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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. 1912
▶Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0047
2019
Open to Public Inspection

For calendar year 2019 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): 210-678-4166

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 ▶ ☐ 6

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 03
☐ 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) ▶ $ 100,576,866
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)		18,700			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B					
	3	Interest on savings and temporary cash investments		39,894	39,894		
	4	Dividends and interest from securities		860,531	860,531		
	5a	Gross rents					
	b	Net rental income or (loss)					
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1		610,361			
	b	Gross sales price for all assets on line 6a	8,160,738				
	7	Capital gain net income (from Part IV, line 2)			597,136		
	8	Net short-term capital gain				0	
	9	Income modifications					
	10a	Gross sales less returns and allowances	772				
	b	Less Cost of goods sold	1,928				
	c	Gross profit or (loss) (attach schedule) STMT 2		-1,156		-1,156	
	11	Other income (attach schedule) STMT 3		428,421		428,421	
	12	**Total.** Add lines 1 through 11		1,956,751	1,497,561	427,265	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc		376,010	54,958		321,052
	14	Other employee salaries and wages		154,631			154,631
	15	Pension plans, employee benefits		111,483	5,931		105,552
	16a	Legal fees (attach schedule) SEE STMT 4		29,580	1,594		27,986
	b	Accounting fees (attach schedule) STMT 5		40,075	2,028		38,047
	c	Other professional fees (attach schedule) STMT 6		497,965	308,236		189,729
	17	Interest					
	18	Taxes (attach schedule) (see instructions) STMT 7		12,126	12,952		-18,345
	19	Depreciation (attach schedule) and depletion STMT 8		478,346			
	20	Occupancy		8,927			8,927
	21	Travel, conferences, and meetings		24,089			24,089
	22	Printing and publications		574			574
	23	Other expenses (att sch) STMT 9 STMT 10		1,030,570	19,230		1,010,940
	24	**Total operating and administrative expenses.** Add lines 13 through 23		2,764,376	404,929	0	1,863,182
	25	Contributions, gifts, grants paid		600,000			600,000
	26	**Total expenses and disbursements.** Add lines 24 and 25		3,364,376	404,929	0	2,463,182
	27	Subtract line 26 from line 12					
	a	**Excess of revenue over expenses and disbursements**		-1,407,625			
	b	**Net investment income** (if negative, enter -0-)			1,092,632		
	c	**Adjusted net income** (if negative, enter -0-)				427,265	

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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	251,522	203,522	203,522
	2	Savings and temporary cash investments	214,933	324,072	324,072
	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	3,627	10,064	10,064
	9	Prepaid expenses and deferred charges	6,990	63,427	63,427
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) SEE STMT 11	43,324,637	38,464,443	51,344,957
	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	18,042,781	18,394,326	26,486,300
	14	Land, buildings, and equipment basis ▶ 22,089,045 Less accumulated depreciation (attach sch) ▶ STMT 13 1,371,073	17,729,143	20,717,972	22,089,045
	15	Other assets (describe ▶ SEE STATEMENT 14)	62,998	55,479	55,479
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	79,636,631	78,233,305	100,576,866
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)	186,954	191,253	
	23	**Total liabilities** (add lines 17 through 22)	186,954	191,253	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here and complete lines 24, 25, 29, and 30.** ▶ [X]			
	24	Net assets without donor restrictions	79,449,677	78,042,052	
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here and complete lines 26 through 30. ▶ [ ]			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg, and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds			
	29	**Total net assets or fund balances** (see instructions)	79,449,677	78,042,052	
	30	**Total liabilities and net assets/fund balances** (see instructions)	79,636,631	78,233,305	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	79,449,677
2	Enter amount from Part I, line 27a	2	-1,407,625
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	78,042,052
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 29	6	78,042,052

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	PUBLICALLY TRADED STOCKS	P		
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	8,145,795		7,550,377	595,418
b	1,718			1,718
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				595,418
b				1,718
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	597,136
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	595,418

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))
2018	11,768,049	57,672,948	0.204048
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

2	**Total** of line 1, column (d)	2	0.459134
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	0.091827
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	49,955,534
5	Multiply line 4 by line 3	5	4,587,267
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,926
7	Add lines 5 and 6	7	4,598,193
8	Enter qualifying distributions from Part XII, line 4	8	6,149,810

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	10,926
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	10,926
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	10,926
6	Credits/Payments		
a	2019 estimated tax payments and 2018 overpayment credited to 2019 — 6a: 53,942		
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	53,942
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	43,016
11	Enter the amount of line 10 to be **Credited to 2020 estimated tax** ▶ 43,016 **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 2019 or the tax year beginning in 2019? 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 2019, 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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?	☐ 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019)	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 2019?		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	289,332
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	50,579,067
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	137,211
d	**Total** (add lines 1a, b, and c)	1d	50,716,278
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	50,716,278
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)	4	760,744
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	49,955,534
6	**Minimum investment return.** Enter 5% of line 5	6	2,497,777

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	2,497,777
2a	Tax on investment income for 2019 from Part VI, line 5	2a	10,926		
b	Income tax for 2019 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	10,926
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,486,851
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,486,851
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	2,486,851

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	2,463,182
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	3,686,628
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	6,149,810
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	10,926
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	6,138,884

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 2018	(c) 2018	(d) 2019
1	Distributable amount for 2019 from Part XI, line 7					2,486,851
2	Undistributed income, if any, as of the end of 2019					
a	Enter amount for 2018 only					
b	Total for prior years 20 ___ , 20 ___ , 20 ___					
3	Excess distributions carryover, if any, to 2019					
a	From 2014	141,104				
b	From 2015	242,775				
c	From 2016	354,782				
d	From 2017	3,115,703				
e	From 2018	8,919,440				
f	**Total** of lines 3a through e		12,773,804			
4	Qualifying distributions for 2019 from Part XII, line 4 ▶ $ 6,149,810					
a	Applied to 2018, 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 2019 distributable amount					2,486,851
e	Remaining amount distributed out of corpus		3,662,959			
5	Excess distributions carryover applied to 2019 (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		16,436,763			
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 2018 Subtract line 4a from line 2a Taxable amount – see instructions					
f	Undistributed income for 2019 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2020					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 2014 not applied on line 5 or line 7 (see instructions)		141,104			
9	**Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a		16,295,659			
10	Analysis of line 9					
a	Excess from 2015	242,775				
b	Excess from 2016	354,782				
c	Excess from 2017	3,115,703				
d	Excess from 2018	8,919,440				
e	Excess from 2019	3,662,959				

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 2019, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
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)

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

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc , 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	600,000
Total			▶ 3a	600,000
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	39,894	
4 Dividends and interest from securities			14	860,531	
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	610,361	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory			25	-1,156	
11 Other revenue a					
b SEE STATEMENT 19		-169,388		597,809	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-169,388		2,107,439	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,938,051

(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	

DAA

42608

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (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

Signature of officer or trustee: [signature] Date: 11/16/2020 Title: SECRETARY

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed
WAYNE E. COLLIE	WAYNE E. COLLIE	11/12/20	
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

42608

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

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to *www.irs.gov/Form990* for the latest information.

OMB No 1545-0047

2019

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)

42608

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	ROSINA LEE YUE 4210 WATER STREET EXCELSIOR MN 55331	$ 14,100	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	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
1	LINDA PACE DRAWINGS COLOR PENCIL	$ 14,100	01/31/19

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

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

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

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

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

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received				
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
ASIA FUND III DELAWARE EXCESS BASIS			PURCHASE				
	1/01/18	12/31/19	$ 13,225	$	$	$	$ 13,225
TOTAL			$ 13,225	$ 0	$ 0	$ 0	$ 13,225

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	$ 772	$ 1,928	$ -1,156
TOTAL	$ 772	$ 1,928	$ -1,156

42608 LINDA PACE FOUNDATION
04-3757853
FYE: 12/31/2019

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
ADAMS STREET PARTNERSHIP	$ -10,373	$	$ -10,373
ADAMS STREET PARTNERSHIP-US	2,759		2,759
ADAMS STREET PARTNERSHIP-US	37,500		37,500
BRINSON PARTNERSHIP FUND 1999	-5,300		-5,300
BRINSON PARTNERSHIP FUND 2000	-1,282		-1,282
BUCKEYE PARTNERS LP	19,957		19,957
BUCKEYE PARTNERS LP	-42,506		-42,506
ENERGY TRANSFER LP	-54,725		-54,725
ENERGY TRANSFER LP	4,444		4,444
ENTERPRISE PRODUCTS PARTNERS	7,849		7,849
ENTERPRISE PRODUCTS PARTNERS	-166		-166
GS MOUNT KELLETT CAPITAL PART	53,283		53,283
HOLLY ENERGY PARTNERS	14,314		14,314
HOLLY ENERGY PARTNERS	-36		-36
MAGELLAN MIDSTREAM PARTNERS	12,408		12,408
MAGELLAN MIDSTREAM PARTNERS	-12		-12
MPLX ENERGY LOGISTICE	-64,864		-64,864
MPLX ENERGY LOGISTICS	2,976		2,976
NUSTAR ENERGY LP	2,843		2,843
NUSTAR ENERGY LP	-13,681		-13,681
PLAINS ALL AMERICAN PIPE LINE	-34,387		-34,387
PLAINS ALL AMERICAN PIPE LINE	-4,589		-4,589
TC PIPELINES	14,737		14,737
TC PIPELINES	626		626
WESTERN GAS PARTNERS	-6,508		-6,508
WESTERN GAS PARTNERS	204		204
WESTERN MIDSTREAM PARTNERS LP	-45,786		-45,786
WESTERN MIDSTREAM PARTNERS LP	1,564		1,564
ANDEAVOR LOGISTICS LP	-22,778		-22,778
ANDEAVOR LOGISICS LP	31		31
PHILLIPS 66 PARTNERS LP	-5,050		-5,050
WILLIAMS PARTNERS LP	112		112
KKR EUROPEAN FUND	7,676		7,676
KKR EUROPEAN FUND	389,251		389,251
KKR AMERICAS FUND XII LP	-3,107		-3,107
KKR AMERICAS FUND XII LP	-17,890		-17,890
KKR AMERICAS FUND X11 DREAM	1,315		1,315

Federal Statements

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
KKR ASIAN FUND III LP	$ -1,570	$	$ -1,570
KKR ASIAN FUND III LP	33,988		33,988
KKR ASIAN FUND III JAPAN AIV	-1,030		-1,030
160-CULEBRA LTD	-736		-736
160 - CULEBRA LTD	156,960		156,960
TOTAL	$ 428,421	$ 0	$ 428,421

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	$ 29,580	$ 1,594	$	$ 27,986
TOTAL	$ 29,580	$ 1,594	$ 0	$ 27,986

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
COLLIE & COMPANY PLLC	$ 20,575	$ 2,028	$	$ 18,547
AKIN, DOHERTY, KLEIN & FEUGE	19,500			19,500
TOTAL	$ 40,075	$ 2,028	$ 0	$ 38,047

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	$ 289,332	$ 289,332	$	$
CONSULTING FEES-PUBLIC RELATIONS	105,345			105,345
COMPUTER CONSULTING FEES	21,037	2,104		18,933
CONSULTING FEES	15,050			15,050
EXECUTIVE DIRECTOR SEARCH	67,201	16,800		50,401
TOTAL	$ 497,965	$ 308,236	$ 0	$ 189,729

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROPERTY TAXES	$ -18,345	$	$	$ -18,345
FOREIGN TAXES	12,952	12,952		
FEDERAL EXCISE TAX	17,519			
TOTAL	$ 12,126	$ 12,952	$ 0	$ -18,345

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	96,352	S/L	20	7,346		
STONE PATIO 10/28/05	53,427	35,122	S/L	20	2,671		
BATHROOM 10/28/05	228,248	74,832	S/L	40	5,706		
WEDNESDAY CHILD IN-GROUND ARTWORK 10/28/05	129,147	84,536	S/L	20	6,457		

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
IN-GROUND VAULT							
10/28/05	$ 2,882	$ 2,882	S/L	10	$	$	$
IRRIGATION SYSTEM							
10/28/05	47,100	30,811	S/L	20	2,355		
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	189,695	S/L	20	14,465		
LAND							
10/28/05	165,000			0			
LANDSCAPE EQUIPMENT							
9/27/07	924	520	S/L	20	46		
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	14,025	7,948	S/L	20	701		
LANDSCAPE LIGHTING							
2/08/07	13,028	7,762	S/L	20	652		
FENCING							
1/22/07	8,000	4,767	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-417	S/L	20	-35		
PATIO							
11/07/07	9,838	5,493	S/L	20	492		
LANDSCAPE LIGHTING							
10/18/07	258	144	S/L	20	13		
WEBSITE							
12/31/07	1,438	1,055	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	38,227	S/L	39	3,476		
SHED							
1/18/08	897	897	S/L	10			
WEBSITE DESIGN							
1/17/08	1,120	1,120	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
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	5,540	S/L	15	519		
ELECTRIC SHADES 1/28/08	663	663	S/L	7			
OUTDOOR WALKWAY 2/21/08	15,401	11,123	S/L	15	1,027		
OFFICE BUILDING IMPROVEMENTS 5/22/08	4,604	1,249	S/L	39	119		
CLOSET MILLWORK 5/22/08	1,299	353	S/L	39	33		
SKYLIGHT TINTING 9/04/08	2,172	575	S/L	39	56		
ARCHITECT FEES 5/30/07	4,384	2,807	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 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
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 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 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	541	S/L	7			
PUSH MOWER 6/15/11	540	540	S/L	7			
WEBSITE DESIGN 9/13/11	319	319	S/L	3			
LANDSCAPE-BAMBOO 12/14/11	3,800	3,800	S/L	7			
SIGNAGE 6/30/12	770	715	S/L	7	55		
SIGNAGE 7/10/12	340	316	S/L	7	24		
SIGNAGE 9/07/12	5,154	4,663	S/L	7	491		
SIGNAGE 11/30/12	520	452	S/L	7	68		
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 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							
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	1,509	S/L	7	75		
STANTIONS							
2/07/12	4,116	4,067	S/L	7	49		
BENCHES							
3/15/12	1,529	1,493	S/L	7	36		
MOWER							
12/20/13	500	357	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	2,350	S/L	7	462		
APPLE COMPUTER-MAURA							
8/15/13	2,410	2,410	S/L	5			
APPLE COMPUTER-KELLY							
8/15/13	2,051	2,051	S/L	5			
APPLE MAC BOOK AIR-MAURA							
8/15/13	1,838	1,838	S/L	5			

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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
SERVER TOWER 8/15/13	$ 2,297	$ 2,297	S/L	5	$	$	$
SERVER TOWER 9/20/13	1,550	1,550	S/L	5			
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	343	S/L	39	68		
CARPET TILES 10/15/13	8,632	6,474	S/L	7	1,233		
VACUUM 11/15/13	899	664	S/L	7	128		
MIXER AND SPEAKERS 1/27/14	2,720	1,911	S/L	7	388		
VIDEO CAMERA 6/10/14	1,839	1,686	S/L	5	153		

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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
PROJECTOR & SCREEN							
7/05/14	$ 664	$ 427	S/L	7	$ 94	$	$
APPLE IPAD							
1/15/14	1,006	1,006	S/L	5			
PEDESTALS AND STEPS							
10/09/14	1,005	110	S/L	39	25		
APPLE MAC							
3/10/14	2,015	1,947	S/L	5	68		
POTEET-ARCHITECT FEES							
4/30/14	31,986	3,827	S/L	39	821		
NEW LIGHTING							
4/08/14	1,014	123	S/L	39	26		
SKYLIGHT BLACKOUT							
4/08/14	3,191	2,165	S/L	7	456		
RUBIOLA-BUILD OUT							
4/22/14	101,476	12,142	S/L	39	2,602		
DESK							
5/31/14	275	180	S/L	7	39		
HVAC UPGRADE							
6/04/14	700	82	S/L	39	18		
SPRINKLERS							
6/04/14	1,020	120	S/L	39	26		
SIGNAGE							
4/08/14	6,440	4,370	S/L	7	920		
FIRE & SECURITY SYSTEM							
5/06/14	11,744	1,405	S/L	39	301		
CONCRETE PATHWAY/NEW DOOR							
4/30/14	17,032	1,987	S/L	40	426		
WEBSITE DESIGN							
4/08/14	40,965	40,965		3			
152 CAMP LAND							
10/28/05	14,103			0			
SECURITY CAMERA							
4/17/15	2,705	1,984	S/L	5	541		

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
TRUCK							
12/31/15	$ 30,297	$ 18,178	S/L	5	$ 6,059	$	$
EXPANSION DESIGN PLANS (2015)							
11/01/16	3,750	542	S/L	15	250		
EXPANSION-DEMO GARAGE (2015)							
11/01/16	5,940	858	S/L	15	396		
EXPANSION DESIGN PLANS (2015)							
11/01/16	3,750	542	S/L	15	250		
EXPANSION PERMIT PLANS 2015							
11/01/16	600	87	S/L	15	40		
WEBSITE UPDTE							
3/25/15	2,560	2,560	S/L	3			
COMPUTER							
5/15/15	983	721	S/L	5	197		
PRINTER							
8/11/15	800	547	S/L	5	160		
INTEREIOR WALL REMODEL							
5/01/15	1,065	100	S/L	39	27		
WATER MITIGATION WORK							
5/22/15	18,228	1,675	S/L	39	467		
SHADES							
7/25/15	1,128	99	S/L	39	29		
LAND							
12/31/15	473,550			0			
LAND - DEMOLISHED BUILDING IMPROVEMENTS							
12/31/15	246,130			0			
LAND - DEMOLITION COSTS							
12/31/15	90,496			0			
EXPANSION-DESIGN PLANS (2015)							
11/01/16	2,150	311	S/L	15	143		
NEW SPRINKLER SYSTEM							
10/17/16	18,650	2,694	S/L	15	1,243		
BIKE RACKS							
10/20/16	5,905	1,828	S/L	7	843		

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
EXTERIOR SIGNAGE							
9/01/16	$ 2,190	$ 730	S/L	7	$ 313	$	$
WEBSITE UPDATES							
9/01/16	1,280	996	S/L	3	284		
WEBSITE UPDATES							
11/03/16	744	537	S/L	3	207		
PARK EXPANSION							
10/31/16	166,185	24,005	S/L	15	11,079		
PLANTS & IRRIGATION							
11/01/16	93,771	13,545	S/L	15	6,251		
LIGHTING							
11/01/16	19,480	2,814	S/L	15	1,298		
MODEL PEDESTAL							
5/05/16	574	218	S/L	7	82		
COMPUTER & MONITOR							
4/10/16	891	490	S/L	5	179		
SERVER							
5/10/16	1,358	724	S/L	5	272		
COMPUTER & MONITOR							
11/10/16	1,170	507	S/L	5	234		
SIGNAGE							
4/29/16	1,265	482	S/L	7	180		
SIGNAGE							
6/01/16	1,178	435	S/L	7	168		
SIGNAGE							
7/20/16	6,375	2,201	S/L	7	911		
WEBSITE UPDATE							
3/17/16	2,700	2,475	S/L	3	225		
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			

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
LANDSCAPE LIGHTING							
3/30/17 $	54,865 $	6,401	S/L	15 $	3,658 $		$
MOWER-NORTHERN TOOL							
9/15/17	500	95	S/L	7	72		
ALARM SYSTEM							
1/05/17	705	36	S/L	39	18		
REFRIGERATOR							
2/15/17	652	179	S/L	7	93		
SERVER							
5/16/17	1,000	317	S/L	5	200		
WEBSITE HOSTING							
2/15/17	70	45	S/L	3	23		
WEBSITE HOSTING							
4/10/17	2,700	1,575	S/L	3	900		
BLDG-ADA CONSULTANT							
4/01/19	5,545		S/L	39	101		
BLDG-LANDSCAPE ARCHITECT							
4/01/19	21,355		S/L	39	388		
BLDG-ACCOUSTICAL CONSULTANT							
4/01/19	6,860		S/L	39	125		
OWNER EXPENSES							
6/01/18	10,242	153	S/L	39	263		
LEGAL FEES							
6/01/18	32,393	485	S/L	39	830		
PROJECT ARCHITECT							
6/01/18	80,945	1,211	S/L	39	2,075		
MEP CONSULTANT							
6/01/18	16,541	247	S/L	39	425		
STRUCTURAL CONSULTANT							
6/01/18	15,000	224	S/L	39	385		
CIVIL ENGINEER CONSULTANT							
6/01/18	34,725	519	S/L	39	891		
GEOTECHNICAL CONSULTANT							
6/01/18	2,850	43	S/L	39	73		

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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
REIMBURSABLES							
6/01/18 $	134 $	2	S/L	39 $	3 $		$
GENERAL CONTRACTOR							
6/01/18	241,662	3,615	S/L	39	6,196		
ASBESTOS ABATEMENT							
6/01/18	18,980	284	S/L	39	487		
LANDSCAPE ARCHITECT							
6/01/18	1,800	27	S/L	39	46		
CURTAIN WALL CONSULTANT							
6/01/18	7,003	105	S/L	39	179		
SHELVING SYSTEM							
6/01/18	25,444	381	S/L	39	652		
SECURITY SYSTEM							
6/01/18	15,000	224	S/L	39	385		
BUILDING (ACQ 6/30/17)							
6/01/18	82,170	1,229	S/L	39	2,107		
LAND							
6/30/17	309,230			0			
SIGNAGE							
12/31/17	4,415	631	S/L	7	630		
BLOWER							
8/30/18	500	24	S/L	7	71		
WEBSITE HOSTING/MAINT							
4/10/18	2,025	506	S/L	3	675		
APPLE COMPUTER							
7/30/18	3,105	259	S/L	5	621		
BLDG-CROSSWALK DESIGN							
4/01/19	15,748		S/L	15	787		
WEBSITE DESIGN							
1/01/19	58,725		S/L	3	19,575		
SIGNAGE DESIGN							
6/30/19	87,146		S/L	7	6,225		
BUILDING EXTERIOR PAINTING							
4/10/18	2,948	57	S/L	39	75		

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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
WEATHER PROOF CAMERA							
3/26/18	$ 640	$ 69	S/L	7	$ 91	$	$
SECURITY CAMERA & DVR							
7/17/18	6,415	382	S/L	7	916		
BLDG-OWNER EXPENSE							
4/01/19	71,731		S/L	39	1,303		
BLDG-PROJECT MANAGEMENT							
4/01/19	146,332		S/L	39	2,658		
BLDG-LEGAL FEES							
4/01/19	101,072		S/L	39	1,836		
BLDG-PROJECT ARCHITECT							
4/01/19	734,347		S/L	39	13,337		
BLDG-DESIGN ARCHITECT							
4/01/19	838,000		S/L	39	15,220		
BLDG-MEP CONSULTANT							
4/01/19	238,950		S/L	39	4,340		
BLDG-STRUCTURAL CONSULTANT							
4/01/19	343,420		S/L	39	6,237		
BLDG-CIVIL ENGINEERING CONSULTANT							
4/01/19	86,323		S/L	39	1,568		
BLDG-GEOTECHNICAL CONSULTANT							
4/01/19	64,198		S/L	39	1,166		
BLDG-LIGHTING CONSULTANT							
4/01/19	87,400		S/L	39	1,587		
BLDG-CURTAIN WALL CONSULTANT							
4/01/19	110,469		S/L	39	2,006		
BLDG-REIMBURSABLES							
4/01/19	154,946		S/L	39	2,814		
BLDG-GENERAL CONTRACTOR							
4/01/19	11,652,831		S/L	39	211,643		
DATA/CABLING/EQUIPMENT							
4/01/19	2,545		S/L	5	382		
FURNITURE							
4/01/19	27,058		S/L	7	2,899		

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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							
6/01/18	$ 5,287	$ 79	S/L	39	$ 136	$	$
LEGAL FEES							
6/01/18	319	5	S/L	39	8		
PROJECT ARCHITECT							
6/01/18	10,306	154	S/L	39	264		
MEP CONSULTANT							
6/01/18	7,259	109	S/L	39	186		
COMMISSIONING CONSULTANT							
6/01/18	5,997	90	S/L	39	153		
STRUCTRUAL CONSULTANT							
6/01/18	1,800	27	S/L	39	46		
CIVIL ENGINEER CONSULTANT							
6/01/18	2,838	42	S/L	39	73		
GEOTECHNICAL CONSULTANT							
6/01/18	7,129	107	S/L	39	182		
CURTAIN WALL CONSULTANT							
6/01/18	7,390	111	S/L	39	189		
SHELVING SYSTEM							
6/01/18	49,128	735	S/L	39	1,260		
REIMBURSABLES							
6/01/18	7,742	116	S/L	39	198		
GENERAL CONTRACTOR							
6/01/18	1,679,927	25,127	S/L	39	43,075		
SECURITY SYSTEM							
6/01/18	38,974	583	S/L	39	999		
BLDG-COMMISSIONING CONSULTANT							
4/01/19	4,372		S/L	39	79		
BLDG-ARCHITECTURAL PHOTOGRAPHY							
4/01/19	10,200		S/L	39	185		
2 NEW A/C UNITS							
9/12/19	10,730		S/L	39	92		
GENERAL CONTRACTOR							
1/16/19	11,704		S/L	39	288		

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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
GENERAL CONTRACTOR							
8/14/19 $	17,137 $		S/L	39 $	165 $		$
GENERAL CONTRACTOR							
9/12/19	2,569		S/L	39	19		
DINING TABLE, CHAIRS, FILE CABINETS							
4/01/19	26,906		S/L	7	2,883		
NEW MAC COMPUTERS & LAPTOP							
4/01/19	12,664		S/L	5	1,900		
BLDG-COMMISIONING CONSULTANT							
4/23/19	10,929		S/L	39	198		
BLDG-GENERAL CONTRACTOR							
5/09/19	761,172		S/L	39	12,198		
8' TABLES							
6/20/19	738		S/L	7	53		
BLDG-CONSTRUCTION REIMBURSABLES							
6/20/19	12,123		S/L	39	168		
ARNESON FURNITURE							
6/20/19	28,742		S/L	7	2,053		
BLDG-PROJECT ARCHITECT							
6/20/19	5,387		S/L	39	75		
BLDG-DESIGN ARCHITECT							
6/20/19	5,107		S/L	39	71		
BLDG-MEP CONSULTANT							
6/20/19	11,700		S/L	39	163		
BLDG-CIVIL ENGINEERING CONSLTANT							
6/20/19	3,926		S/L	39	55		
BLDG-LANDSCAPE ARCHITECT							
6/20/19	2,250		S/L	39	31		
BLDG-LIGHTING CONSULTANT							
6/20/19	1,300		S/L	39	18		
BLDG-CURTAIN WALL CONSULTANT							
6/20/19	1,470		S/L	39	20		
BLDG-GENERAL CONTRACTOR							
7/09/19	164,651		S/L	39	1,935		

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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
NEW TELEPHONES							
7/25/19	$ 665	$	S/L	7	$ 40	$	$
BLDG-GENERAL CONTRACTOR							
9/05/19	140,857		S/L	39	1,053		
BLDG-GENERAL CONTRACTOR							
11/20/19	87,970		S/L	39	282		
5 IPADS & 2 APPLE TVS							
12/12/19	2,993		S/L	5	50		
MEMORIAL PLAQUE DESIGN							
10/23/19	3,000			0			
BLDG-LEGAL FEES							
12/31/19	965			0			
BLDG-CROSSWALK DESIGN							
12/31/19	142			0			
TOTAL	$ 21,955,301	$ 891,602			$ 478,346	$ 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	$ 733	15	$ 400	$	$	
TOTAL		$ 6,000	$ 733		$ 400	$ 0	$ 0	

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

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ALARM MONITORING FEES	12,652	16		12,636
ART COLLECTION EXPENSES	44,506			44,506
ART PROGRAMS	45,773			45,773
BANK FEES	747	15		732
CLEANING EXPENSES	17,488	35		17,453
COMMUNITY EVENTS	90,519			90,519
CONTINUING EDUCATION EXPENSES	27,218			27,218
CONTRACT LABOR	47,890	1,111		46,779
EMPLOYEE BUSINESS EXPENSES	3,687			3,687
EMPLOYEE BACKGROUND CHECKS	353			353
GALLERY EXPENSES	272,217			272,217
INSURANCE	86,940	8,694		78,246
LANDSCAPE MAINTENANCE	22,238			22,238
MARKETING	15,695			15,695
MEMBERSHIPS	1,027			1,027
MISCELLANEOUS	10,315			10,315
OFFICE EXPENSES	8,511	851		7,660
PARKING EXPENSE	1,230			1,230
PAYROLL SERVICE FEES	18,789	4,697		14,092
PERSONNEL EXPENSE	3,500	350		3,150
POSTAGE	1,403	140		1,263
REPAIRS	37,829			37,829
SECURITY	56,519			56,519
SUBSCRIPTIONS	4,057	406		3,651
SUPPLIES	12,551	18		12,533
TELEPHONE	21,811	2,131		19,680
TRUCK EXPENSE	643			643
STORAGE EXPENSES	2,766			2,766
UTILITIES	161,296	766		160,530
TOTAL	$ 1,030,170	$ 19,230	$ 0	$ 1,010,940

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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	$ 301,575	$ 277,850	COST	$ 91,441
ADAMS STREET PARTNERSHIP-US	425,448	371,036	COST	295,570
BRINSON PARTNERSHIP 1999 PRIMARY FD	71,871	66,571	COST	
BRINSON PARTNERSHIP 2000 PRIMARY FD	29,209	27,927	COST	14,848
GS MOUNT KELLET CAPITAL PARTNERS	892,223	866,872	COST	83,671
KKR EUROPEAN FUND	1,088,923	1,225,577	COST	1,921,637
KKR AMERICAS FUND XII LP	419,395	569,440	COST	788,816
KKR AMERICAS FUND XII FREYA	22,300	22,300	COST	
KKR AMERICAS FUND XII KESTREL	21,644	21,644	COST	
KKR AMERICAS FUND XII INDIGO	58,306	58,306	COST	
KKR AMERICAS FUND XII DREAM		45,022	COST	
KKR ASIAN FUND III LP	132,583	623,935	COST	870,466
KKR ASIAN FUND III JAPAN AIV LP	42,881	41,851	COST	
KKR ASIAN FUND III DELAWARE	49,238		COST	
UBS CAMBIAR	2,339,593		COST	
UBS KAYNE	2,451,162	2,391,268	COST	3,501,097
UBS LONDON	2,274,018	2,329,004	COST	3,379,653
UBS MLP'S	2,666,336	2,564,538	COST	9,077,010
UBS REINHART	2,567,203		COST	
UBS RESTRICTED FUND	3,081,493	2,537,267	COST	2,537,267
UBS RICHTER	3,376,060		COST	
UBS-AXONIC	2,000,000	2,000,000	COST	2,455,146
UBS-ETF	15,486,754	18,750,242	COST	21,821,017
UBS-LOCUST WOOD OFFSHORE	1,036,534	1,036,534	COST	1,412,528
UBS-VAUGHAN NELSON	2,473,455	2,555,968	COST	3,080,705
160 - CULEBRA LTD	16,433	81,291	COST	14,085
TOTAL	$ 43,324,637	$ 38,464,443		$ 51,344,957

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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	$ 18,042,781	$ 18,394,326	COST	$ 26,486,300
TOTAL	$ 18,042,781	$ 18,394,326		$ 26,486,300

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	$ 16,529,117	$ 20,889,019	$ 1,371,073	$ 20,889,019
LAND	1,200,026	1,200,026		1,200,026
TOTAL	$ 17,729,143	$ 22,089,045	$ 1,371,073	$ 22,089,045

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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	$ 62,998	$ 55,479	$ 55,479
TOTAL	$ 62,998	$ 55,479	$ 55,479

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

Description	Beginning of Year	End of Year
CONVERSION TO COST BASIS DIFFERENCES	$ 186,954	$ 191,253
TOTAL	$ 186,954	$ 191,253

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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	50,000
LPF OPERATIONS, LLC PO BOX 830607 SAN ANTONIO TX 78283	82-1552752	DISREGARDED ENTITY	65,000
PACE SPACE, LLC PO BOX 830607 SAN ANTONIO TX 78283	46-5207982	DISREGARDED ENTITY	155,000
PACE EXHIBITIONS, LLC PO BOX 830607 SAN ANTONIO TX 78283	36-4807298	DISREGARDED ENTITY	3,717,843
TOTAL			$ 3,987,843

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	99,832	16,646	0
KELLY O'CONNOR PO BOX 830607 SAN ANTONIO TX 78283	COLLECTIONS	40.00	84,012	15,085	0
KATHRYN KANJO	PRESIDENT	4.00	28,000	0	0

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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					
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	72,166	13,954	0
RICK MOORE PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE/PRES	12.00	36,000	0	0
ISSAC JULIAN PO BOX 830607 SAN ANTONIO TX 78283	TRUSTEE	1.00	0	0	0

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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)	$
TOTAL	$ 0

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	$	25	$	$
ADAMS STREET PARTNERSHIP			14	-10,373	
ADAMS STREET PARTNERSHIP-US	211110	2,759	25		
ADAMS STREET PARTNERSHIP-US			14	37,500	
BRINSON PARTNERSHIP FUND 19			14	-5,300	
BRINSON PARTNERSHIP FUND 20			14	-1,282	
BUCKEYE PARTNERS LP	211110	19,957	25		
BUCKEYE PARTNERS LP			14	-42,506	
ENERGY TRANSFER LP	211110	-54,725	25		
ENERGY TRANSFER LP			14	4,444	
ENTERPRISE PRODUCTS PARTNER	211110	7,849	25		
ENTERPRISE PRODUCTS PARTNER			14	-166	
GS MOUNT KELLETT CAPITAL PA			14	53,283	
HOLLY ENERGY PARTNERS	211110	14,314	25		

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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	$ -36	$
MAGELLAN MIDSTREAM PARTNERS			14	12,408	
MAGELLAN MIDSTREAM PARTNERS	211110	-12	25		
MPLX ENERGY LOGISTICE	211110	-64,864	25		
MPLX ENERGY LOGISTICS			14	2,976	
NUSTAR ENERGY LP	211110	2,843	25		
NUSTAR ENERGY LP			14	-13,681	
PLAINS ALL AMERICAN PIPE LI	211110	-34,387	25		
PLAINS ALL AMERICAN PIPE LI			14	-4,589	
TC PIPELINES	211110	14,737	25		
TC PIPELINES			14	626	
WESTERN GAS PARTNERS	211110	-6,508	25		
WESTERN GAS PARTNERS			14	204	
WESTERN MIDSTREAM PARTNERS	211110	-45,786	25		
WESTERN MIDSTREAM PARTNERS			14	1,564	
ANDEAVOR LOGISTICS LP	211110	-22,778	25		
ANDEAVOR LOGISICS LP			14	31	
PHILLIPS 66 PARTNERS LP	211110	-5,050	25		
WILLIAMS PARTNERS LP			14	112	
KKR EUROPEAN FUND	211110	7,676	25		
KKR EUROPEAN FUND			14	389,251	
KKR AMERICAS FUND XII LP	211110	-3,107	25		
KKR AMERICAS FUND XII LP			14	-17,890	
KKR AMERICAS FUND X11 DREAM			14	1,315	
KKR ASIAN FUND III LP	211110	-1,570	25		
KKR ASIAN FUND III LP			14	33,988	

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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 JAPAN AI	211110	$	25	$	$
KKR ASIAN FUND III JAPAN AI			14	-1,030	
160-CULEBRA LTD	211110	-736	25		
160 - CULEBRA LTD			14	156,960	
TOTAL		$ -169,388		$ 597,809	$ 0