31/13	21	21	S/L	3			
WEBSITE UPDATES							
4/30/13	21	21	S/L	3			
WEBSITE UPDATES							
5/31/13	128	128	S/L	3			
WEBSITE UPDATES							
6/30/13	64	64	S/L	3			
WEBSITE UPDATES							
7/31/13	383	383	S/L	3			
WEBSITE UPDATES							
8/31/13	425	425	S/L	3			
WEBSITE UPDATES							
9/30/13	21	21	S/L	3			
WEBSITE UPDATES							
10/31/13	64	64	S/L	3			
WEBSITE UPDATES							
11/30/13	191	191	S/L	3			
ARCHITECT FEES							
10/22/13	2,675	206	S/L	39	68		
CARPET TILES							
10/15/13	8,632	4,008	S/L	7	1,233		
VACUUM							
11/15/13	899	407	S/L	7	128		

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
MIXER AND SPEAKERS							
1/27/14	$ 2,720	$ 1,133	S/L	7	$ 389	$	$
VIDEO CAMERA							
6/10/14	1,839	950	S/L	5	368		
PROJECTOR & SCREEN							
7/05/14	664	237	S/L	7	95		
APPLE IPAD							
1/15/14	1,006	603	S/L	5	202		
PEDESTALS AND STEPS							
10/09/14	1,005	58	S/L	39	26		
APPLE MAC							
3/10/14	2,015	1,142	S/L	5	402		
POTEET-ARCHITECT FEES							
4/30/14	31,986	2,187	S/L	39	820		
NEW LIGHTING							
4/08/14	1,014	71	S/L	39	26		
SKYLIGHT BLACKOUT							
4/08/14	3,191	1,254	S/L	7	455		
RUBIOLA-BUILD OUT							
4/22/14	101,476	6,939	S/L	39	2,601		
DESK							
5/31/14	275	102	S/L	7	39		
HVAC UPGRADE							
6/04/14	700	46	S/L	39	18		
SPRINKLERS							
6/04/14	1,020	68	S/L	39	26		
SIGNAGE							
4/08/14	6,440	2,530	S/L	7	920		
DEMOLITION PLANS							
11/14/14	10,129			0			
ASBESTOS SURVEY							
12/01/14	2,400			0			
FIRE & SECURITY SYSTEM							
5/06/14	11,744	803	S/L	39	301		

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
CONCRETE PATHWAY/NEW DOOR							
4/30/14	$ 17,032	$ 1,135	S/L	40	$ 426	$	$
WEBSITE DESIGN							
4/08/14	40,965	37,551		3	3,414		
152 CAMP LAND							
10/28/05	14,103			0			
SECURITY CAMERA							
4/17/15	2,705	902	S/L	5	541		
TRUCK							
12/31/15	30,297	6,059	S/L	5	6,060		
EXPANSION DESIGN PLANS (2015)							
11/01/16	3,750	42	S/L	15	250		
EXPANSION-DEMO GARAGE (2015)							
11/01/16	5,940	66	S/L	15	396		
EXPANSION DESIGN PLANS (2015)							
11/01/16	3,750	42	S/L	15	250		
EXPANSION PERMIT PLANS 2015							
11/01/16	600	7	S/L	15	40		
WEBSITE UPDTE							
3/25/15	2,560	1,493	S/L	3	854		
COMPUTER							
5/15/15	983	328	S/L	5	196		
PRINTER							
8/11/15	800	227	S/L	5	160		
INTEREIOR WALL REMODEL							
5/01/15	1,065	46	S/L	39	27		
WATER MITIGATION WORK							
5/22/15	18,228	740	S/L	39	467		
SHADES							
7/25/15	1,128	41	S/L	39	29		
LAND							
12/31/15	473,550			0			
BUILDING IMPROVEMENTS							
12/31/15	246,130			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
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			
DEMOLITION COSTS							
12/31/15	77,967			39			
EXPANSION-DESIGN PLANS (2015)							
11/01/16	2,150	24	S/L	15	143		
NEW SPRINKLER SYSTEM							
10/17/16	18,650	207	S/L	15	1,244		
BIKE RACKS							
10/20/16	5,905	141	S/L	7	843		
EXTERIOR SIGNAGE							
9/01/16	2,190	104	S/L	7	313		
WEBSITE UPDATES							
9/01/16	1,280	142	S/L	3	427		
WEBSITE UPDATES							
11/03/16	744	41	S/L	3	248		
PARK EXPANSION							
10/31/16	166,185	1,847	S/L	15	11,079		

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
PLANTS & IRRIGATION							
11/01/16 $	93,771 $	1,042	S/L	15 $	6,251 $		$
LIGHTING							
11/01/16	19,480	216	S/L	15	1,299		
MODEL PEDESTAL							
5/05/16	574	55	S/L	7	82		
COMPUTER & MONITOR							
4/10/16	891	134	S/L	5	178		
SERVER							
5/10/16	1,358	181	S/L	5	272		
COMPUTER & MONITOR							
11/10/16	1,170	39	S/L	5	234		
SIGNAGE							
4/29/16	1,265	120	S/L	7	181		
SIGNAGE							
6/01/16	1,178	98	S/L	7	168		
SIGNAGE							
7/20/16	6,375	379	S/L	7	911		
WEBSITE UPDATE							
3/17/16	2,700	675	S/L	3	900		
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			

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
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			
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			
LANDSCAPE LIGHTING							
3/30/17	54,865		S/L	15	2,743		
MOWER-NORTHERN TOOL							
9/15/17	500		S/L	7	24		
ALARM SYSTEM							
1/05/17	705		S/L	39	18		
REFRIGERATOR							
2/15/17	652		S/L	7	85		
SERVER							
5/16/17	1,000		S/L	5	117		
WEBSITE HOSTING							
2/15/17	70		S/L	3	21		

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 HOSTING							
4/10/17	$ 2,700	$	S/L	3	$ 675	$	$
OWNER EXPENSE							
12/31/17	10,485			0			
PROJECT MANAGEMENT							
12/31/17	29,916			0			
LEGAL FEES							
12/31/17	26,201			0			
PROJECT ARCHITECT							
12/31/17	332,301			0			
DESIGN ARCHITECT							
12/31/17	107,867			0			
MEP CONSULTANT							
12/31/17	87,320			0			
ADA CONSULTANT							
12/31/17	5,440			0			
STRUCTURAL CONSULTANT							
12/31/17	159,920			0			
CIVIL ENGINEERING CONSULTANT							
12/31/17	48,399			0			
GEOTECHNICAL CONSULTANT							
12/31/17	20,969			0			
LANDSCAPE ARCHITECT							
12/31/17	14,220			0			
LIGHTING CONSULTANT							
12/31/17	34,650			0			
CURTAIN WALL CONSULTANT							
12/31/17	37,969			0			
ACCOUSTICAL CONSULTANT							
12/31/17	3,920			0			
REIMBURSABLES							
12/31/17	32,953			0			
GENERAL CONTRACTOR							
12/31/17	2,441,703			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
OWNER EXPENSES							
12/31/17	$ 10,242	$		0	$	$	$
LEGAL FEES							
12/31/17	32,393			0			
PROJECT ARCHITECT							
12/31/17	80,945			0			
MEP CONSULTANT							
12/31/17	16,541			0			
STRUCTURAL CONSULTANT							
12/31/17	15,000			0			
CIVIL ENGINEER CONSULTANT							
12/31/17	34,725			0			
GEOTECHNICAL CONSULTANT							
12/31/17	2,850			0			
REIMBURSABLES							
12/31/17	134			0			
GENERAL CONTRACTOR							
12/31/17	241,662			0			
ASBESTOS ABATEMENT							
12/31/17	18,980			0			
LANDSCAPE ARCHITECT							
12/31/17	1,800			0			
CURTAIN WALL CONSULTANT							
12/31/17	7,003			0			
SHELVING SYSTEM							
12/31/17	25,444			0			
SECURITY SYSTEM							
12/31/17	15,000			0			
BUILDING							
12/31/17	338,064			0			
LAND							
6/30/17	90,000			0			
SIGNAGE							
12/31/17	4,415		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
TOTAL		$ 9,221,257	$ 757,569			$ 111,520	$ 0	$ 0

Statement 9 - Form 990-PF, Part I, Line 23 - Amortization

Description	Date Acquired	Cost Basis	Prior Year Amortization	Life	Current Year Amortization	Net Investment Income	Adjusted Net Income	COGS
DOMAIN NAME								
	3/15/17	$ 6,000	$	15	$ 333	$	$	
TOTAL		$ 6,000	$ 0		$ 333	$ 0	$ 0	

Statement 10 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ALARM MONITORING FEES	5,559	442		5,117
ART COLLECTION EXPENSES	64,871			64,871
ART PROGRAMS	61,706			61,706
BANK FEES	549	55		494
CLEANING EXPENSES	10,850	777		10,073
COMMUNITY EVENTS	9,184	918		8,266
CONTINUING EDUCATION EXPENSES	12,849			12,849
CONTRACT LABOR	3,993			3,993
EMPLOYEE BUSINESS EXPENSES	3,571			3,571
INSURANCE	19,426	432		18,994
LANDSCAPE MAINTENANCE	15,217			15,217
MEMBERSHIPS	1,195			1,195
MISCELLANEOUS	3,566	6		3,561

Federal Statements

Statement 10 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MOVING EXPENSE	$ 616	$	$	$ 616
OFFICE EXPENSES	7,768	629		7,139
PARKING EXPENSE	9,217			9,217
PAYROLL SERVICE FEES	3,687	922		2,765
POSTAGE	1,070	107		963
REPAIRS	9,549			9,549
SUBSCRIPTIONS	2,295	230		2,065
SUPPLIES	1,457	146		1,311
TELEPHONE	16,310	1,410		14,900
TRUCK EXPENSE	1,209			1,209
STORAGE EXPENSES	9,982			9,982
UTILITIES	19,240	247		18,993
TOTAL	$ 294,936	$ 6,321	$ 0	$ 288,616

Statement 11 - 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	$ 374,497	$ 329,363	COST	$ 125,365
ADAMS STREET PARTNERSHIP-US	638,080	549,979	COST	552,363
BRINSON PARTNERSHIP 1999 PRIMARY FD	72,739	72,911	COST	11,937
BRINSON PARTNERSHIP 2000 PRIMARY FD	33,233	31,449	COST	5,149
GS MOUNT KELLET CAPITAL PARTNERS	1,061,431	983,778	COST	302,702
KKR EUROPEAN FUND	500,354	939,893	COST	1,074,865
KKR AMERICAS FUND XII LP		-19,794	COST	
KKR AMERICAS FUND XII BLOCKER		22,747	COST	
KKR ASIAN FUND III LP		-18,678	COST	
KKR ASIAN FUND III JAPAN AIV LP		-117	COST	
UBS CAMBIAR	5,113,636	2,512,232	COST	2,925,644
UBS KAYNE	2,240,079	2,441,009	COST	3,555,189
UBS LONDON	2,122,437	2,100,077	COST	2,931,808
UBS MLP'S	2,681,047	2,720,461	COST	10,027,239
UBS NINETEEN77 GLOBAL	2,500,000	137,580	COST	137,580
UBS REINHART	562,772	568,306	COST	567,083

Federal Statements

Statement 11 - 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 RESTRICTED FUND	$ 2,484,322	$ 3,115,217	COST	$ 3,295,787
UBS RICHTER	14,332,501	10,951,106	COST	10,850,916
UBS SEIX HIGH YIELD	6,109,422		COST	
UBS YACHTMAN	1,389,889		COST	
UBS-AXONIC	2,000,000	2,000,000	COST	2,104,945
UBS-CAMP STREET PROCEEDS	3,399,088	3,075,048	COST	3,056,003
UBS-ETF	6,105,589	16,832,408	COST	18,293,525
UBS-LOCUST WOOD OFFSHORE	1,036,534	1,036,534	COST	1,285,952
UBS-VAUGHAN NELSON		1,927,647	COST	2,154,480
160 - CULEBRA LTD		15,100	COST	
TOTAL	$ 54,757,650	$ 52,324,256		$ 63,258,532

Statement 12 - 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	$ 17,168,011	$ 17,555,861	COST	$ 25,661,935
TOTAL	$ 17,168,011	$ 17,555,861		$ 25,661,935

Statement 13 - 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	$ 3,311,729	$ 8,186,562	$ 755,896	$ 8,186,562
LAND	890,796	980,796		980,796
TOTAL	$ 4,202,525	$ 9,167,358	$ 755,896	$ 9,167,358

Federal Statements

Statement 14 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
PREPAID FEDERAL EXCISE TAX	$ 55,954	$ 74,931	$ 74,931
TOTAL	$ 55,954	$ 74,931	$ 74,931

Statement 15 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
CONVERSION TO COST BASIS DIFFERENCES	$ 108,480	$ 177,584
TOTAL	$ 108,480	$ 177,584

Federal Statements

Statement 16 - 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	3,538,437
PACE SPACE, LLC PO BOX 83067 SAN ANTONIO TX 78283	45-5207982	DISREGARDED ENTITY	115,425
CHRISPARK, LLC PO BOX 83067 SAN ANTONO TX 78283	38-3684164	DISREGARDED ENTITY	122,500
LPF OPERATION, LLC PO BOX 83067 SAN ANTONIO TX 78283	82-1552752	DISREGARDED ENTITY	1,001,167
TOTAL			$ 4,777,529

Statement 17 - 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	93,800	14,468	0
KELLY O'CONNOR PO BOX 830607 SAN ANTONIO TX 78283	COLLECTIONS	40.00	75,390	12,680	0
RICK MOORE	PRESIDENT	15.00	38,000	0	0

Federal Statements

Statement 17 - 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					
KATHRYN KANJO PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	28,000	0	0
ALEXANDRA PERSON PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	28,000	0	0
LAURA WRIGHT 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	66,900	12,350	0
MICHAEL HARDWICK PO BOX 830607 SAN ANTONIO TX 78283	EXEC. DIR.	40.00	136,308	19,727	0

Federal Statements

Statement 18 - 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 19 - 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	675	
ADAMS STREET PARTNERSHIP	525990	8	25		
ADAMS STREET PARTNERSHIP			14	15,828	
ADAMS STREET PARTNERSHIP-US	525990	1,681	25		
ADAMS STREET PARTNERSHIP-US			14	85,562	
BRINSON PARTNERSHIP FUND 19			14	172	
BRINSON PARTNERSHIP FUND 20			14	1,039	
BUCKEYE PARTNERS LP	211110	11,173	25		
BUCKEYE PARTNERS LP			14	6,800	
ENERGY TRANSFER EQUITY LP	211110	-40,581	25		
ENERGY TRANSFER EQUITY LP			14	2,556	
ENTERPRISE PRODUCTS PARTNER	211110	-7,799	25		
ENTERPRISE PRODUCTS PARTNER			14	-33	

Federal Statements

Statement 19 - 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	$ 34,504	$
HOLLY ENERGY PARTNERS	211110	-6,371	25		
HOLLY ENERGY PARTNERS			14	-50	
MAGELLAN MIDSTREAM PARTNERS			14	1,411	
MAGELLAN MIDSTREAM PARTNERS	211110	24,382	25		
MPLX ENERGY LOGISTICE	211110	-41,794	25		
MPLX ENERGY LOGISTICS			14	289	
NUSTAR ENERGY LP	211110	-8,201	25		
NUSTAR ENERGY LP			14	758	
ONEOK PARTNERS LP	211110	2,605	25		
ONEOK PARTNERS LP			14	-44	
PLAINS ALL AMERICAN PIPE LI	211110	-41,312	25		
PLAINS ALL AMERICAN PIPE LI			14	-241	
SUNOCO LOGISTICS	211110	10,835	25		
SUNOCO LOGISTICS			14	49,149	
ENERGY TRANSFER PARTNERS LP	211110	-86,754	25		
ENERGY TRANSFER PARTNERS LP			14	4,938	
TC PIPELINES	211110	3	25		
TC PIPELINES			14	-515	
WESTERN GAS PARTNERS	211110	-64,519	25		
WESTERN GAS PARTNERS			14	34,524	
ANDEAVOR LOGISTICS LP	211110	-87,731	25		
ANDEAVOR LOGISICS LP			14	-187	
WILLIAMS PARTNERS LP	211110	-17,034	25		
WILLIAMS PARTNERS LP			14	-5,176	
KKR EUROPEAN FUND	211110	-17,268	25		

Federal Statements

Statement 19 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
KKR EUROPEAN FUND		$	14	$ -30,442	$
KKR AMERICAS FUND XII LP	211110	-19,794	25		
KKR ASIAN FUND III LP	211110	-19,388	25		
KKR ASIAN FUND III LP			14	710	
KKR ASIAN FUND III JAPAN AI	211110	-67	25		
KKR ASIAN FUND III JAPAN AI			14	-50	
160 - CULEBRA LTD			14	1,015	
TOTAL		$ -407,926		$ 203,942	$ 0