

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

OMB No. 1545-0047

2014▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ **Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.****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 foundationCheck 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 33¹/₃ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.****Schedule B (Form 990, 990-EZ, or 990-PF) (2014)**

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	\$ 1,050,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
.....	\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Form **990-PF**

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0052

2014

Department of the Treasury
Internal Revenue Service

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation LINDA PACE FOUNDATION		A Employer identification number 04-3757853
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 830607	Room/suite	B Telephone number (see instructions) 210-226-6663
City or town, state or province, country, and ZIP or foreign postal code SAN ANTONIO TX 78283		C If exemption application is pending, check here ... <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 92,307,238	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,050,090			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	385,624	385,624		
	4 Dividends and interest from securities	657,308	657,308		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	818,522			
	b Gross sales price for all assets on line 6a 13,047,790				
	7 Capital gain net income (from Part IV, line 2)		1,099,026		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) STMT 2	87,366		87,366		
12 Total. Add lines 1 through 11	2,998,910	2,141,958	87,366		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	335,861	58,963		276,898
	14 Other employee salaries and wages	244,241	19,775		224,466
	15 Pension plans, employee benefits	68,765	4,708		64,057
	16a Legal fees (attach schedule) SEE STMT 3	30,003	2,176		27,827
	b Accounting fees (attach schedule) STMT 4	23,660	716		22,944
	c Other professional fees (attach schedule) STMT 5	517,551	387,063		130,488
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	168,054	22,373		101,520
	19 Depreciation (attach schedule) and depletion STMT 7	119,833			
	20 Occupancy				
	21 Travel, conferences, and meetings	55,417			55,417
	22 Printing and publications				
	23 Other expenses (att. sch.) STMT 8	653,216	10,385		642,831
	24 Total operating and administrative expenses. Add lines 13 through 23	2,216,601	506,159	0	1,546,448
	25 Contributions, gifts, grants paid	769,000			769,000
26 Total expenses and disbursements. Add lines 24 and 25	2,985,601	506,159	0	2,315,448	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	13,309				
b Net investment income (if negative, enter -0-)		1,635,799			
c Adjusted net income (if negative, enter -0-)			87,366		

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2014)

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash – non-interest-bearing	171,603	27,861	27,861
	2 Savings and temporary cash investments	269,576	453,581	453,581
	3 Accounts receivable			
	Less: allowance for doubtful accounts			
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att. schedule)			
	Less: allowance for doubtful accounts	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule) SEE STMT 9	36,791,283	36,874,062	49,521,476
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment: basis			
Less: accumulated depreciation (attach sch.)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule) SEE STATEMENT 10	20,993,606	20,954,576	37,075,649	
14 Land, buildings, and equipment: basis	5,809,807			
Less: accumulated depreciation (attach sch.) STMT 11	647,621	5,162,186	5,162,186	
15 Other assets (describe SEE STATEMENT 12)	65,982	66,485	66,485	
16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	63,496,024	63,538,751	92,307,238	
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 13)	12,816			
23 Total liabilities (add lines 17 through 22)	12,816	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	63,483,208	63,538,751	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	63,483,208	63,538,751		
31 Total liabilities and net assets/fund balances (see instructions)	63,496,024	63,538,751		

Part III Analysis of Changes in Net Assets or Fund Balances		
1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	63,483,208
2 Enter amount from Part I, line 27a	2	13,309
3 Other increases not included in line 2 (itemize) SEE STATEMENT 14	3	42,234
4 Add lines 1, 2, and 3	4	63,538,751
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	63,538,751

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	12BI INCOME	P	VARIOUS	VARIOUS
d	UBS-PCLT REST ACCT-CAP GAIN			
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	11,279,997	10,217,275	1,062,722	
b	1,688,044	1,731,489	-43,445	
c	5,717		5,717	
d	74,032		74,032	
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				1,062,722
b				-43,445
c				5,717
d				74,032
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	1,099,026	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 []	3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	2,184,006	46,613,182	0.046854
2012	2,045,913	42,061,555	0.048641
2011	1,760,594	39,125,077	0.044999
2010	1,875,048	34,143,464	0.054917
2009	2,106,717	29,872,618	0.070523
2	Total of line 1, column (d)	2	0.265934
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.053187
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	49,587,685
5	Multiply line 4 by line 3	5	2,637,420
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	16,358
7	Add lines 5 and 6	7	2,653,778
8	Enter qualifying distributions from Part XII, line 4 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.	8	2,587,772

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	32,716
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	32,716
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	32,716
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	41,321
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	49,821
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	17,105
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 17,105 Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		N/A
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of DEBBIE MORGAN Telephone no. 210-226-6663
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
16 At any time during calendar year 2014, 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? Yes No X

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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
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)? Organizations relying on a current notice regarding disaster assistance check here 1b X
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 2014? 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes No X
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 X
b If "Yes," did it have excess business holdings in 2014 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 2014.) 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 2014? 4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No **5b**

Organizations relying on a current notice regarding disaster assistance check here **5b**

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? Yes No **5b**

If "Yes," attach the statement required by Regulations section 53.4945–5(d). **5b**

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No **6b**

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b**

If "Yes" to 6b, file Form 8870. **6b**

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15				

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
DEBBIE MORGAN SAN ANTONIO PO BOX 830607 TX 78283	40.00	79,100	12,699	0
KELLY O'CONNOR SAN ANTONIO PO BOX 830607 TX 78283	40.00	62,150	10,468	0

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 100 CRESCENT CT, SUITE 600 DALLAS TX 75201	INVESTMENT ADV	375,040
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 16	
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	49,954,610
b	Average of monthly cash balances	1b	257,485
c	Fair market value of all other assets (see instructions)	1c	130,732
d	Total (add lines 1a, b, and c)	1d	50,342,827
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	50,342,827
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	755,142
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,587,685
6	Minimum investment return. Enter 5% of line 5	6	2,479,384

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	2,479,384
2a	Tax on investment income for 2014 from Part VI, line 5	2a	32,716
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	32,716
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,446,668
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,446,668
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	2,446,668

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	2,315,448
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	272,324
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,587,772
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,587,772

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,446,668
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2014:				
a From 2009	615,086			
b From 2010	204,877			
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	819,963			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 2,587,772				
a Applied to 2013, 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 2014 distributable amount				2,446,668
e Remaining amount distributed out of corpus	141,104			
5 Excess distributions carryover applied to 2014 (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	961,067			
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 2013. Subtract line 4a from line 2a. Taxable amount – see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				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 2009 not applied on line 5 or line 7 (see instructions)	615,086			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	345,981			
10 Analysis of line 9:				
a Excess from 2010	204,877			
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014	141,104			

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 2014, 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				(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test – enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
 LINDA M. PACE (DECEASED) \$2,706,630

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
 N/A

b The form in which applications should be submitted and information and materials they should include:
 N/A

c Any submission deadlines:
 N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
 N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ARTPACE INC 445 N MAIN AVENUE SAN ANTONIO TX 78205	NONE	PUB CHARITY GENERAL	OPERATING	700,000
CONTEMPORARY ART MONTH PO BOX 91131 SAN ANTONIO TX 78209	NONE	PUB CHARITY	SPONSORSHIP	4,000
SOUTHWEST SCHOOL OF ARTS 300 AUGUSTA SAN ANTONIO TX 78205	NONE	PUB CHARITY GENERAL	OPERATING EXP	20,000
SAN ANTO CULTURAL ARTS INC 2120 EL PASO SAN ANTONIO TX 78207	NONE	PUB CHARITY	SCULPTURE PROJECT	5,000
GUADALUPE CULTURAL ARTS CENTER 723 S BRAZOS SAN ANTONIO TX 78207	NONE	PUB CHARITY GENERAL	OPERATING EXPENSES	10,000
PEREZ ART MUSEUM MIAMI 1103 BISCAYNE BLVD MIAMI FL 33132	NONE	PUB CHARITY	PROGRAM GRANT	5,000
THE CONTEMPORARY AUSTIN 700 CONGRESS AVENUE AUSTIN TX 78701	NONE	PUB CHARITY GENERAL	OPERATING EXPENSES	20,000
ARTIST FOUNDATION OF SAN ANTONIO PO BOX 15797 SAN ANTONIO TX 78212	NONE	PUB CHARITY GENERAL	OPERATING EXPENSES	5,000
Total			▶ 3a	769,000
b Approved for future payment N/A				
Total			▶ 3b	

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization

(Including Information on Listed Property)

▶ Attach to your tax return.

▶ Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.

OMB No. 1545-0172

2014

Attachment Sequence No. **179**

Name(s) shown on return

LINDA PACE FOUNDATION

Identifying number

04-3757853

Business or activity to which this form relates

INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2013 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2015. Add lines 9 and 10, less line 12	▶ 13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	119,833

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2014	17	0
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	▶ <input type="checkbox"/>	

Section B—Assets Placed in Service During 2014 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C—Assets Placed in Service During 2014 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	119,833
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

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

Whom Sold	Description	Date Acquired	Date Sold	How Received		Expense	Depreciation	Net Gain / Loss
				Sale Price	Cost			
REPLACEMENTS				PURCHASE				
	VARIOUS	12/30/14	\$	\$	202,830	\$	50,630	\$ -152,200
ASSETS DONATED				PURCHASE				
	VARIOUS	12/30/14			33,132		24,828	-8,304
ORIGINAL ARCHITECT FEES				PURCHASE				
	VARIOUS	12/30/14			120,000			-120,000
TOTAL			\$	\$	0	\$	75,458	\$ -280,504

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

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
WEDDING FEES	\$ 750	\$	\$ 750
ACCESS MIDSTREAM PARTNERS	-41,959		-41,959
ACCESS MIDSTREAM PARTNERS	-143		-143
ADAMS STREET PARTNERSHIP	-48		-48
ADAMS STREET PARTNERSHIP	38,146		38,146
ADAMS STREET PARTNERSHIP-US	5,138		5,138
ADAMS STREET PARTNERSHIP-US	111,713		111,713
BRINSON PARTNERSHIP FUND 1998	-179		-179
BRINSON PARTNERSHIP FUND 1999	-22		-22
BRINSON PARTNERSHIP FUND 1999	-7,533		-7,533
BRINSON PARTNERSHIP FUND 2000	37		37
BRINSON PARTNERSHIP FUND 2000	1,052		1,052
BUCKEYE PARTNERS LP	3,782		3,782
BUCKEYE PARTNERS LP	-18,360		-18,360
EL PASO PIPELINE PARTNERS LP	-244		-244
EL PASO PIPELINE PARTNERS LP	-9,769		-9,769
ENERGY TRANSFER EQUITY LP	-5,862		-5,862
ENERGY TRANSFER EQUITY LP	-13		-13
ENTERPRISE PRODUCTS PARTNERS	-12,503		-12,503
ENTERPRISE PRODUCTS PARTNERS	663		663

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

<u>Description</u>	<u>Revenue per Books</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
GS MEZZANINE PARTNERS III LP	\$ -472	\$	\$ -472
GS MOUNT KELLETT CAPITAL PART	131,190		131,190
HOLLY ENERGY PARTNERS	-1,548		-1,548
HOLLY ENERGY PARTNERS	-47		-47
MAGELLAN MIDSTREAM PARTNERS	-548		-548
MAGELLAN MIDSTREAM PARTNERS	62,079		62,079
MARKWEST ENERGY PARTNERS LP	-42,279		-42,279
MARKWEST ENERGY PARTNERS LP	3,561		3,561
NUSTAR ENERGY LP	5,225		5,225
NUSTAR ENERGY LP	-4,767		-4,767
ONEOK PARTNERS LP	-53,659		-53,659
ONEOK PARTNERS LP	-570		-570
PLAINS ALL AMERICAN PIPE LINE	8,375		8,375
PLAINS ALL AMERICAN PIPE LINE	-2,093		-2,093
SUNOCO LOGISTICS	-72,104		-72,104
SUNOCO LOGISTICS	2,350		2,350
TC PIPELINES	-6,162		-6,162
TC PIPELINES	5		5
WESTERN GAS PARTNERS	-5,933		-5,933
WESTERN GAS PARTNERS	117		117
TOTAL	<u>\$ 87,366</u>	<u>\$ 0</u>	<u>\$ 87,366</u>

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
INDIRECT LEGAL FEES	\$ 30,003	\$ 2,176	\$	\$ 27,827
TOTAL	<u>\$ 30,003</u>	<u>\$ 2,176</u>	<u>\$ 0</u>	<u>\$ 27,827</u>

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
WAYNE E. COLLIE, CPA	\$ 7,160	\$ 716	\$	\$ 6,444
AKIN, DOHERTY, KLEIN & FEUGE	16,500			16,500
TOTAL	<u>\$ 23,660</u>	<u>\$ 716</u>	<u>\$ 0</u>	<u>\$ 22,944</u>

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
UBS GLOBAL MANAGEMENT INC	\$ 375,040	\$ 375,040	\$	\$
CONSULTING FEES-PUBLIC RELATIONS	29,998	3,000		26,998
ARTS CONSULTING GROUP INC	85,500	8,550		76,950
CONSULTING FEES	27,013	473		26,540
TOTAL	<u>\$ 517,551</u>	<u>\$ 387,063</u>	<u>\$ 0</u>	<u>\$ 130,488</u>

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
PROPERTY TAXES	\$ 101,520	\$	\$	\$ 101,520
FOREIGN TAXES	22,373	22,373		
FEDERAL EXCISE TAX	44,161			
TOTAL	<u>\$ 168,054</u>	<u>\$ 22,373</u>	<u>\$ 0</u>	<u>\$ 101,520</u>

Federal Statements

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

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
TRASH RECEPTACLES							
10/28/05	\$ 2,883	\$ 2,355	S/L	10	\$ 288	\$	\$
FENCING & TRELLIS							
10/28/05	146,925	59,621	S/L	20	7,346		
STONE PATIO							
10/28/05	53,427	21,765	S/L	20	2,671		
FOUNTAIN							
10/28/05	181,370	74,031	S/L	20	9,068		
BATHROOM							
10/28/05	228,248	46,301	S/L	40	5,706		
WEDNESDAY CHILD IN-GROUND ARTWORK							
10/28/05	129,147	52,249	S/L	20	6,457		
IN-GROUND VAULT							
10/28/05	2,882	2,337	S/L	10	288		
IRRIGATION SYSTEM							
10/28/05	47,100	19,036	S/L	20	2,355		
LANDSCAPE PLANT MATERIAL & LABOR							
10/28/05	289,297	117,371	S/L	20	14,464		
152 CAMP							
10/28/05	128,206			0			
SIGNAGE							
7/01/06	7,700	6,160	S/L	10	770		
LAND							
10/28/05	165,000			0			
LANDSCAPE EQUIPMENT							
9/27/07	924	289	S/L	20	46		
CHRISPARK IMPROVEMENTS (ARCHITECT FEES)							
9/13/07	14,025	4,441	S/L	20	702		
LANDSCAPE LIGHTING							
2/08/07	13,028	4,505	S/L	20	652		
FENCING							
1/22/07	8,000	2,767	S/L	20	400		
CREDIT ON WEDNESDAY CHILD PROJECT							
2/06/07	-700	-242	S/L	20	-35		

Federal Statements

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

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
FOUNTAIN							
10/03/07	\$ 6,279	\$ 1,962	S/L	20	\$ 314	\$	\$
PATIO							
11/07/07	9,838	3,033	S/L	20	492		
LANDSCAPE LIGHTING							
10/18/07	258	79	S/L	20	13		
WEBSITE							
12/31/07	1,438	575	S/L	15	96		
ALARM SYSTEM							
12/31/07	5,000	1,500	S/L	20	250		
COMPUTER EQUIPMENT							
12/31/07	4,696	4,696	S/L	5			
OFFICE FURNITURE							
12/31/07	1,661	1,423	S/L	7	238		
OFFICE BUILDING IMPROVEMENTS							
12/31/07	95,382	14,674	S/L	39	2,446		
OFFICE BUILDING-LAND							
12/31/07	42,500			0			
OFFICE BUILDING							
12/31/07	135,533	20,851	S/L	39	3,475		
2002 TOYOTA TUNDRA							
1/01/08	3,984	3,984	S/L	5			
SHED							
1/18/08	897	531	S/L	10	89		
WEBSITE DESIGN							
1/17/08	1,120	947	S/L	7	160		
WEBSITE DESIGN							
2/21/08	2,500	2,083	S/L	7	357		
SITE SURVEY, LINES-TELEPHONE SYSTEM							
1/31/08	2,077	1,756	S/L	7	297		
ALARM SYSTEM							
1/31/08	6,277	5,306	S/L	7	897		
SCANNER							
1/01/08	2,544	2,544	S/L	5			

Federal Statements

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

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
SHREDDER							
2/07/08	\$ 675	\$ 570	S/L	7	\$ 97	\$	\$
DYSON VACUUM CLEANER							
2/19/08	507	423	S/L	7	72		
POLYSOM CONFERENCE UNIT							
5/29/08	670	534	S/L	7	96		
LAERAL FILES							
6/26/08	1,591	1,250	S/L	7	228		
OFFICE FURNITURE-HONDO PARTNERS							
8/01/08	8,200	6,345	S/L	7	1,172		
IRRIGATION ADN LANDSCAPE							
4/23/08	7,790	2,943	S/L	15	519		
ELECTRIC SHADES							
1/28/08	663	561	S/L	7	95		
OFFICE BUILDING IMPROVEMENTS							
1/31/08	75,434	11,444	S/L	39	1,934		
CARPET							
2/21/08	5,496	4,580	S/L	7	785		
OUTDOOR WALKWAY							
2/21/08	15,401	5,989	S/L	15	1,027		
CANOPY AND STEEL PLATES							
5/01/08	7,450	1,083	S/L	39	191		
ARCHITECT FEES FOR CANOPY							
5/22/08	2,663	381	S/L	39	68		
OFFICE BUILDING IMPROVEMENTS							
5/22/08	4,604	659	S/L	39	118		
CLOSET MILLWORK							
5/22/08	1,299	186	S/L	39	33		
SKYLIGHT TINTING							
9/04/08	2,172	297	S/L	39	56		
TELEVISION SET-UP							
1/14/08	17,357	14,878	S/L	7	2,479		
ARCHITECT FEES							
5/30/07	4,384	1,711	S/L	20	219		

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
ICE HOUSE IMPROVEMENTS							
1/06/06	\$ 54,788	\$ 29,220	S/L	15	\$ 3,653	\$	\$
ICEHOUSE IMPROVEMENTS							
5/01/07	1,863	828	S/L	15	124		
ICEHOUSE ARCHITECT FEES							
5/30/07	10,188	4,471	S/L	15	679		
AERON CHARIS							
1/01/08	750	643	S/L	7	107		
ICEHOUSE							
10/28/05	750,377			0			
RAILROAD RIGHT OF WAY							
12/30/08	65,121			0			
130 SCHREINER PLACE							
1/01/08	67,883			0			
WEBSITE DESIGN							
2/10/09	646	453	S/L	7	93		
DIGITAL CAMERA							
2/19/09	849	821	S/L	5	28		
GREAT PLAINS SERVIER LICENSE							
4/21/09	2,879	2,879	S/L	3			
WEBSITE DESIGN							
5/01/09	2,681	1,788	S/L	7	383		
BRUSH DEBRIS COLLECTOR							
12/13/09	611	356	S/L	7	88		
LAWN MOWER							
10/25/10	1,470	665	S/L	7	210		
COMPUTER-KELLY							
1/01/10	528	423	S/L	5	105		
LAPTOP							
1/01/10	1,486	1,189	S/L	5	297		
WEBSITE							
9/30/10	21	21	S/L	3			
PRINTER-DEBBIE							
2/10/10	885	693	S/L	5	177		

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
3 DVD'S AND BASESTATION							
2/16/10	\$ 804	\$ 616	S/L	5	\$ 161	\$	\$
LADDER							
3/01/10	810	444	S/L	7	115		
WEBSITE							
3/01/10	253	253	S/L	3			
COMPUTERS-JAN & DEB							
3/15/10	1,121	860	S/L	5	224		
WEBSITE							
4/01/10	128	128	S/L	3			
WEBSITE							
5/01/10	188	188	S/L	3			
WEBSITE							
6/01/10	699	699	S/L	3			
WEBSITE							
8/16/10	113	113	S/L	3			
WEBSITE							
9/30/10	64	64	S/L	3			
COMPUTER-STEVEN							
11/30/10	2,396	1,477	S/L	5	479		
500 BLANK LPF CARDS							
1/19/11	1,168	1,135	S/L	3	33		
WEBSITE							
2/01/11	64	62	S/L	3	2		
WEBSITE							
5/01/11	40	36	S/L	3	4		
WEBSITE							
8/01/11	43	34	S/L	3	9		
WEBSITE							
10/01/11	235	176	S/L	3	59		
WEBSITE							
11/01/11	169	122	S/L	3	47		
WEBSITE							
12/01/11	101	70	S/L	3	31		

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
BLOWER							
5/31/11	\$ 541	\$ 200	S/L	7	\$ 77	\$	\$
PUSH MOWER							
6/15/11	540	199	S/L	7	77		
WEBSITE DESIGN							
9/13/11	319	248	S/L	3	71		
LANDSCAPE-BAMBOO							
12/14/11	3,800	1,131	S/L	7	543		
PROJECTOR LIGHT BULBS							
1/31/12	6,810	1,865	S/L	7	973		
PENTHOUSE							
4/30/12	2,500,000			0			
PENTHOUSE FURNITURE							
4/30/12	261,950			0			
SIGNAGE							
6/30/12	770	165	S/L	7	110		
SIGNAGE							
7/10/12	340	73	S/L	7	48		
SIGNAGE							
9/07/12	5,154	982	S/L	7	736		
SIGNAGE							
11/30/12	520	80	S/L	7	75		
WEBSITE							
2/01/12	523	334	S/L	3	174		
WEBSITE							
3/01/12	234	143	S/L	3	78		
COMPUTER EXTRA OFFICE							
4/03/12	639	224	S/L	5	127		
WEBSITE							
5/01/12	180	100	S/L	3	60		
WEBSITE							
6/01/12	1,412	745	S/L	3	470		
GREAT PLAINS SOFTWARE UPDATE							
6/15/12	1,755	926	S/L	3	585		

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							
7/01/12	\$ 463	\$ 231	S/L	3	\$ 154	\$	\$
WEBSITE							
8/01/12	420	198	S/L	3	140		
CEILING TILES							
8/31/12	8,683	297	S/L	39	222		
WEBSITE							
9/01/12	21	9	S/L	3	8		
COPIER/SCANNER							
10/04/12	450	113	S/L	5	90		
WEBSITE							
12/01/12	128	46	S/L	3	43		
PODIUM							
5/03/12	1,584	377	S/L	7	227		
STANTIONS							
2/07/12	4,116	1,127	S/L	7	588		
BENCHES							
3/15/12	1,529	400	S/L	7	219		
HD TV AND MOUNT							
3/15/12	1,714	628	S/L	5	343		
BLACKOUT SHADES							
4/01/12	550	138	S/L	7	78		
ROOF IMPROVEMENTS							
6/29/12	10,290	396	S/L	39	264		
SECURITY SYSTEM							
9/24/12	5,696	183	S/L	39	146		
BLU RAY PLAYER							
9/24/12	2,518	630	S/L	5	503		
SHADES							
12/14/12	7,772	1,203	S/L	7	1,110		
MOWER							
12/20/13	500		S/L	7	71		
WEBSITE UPDATES							
1/31/13	43	13	S/L	3	14		

Federal Statements

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

Description							
Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
WEBSITE UPDATES 2/28/13	\$ 21	\$ 6	S/L	3	\$ 7	\$	\$
TELEPHONE SYSTEM 12/11/13	3,236	39	S/L	7	462		
APPLE COMPUTER-MAURA 8/15/13	2,410	201	S/L	5	482		
APPLE COMPUTER-KELLY 8/15/13	2,051	171	S/L	5	410		
APPLE MAC BOOK AIR-MAURA 8/15/13	1,838	153	S/L	5	368		
SERVER TOWER 8/15/13	2,297	191	S/L	5	460		
SERVER TOWER 9/20/13	1,550	78	S/L	5	310		
WEBSITE UPDATES 2/28/13	255	71	S/L	3	85		
WEBSITE UPDATES 3/31/13	21	5	S/L	3	7		
WEBSITE UPDATES 4/30/13	21	5	S/L	3	7		
WEBSITE UPDATES 5/31/13	128	25	S/L	3	42		
WEBSITE UPDATES 6/30/13	64	11	S/L	3	21		
WEBSITE UPDATES 7/31/13	383	53	S/L	3	128		
WEBSITE UPDATES 8/31/13	425	47	S/L	3	142		
WEBSITE UPDATES 9/30/13	21	2	S/L	3	7		
WEBSITE UPDATES 10/31/13	64	4	S/L	3	21		
WEBSITE UPDATES 11/30/13	191	5	S/L	3	64		

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
ARCHITECT FEES 10/22/13	\$ 2,675		S/L	39	\$ 69		\$
PROJECTORS 9/06/13	66,444	4,430	S/L	5	13,288		
CARPET TILES 10/15/13	8,632	308	S/L	7	1,233		
ELECTIRCAL OUTLET 10/22/13	600	3	S/L	39	15		
GLASSES AND TRAYS 11/15/13	718	17	S/L	7	103		
VACUUM 11/15/13	899	21	S/L	7	129		
BLACKOUT SHADES 12/03/13	10,348	123	S/L	7	1,479		
ARCHITECT FEES 11/08/13	40,000		S/L	39			
ARCHITECT FEES 12/03/13	40,000		S/L	39			
ARCHITECT FEES 12/20/13	40,000		S/L	39			
CHAIN FENCE AND GATE 10/31/08	2,159	144	S/L	15	144		
COPPER LINES 11/30/08	586	39	S/L	15	39		
MIXER AND SPEAKERS 1/27/14	2,720		S/L	7	356		
VIDEO CAMERA 6/10/14	1,839		S/L	5	215		
PROJECTOR & SCREEN 7/05/14	664		S/L	7	47		
APPLE IPAD 1/15/14	1,006		S/L	5	201		
PEDESTALS AND STEPS 10/09/14	1,005		S/L	39	6		

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
APPLE MAC							
3/10/14	\$ 2,015	\$	S/L	5	\$ 336	\$	\$
POTEET-ARCHITECT FEES							
4/30/14	31,986		S/L	39	547		
NEW LIGHTING							
4/08/14	1,014		S/L	39	19		
SKYLIGHT BLACKOUT							
4/08/14	3,191		S/L	7	342		
RUBIOLA-BUILD OUT							
4/22/14	101,476		S/L	39	1,735		
DESK							
5/31/14	275		S/L	7	23		
HVAC UPGRADE							
6/04/14	700		S/L	39	10		
SPRINKLERS							
6/04/14	1,020		S/L	39	15		
SIGNAGE							
4/08/14	6,440		S/L	7	690		
2ND FLOOR ALARM SYSTEM							
2/27/14	930		S/L	39	20		
DEMOLITION PLANS							
11/14/14	10,129			0			
ASBESTOS SURVEY							
12/01/14	2,400			0			
FIRE & SECURITY SYSTEM							
5/06/14	11,744		S/L	39	201		
CONCRETE PATHWAY/NEW DOOR							
4/30/14	17,032		S/L	40	284		
WEBSITE DESIGN							
4/08/14	40,965			3	10,241		

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

Description							
<u>Date Acquired</u>	<u>Cost Basis</u>	<u>Prior Year Depreciation</u>	<u>Method</u>	<u>Life</u>	<u>Current Year Depreciation</u>	<u>Net Investment Income</u>	<u>Adjusted Net Income</u>
TOTAL	\$ 6,165,776	\$ 603,247			\$ 119,833	\$ 0	\$ 0

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
	\$	\$	\$	\$
EXPENSES				
ALARM MONITORING FEES	2,706	132		2,574
ART COLLECTION EXPENSES	58,571			58,571
ART PROGRAMS	188,046			188,046
BANK FEES	1,249	125		1,124
CLEANING EXPENSES	10,158	797		9,361
COMMUNITY EVENTS	2,368	237		2,131
CONDOMINIUM FEES	77,631			77,631
CONTINUING EDUCATION EXPENSES	2,967			2,967
CONTRACT LABOR	1,080			1,080
EMPLOYEE BUSINESS EXPENSES	2,924			2,924
GALLERY EXPENSES	1,651			1,651
GUEST CURATOR EXPENSES	10,525	1,052		9,473
INSURANCE	43,378	1,996		41,382
LANDSCAPE MAINTENANCE	35,394			35,394
MEMBERSHIPS	2,231			2,231
MISCELLANEOUS	859	58		801
OFFICE EXPENSES	7,330	733		6,597
PARK EXPENSES	2,130			2,130
PAYROLL SERVICE FEES	2,873	718		2,155
PERMITS	75			75
POSTAGE	1,277	128		1,149
PRINTING	63			63
REPAIRS	133,627			133,627
RETIREMENT PLAN FEES	2,100	210		1,890
SECURITY	1,253	125		1,128

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

<u>Description</u>	<u>Total</u>	<u>Net Investment</u>	<u>Adjusted Net</u>	<u>Charitable Purpose</u>
SUBSCRIPTIONS	\$ 1,807	\$ 181	\$	\$ 1,626
SUPPLIES	1,011	101		910
TELEPHONE	16,593	1,472		15,121
TRUCK EXPENSE	1,334			1,334
UNIFORMS	525			525
UTILITIES	39,200	2,320		36,880
WEBSITE HOSTING EXPENSES	280			280
TOTAL	<u>\$ 653,216</u>	<u>\$ 10,385</u>	<u>\$ 0</u>	<u>\$ 642,831</u>

Federal Statements**Statement 9 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
UBS-LOCUST WOOD OFFSHORE	\$	\$	COST	\$
UBS YACHTMAN	3,467,019	3,318,961	COST	4,552,852
UBS WENTWORTH	1,729,566		COST	
UBS SEIX HIGH YIELD	5,988,729	6,254,266	COST	6,243,292
UBS RESTRICTED FUND	902,515	1,494,731	COST	1,496,283
UBS REINHART	2,391,560	550,485	COST	563,179
UBS O'CONNOR GLOBAL	2,500,000	2,500,000	COST	3,057,712
UBS NFJ INTERNATIONAL	2,805,105	2,795,946	COST	2,886,889
UBS MLP'S	2,961,845	2,607,587	COST	11,724,727
UBS LONDON	3,355,170	3,820,912	COST	4,547,677
UBS KAYNE	2,958,368	3,227,730	COST	4,131,697
UBS GLOBAL	4,445,880	4,531,253	COST	4,246,091
UBS CAMBIAR		1,985,802	COST	1,919,568
GS MOUNT KELLET CAPITAL PARTNERS	1,595,554	1,268,803	COST	1,418,966
GS MEZZANINE PARTNERS	-23,006		COST	
BRINSON PARTNERSHIP 2000 PRIMARY FD	47,518	40,479	COST	16,133
BRINSON PARTNERSHIP 1999 PRIMARY FD	120,589	113,034	COST	66,274
BRINSON PARTNERSHIP 1998 PRIMARY FD	-51,884	-52,063	COST	20,892
ADAMS STREET PARTNERSHIP-US	1,056,515	952,335	COST	1,151,610
ADAMS STREET PARTNERSHIP-NON US	540,240	463,801	COST	384,827
TOTAL	\$ 36,791,283	\$ 36,874,062		\$ 49,521,476

Statement 10 - Form 990-PF, Part II, Line 13 - Other Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
LINDA PACE ART COLLECTIONS	\$ 20,873,606	\$ 20,954,576	COST	\$ 37,075,649
PACE EXHIBITION SPACE	120,000		COST	
TOTAL	\$ 20,993,606	\$ 20,954,576		\$ 37,075,649

Federal Statements**Statement 11 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment**

<u>Description</u>	<u>Beginning Net Book</u>	<u>End Cost / Basis</u>	<u>End Accumulated Depreciation</u>	<u>Net FMV</u>
FIXED ASSETS	\$ 4,863,470	\$ 5,469,303	\$ 647,621	\$ 4,821,682
LAND	340,504	340,504		340,504
TOTAL	<u>\$ 5,203,974</u>	<u>\$ 5,809,807</u>	<u>\$ 647,621</u>	<u>\$ 5,162,186</u>

Federal Statements**Statement 12 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
PREPAID FEDERAL EXCISE TAX	\$ 65,982	\$ 32,821	\$ 32,821
ACCOUNTS RECEIVABLE-UBS		33,664	33,664
TOTAL	<u>\$ 65,982</u>	<u>\$ 66,485</u>	<u>\$ 66,485</u>

Statement 13 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
PAYABLE/RECEIVABLE-UBS	\$ 12,816	\$
TOTAL	<u>\$ 12,816</u>	<u>\$ 0</u>

Statement 14 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
NON-DIVIDEND DISTRIBUTIONS	\$ 4,281
UNRECOGNIZED GAIN ON PARTNERSHIP DISSOLUTION	<u>37,953</u>
TOTAL	<u>\$ 42,234</u>

Federal Statements**Statement 15 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc.**

<u>Name and Address</u>	<u>Title</u>	<u>Average Hours</u>	<u>Compensation</u>	<u>Benefits</u>	<u>Expenses</u>
RICK MOORE PO BOX 830607 SAN ANTONIO TX 78283		15.00	44,000	0	0
KATHRYN KANJO PO BOX 830607 SAN ANTONIO TX 78283		1.00	34,000	0	0
DENNIS SCHOLL PO BOX 830607 SAN ANTONIO TX 78283		1.00	30,000	0	0
JAN JARBOE RUSSELL PO BOX 830607 SAN ANTONIO TX 78283		0.00	34,000	0	0
ANNE HODGES MORGAN PO BOX 830607 SAN ANTONIO TX 78283		1.00	34,000	0	0
MAURA RILEY PO BOX 830607 SAN ANTONIO TX 78283	EXECUTIVE DI	1.00	159,861	4,242	0

Federal Statements**Statement 16 - 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 FIVE 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

<u>Name of Manager</u>	<u>Amount</u>
LINDA M. PACE (DECEASED)	\$ 2,706,630
TOTAL	\$ 2,706,630

Statement 17 - Form 990-PF, Part XVI-A, Line 11 - Other RevenueDescription

<u>Description</u>	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
WEDDING FEES		\$	1	\$ 750	\$
ACCESS MIDSTREAM PARTNERS	211110	-41,959	25		
ACCESS MIDSTREAM PARTNERS			14	-143	
ADAMS STREET PARTNERSHIP	525990	-48	25		
ADAMS STREET PARTNERSHIP			14	38,146	
ADAMS STREET PARTNERSHIP-US	525990	5,138	25		
ADAMS STREET PARTNERSHIP-US			14	111,713	
BRINSON PARTNERSHIP FUND 19			14	-179	
BRINSON PARTNERSHIP FUND 19	525990	-22	25		
BRINSON PARTNERSHIP FUND 19			14	-7,533	
BRINSON PARTNERSHIP FUND 20	525990	37	25		
BRINSON PARTNERSHIP FUND 20			14	1,052	
BUCKEYE PARTNERS LP	211110	3,782	25		
BUCKEYE PARTNERS LP			14	-18,360	

Statement 17 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
EL PASO PIPELINE PARTNERS L		\$	14	\$ -244	\$
EL PASO PIPELINE PARTNERS L	211110	-9,769	25		
ENERGY TRANSFER EQUITY LP	211110	-5,862	25		
ENERGY TRANSFER EQUITY LP			14	-13	
ENTERPRISE PRODUCTS PARTNER	211110	-12,503	25		
ENTERPRISE PRODUCTS PARTNER			14	663	
GS MEZZANINE PARTNERS III L			14	-472	
GS MOUNT KELLETT CAPITAL PA			14	131,190	
HOLLY ENERGY PARTNERS	211110	-1,548	25		
HOLLY ENERGY PARTNERS			14	-47	
MAGELLAN MIDSTREAM PARTNERS			14	-548	
MAGELLAN MIDSTREAM PARTNERS	211110	62,079	25		
MARKWEST ENERGY PARTNERS LP	211110	-42,279	25		
MARKWEST ENERGY PARTNERS LP			14	3,561	
NUSTAR ENERGY LP	211110	5,225	25		
NUSTAR ENERGY LP			14	-4,767	
ONEOK PARTNERS LP	211110	-53,659	25		
ONEOK PARTNERS LP			14	-570	
PLAINS ALL AMERICAN PIPE LI	211110	8,375	25		
PLAINS ALL AMERICAN PIPE LI			14	-2,093	
SUNOCO LOGISTICS	211110	-72,104	25		
SUNOCO LOGISTICS			14	2,350	
TC PIPELINES	211110	-6,162	25		
TC PIPELINES			14	5	
WESTERN GAS PARTNERS	211110	-5,933	25		
WESTERN GAS PARTNERS			14	117	

Federal Statements**Statement 17 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue (continued)**

<u>Description</u>	<u>Business Code</u>	<u>Unrelated Amount</u>	<u>Exclusion Code</u>	<u>Exclusion Amount</u>	<u>Related Income</u>
TOTAL		\$ <u>-167,212</u>		\$ <u>254,578</u>	\$ <u>0</u>

Year Ending: December 31, 2014

04-3757853

LINDA PACE FOUNDATION
P.O. BOX 830607
SAN ANTONIO, TX 78283

NOL Carryback Election

Under IRC Section 172(b)(3), the taxpayer elects to relinquish the entire carryback period with respect to any regular tax and AMT net operating loss incurred during the current tax year.

Federal Statements**Taxable Interest on Investments**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
GS-MONEY MARKET	\$ 2			14	
INTEREST PURCHASED	-39,093			14	
UBS NFJ INTL	70			14	
UBS-GLOBAL	13			14	
UBS-KAYNE	78			14	
UBS-LONDON	55			14	
UBS-MLP'S	34			14	
UBS-OTHER	49			14	
UBS-PCLT RESTRICTED	13			14	
UBS-REINHART	49,324			14	
UBS-SEIX	412,139			14	
UBS-WHV INTL	36			14	
UBS-YACKTMAN	124			14	
UBS-RESTRICTED	12			14	
UBS-PREMIUM AMORTIZATION	-37,233			14	
UBS-CAMBIAR	1			14	
TOTAL	\$ <u>385,624</u>				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
UBS-CAMBIAR	\$ 1,350			14	
UBS-GLOBAL	253,491			14	
UBS-KAYNE	69,632			14	
UBS-LONDON	50,800			14	
UBS-NFJ INTL	112,714			14	
UBS-PCLT RESTRICTED ACCOUNT	34,858			14	
UBS-RESTRICTED	25			14	
UBS-SEIX	5			14	
UBS-WHV	46,546			14	
UBS-YACKMAN	87,887			14	
TOTAL	\$ <u>657,308</u>				