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Form 990-PF

C&E 911

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.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018 or tax year beginning , and ending

Name of foundation	A Employer identification number
LINDA PACE FOUNDATION	04-3757853
Number and street (or P O box number if mail is not delivered to street address) / Room/suite	B Telephone number (see instructions)
P.O. BOX 830607	210-226-6663
City or town, state or province, country, and ZIP or foreign postal code	C If exemption application is pending, check here ▶ ☐
SAN ANTONIO TX 78283	

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) ▶ $ 79,345,276

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

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

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Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	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)	956,600			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	268,291	268,291		
	4	Dividends and interest from securities	945,360	945,360		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	966,842			
	b	Gross sales price for all assets on line 6a 32,958,829				
	7	Capital gain net income (from Part IV, line 2)		966,842		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances 823				
	b	Less Cost of goods sold 1,100				
	c	Gross profit or (loss) (attach schedule) STMT 1	-277		-277	
	11	Other income (attach schedule) STMT 2	143,317		143,317	
	12	**Total.** Add lines 1 through 11	3,280,133	2,180,493	143,040	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	366,250	54,500		311,750
	14	Other employee salaries and wages	104,512			104,512
	15	Pension plans, employee benefits	92,480	6,086		86,394
	16a	Legal fees (attach schedule) SEE STMT 3	41,480	238		41,242
	b	Accounting fees (attach schedule) STMT 4	32,575	1,328		31,247
	c	Other professional fees (attach schedule) STMT 5	467,979	341,969		126,010
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 6	64,141	14,535		19,636
	19	Depreciation (attach schedule) and depletion STMT 7	136,036			
	20	Occupancy	47,007			47,007
	21	Travel, conferences, and meetings	18,334			18,334
	22	Printing and publications	1,876			1,876
	23	Other expenses (att sch) STMT 8 STMT 9	485,277	9,986		474,891
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,857,947	428,642	0	1,262,899
	25	Contributions, gifts, grants paid	700,000			700,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,557,947	428,642	0	1,962,899
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	722,186			
	b	**Net investment income** (if negative, enter -0-)		1,751,851		
	c	**Adjusted net income** (if negative, enter -0-)			143,040	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

				Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing		137,121	251,522	251,522
	2	Savings and temporary cash investments		404,186	214,933	214,933
	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		1,218	3,627	3,627
	9	Prepaid expenses and deferred charges		4,540	6,990	6,990
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule)	SEE STMT 10	52,324,256	43,324,637	34,034,890
	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	17,555,861	18,042,781	26,148,854
	14	Land, buildings, and equipment basis ▶	18,621,462			
		Less accumulated depreciation (attach sch) ▶ STMT 12	892,319	8,411,462	17,729,143	18,621,462
	15	Other assets (describe ▶ SEE STATEMENT 13)		74,931	62,998	62,998
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)		78,913,575	79,636,631	79,345,276
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 14)		177,584	186,954	
	23	**Total liabilities** (add lines 17 through 22)		177,584	186,954	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26, and lines 30 and 31.**	▶ [X]			
	24	Unrestricted		78,735,991	79,449,677	
	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)		78,735,991	79,449,677	
	31	**Total liabilities and net assets/fund balances** (see instructions)		78,913,575	79,636,631	

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	78,735,991
2	Enter amount from Part I, line 27a	2	722,186
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	79,458,177
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 15	5	8,500
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	79,449,677

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (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	ASSET DISPOSAL	P	06/30/17	01/01/18
b	PUBLICLY TRADED SECURITIES	P		
c	UBS CAPITAL GAIN DIST			
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			36,664	-36,664
b	32,957,988		31,955,323	1,002,665
c	841			841
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				-36,664
b				1,002,665
c				841
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	966,842
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	966,001

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 doesn't 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))
2017	6,250,126	63,887,253	0.097831
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

2	**Total** of line 1, column (d)	2	0.301940
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	0.060388
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	57,672,948
5	Multiply line 4 by line 3	5	3,482,754
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,519
7	Add lines 5 and 6	7	3,500,273
8	Enter qualifying distributions from Part XII, line 4	8	11,785,568

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter **(attach copy of letter if necessary—see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	17,519
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	17,519
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	17,519
6	Credits/Payments			
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a 69,961		
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	69,961
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	52,442
11	Enter the amount of line 10 to be **Credited to 2019 estimated tax ▶** 52,442 **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 2018 or the taxable year beginning in 2018? See instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions 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
150 CAMP STREET
Located at ▶ SAN ANTONIO TX ZIP+4 ▶ 78204

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2018, 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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?	☐ 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 2018 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 2018)	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 2018?		4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions N/A	5b		
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		
8	Is the foundation subject to the section 4960 tax on payment(s) of more than $1,000,000 in remuneration or excess parachute payment(s) during the year? ☐ Yes ☒ No			

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	340,898
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	58,385,831
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	165,385
d	**Total** (add lines 1a, b, and c)	1d	58,551,216
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	58,551,216
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	878,268
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	57,672,948
6	**Minimum investment return.** Enter 5% of line 5	6	2,883,647

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	2,883,647
2a	Tax on investment income for 2018 from Part VI, line 5 — 2a 17,519		
b	Income tax for 2018 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	17,519
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,866,128
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,866,128
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	2,866,128

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	1,962,899
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	9,822,669
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	11,785,568
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	17,519
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	11,768,049

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7					2,866,128
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only					
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2018					
a From 2013					
b From 2014	141,104				
c From 2015	242,775				
d From 2016	354,782				
e From 2017	3,115,703				
f Total of lines 3a through e		3,854,364			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ $ 11,785,568					
a Applied to 2017, 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 2018 distributable amount					2,866,128
e Remaining amount distributed out of corpus		8,919,440			
5 Excess distributions carryover applied to 2018 (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		12,773,804			
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 2017 Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019					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 2013 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a		12,773,804			
10 Analysis of line 9					
a Excess from 2014	141,104				
b Excess from 2015	242,775				
c Excess from 2016	354,782				
d Excess from 2017	3,115,703				
e Excess from 2018	8,919,440				

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 2018, 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 (a) 2018	Prior 3 years (b) 2017	(c) 2016	(d) 2015	(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
Total			▶ 3a	700,000
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 (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	268,291	
4 Dividends and interest from securities			14	945,360	
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	966,842	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			25	-277	
11 Other revenue a					
b SEE STATEMENT 19		-206,214		349,531	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-206,214		2,529,747	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 2,323,533

(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	

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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

Tama Wright — Signature of officer or trustee | 11/14/2019 — Date | SECRETARY — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
WAYNE E. COLLIE	WAYNE E. COLLIE	11/13/19	

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

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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

2018

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 (entering) "N/A" in column (b) instead of the contributor name and address), 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)

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Name of organization: LINDA PACE FOUNDATION

Employer identification number: 04-3757853

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PACE 2005 CHARITABLE LEAD ANNUITY TR PO BOX 830607 SAN ANTONIO TX 78283	$ 612,851	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	LINDA M PACE MANAGEMENT TRUST 2007 P O BOX 830607 SAN ANTONIO TX 78283	$ 283,484	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
3	HARE & HOUND PRESS 127 GRANT AVENUE SAN ANTONIO TX 78209	$ 60,230	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)

Name of organization	Employer identification number
LINDA PACE FOUNDATION	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
3	ART COLLECTION	$ 60,230	02/27/18
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		$	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 10c - Gross Sales less Cost of Goods Sold

Description	Gross Sales	COGS	Gross Profit
SALE OF BAGS AND MEDALS	$ 823	$ 1,100	$ -277
TOTAL	$ 823	$ 1,100	$ -277

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ADAMS STREET PARTNERSHIP	$ -497	$	$ -497
ADAMS STREET PARTNERSHIP	11,689		11,689
ADAMS STREET PARTNERSHIP-US	1,165		1,165
ADAMS STREET PARTNERSHIP-US	61,973		61,973
BRINSON PARTNERSHIP FUND 1999	-1,040		-1,040
BRINSON PARTNERSHIP FUND 2000	165		165
BUCKEYE PARTNERS LP	10,491		10,491
BUCKEYE PARTNERS LP	27,886		27,886
ENERGY TRANSFER EQUITY LP	-127,281		-127,281
ENERGY TRANSFER EQUITY LP	1,596		1,596
ENTERPRISE PRODUCTS PARTNERS	47,555		47,555
ENTERPRISE PRODUCTS PARTNERS	2,323		2,323
GS MOUNT KELLETT CAPITAL PART	45,299		45,299
HOLLY ENERGY PARTNERS	9,259		9,259
HOLLY ENERGY PARTNERS	-42		-42
MAGELLAN MIDSTREAM PARTNERS	62,958		62,958
MAGELLAN MIDSTREAM PARTNERS	11,872		11,872
MPLX ENERGY LOGISTICE	-44,327		-44,327
MPLX ENERGY LOGISTICS	1,534		1,534
NUSTAR ENERGY LP	6,998		6,998
NUSTAR ENERGY LP	-3		-3
PLAINS ALL AMERICAN PIPE LINE	-7,443		-7,443
PLAINS ALL AMERICAN PIPE LINE	3,966		3,966
ENERGY TRANSFER PARTNERS LP	-15,489		-15,489
ENERGY TRANSFER PARTNERS LP	2,203		2,203
TC PIPELINES	44,127		44,127
TC PIPELINES	926		926
WESTERN GAS PARTNERS	-73,989		-73,989
WESTERN GAS PARTNERS	2,855		2,855
ANDEAVOR LOGISTICS LP	-61,429		-61,429
ANDEAVOR LOGISICS LP	-59		-59
WILLIAMS PARTNERS LP	-16,949		-16,949
WILLIAMS PARTNERS LP	-119		-119
KKR EUROPEAN FUND	3,553		3,553
KKR EUROPEAN FUND	132,637		132,637
KKR AMERICAS FUND XII LP	10,983		10,983
KKR AMERICAS FUND XII LP	5,655		5,655

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
KKR ASIAN FUND III DELAWARE	$ -1,216	$	$ -1,216
KKR ASIAN FUND III DELAWARE	-121		-121
KKR ASIAN FUND III LP	-2,257		-2,257
KKR ASIAN FUND III LP	-13,414		-13,414
KKR ASIAN FUND III JAPAN AIV	-1,340		-1,340
KKR ASIAN FUND III JAPAN AIV	-669		-669
160 - CULEBRA LTD	1,333		1,333
TOTAL	$ 143,317	$ 0	$ 143,317

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 41,480	$ 238	$	$ 41,242
TOTAL	$ 41,480	$ 238	$ 0	$ 41,242

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
COLLIE & COMPANY PLLC	$ 13,575	$ 1,328	$	$ 12,247
AKIN, DOHERTY, KLEIN & FEUGE	19,000			19,000
TOTAL	$ 32,575	$ 1,328	$ 0	$ 31,247

Federal Statements

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
UBS GLOBAL MANAGEMENT INC	$ 340,898	$ 340,898	$	$
CONSULTING FEES-PUBLIC RELATIONS	106,088			106,088
COMPUTER CONSULTING FEES	10,713	1,071		9,642
CONSULTING FEES	10,205			10,205
PROPERTY TAX CONSULTING FEES	75			75
TOTAL	$ 467,979	$ 341,969	$ 0	$ 126,010

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ 19,636	$	$	$ 19,636
FOREIGN TAXES	14,535	14,535		
FEDERAL EXCISE TAX	29,970			
TOTAL	$ 64,141	$ 14,535	$ 0	$ 19,636

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

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
TRASH RECEPTACLES							
10/28/05	$ 2,883	$ 2,883	S/L	10	$	$	$
FENCING & TRELLIS							
10/28/05	146,925	89,006	S/L	20	7,346		
STONE PATIO							
10/28/05	53,427	32,450	S/L	20	2,672		
BATHROOM							
10/28/05	228,248	69,126	S/L	40	5,706		
WEDNESDAY CHILD IN-GROUND ARTWORK							
10/28/05	129,147	78,078	S/L	20	6,458		

Federal Statements

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

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
IN-GROUND VAULT							
10/28/05	$ 2,882	$ 2,882	S/L	10	$	$	$
IRRIGATION SYSTEM							
10/28/05	47,100	28,456	S/L	20	2,355		
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	175,230	S/L	20	14,465		
LAND							
10/28/05	165,000			0			
LANDSCAPE EQUIPMENT							
9/27/07	924	474	S/L	20	46		
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	14,025	7,246	S/L	20	702		
LANDSCAPE LIGHTING							
2/08/07	13,028	7,111	S/L	20	651		
FENCING							
1/22/07	8,000	4,367	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-382	S/L	20	-35		
PATIO							
11/07/07	9,838	5,001	S/L	20	492		
LANDSCAPE LIGHTING							
10/18/07	258	131	S/L	20	13		
WEBSITE							
12/31/07	1,438	959	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	34,752	S/L	39	3,475		
SHED							
1/18/08	897	889	S/L	10	8		
WEBSITE DESIGN							
1/17/08	1,120	1,120	S/L	7			

Federal Statements

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

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
WEBSITE 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	5,020	S/L	15	520		
ELECTRIC SHADES							
1/28/08	663	663	S/L	7			
OUTDOOR WALKWAY							
2/21/08	15,401	10,096	S/L	15	1,027		
OFFICE BUILDING IMPROVEMENTS							
5/22/08	4,604	1,131	S/L	39	118		
CLOSET MILLWORK							
5/22/08	1,299	319	S/L	39	34		
SKYLIGHT TINTING							
9/04/08	2,172	520	S/L	39	55		
ARCHITECT FEES							
5/30/07	4,384	2,588	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			
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			

Federal Statements

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

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
BRUSH DEBRIS COLLECTOR							
12/13/09	$ 611	$ 611	S/L	7	$	$	$
LAWN MOWER							
10/25/10	1,470	1,470	S/L	7			
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	810	S/L	7			
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			

Federal Statements

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

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
WEBSITE 5/01/11	$ 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	508	S/L	7	33		
PUSH MOWER 6/15/11	540	507	S/L	7	33		
WEBSITE DESIGN 9/13/11	319	319	S/L	3			
LANDSCAPE-BAMBOO 12/14/11	3,800	3,302	S/L	7	498		
SIGNAGE 6/30/12	770	605	S/L	7	110		
SIGNAGE 7/10/12	340	267	S/L	7	49		
SIGNAGE 9/07/12	5,154	3,927	S/L	7	736		
SIGNAGE 11/30/12	520	378	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	639	S/L	5			
WEBSITE 5/01/12	180	180	S/L	3			

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

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
WEBSITE							
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	450	S/L	5			
WEBSITE							
12/01/12	128	128	S/L	3			
PODIUM							
5/03/12	1,584	1,282	S/L	7	227		
STANTIONS							
2/07/12	4,116	3,479	S/L	7	588		
BENCHES							
3/15/12	1,529	1,274	S/L	7	219		
MOWER							
12/20/13	500	286	S/L	7	71		
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	1,887	S/L	7	463		
APPLE COMPUTER-MAURA							
8/15/13	2,410	2,129	S/L	5	281		
APPLE COMPUTER-KELLY							
8/15/13	2,051	1,812	S/L	5	239		
APPLE MAC BOOK AIR-MAURA							
8/15/13	1,838	1,624	S/L	5	214		

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

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
SERVER TOWER 8/15/13	$ 2,297	$ 2,029	S/L	5	$ 268	$	$
SERVER TOWER 9/20/13	1,550	1,318	S/L	5	232		
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	274	S/L	39	69		
CARPET TILES 10/15/13	8,632	5,241	S/L	7	1,233		
VACUUM 11/15/13	899	535	S/L	7	129		
MIXER AND SPEAKERS 1/27/14	2,720	1,522	S/L	7	389		
VIDEO CAMERA 6/10/14	1,839	1,318	S/L	5	368		

Federal Statements

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

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
PROJECTOR & SCREEN 7/05/14	$ 664	$ 332	S/L	7	$ 95	$	$
APPLE IPAD 1/15/14	1,006	805	S/L	5	201		
PEDESTALS AND STEPS 10/09/14	1,005	84	S/L	39	26		
APPLE MAC 3/10/14	2,015	1,544	S/L	5	403		
POTEET-ARCHITECT FEES 4/30/14	31,986	3,007	S/L	39	820		
NEW LIGHTING 4/08/14	1,014	97	S/L	39	26		
SKYLIGHT BLACKOUT 4/08/14	3,191	1,709	S/L	7	456		
RUBIOLA-BUILD OUT 4/22/14	101,476	9,540	S/L	39	2,602		
DESK 5/31/14	275	141	S/L	7	39		
HVAC UPGRADE 6/04/14	700	64	S/L	39	18		
SPRINKLERS 6/04/14	1,020	94	S/L	39	26		
SIGNAGE 4/08/14	6,440	3,450	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	1,104	S/L	39	301		
CONCRETE PATHWAY/NEW DOOR 4/30/14	17,032	1,561	S/L	40	426		
WEBSITE DESIGN 4/08/14	40,965	40,965		3			

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

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
152 CAMP LAND							
10/28/05 $	14,103 $			0 $		$	$
SECURITY CAMERA							
4/17/15	2,705	1,443	S/L	5	541		
TRUCK							
12/31/15	30,297	12,119	S/L	5	6,059		
EXPANSION DESIGN PLANS (2015)							
11/01/16	3,750	292	S/L	15	250		
EXPANSION-DEMO GARAGE (2015)							
11/01/16	5,940	462	S/L	15	396		
EXPANSION DESIGN PLANS (2015)							
11/01/16	3,750	292	S/L	15	250		
EXPANSION PERMIT PLANS 2015							
11/01/16	600	47	S/L	15	40		
WEBSITE UPDTE							
3/25/15	2,560	2,347	S/L	3	213		
COMPUTER							
5/15/15	983	524	S/L	5	197		
PRINTER							
8/11/15	800	387	S/L	5	160		
INTEREIOR WALL REMODEL							
5/01/15	1,065	73	S/L	39	27		
WATER MITIGATION WORK							
5/22/15	18,228	1,207	S/L	39	468		
SHADES							
7/25/15	1,128	70	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			

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

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
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	167	S/L	15	144		
NEW SPRINKLER SYSTEM							
10/17/16	18,650	1,451	S/L	15	1,243		
BIKE RACKS							
10/20/16	5,905	984	S/L	7	844		
EXTERIOR SIGNAGE							
9/01/16	2,190	417	S/L	7	313		
WEBSITE UPDATES							
9/01/16	1,280	569	S/L	3	427		
WEBSITE UPDATES							
11/03/16	744	289	S/L	3	248		
PARK EXPANSION							
10/31/16	166,185	12,926	S/L	15	11,079		
PLANTS & IRRIGATION							
11/01/16	93,771	7,293	S/L	15	6,252		
LIGHTING							
11/01/16	19,480	1,515	S/L	15	1,299		

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

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
MODEL PEDESTAL							
5/05/16 $	574 $	137	S/L	7 $	81 $		$
COMPUTER & MONITOR							
4/10/16	891	312	S/L	5	178		
SERVER							
5/10/16	1,358	453	S/L	5	271		
COMPUTER & MONITOR							
11/10/16	1,170	273	S/L	5	234		
SIGNAGE							
4/29/16	1,265	301	S/L	7	181		
SIGNAGE							
6/01/16	1,178	266	S/L	7	169		
SIGNAGE							
7/20/16	6,375	1,290	S/L	7	911		
WEBSITE UPDATE							
3/17/16	2,700	1,575	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			
CIVIL ENGINEERING CONSULTANT							
12/31/16	34,569			0			
GEOTECHNICAL CONSULTANT							
12/31/16	750			0			

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

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
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	2,743	S/L	15	3,658		
MOWER-NORTHERN TOOL 9/15/17	500	24	S/L	7	71		
ALARM SYSTEM 1/05/17	705	18	S/L	39	18		
REFRIGERATOR 2/15/17	652	85	S/L	7	94		
SERVER 5/16/17	1,000	117	S/L	5	200		
WEBSITE HOSTING 2/15/17	70	21	S/L	3	24		
WEBSITE HOSTING 4/10/17	2,700	675	S/L	3	900		
OWNER EXPENSE 12/31/17	10,485			0			

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

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
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			
OWNER EXPENSES							
6/01/18	10,242		S/L	39	153		
LEGAL FEES							
6/01/18	32,393		S/L	39	485		

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

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
PROJECT ARCHITECT							
6/01/18 $	80,945	$	S/L	39	$ 1,211	$	$
MEP CONSULTANT							
6/01/18	16,541		S/L	39	247		
STRUCTURAL CONSULTANT							
6/01/18	15,000		S/L	39	224		
CIVIL ENGINEER CONSULTANT							
6/01/18	34,725		S/L	39	519		
GEOTECHNICAL CONSULTANT							
6/01/18	2,850		S/L	39	43		
REIMBURSABLES							
6/01/18	134		S/L	39	2		
GENERAL CONTRACTOR							
6/01/18	241,662		S/L	39	3,615		
ASBESTOS ABATEMENT							
6/01/18	18,980		S/L	39	284		
LANDSCAPE ARCHITECT							
6/01/18	1,800		S/L	39	27		
CURTAIN WALL CONSULTANT							
6/01/18	7,003		S/L	39	105		
SHELVING SYSTEM							
6/01/18	25,444		S/L	39	381		
SECURITY SYSTEM							
6/01/18	15,000		S/L	39	224		
BUILDING (ACQ 6/30/17)							
6/01/18	82,170		S/L	39	1,229		
LAND							
6/30/17	309,230			0			
SIGNAGE							
12/31/17	4,415		S/L	7	631		
BLOWER							
8/30/18	500		S/L	7	24		
WEBSITE HOSTING/MAINT							
4/10/18	2,025		S/L	3	506		

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

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
APPLE COMPUTER							
7/30/18	$ 3,105	$	S/L	5	$ 259	$	$
CROSSWALK DESIGN (2019)							
12/31/18	10,143			0			
WEBSITE DESIGN (2019)							
12/31/18	50,700			0			
SIGNAGE DESIGN (2019)							
12/31/18	28,960			0			
BUILDING EXTERIOR PAINTING							
4/10/18	2,948		S/L	39	57		
WEATHER PROOF CAMERA							
3/26/18	640		S/L	7	69		
SECURITY CAMERA & DVR							
7/17/18	6,415		S/L	7	382		
OWNER EXPENSE							
12/31/18	17,346			0			
PROJECT MANAGEMENT							
12/31/18	19,948			0			
LEGAL FEES							
12/31/18	7,158			0			
PROJECT ARCHITECT							
12/31/18	101,756			0			
DESIGN ARCHITECT							
12/31/18	74,667			0			
MEP CONSULTANT							
12/31/18	28,080			0			
STRUCTURAL CONSULTANT							
12/31/18	48,250			0			
CIVIL ENGINEERING CONSULTANT							
12/31/18	2,496			0			
GEOTECHNICAL CONSULTANT							
12/31/18	35,279			0			
LIGHTING CONSULTANT							
12/31/18	9,100			0			

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

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
CURTAIN WALL CONSULTANT							
12/31/18	$ 45,506	$		0	$	$	$
REIMBURSABLES							
12/31/18	57,573			0			
GENERAL CONTRACTOR							
12/31/18	7,080,596			0			
DATA/CABLING/EQUIPMENT							
12/31/18	2,053			0			
FURNITURE							
12/31/18	27,058			0			
OWNER EXPENSES							
6/01/18	5,287		S/L	39	79		
LEGAL FEES							
6/01/18	319		S/L	39	5		
PROJECT ARCHITECT							
6/01/18	10,306		S/L	39	154		
MEP CONSULTANT							
6/01/18	7,259		S/L	39	109		
COMMISSIONING CONSULTANT							
6/01/18	5,997		S/L	39	90		
STRUCTRUAL CONSULTANT							
6/01/18	1,800		S/L	39	27		
CIVIL ENGINEER CONSULTANT							
6/01/18	2,838		S/L	39	42		
GEOTECHNICAL CONSULTANT							
6/01/18	7,129		S/L	39	107		
CURTAIN WALL CONSULTANT							
6/01/18	7,390		S/L	39	111		
SHELVING SYSTEM							
6/01/18	49,128		S/L	39	735		
REIMBURSABLES							
6/01/18	7,742		S/L	39	116		
GENERAL CONTRACTOR							
6/01/18	1,679,927		S/L	39	25,127		

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

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
SECURITY SYSTEM							
6/01/18	$ 38,974	$	S/L	39	$ 583	$	$
COMMISSIONING CONSULTANT							
12/31/18	4,372			0			
TOTAL	$ 18,487,714	$ 755,566			$ 136,036	$ 0	$ 0

Statement 8 - 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	$ 333	15	$ 400	$	$	
TOTAL		$ 6,000	$ 333		$ 400	$ 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	4,844	175		4,669
ART COLLECTION EXPENSES	149,958			149,958
ART PROGRAMS	88,379			88,379
BANK FEES	680	33		647
CLEANING EXPENSES	11,115	573		10,542
COMMUNITY EVENTS	16,711	1,671		15,040
CONTINUING EDUCATION EXPENSES	19,771			19,771
CONTRACT LABOR	2,682			2,682
EMPLOYEE BUSINESS EXPENSES	3,239			3,239

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INSURANCE	$ 35,683	$ 775	$	$ 34,908
LANDSCAPE MAINTENANCE	16,583			16,583
MARKETING	2,587			2,587
MEMBERSHIPS	1,288			1,288
MISCELLANEOUS	4,029	6		4,023
OFFICE EXPENSES	8,096	379		7,717
PARKING EXPENSE	9,969			9,969
PAYROLL SERVICE FEES	16,352	4,088		12,264
POSTAGE	1,394	139		1,255
REPAIRS	9,569			9,569
RETIREMENT PLAN FEES	2,450	245		2,205
SUBSCRIPTIONS	2,163	216		1,947
SUPPLIES	1,471	147		1,324
TELEPHONE	19,132	1,321		17,811
TRUCK EXPENSE	391			391
STORAGE EXPENSES	11,312			11,312
UTILITIES	45,029	218		44,811
TOTAL	$ 484,877	$ 9,986	$ 0	$ 474,891

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	$ 329,363	$ 301,575	COST	$ 11,229
ADAMS STREET PARTNERSHIP-US	549,979	425,448	COST	337,892
BRINSON PARTNERSHIP 1999 PRIMARY FD	72,911	71,871	COST	
BRINSON PARTNERSHIP 2000 PRIMARY FD	31,449	29,209	COST	18,546
GS MOUNT KELLET CAPITAL PARTNERS	983,778	892,223	COST	199,104
KKR EUROPEAN FUND	939,893	1,088,923	COST	1,687,665
KKR AMERICAS FUND XII LP	-19,794	419,395	COST	542,749
KKR AMERICAS FUND XII FREYA	22,747	22,300	COST	
KKR AMERICAS FUND XII KESTREL		21,644	COST	
KKR AMERICAS FUND XII INDIGO		58,306	COST	
KKR ASIAN FUND III LP	-18,678	132,583	COST	276,128

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

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
KKR ASIAN FUND III JAPAN AIV LP	$ -117	$ 42,881	COST	$
KKR ASIAN FUND III DELAWARE		49,238	COST	
UBS CAMBIAR	2,512,232	2,339,593	COST	2,200,308
UBS KAYNE	2,441,009	2,451,162	COST	2,870,075
UBS LONDON	2,100,077	2,274,018	COST	2,593,870
UBS MLP'S	2,720,461	2,666,336	COST	8,383,092
UBS NINETEEN77 GLOBAL	137,580		COST	
UBS REINHART	568,306	2,567,203	COST	2,567,028
UBS RESTRICTED FUND	3,115,217	3,081,493	COST	2,911,017
UBS RICHTER	10,951,106	3,376,060	COST	3,376,060
UBS-AXONIC	2,000,000	2,000,000	COST	2,306,029
UBS-CAMP STREET PROCEEDS	3,075,048		COST	
UBS-ETF	16,832,408	15,486,754	COST	
UBS-LOCUST WOOD OFFSHORE	1,036,534	1,036,534	COST	1,287,747
UBS-VAUGHAN NELSON	1,927,647	2,473,455	COST	2,452,266
160 - CULEBRA LTD	15,100	16,433	COST	14,085
TOTAL	$ 52,324,256	$ 43,324,637		$ 34,034,890

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	$ 17,555,861	$ 18,042,781	COST	$ 26,148,854
TOTAL	$ 17,555,861	$ 18,042,781		$ 26,148,854

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	$ 7,430,666	$ 17,421,436	$ 892,319	$ 17,421,436
LAND	980,796	1,200,026		1,200,026
TOTAL	$ 8,411,462	$ 18,621,462	$ 892,319	$ 18,621,462

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	$ 74,931	$ 62,998	$ 62,998
TOTAL	$ 74,931	$ 62,998	$ 62,998

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

Description	Beginning of Year	End of Year
CONVERSION TO COST BASIS DIFFERENCES	$ 177,584	$ 186,954
TOTAL	$ 177,584	$ 186,954

Statement 15 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
NONDEDUCTIBLE PENALTY	$ 8,500
TOTAL	$ 8,500

Federal Statements

Statement 16 - Form 990-PF, Part VII-A, Line 11 - Controlled Entity Information

Name / Address	EIN	Description	Amount
TRANSFERS TO CONTROLLED ENTITIES			$
CHRISPARK, LLC PO BOX 830607 SAN ANTONIO TX 78283	38-3684164	DISREGARDED ENTITY	60,000
LPF OPERATIONS, LLC PO BOX 830607 SAN ANTONIO TX 78283	82-1552752	DISREGARDED ENTITY	1,810,300
PACE SPACE, LLC PO BOX 830607 SAN ANTONIO TX 78283	45-5207982	DISREGARDED ENTITY	100,000
PACE EXHIBITIONS, LLC PO BOX 830607 SAN ANTONIO TX 78283	36-4807298	DISREGARDED ENTITY	7,603,124
TOTAL			$ 9,573,424

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	96,000	16,220	0
KELLY O'CONNOR PO BOX 830607 SAN ANTONIO TX 78283	COLLECTIONS	40.00	79,750	14,443	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	SECRETARY	1.00	28,000	0	0
CHRISTOPHER MCKNIGHT PO BOX 830607 SAN ANTONIO TX 78283	FACILITIES	40.00	68,500	13,291	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
ADAMS STREET PARTNERSHIP	211110	$ -497	25	$	$
ADAMS STREET PARTNERSHIP			14	11,689	
ADAMS STREET PARTNERSHIP-US	211110	1,165	25		
ADAMS STREET PARTNERSHIP-US			14	61,973	
BRINSON PARTNERSHIP FUND 19			14	-1,040	
BRINSON PARTNERSHIP FUND 20			14	165	
BUCKEYE PARTNERS LP	211110	10,491	25		
BUCKEYE PARTNERS LP			14	27,886	
ENERGY TRANSFER EQUITY LP	211110	-127,281	25		
ENERGY TRANSFER EQUITY LP			14	1,596	
ENTERPRISE PRODUCTS PARTNER	211110	47,555	25		
ENTERPRISE PRODUCTS PARTNER			14	2,323	
GS MOUNT KELLETT CAPITAL PA			14	45,299	
HOLLY ENERGY PARTNERS	211110	9,259	25		

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

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
HOLLY ENERGY PARTNERS		$	14	$ -42	$
MAGELLAN MIDSTREAM PARTNERS			14	62,958	
MAGELLAN MIDSTREAM PARTNERS	211110	11,872	25		
MPLX ENERGY LOGISTICE	211110	-44,327	25		
MPLX ENERGY LOGISTICS			14	1,534	
NUSTAR ENERGY LP	211110	6,998	25		
NUSTAR ENERGY LP			14	-3	
PLAINS ALL AMERICAN PIPE LI	211110	-7,443	25		
PLAINS ALL AMERICAN PIPE LI			14	3,966	
ENERGY TRANSFER PARTNERS LP	211110	-15,489	25		
ENERGY TRANSFER PARTNERS LP			14	2,203	
TC PIPELINES	211110	44,127	25		
TC PIPELINES			14	926	
WESTERN GAS PARTNERS	211110	-73,989	25		
WESTERN GAS PARTNERS			14	2,855	
ANDEAVOR LOGISTICS LP	211110	-61,429	25		
ANDEAVOR LOGISICS LP			14	-59	
WILLIAMS PARTNERS LP	211110	-16,949	25		
WILLIAMS PARTNERS LP			14	-119	
KKR EUROPEAN FUND	211110	3,553	25		
KKR EUROPEAN FUND			14	132,637	
KKR AMERICAS FUND XII LP	211110	10,983	25		
KKR AMERICAS FUND XII LP			14	5,655	
KKR ASIAN FUND III DELAWARE	211110	-1,216	25		
KKR ASIAN FUND III DELAWARE			14	-121	
KKR ASIAN FUND III LP	211110	-2,257	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 ASIAN FUND III LP		$	14	$ -13,414	$
KKR ASIAN FUND III JAPAN AI	211110	-1,340	25		
KKR ASIAN FUND III JAPAN AI			14	-669	
160 - CULEBRA LTD			14	1,333	
TOTAL		$ -206,214		$ 349,531	$ 0